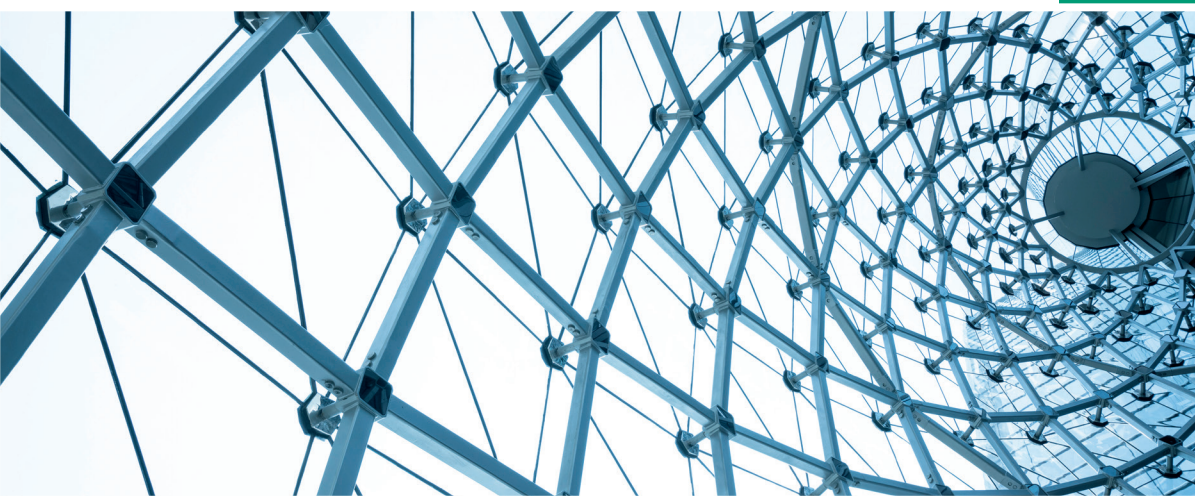


Registration Document 2018/2019



ALBIONCAPITAL

The Albion VCTs

Albion Development VCT PLC

Albion Enterprise VCT PLC

Albion Technology & General VCT PLC

Albion Venture Capital Trust PLC

Crown Place VCT PLC

Kings Arms Yard VCT PLC

REGISTRATION DOCUMENT

7 January 2019

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS DOCUMENT OR AS TO WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN FINANCIAL ADVICE IMMEDIATELY FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (THE “FSMA”).

THIS DOCUMENT CONSTITUTES A REGISTRATION DOCUMENT (THE “REGISTRATION DOCUMENT”) ISSUED BY ALBION DEVELOPMENT VCT PLC, ALBION ENTERPRISE VCT PLC, ALBION TECHNOLOGY & GENERAL VCT PLC, ALBION VENTURE CAPITAL TRUST PLC, CROWN PLACE VCT PLC AND KINGS ARMS YARD VCT PLC (THE “COMPANIES”). ADDITIONAL INFORMATION RELATING TO THE COMPANIES IS CONTAINED IN A SECURITIES NOTE ISSUED BY THE COMPANIES (THE “SECURITIES NOTE”). THIS REGISTRATION DOCUMENT, THE SECURITIES NOTE AND A SUMMARY (THE “SUMMARY”) HAVE BEEN PREPARED IN ACCORDANCE WITH THE PROSPECTUS RULES MADE UNDER FSMA AND HAVE BEEN APPROVED BY THE FINANCIAL CONDUCT AUTHORITY (THE “FCA”) IN ACCORDANCE WITH FSMA AND CONSTITUTE A PROSPECTUS ISSUED BY THE COMPANIES DATED 7 JANUARY 2019. THE PROSPECTUS HAS BEEN FILED WITH THE FCA IN ACCORDANCE WITH THE PROSPECTUS RULES AND YOU ARE ADVISED TO READ THE PROSPECTUS IN FULL.

THIS DOCUMENT HAS BEEN PREPARED FOR THE PURPOSES OF COMPLYING WITH THE PROSPECTUS DIRECTIVE, ENGLISH LAW AND THE RULES OF THE UK LISTING AUTHORITY (THE “UKLA”) AND THE INFORMATION DISCLOSED MAY NOT BE THE SAME AS THAT WHICH WOULD BE DISCLOSED IF THIS DOCUMENT HAD BEEN PREPARED IN ACCORDANCE WITH THE LAWS OF A JURISDICTION OUTSIDE ENGLAND.

Each Company and the Directors of each of the Companies (whose names are set out on page 106) accept responsibility for the information contained in the Registration Document. To the best of the knowledge of each Company and its Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Registration Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

ALBION DEVELOPMENT VCT PLC

(Incorporated in England and Wales with Registered number 03654040)

ALBION ENTERPRISE VCT PLC

(Incorporated in England and Wales with Registered number 05990732)

ALBION TECHNOLOGY & GENERAL VCT PLC

(Incorporated in England and Wales with Registered number 04114310)

ALBION VENTURE CAPITAL TRUST PLC

(Incorporated in England and Wales with Registered number 03142609)

CROWN PLACE VCT PLC

(Incorporated in England and Wales with Registered number 03495287)

KINGS ARMS YARD VCT PLC

(Incorporated in England and Wales with Registered number 03139019)

Copies of this Registration Document, the Securities Note and the Summary (and any supplementary prospectus published by the relevant Company or Companies) are available free of charge from the offices of the Companies’ investment manager, Albion Capital Group LLP, 1 King’s Arms Yard, London EC2R 7AF and on the “Investor Centre” page of Albion Capital’s website: www.albion.capital.

The Companies' Shares have not been, nor will they be, registered in the United States under the United States Securities Act of 1933, as amended, (Securities Act) or under the securities laws of Canada, Australia, Japan or South Africa (each a Restricted Territory) and they may not be offered or sold directly or indirectly within the United States or any of the Restricted Territories or to, or for the account or benefit of, US Persons (as defined in Regulation S made under the Securities Act) or any national, citizen or resident of the United States or any of the Restricted Territories. No offer of the Companies' Shares has been, nor will be, made, directly or indirectly, in or into the United States or any of the Restricted Territories or in any other jurisdiction where to do so would be unlawful. The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities law of any such jurisdiction. Any person (including, without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation to forward this document should read the paragraph entitled "Overseas Investors" on page 102 of this Registration Document before taking any action.

YOUR ATTENTION IS DRAWN TO THE RISK FACTORS ON PAGES 4, 5 and 6. AN INVESTMENT IN THE COMPANIES IS ONLY SUITABLE FOR INVESTORS WHO ARE CAPABLE OF EVALUATING THE RISKS AND MERITS OF SUCH AN INVESTMENT AND HAVE SUFFICIENT RESOURCES TO BEAR ANY LOSS THAT MAY ARISE.

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Risk Factors

The following are those risk factors which are material to each Company and of which each Company's respective Directors are aware. Material risk factors relating to the Shares are contained in the Securities Note. Additional factors which are not presently known to the Directors, or that the Directors currently deem immaterial, may also have an effect on their respective Company's business, financial condition or results of operations.

Risks Relating to the Companies and their Investment Strategies

- There can be no guarantee that the investment objectives of a Company will be achieved or that suitable investment opportunities will be available. The success of each Company will depend on the Manager's ability to identify, acquire and realise investments in accordance with each Company's investment policy and there can be no assurance that the Manager will be able to do so.
- Investment in unquoted companies, by its nature, involves a higher degree of risk than investment in companies traded on the main market for listed securities of the London Stock Exchange. In particular, smaller companies often have limited product lines, markets or financial resources and may be dependent for their management on a smaller number of key individuals. In addition, the market for stock in smaller companies is often less liquid than that for stock in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such stock. Full information for determining their value or the risks to which they are exposed may also not be available.
- Investments in open-ended equity funds, in which some of the Companies have invested, result in exposure to market risk through movements in price per unit.
- The successful implementation of each Company's investment policy is dependent on the expertise of the Manager and its ability to attract and retain suitable staff. Each Company's ability to achieve its investment objectives is largely dependent on the performance of the Manager in the acquisition and disposal of assets and the management of such assets. Each Board has broad discretion to monitor the performance of the Manager and the power to appoint a replacement, but the Manager's performance or that of any replacement cannot be guaranteed.
- There can be no guarantee that any member of the Manager's team referred to in Part I of this document or otherwise with a significant role in the management of the Companies' investments will remain with the Manager or that the Manager will be able to attract and retain other suitable staff. The departure of a key member of the Manager's staff may have an adverse effect on the performance of the Companies.
- The past performance of any one or more of the Companies or other funds managed or advised by the Manager is not a guide to the future performance of the Companies. No assurance can be given that profits will be achieved or that substantial losses will not be incurred.
- Although the Companies may receive customary venture capital rights in connection with some of their unquoted investments, as minority investors they may not be in a position fully to protect their interest.
- Most of the Companies' investments are and will be in companies whose securities are not publicly traded or freely marketed and may, therefore, be difficult, and take time, to realise. There may also be constraints imposed on the realisation of investments in order to maintain the VCT tax status of the Companies.
- It can take a period of years for the underlying value or quality of the businesses of smaller companies, such as those in which the Companies invest, to be fully reflected in their market values and their market values are often also materially affected by general market sentiment, which can be negative for prolonged periods.
- Technology related risks are likely to be greater in early, rather than later, stage technology investments, including the risks of the technology not becoming generally accepted by the market or the obsolescence of the technology concerned, often due to greater financial resources being available to competing companies.

- The success of some investments may be based on the ability of investee companies to establish, protect and enforce intellectual property rights, those rights being broad enough to protect proprietary interests and the rights not infringing third party patents.
- The success of investments in certain sectors is also subject to regulatory risk including, for example, companies operating in the UK renewable energy sector where the return from an investment may be affected by changes in government subsidies or incentives.
- The Companies' investment valuation methods are reliant on the accuracy and completeness of information that is issued by portfolio companies. In particular, the directors may not be aware of or take into account certain events or circumstances which occur after the information issued by such companies is reported.
- Failures in key controls, within the Boards or within the Manager's business, could put assets of the Companies at risk or result in reduced or inaccurate information being passed to the Boards or to shareholders. Measures are in place to mitigate information risk in order to ensure the integrity, availability and confidentiality of information used within the business.
- Any change of governmental, economic, fiscal, monetary or political policy could materially affect, directly or indirectly, the operation of the Companies and/or the performance of the Companies and the value of and returns from shares and/or their ability to achieve or maintain VCT status.
- The value of an investment in a Company and the dividend stream may go down as well as up. Shareholders may get back less than the amount originally invested in a Company. There is no guarantee that dividends will be paid nor that any dividend objective will be met.
- On 23 June 2016, the UK held a referendum in which voters approved an exit from the EU, commonly referred to as "Brexit". The British government is still negotiating the terms of the UK's future relationship with the EU. It is unknown at this time what terms will emerge, whether changed regulatory control at this time affecting VCTs will increase or decrease or how the eventual terms will affect positively or negatively the business model, business operations and financial results or impact sales demand, material and labour costs, availability and cost of finance for a Company or an underlying investee company.

Risks Relating to Taxation and Regulation

- The information in this document is based on existing legislation, including taxation legislation. The tax reliefs described are those currently available. The tax rules or their interpretation in relation to an investment in any one or more of the Companies and/or rates of tax may change during the life of those Companies and can be retrospective. The value of tax reliefs depends on the personal circumstances of holders of Shares in any one or more of the Companies, who should consult their own tax advisers before making any investment.
- Each Company intends to manage its affairs in respect of each accounting period so as to obtain and thereafter maintain approval as a VCT. However, there can be no guarantee that a Company will be able to maintain VCT status. Where a Company fails to maintain approval as a VCT before Qualifying Investors have held their New Shares in that Company for five years, the income tax relief obtained on the amount subscribed in that Company will have to be repaid by such investors. Dividends paid in an accounting period where VCT status is lost will become taxable and a Qualifying Investor will generally be liable to income tax on the dividend received.
- Where approval as a VCT is not maintained, a Company will also lose its exemption from corporation tax on capital gains.

- The disposal of New Shares within five years of their issue will result in some or all of the 30 per cent. income tax relief available upon investment becoming repayable. On this basis, investing in New Shares should be considered a long-term investment.
- Legislation was introduced in 2014, relating to linked subscriptions and sales of VCT shares, restricting the availability of income tax relief on a subscription for shares in a VCT issued after 5 April 2014 where it is 'linked' to a sale of shares in the same VCT or in another VCT which at any time merges with the VCT. For these purposes, linked means (i) the sale of the shares in the VCT was conditional on the subscription for shares in the same VCT (or vice versa) or (ii) the subscription for shares in the VCT and the sale of shares in the same VCT were within six months of each other (irrespective of which comes first). If the subscription is 'linked', the amount on which VCT income tax relief can be claimed will be reduced by the amount of the consideration of any linked sales.
- Legislation was introduced in 2014 to deter VCTs from using share capital or converted share premium account to make payments or distributions to shareholders before the third anniversary of the end of the accounting period in which the issue of shares occurs. This applies to shares issued after 5 April 2014.
- From 18 November 2015 there is a maximum age limit for companies receiving VCT investments (generally 7 years from first commercial sale or 10 years for "knowledge intensive" companies), and a maximum amount of Risk Finance State Aid which a company can receive over its lifetime (£12 million, or £20 million for "knowledge intensive" companies). There are further restrictions on the use of VCT funds received by investee companies. These restrictions may mean that there are fewer opportunities for investment, and that the Companies may not necessarily be able to provide further investment funds for companies already in their portfolio.
- The Finance Act 2018 introduced a new "risk-to-capital" condition for Qualifying Investments, designed to focus investments towards earlier stage, growing businesses, and away from investments which could be regarded as lower risk. The Company may not make any prohibited non-qualifying investments, including those which breach the "risk-to-capital" condition, and the potential penalty for contravention of these rules can include loss of VCT status with a resultant claw back of VCT tax reliefs from investors. HMRC have stated that VCT status will not be withdrawn where an investment is ultimately found to be non-qualifying if, after taking reasonable steps including seeking advice, a VCT considers that an investment is qualifying. However, HMRC may require rectification of the breach, which may mean that the VCT is forced to dispose of the investment at a loss.
- Where the European Commission believe that Risk Finance State Aid has been provided which is not in accordance with the Risk Finance Guidelines, they may require that the UK government recovers that Risk Finance State Aid. There is currently no mechanism in place for this, but recovery may be from the investee company, the VCT or the VCT's investors.

Part I: The Directors and the Manager

A. The Directors

The Directors of each Company are responsible for the determination of the Company's investment objective and policy and have overall responsibility for the Company's activities including the review of investment activity and performance.

The Directors, in conjunction with the Manager, are determined to maintain the VCT status of their respective Company and in this regard recognise its critical importance to existing and potential Shareholders. Each Board has put in place procedures designed to ensure that VCT status is maintained and monitor this closely through the provision of regular reports from the Manager and the VCT Tax Status Adviser on the status of the relevant Company against the various tests that it must meet to maintain its VCT status.

Each Board is also responsible for monitoring and managing the controllable risks to profits and assets in its respective Company. They have each established an ongoing formal process to ensure that risk exposure is reviewed regularly. As part of this regular review, each Board assesses its service providers with the Manager in order to discuss their performances against expectations as well as to improve both service standards and value for money.

The Directors, all of whom are non-executive and independent of the Manager with the exception of Patrick Reeve, the Managing Partner of Albion Capital, who sits on the boards of Albion Development VCT, Albion Enterprise VCT and Albion Technology & General VCT, together have relevant experience of similar investment funds, regulatory organisations, corporate governance of listed companies, the private equity industry and investee companies. There is no conflict of interest between a Company, the duties of its Directors and their interests, save in respect of Patrick Reeve, who is a director of Albion Development VCT, Albion Enterprise VCT, Albion Technology & General VCT and a member and Managing Partner of the Manager and is, therefore, interested in those contracts with the Companies referred to in paragraphs 4 in each of Sections A, B, and C in Part V below.

Corporate Governance

The Listing Rules require premium-listed companies, such as each Company, to include in their annual report and accounts a statement of how they apply the principles of good corporate governance set out in the UK Corporate Governance Code and whether or not they have complied with the best practice provisions set out in the UK Corporate Governance Code throughout their accounting period. Where any of the provisions have not been complied with, the relevant company must state the provisions in question, the period within which non-compliance occurred and the reasons for non-compliance.

Each Company is a member of the Association of Investment Companies and as such the AIC Code, which complements the UK Corporate Governance Code and provides a framework of best practice for investment companies, including VCTs, applies to it. The Financial Reporting Council has confirmed that, by following the AIC Corporate Governance Guide for Investment Companies (which was produced in conjunction with the AIC Code in February 2015) (the "AIC Guide"), VCT boards should fully meet their obligations in relation to the UK Corporate Governance Code and paragraph 9.8.6 of the Listing Rules.

The AIC Code provides that, to give greater transparency to investors, it should be best practice for members to state in their annual report whether they are adhering to the principles and following the recommendations contained in the AIC Code and if not, to explain why and, where appropriate, to detail the steps they intend to take to bring themselves into compliance in the future. AIC member companies may also make a statement that, by reporting against the AIC Code and by following the AIC Guide, they are meeting their obligations under the UK Corporate Governance Code (and associated disclosure requirements under paragraph 9.8.6 of the Listing Rules) and as such do not need to report further on issues contained in the UK Corporate Governance Code which are irrelevant to them (as explained in the AIC Guide).

1. Directors of Albion Development VCT

Geoffrey Vero (Chairman), FCA (appointed 2 July 2007)

Geoffrey Vero has spent much of his career in venture capital, serving as a director of Causeway Capital Limited and ABN Amro Private Equity (UK) Limited which invested in small and medium sized unquoted businesses. He is a non-executive Chairman of EPE Special Opportunities PLC and a non-executive director of Numis Corporation PLC, where he chairs the Audit and Risk Committee.

Lyn Goleby, MA (Cantab), (appointed 3 November 2017)

Lyn Goleby qualified as a solicitor at Denton Hall and Burgin (now Dentons) and went on to business affairs roles in the film industry before starting an independent career as a film producer. She produced 3 films before the start up of City Screen (which became Picturehouse Cinemas) in 1989. She was on the board of the UK Cinemas Association until Picturehouse was bought by Cineworld in 2012. Lyn has served on various boards including the Film Committee of Arts Council England, Dance East and the Advisory Council of Tate Modern.

Ben Larkin LLB (appointed 5 December 2016)

Ben Larkin is a partner at an international law firm, Jones Day. Ben heads up the business reorganisation practice across Europe. Ben has spent the majority of his career advising public and private boards on aspects of corporate governance and has particular expertise in the infrastructure and real estate sectors. Recent mandates include Airwave (the mobile communication network for the UK's emergency services) and National Car Parks. Prior to joining Jones Day, Ben led the business recovery and reconstruction division of Berwin Leighton Paisner LLP for 14 years.

Patrick Reeve MA, ACA (appointed 12 November 2013)

Patrick Reeve is currently the managing partner of Albion Capital and will be changing to part-time chairman on 1 April 2019. He is a director of Albion Development VCT, Albion Enterprise VCT and Albion Technology & General VCT, all managed by Albion Capital, and is chief executive of Albion Community Power and chairman of OLIM Investment Managers. He is also a member of the Audit Committee of University College London, a director of the Association of Investment Companies and is on the Council of the British Venture Capital Association. Patrick joined Close Brothers Group plc in 1989, working in both the development capital and corporate finance divisions before establishing Albion Capital (formerly Albion Ventures LLP, formerly Close Ventures Limited) in 1996. Prior to Close he qualified as a chartered accountant before joining Cazenove & Co where he spent three years in the corporate finance department. Patrick has an MA in Modern Languages from Oxford University.

Current and past directorships

The Directors of Albion Development VCT are currently or have been within the last five years, a member of the administrative, management or supervisory bodies or partners of the companies and partnerships mentioned below:

Geoffrey Vero

Current directorships/partnerships

Albion Development VCT
EPE Special Opportunities PLC
Lt Dougie Dalzell MC Memorial Trust
Numis Corporation PLC
Nomina No 206 LLP

Past directorships/partnerships (five years)

Aurelia Skincare Limited
Govern Finance Limited
R&A Trust Company (No. 1) Limited
R&A Trust Company (No. 2) Limited

Lyn Goleby**Current directorships/partnerships**

Abbeygate Cinema Limited
 Albion Development VCT
 Bingo Forever Ltd
 Moonlight Acquisitions Limited
 The Magic Flower Company Ltd
 Trafalgar Releasing Limited

Past directorships/partnerships (five years)

City Screen (3D) Limited (dissolved)*
 City Screen (Aberdeen) Limited (dissolved)*
 City Screen (Bath) Limited (dissolved)*
 City Screen (Brighton) Limited
 City Screen (Cambridge) Limited (dissolved)*
 City Screen (Clapham) Limited (dissolved)*
 City Screen Developments Limited (dissolved)*
 City Screen (Liverpool) Limited
 City Screen No.2 Limited (dissolved)
 City Screen (Oxford) Limited (dissolved)*
 City Screen (S.O.A.) Limited
 City Screen (Southampton) Limited (dissolved)*
 City Screen (Stratford) Limited
 City Screen (Virtual) Limited (dissolved)*
 City Screen (York) Limited
 CS (Brixton) Limited
 CS (Exeter) Limited
 CS (Norwich) Limited
 Newman Online Limited
 Ourscreen Limited
 Picturehouse Cinemas Limited
 Trafalgar Cinemas Limited
 Trafalgar Entertainment Group Limited

* Voluntarily struck off the Register of Companies at Companies House

Ben Larkin**Current directorships/partnerships**

Albion Development VCT
 Jones Day

Past directorships/partnerships (five years)

Berwin Leighton Paisner LLP

Patrick Reeve**Current directorships/partnerships**

ACC Management Services Limited
 ACC West Management Services Limited
 ACP I Shareco Limited
 ACP Ordinary Shareco Limited
 Albion Capital Group LLP
 Albion Community Power Limited
 Albion Development VCT
 Albion Enterprise VCT
 Albion GP 2 Limited
 Albion Technology & General VCT
 Albion Ventures Limited
 AVL Group Limited

Past directorships/partnerships (five years)

Albion Income & Growth VCT PLC (dissolved) *
 Albion Prime VCT PLC (dissolved)*
 Bamboo Investments Limited (dissolved)*
 Bamboo Investments (no.2) Limited (dissolved)*
 Ferard-Reeve Publishing Limited (dissolved)*
 UCL Business PLC

Healthcare & Leisure Property Limited
OLIM Limited
The Association of Investment Companies Limited
The British Private Equity and Venture Capital Association
UTF Albion Member Limited
UTF Albion Member 2 Limited
Ywastefood Limited

* Voluntarily struck off the Register of Companies at Companies House

Corporate Governance

The Board of Albion Development VCT consists solely of non-executive directors of whom Geoffrey Vero is Chairman and Ben Larkin is the Senior Independent Director. All of the Albion Development VCT Directors, other than Patrick Reeve who is the Managing Partner of the Manager, are considered by the Board of Albion Development VCT to be independent of the Manager. The Board does not consider that a Director's tenure reduces his/her ability to act independently.

By reporting against the AIC Code and by following the AIC Guide, as at the date of this document Albion Development VCT complies with its obligations under the UK Corporate Governance Code.

In view of the requirement in Albion Development VCT's articles of association that all Directors retire by rotation, the Board of Albion Development VCT considers that it is not appropriate for the Directors to be appointed for a specified term as recommended by principle 3 of the AIC Code and provision B.2.3 of the UK Corporate Governance Code. The Board of Albion Development VCT has agreed that each Director will retire and, if appropriate, seek re-election annually after serving on the Board for more than nine years. Patrick Reeve is subject to annual re-election as he is not considered to be an independent director.

The Board of Albion Development VCT has delegated certain responsibilities and functions to the audit committee, the remuneration committee and the nomination committee.

The audit committee, chaired by Geoffrey Vero, operates within clearly defined terms of reference and comprises all the Albion Development VCT Directors, other than Patrick Reeve. The duties of the audit committee include reviewing the annual and interim accounts, the system of internal controls, the terms of appointment of the auditors together with their remuneration, and ensuring that auditor objectivity and independence is safeguarded in the provision of non-audit services by the auditors. It also provides a forum through which the auditors may report to the Board of Albion Development VCT and meets at least twice yearly.

The remuneration committee, chaired by Ben Larkin, comprises all of the Albion Development VCT Directors, other than Patrick Reeve, and reviews the Directors' responsibilities and salaries against the market as required.

The nomination committee, chaired by Geoffrey Vero, comprises all the Albion Development VCT Directors, other than Patrick Reeve, and is convened for the purpose of considering the appointment of additional directors as and when considered appropriate. In considering appointments to the Board of Albion Development VCT, the nomination committee takes into account the ongoing requirements of Albion Development VCT and the need to have a balance of skills, experience and knowledge within its Board, together with diversity of experience and approach.

2. Directors of Albion Enterprise VCT

Maxwell Packe (Chairman) FCA (appointed 28 November 2006)

Maxwell Packe has been chairman of a number of private equity-backed companies since 1996 with successful trade sales, including Crestacare PLC, Corgi Classics Limited, Kelvin Hughes Group and Paragon Book Services Limited. Previously he was founder and chief executive of Household Mortgage Corporation PLC from 1986 until its sale in 1994 to Abbey National Plc.

Lord St. John of Bletso (appointed 28 November 2006)

Lord St. John of Bletso qualified as a solicitor in South Africa. He was a consultant to Merrill Lynch until November 2008 after nine years in equity sales/research at Smith New Court. He is chairman of Integrated Diagnostic Holdings PLC, Yellow Cake ITF plc and director of Falcon Group. He is also non-executive Chairman of Strand Hanson Limited. He is on the Advisory Boards of Roc Technologies, Bell Integrated and Betway. He has been a Crossbench Member of the House of Lords since 1979 and an extra Lord-in-Waiting to HM The Queen since 1998.

Lady Balfour of Burleigh CBE, MA, D Phil, DL, D Litt (appointed 28 November 2006)

Lady Balfour of Burleigh was formerly chairman of the Nuclear Liabilities Financing Assurance Board and the Nuclear Liabilities Fund and a director of Cable and Wireless plc, Midlands Electricity plc, WH Smith plc, Stagecoach Group plc, Murray International Trust plc and other companies.

Christopher Burrows, MA (appointed 27 June 2018)

Christopher Burrows brings more than 30 years' executive experience in international leadership consulting, search and assessment. Having graduated in Anthropology from the University of Cambridge, he started his consulting career with Whitehead Mann and subsequently became the youngest partner at Goddard Kay Rogers. He was a managing director at Russell Reynolds Associates for the last 13 years of his executive career where his principal focus was advising clients and investors on board appointments and organisation strategy across biotechnology, medtech, diagnostics, healthcare services, pharmaceuticals and digital technologies.

Patrick Reeve MA, ACA (appointed 28 November 2006)

See Albion Development VCT

Current and past directorships

The Directors of Albion Enterprise VCT are currently or have been within the last five years, a member of the administrative, management or supervisory bodies or partners of the companies and partnerships mentioned below:

Maxwell Packe

Current directorships/partnerships

Albion Enterprise VCT

Past directorships/partnerships (five years)

Chartco Limited
KH Holdco Limited
Vealnamco (123) Limited (dissolved)

Lord St John of Bletso**Current directorships/partnerships**

African Business Solutions Limited
 Albion Enterprise VCT
 Christel House Europe
 Cognosec AB (Publ)
 Estate & General (IOM) Limited
 Falcon Group
 Hunter Gibson LLP
 Integrated Diagnostic Holdings plc
 Rados International Services Ltd
 Smithson Investment Trust PLC
 Strand Hanson Limited
 Tyvak Orbital Networks Limited
 Yellow Cake ITF plc

Past directorships/partnerships (five years)

Afrika Tikkun UK
 Alexandra Rose Charity
 Global Resources Investment Trust Plc
 GRIT ZDP Limited (dissolved)*

* Voluntarily struck off the Register of Companies at Companies House

Lady Balfour of Burleigh**Current directorships/partnerships**

Albion Enterprise VCT
 Craigmtoy LLP
 NDA Archives Limited

Past directorships/partnerships (five years)

Murray International Trust PLC
 Nuclear Liabilities Fund Limited
 The Scottish Oriental Smaller Companies Trust Plc

Christopher Burrows**Current directorships/partnerships**

Albion Enterprise VCT

Past directorships/partnerships (five years)**Patrick Reeve****Current directorships/partnerships**

See Albion Development VCT

Past directorships/partnerships (five years)

Corporate Governance

The Board of Albion Enterprise VCT consists solely of non-executive directors of whom Maxwell Packe is Chairman and Lord St. John of Bletso is the Senior Independent Director. All of the Albion Enterprise VCT Directors, other than Patrick Reeve who is the Managing Partner of the Manager, are considered by the Board of Albion Enterprise VCT to be independent of the Manager and the Board does not consider that a Director's tenure reduces his/her ability to act independently.

By reporting against the AIC Code and by following the AIC Guide, as at the date of this document Albion Enterprise VCT complies with its obligations under the UK Corporate Governance Code.

In view of the requirement in Albion Enterprise VCT's articles of association that all Directors retire by rotation, the Board of Albion Enterprise VCT considers that it is not appropriate for the Directors to be appointed for a specified

term as recommended by principle 3 of the AIC Code and provision B.2.3 of the UK Corporate Governance Code. Patrick Reeve is subject to annual re-election as he is not considered to be an independent director.

The Board of Albion Enterprise VCT has delegated certain responsibilities and functions to the audit committee, the remuneration committee and the nomination committee.

The audit committee, chaired by Lord St. John of Bletso, operates within clearly defined terms of reference and comprises all the Albion Enterprise VCT Directors, other than Patrick Reeve. The duties of the audit committee include reviewing the annual and interim accounts, the system of internal controls, the terms of appointment of the auditors together with their remuneration, and ensuring that auditor objectivity and independence is safeguarded in the provision of non-audit services by the auditors. It also provides a forum through which the auditors may report to the Board of Albion Enterprise VCT and meets at least twice yearly.

The remuneration committee, chaired by Lady Balfour of Burleigh, comprises all the Albion Enterprise VCT Directors, other than Patrick Reeve, and reviews the Directors' responsibilities and salaries against the market as required.

The nomination committee, chaired by Maxwell Packe, comprises all the Albion Enterprise VCT Directors, other than Patrick Reeve, and is convened for the purpose of considering the appointment of additional directors as and when considered appropriate. In considering appointments to the Board of Albion Enterprise VCT, the nomination committee takes into account the ongoing requirements of Albion Enterprise VCT and the need to have a balance of skills, knowledge, experience and diversity within its Board.

3. Directors of Albion Technology & General VCT

Dr Neil Cross FCIS (Chairman), (appointed 6 December 2000)

Dr Neil Cross has extensive experience in private equity and corporate governance. He was formerly an executive director of 3i Group plc from 1989 to 1996, having spent 27 years in a variety of investment and management roles, latterly in charge of the group's international operations. He is a past chairman of the European Venture Capital Association. He has also been a non-executive director of a number of listed and private companies and is presently a non-executive director of Caliburn Absolute Strategies SPC.

Modwenna Rees-Mogg MA (appointed 4 October 2012)

Modwenna Rees-Mogg began her career as a corporate financier at Kleinwort Benson Limited, then founded the online media and live events business AngelNews in 2003, which is focused on the early stage investment market, with a special focus on private investors. The company's activities include The VCT & EIS Investor Forum and The Great British Private Investor Summit. She is the author of "Dragons or Angels" and "Crowdfunding", books on angel investing and crowd funding respectively. She is a non-executive director of Asset Match Limited and runs The Pluralists Club for senior executives developing and running portfolio careers.

Robin Archibald BCom, CA (appointed 18 November 2013)

Robin Archibald qualified as a chartered accountant with Touche Ross in Glasgow in 1983, before transferring with Touche Ross to London where he worked in the corporate finance department. Since 1986, he has worked in corporate finance and corporate broking roles, including for Samuel Montagu, SG Warburg Securities, NatWest Wood Mackenzie and Intelli Corporate Finance. He was a director of Winterflood Investment Trusts until May 2014, where he was head of corporate finance and broking from August 2004 until August 2013. Since the early nineties, he has concentrated on advising and managing transactions in the UK closed-ended funds sector and has gained a wide experience in fund raising, reorganisations and restructurings for all types of listed funds. He is currently a non-executive director of Ediston Property Investment Company PLC, Capital Gearing Trust P.L.C., Henderson European Focus Trust plc and Shires Income plc.

Mary Anne Cordeiro MA (appointed 18 November 2013)

Mary Anne Cordeiro worked at Goldman Sachs International Limited, first in the mergers and acquisitions department and subsequently in the Financial Institutions Group from 1986 to 1992. She worked in similar roles in corporate finance at Bankers Trust Company and Paribas, and was also co-head of Paribas' Financial Institutions Group, before leaving to found her own business in the finance sector in 1998. More recently she has applied her scientific and financial strategy expertise to the commercialisation of innovation and to funding growth of early stage companies. She currently advises a number of medical technology businesses and has helped develop strategies to bring new products and services to market. She is also a member of the Development Board of the University of Oxford's Department of Chemistry.

Patrick Reeve MA, ACA (appointed 11 December 2003)

See Albion Development VCT

Current and past directorships

The Directors of Albion Technology & General VCT are currently or have been within the last five years, a member of the administrative, management or supervisory bodies or partners of the companies and partnerships mentioned below:

Dr Neil Cross**Current directorships/partnerships**

Albion Technology & General VCT
 Caliburn Absolute Strategies SPC
 Caliburn Special Situations Master Limited
 The Bayard Fund
 The Caliburn Fund
 The Mary Kinross Charitable Trust
 The University of Edinburgh

Past directorships/partnerships (five years)

BMT Group Limited
 Caliburn Cayman Limited (dissolved)*
 Caliburn Offshore Limited (dissolved)*

* Voluntarily struck off the Register of Companies at Companies House

Modwenna Rees-Mogg**Current directorships/partnerships**

Albion Technology & General VCT
 Asset Match Limited
 TMRM Limited
 Wheatfromchaff Limited

Past directorships/partnerships (five years)

Albion Prime VCT PLC (dissolved)*
 The Pluralists Club Ltd (dissolved)*
 The Shortlist Company Limited (dissolved)*
 UK Business Angels Association

* Voluntarily struck off the Register of Companies at Companies House

Robin Archibald**Current directorships/partnerships**

Albion Technology & General VCT
 Capital Gearing Trust P.L.C.
 Ediston Property Investment Company PLC
 EPIC (No. 1) Limited
 EPIC (No. 2) Limited
 Henderson European Focus Trust PLC
 Shires Income PLC

Past directorships/partnerships (five years)

Albion Income & Growth VCT PLC (dissolved)*
 Stockbridge Advisers Limited

* Voluntarily struck off the Register of Companies at Companies House

Mary Anne Cordeiro**Current directorships/partnerships**

Albion Technology & General VCT
 Balletboyz Ltd
 Deccan Heritage Foundation Limited
 EcotraumaPort Limited
 Holland Park Gardens (Management) Company Limited
 Science to Business Limited

Past directorships/partnerships (five years)

Albion Income & Growth VCT PLC (dissolved)*
 Flexycast Limited (dissolved)*
 Sibelius Ltd

* Voluntarily struck off the Register of Companies at Companies House

Patrick Reeve**Current directorships/partnerships**

See Albion Development VCT

Past directorships/partnerships (five years)

Corporate Governance

The Board of Albion Technology & General VCT consists solely of non-executive directors. Dr. Neil Cross is Chairman. All of the Directors, other than Patrick Reeve who is the Managing Partner of the Manager, are considered by the Board of Albion Technology & General VCT to be independent of the Manager and the Board does not consider that a Director's tenure reduces his/her ability to act independently.

By reporting against the AIC Code and by following the AIC Guide, as at the date of this document Albion Technology & General VCT complies with its obligations under the UK Corporate Governance Code.

In view of the requirement in Albion Technology & General VCT's articles of association that all Directors retire by rotation, the Board of Albion Technology & General considers that it is not appropriate for the Directors to be appointed for a specified term as recommended by principle 3 of the AIC Code and provision B.2.3 of the UK Corporate Governance Code. Patrick Reeve is subject to annual re-election as he is not considered to be an independent director.

The Board of Albion Technology & General VCT has delegated certain responsibilities and functions to the audit committee, the remuneration committee and the nomination committee.

The audit committee, chaired by Robin Archibald, operates within clearly defined terms of reference and comprises all the Albion Technology & General VCT Directors, other than Patrick Reeve. The duties of the audit committee include reviewing the annual and interim accounts, the system of internal controls, the terms of appointment of the auditors together with their remuneration, and ensuring that auditor objectivity and independence is safeguarded in the provision of non-audit services by the auditors. It also provides a forum through which the auditors may report to the Board of Albion Technology & General VCT and meets at least twice yearly.

The remuneration committee, chaired by Modwenna Rees-Mogg, comprises all the Albion Technology & General VCT Directors, other than Patrick Reeve, and reviews the Directors' responsibilities and salaries against the market as required.

The nomination committee, chaired by Dr Neil Cross, comprises all the Albion Technology & General VCT Directors, other than Patrick Reeve, and is convened for the purpose of considering the appointment of additional directors as and when considered appropriate. In considering appointments to the Board of Albion Technology & General VCT, the nomination committee takes into account the ongoing requirements of Albion Technology & General VCT and the need to have a balance of skills, experience and knowledge within its Board, together with diversity of experience and approach.

4. Directors of Albion Venture Capital Trust

Richard Glover (Chairman) (appointed 8 November 2017)

Richard Glover spent 15 years in industrial relations and HR management roles in the 1970s and 1980s first with ICI and then with Grand Metropolitan. Since 1990 he has been involved with two private equity backed businesses in the service sector: first in 1990 the British School of Motoring (BSM), where, as MD and later CEO, he took the company through flotation and then sale to RAC; and in 2000, the accountancy training company ATC International, where he became the majority shareholder in 2003, running the business in Eastern Europe until it was sold in 2011. He has also held a number of non-executive director positions in the service sector and remains extensively involved with the Worshipful Company of Haberdashers and its education activities.

John Kerr ACMA (appointed 9 February 1996)

John Kerr has worked as a venture capitalist and also in manufacturing and service industries. He held a number of finance and general management posts in the UK and USA, before joining SUMIT Equity Ventures, an independent Midlands based venture capital company, where he was managing director from 1985 to 1992. He then became chief executive of Price & Pierce Limited, which acted as the UK agent for overseas producers of forestry products, before leaving in 1997 to become finance director of Ambion Brick, a building materials company bought out from Istock PLC. After retiring in 2002, he now works as a consultant. He is an external member of the Manager's investment committee.

Ann Berresford BSC (Hons), ACA (appointed 8 November 2017)

Ann Berresford is a chartered accountant with a background in the financial services and energy sectors. She holds a degree in Organic Chemistry and trained as an accountant with Grant Thornton, qualifying in 1984. She moved into industry in 1985 and worked in financial management and treasury for the British independent oil exploration and production company Clyde Petroleum plc in both the UK and in The Netherlands. In 1998, following the takeover of Clyde Petroleum plc, she moved into financial services and joined Bristol & West plc which had just become part of the Bank of Ireland Group. She progressed from financial controller of Bristol & West plc to finance director of the Bank of Ireland's UK network and left in 2006. Since then, she has had a number of non-executive roles, including positions at Bath Building Society, the Pensions Protection Fund, Triodos Renewables plc, Hyperion Insurance Group and the Pensions Regulator. She is currently a non-executive director of Secure Trust Bank plc.

Ebbe Dinesen (appointed 26 September 2012)

Ebbe Dinesen qualified as a chartered accountant in Denmark before working in senior positions in Danish industry. In 1985 he came to the United Kingdom and became CEO of Carlsberg UK in 1987. He later became CEO of Carlsberg-Tetley PLC (now Carlsberg UK) and became executive chairman of that company in 2001. He stepped down in 2006. He was chairman of the British Brewers from 2002 to 2006. Ebbe Dinesen was Danish vice-consul for The Midlands from 1987 to 2006. In 2000 he was knighted by the Queen of Denmark.

Jeffrey Warren ACCA (appointed 2 October 2007)

Jeff Warren has 30 years' financial management experience, including high level corporate governance and regulatory environment experience. In 1992 he resigned as Finance Director of Mountleigh Group PLC, which was subsequently placed into administration, and joined Bristol & West Building Society as CFO. Following the acquisition of Bristol & West by Bank of Ireland, he continued as Finance Director until he was promoted to CEO of Bristol & West PLC in 1999, and subsequently also took responsibility for the Bank of Ireland UK Branch network. In 2003 he moved to take on a role at Group level in Dublin, as Group Chief Development Officer, reporting to the Bank of Ireland CEO. In 2004 he returned to the UK and has since held a number of non-executive roles, including 4 months as a non-executive Director of Courts Plc until that company was placed into administration in December 2004.

Current and past directorships

The Directors of Albion Venture Capital Trust are currently or have been within the last five years, a member of the administrative, management or supervisory bodies or partners of the companies and partnerships mentioned below:

Richard Glover

Current directorships/partnerships

Albion Venture Capital Trust
Haberdashers' Monmouth Estates Limited

Past directorships/partnerships (five years)

Accountancy Tuition Centre (Hungary) Limited (dissolved)*
Accountancy Tuition Centre (International) Limited
Accountancy Tuition Centre (Kazakstan) Limited
Accountancy Tuition Centre Limited (dissolved)
Accountancy Tuition Centre (Poland) Limited (dissolved)*
Accountancy Tuition Centre (Professional Training Club) Limited (dissolved)*
Accountancy Tuition Centre (Ukraine) Limited
Becker Professional Development International Limited
Haberdashers' Adams' Federation Trust
International Accounting Solutions Limited (dissolved)*
International Financial Reporting Solutions Limited (dissolved)*
T.C.L. Holdings Limited
The Haberdashers Investment Company
The Haberdashers' Millennium Treasures Trust
The Haberdashers Operating Company
Yumchaa Group Limited
Yumchaa Holdings plc
Yumchaa Retail Limited
Yumchaa Soho Limited

* Voluntarily struck off the Register of Companies at Companies House

John Kerr

Current directorships/partnerships

Albion Venture Capital Trust
Dilbey Limited

Past directorships/partnerships (five years)

Farley House Limited

Ann Berresford

Current directorships/partnerships

Albion Venture Capital Trust
Secure Trust Bank plc

Past directorships/partnerships (five years)

Bath Building Society
Hyperion Insurance Group Limited
The Pensions Regulator
Triodos Renewables plc

Ebbe Dinesen

Current directorships/partnerships

Albion Venture Capital Trust

* Voluntarily struck off the Register of Companies at Companies House

Past directorships/partnerships (five years)

Albion Prime VCT PLC (dissolved)*

Jeffrey Warren

Current directorships/partnerships

Albion Venture Capital Trust PLC

Wonky Star Limited

Sense Biodetection Limited

Past directorships/partnerships (five years)

Orbel Health Limited

Corporate Governance

The Board of Albion Venture Capital Trust consists solely of non-executive directors of whom Richard Glover is Chairman and Jeffrey Warren is the Senior Independent Director. All of the Albion Venture Capital Trust Directors are considered by the Board of Albion Venture Capital Trust to be independent of the Manager. John Kerr is an external member of the Manager's Investment Committee. The Board does not consider that a Director's tenure reduces his/her ability to act independently.

By reporting against the AIC Code and by following the AIC Guide, as at the date of this document, Albion Venture Capital Trust complies with its obligations under the UK Corporate Governance Code.

In view of the requirement in Albion Venture Capital Trust's articles of association that all Directors retire by rotation, the Board of Albion Venture Capital Trust considers that it is not appropriate for the Directors to be appointed for a specified term as recommended by principle 3 of the AIC Code and provision B.2.3 of the UK Corporate Governance Code. The Board of Albion Venture Capital Trust has agreed that each Director will retire and, if appropriate, seek re-election annually after serving on the Board for more than nine years.

The Board of Albion Venture Capital Trust has delegated certain responsibilities and functions to the audit committee, the remuneration committee and the nomination committee.

The audit committee, chaired by John Kerr, operates within clearly defined terms of reference and comprises all the Albion Venture Capital Trust Directors. The duties of the audit committee include reviewing the annual and interim accounts, the system of internal controls, the terms of appointment of the auditors together with their remuneration, and ensuring that auditor objectivity and independence is safeguarded in the provision of non-audit services by the auditors. It also provides a forum through which the auditors may report to the Board of Albion Venture Capital Trust and meets at least twice yearly.

The remuneration committee, chaired by Jeffrey Warren, operates within clearly defined terms of reference and comprises all the Albion Venture Capital Trust Directors. It reviews the Directors' responsibilities and salaries against the market as required.

The nomination committee, chaired by Richard Glover, operates within clearly defined terms of reference and comprises all the Albion Venture Capital Trust Directors. The committee is convened for the purpose of considering the appointment of additional directors as and when considered appropriate. In considering appointments to the Board of Albion Venture Capital Trust, the nomination committee takes into account the ongoing requirements of Albion Venture Capital Trust and the need to have a balance of skills, experience and knowledge within its Board, together with diversity of experience and approach.

5. Directors of Crown Place VCT

Richard Huntingford FCA (Chairman) (appointed 15 May 2012)

Richard Huntingford is a Chartered Accountant who spent 12 years at KPMG where he advised a wide range of clients, followed by 20 years in the media industry, primarily with Chrysalis plc where he founded Heart FM as a start-up venture in 1994. As chief executive, Richard developed Chrysalis from its record label origins into a broadly based media group before presiding over a realisation programme that delivered significant value for Chrysalis shareholders. He is currently non-executive chairman of Future plc, a global platform business for specialist media, a non-executive director of JP Morgan Mid Cap Investment Trust PLC and of The Bankers Investment Trust PLC. He also served as a non-executive director of Virgin Mobile in 2005 to 2006, as chairman of Boomerang Plus PLC from 2008 to 2012, as non-executive director/chairman of Creston PLC from 2011 to 2016 and as chairman of Wireless Group plc (formerly UTV Media PLC) from 2012 to 2016.

Karen Brade (appointed 8 October 2010)

Karen Brade has over 25 years of experience in project finance and private equity. Karen began her career at Citibank where she worked on various multi-national project finance transactions. From 1994 to 2004 she was at CDC, the UK's development finance institution, where she held a variety of positions in equity and debt investing, portfolio management, fund raising and investor development. Since 2005 she has been an adviser to hedge funds, family offices and private equity houses. She chairs Aberdeen Japan Investment Trust PLC and is a non-executive director of Keystone Investment Trust plc and of Augmentum Fintech plc. She is an external member of the Manager's Investment Committee.

Penny Freer (appointed 31 October 2014)

Penny Freer is an experienced investment banker with extensive experience at board level. From 2000 to 2004 she led Robert W Baird's UK equities division; prior to this she spent 8 years at Credit Lyonnais Securities where she headed the small and mid-cap equities business. She jointly founded Capital Markets Group in 2004, a corporate advisory business. Penny is currently a partner at London Bridge Capital Partners LLP, which provides corporate finance advice to UK and overseas companies. She is, in addition, a non-executive director of Empresaria Group PLC, Advanced Medical Solutions Group PLC and The Henderson Smaller Companies Investment Trust plc.

James Agnew (appointed 1 November 2015)

James Agnew has extensive experience in investment banking and private equity fund management. From 1996 to 2005 he worked for Credit Suisse First Boston in New Zealand and London, where he was involved in a wide range of investment banking transactions including mergers and acquisitions and equity and debt fundraising, as well as general corporate finance advice. He is currently a partner at Harwood Capital LLP (formerly J O Hambro Capital Management), which he joined in 2005, where his responsibilities include origination, monitoring and execution of private equity investments.

Current and past directorships

The Directors of Crown Place VCT are currently or have been within the last five years, a member of the administrative, management or supervisory bodies or partners of the companies and partnerships mentioned below:

Richard Huntingford

Current directorships/partnerships

Beatlounge Limited
Crown Place VCT
Future plc
JP Morgan Mid Cap Investment Trust Plc
Prince's Trust Trading Limited
RNLH Consulting Limited
The Bankers Investment Trust plc

Past directorships/partnerships (five years)

CP1 VCT PLC (dissolved)*
CP2 VCT PLC (dissolved)*
Creston PLC
Wireless Group PLC

* Voluntarily struck off the Register of Companies at Companies House

Karen Brade

Current directorships/partnerships

Aberdeen Japan Investment Trust PLC
Augmentum Fintech plc
Crown Place VCT
Keystone Investment Trust plc
Meadow Arts
Moor Park Charitable Trust Limited
World Child Cancer Trustees

Past directorships/partnerships (five years)

CP1 VCT PLC (dissolved)*
CP2 VCT PLC (dissolved)*
The Hereford Cathedral Perpetual Trust

* Voluntarily struck off the Register of Companies at Companies House

Penny Freer

Current directorships/partnerships

Advanced Medical Solutions Group PLC
BTTQE Limited
Capital Markets Strategy Limited
Cobweb Cyber Limited
Crown Place VCT
Empresaria Group PLC
Jellia Holdings Limited
London Bridge Capital Partners LLP
The Henderson Smaller Companies Investment Trust plc

Past directorships/partnerships (five years)

BTTQ Limited (dissolved)
Capital Markets Analysis Limited (dissolved)*
Sinophi Healthcare Ltd
Soho Capital LLP (dissolved)*

* Voluntarily struck off the Register of Companies at Companies House

James Agnew

Current directorships/partnerships

Coventbridge Group Limited
Coventbridge Holding Corporation
Crown Place VCT
Harwood Capital LLP
North Atlantic Value GP III Limited
North Atlantic Value GP 4 Limited
Scientific Health Limited
Sherwood Holdings Limited
Slim Holdings Limited
Source Bioscience Limited

Past directorships/partnerships (five years)

Coventbridge (USA) Inc.
Essenden Limited
Indicant Acquisitions Limited (dissolved)
Indicant Equity Limited (dissolved)
Indoor Bowling Acquisitions Limited
Indoor Bowling Equity Limited
Select Pharma Laboratories Ltd
Source Bioscience UK Limited
Source Bioscience (Healthcare) Limited
Source Bioscience Scotland Limited
Source Bioscience (Storage) Limited
Valiant Sports Holdings Limited (dissolved)*

* Voluntarily struck off the Register of Companies at Companies House

Corporate Governance

The Board of Crown Place VCT consists solely of non-executive directors of whom Richard Huntingford is Chairman. All of the Crown Place VCT Directors are considered by the Board of Crown Place VCT to be independent of the Manager. The Board does not consider that a Director's tenure reduces his/her ability to act independently.

By reporting against the AIC Code and by following the AIC Guide, as at the date of this document, Crown Place VCT complies with its obligations under the UK Corporate Governance Code.

In view of the requirement in Crown Place VCT's articles of association that all Directors retire by rotation, the Board of Crown Place VCT considers that it is not appropriate for the Directors to be appointed for a specified term as recommended by principle 3 of the AIC Code and provision B.2.3 of the UK Corporate Governance Code.

The Board of Crown Place VCT has delegated certain responsibilities and functions to the audit committee, the remuneration committee and the nomination committee.

The audit committee, chaired by Karen Brade, operates within clearly defined terms of reference and comprises all the Crown Place VCT Directors. The duties of the audit committee include reviewing the annual and interim accounts, the system of internal controls, the terms of appointment of the auditors together with their remuneration, and ensuring that auditor objectivity and independence is safeguarded in the provision of non-audit services by the auditors. It also provides a forum through which the auditors may report to the Board of Crown Place VCT and meets at least twice yearly.

The remuneration committee, chaired by Penny Freer, operates within clearly defined terms of reference and comprises all the Crown Place VCT Directors. It reviews the Directors' responsibilities and salaries against the market as required.

The nomination committee, chaired by Richard Huntingford, operates within clearly defined terms of reference and comprises all the Crown Place VCT Directors. The committee is convened for the purpose of considering the appointment of additional directors as and when considered appropriate. In considering appointments to the Board of Crown Place VCT, the nomination committee takes into account the ongoing requirements of Crown Place VCT and the need to have a balance of skills, experience and knowledge within its Board, together with diversity of experience and approach.

6. Directors of Kings Arms Yard VCT

Robin Field (Chairman) (appointed 21 January 2009)

Robin Field began his commercial career with Jardine Matheson & Co. in the Far East where he fulfilled a number of managerial roles, including that of general manager of the largest independent shipping agency in Taiwan. He then gained an MBA with distinction at INSEAD, before serving as a strategy consultant with the LEK Partnership (now LEK Consulting). From 1990 to 1998 he was chief executive and subsequently chairman of Filofax Group plc which was floated on the London Stock Exchange in 1996. He is currently chairman and the controlling shareholder of Imperial Yard Limited and the Yard-O-Led Pencil Company.

Thomas Chambers (appointed 3 October 2011)

Thomas Chambers has had a range of industry and venture capital roles giving insight into, in particular, the technology and communications sectors. He is currently chairman of Propel London (recruitment), a trustee of UCAS (University Careers Advisory Services) and an adviser to a number of private companies. Until February 2018 he was chairman of First Utility and, until January 2018, chairman of the property development activities for the University of Surrey. Previously, Thomas played a significant role in the creation of the first Smartphones as CFO and Head of Software Engineering at mobile operating system provider Symbian. He was also CFO of Robert Walters and spent six years in corporate finance at Dresdner Kleinwort Benson after a five year career with Price Waterhouse. Thomas is a Fellow of the Institute of Chartered Accountants, an Associate of the Association of Corporate Treasurers, a Fellow of the Institute of Engineering and Technology and is an honorary Doctor of the University of Surrey.

Martin Fiennes (appointed 5 April 2011)

Martin Fiennes is a Principal with Oxford Sciences Innovation, an investment company created in 2015 to invest in spin-outs from the University of Oxford. Prior to this he ran a corporate finance boutique, Gatehouse Capital, which specialised in raising capital for early stage UK technology companies. From 1997 until he founded Gatehouse Capital in 2006, Martin had been an investment manager with Top Technology Ventures. Martin is a director of the HDH Wills 1965 Charitable Trust and also serves as a director at Bodle Technologies Limited, Mixergy Limited, Oxford Flow Limited and MoA Technology Limited.

Current and past directorships

The Directors of Kings Arms Yard VCT are currently or have been within the last five years, a member of the administrative, management or supervisory bodies or partners of the companies and partnerships mentioned below:

Robin Field

Current directorships/partnerships

Imperial Yard Limited
Kings Arms Yard VCT

Past directorships/partnerships (five years)

Thomas Chambers

Current directorships/partnerships

Kings Arms Yard VCT
Propel London Limited
Tadsum Ltd
The Universities and Colleges Admissions Service
Wine Equals Friends Limited

Past directorships/partnerships (five years)

Blackwell Developments (Guildford) Limited
Impello PLC
NCC Group Plc
NIU Solutions Holdings Limited

Martin Fiennes

Current directorships/partnerships

Bodle Technologies Limited
Gatehouse Finance Ltd
Kings Arms Yard VCT
M.D. Hamilton (Farms) Limited
Mixergy Limited
MOA Technology Limited
Oxford Flow Limited
The HDH Wills 1965 Charitable Trust

Past directorships/partnerships (five years)

Drayton Manor Park Limited
Excel With Business Limited
Filtered Technologies Limited
Zegami Limited

Corporate Governance

The Board of Kings Arms Yard VCT consists solely of non-executive directors of whom Robin Field is Chairman and Martin Fiennes is the Senior Independent Director. All of the Kings Arms Yard VCT Directors are considered by the Board of Kings Arms Yard VCT to be independent of the Manager. The Board does not consider that a Director's tenure reduces his/her ability to act independently.

By reporting against the AIC Code and by following the AIC Guide, as at the date of this document Kings Arms Yard VCT complies with its obligations under the UK Corporate Governance Code.

In view of the requirement in Kings Arms Yard VCT's articles of association that all Directors retire by rotation, the Board of Kings Arms Yard VCT considers that it is not appropriate for the Directors to be appointed for a specified term as recommended by principle 3 of the AIC Code and provision B.2.3 of the UK Corporate Governance Code.

The Board of Kings Arms Yard VCT has delegated certain responsibilities and functions to the audit committee.

The audit committee, chaired by Thomas Chambers, operates within clearly defined terms of reference and comprises all the Kings Arms Yard VCT Directors. The duties of the audit committee include reviewing the annual and interim accounts, the system of internal controls, the terms of appointment of the auditors together with their remuneration, and ensuring that auditor objectivity and independence is safeguarded in the provision of non-audit services by the auditors. It also provides a forum through which the auditors may report to the Board of Kings Arms Yard VCT and meets at least twice yearly.

The Board as a whole is responsible for the appointment and remuneration of Directors and, given the small size of the Board, separate remuneration and appointment committees are not considered appropriate.

B. The Manager

Albion Capital Group LLP is the Companies' investment manager and is a limited liability partnership incorporated and registered in England and Wales under number OC341524 pursuant to the Limited Liability Partnerships Act 2000. The registered office and principal place of business of Albion Capital is 1 King's Arms Yard, London EC2R 7AF (telephone number 020 7601 1850). Albion Capital is authorised and regulated by the Financial Conduct Authority as an Authorised UK AIFM as required under the EU AIFM Directive that came into force in July 2013. The principal legislation under which Albion Capital operates is the Limited Liability Partnership Act 2000 and the applicable provisions of CA 2006 (and regulations made thereunder).

The following are specifically responsible for the management and administration of the Companies.

Patrick Reeve MA, ACA

See Albion Development VCT above.

Will Fraser-Allen, BA (Hons), FCA, is currently the deputy managing partner of Albion Capital and will become managing partner on 1 April 2019. He has 16 years' experience investing in healthcare, leisure, media and technology enabled businesses. He joined Albion Capital in 2001 and became deputy managing partner in 2009. Prior to joining Albion, Will qualified as a chartered accountant with Cooper Lancaster Brewers and has a BA in History from Southampton University.

Adam Chirkowski, MA (Hons), is an investment director at Albion Capital currently concentrating on renewable energy projects, healthcare and investments in the asset based portfolio. Prior to joining Albion Capital in 2013, Adam, spent five years at Rothschild, having graduated from Nottingham University with a first class degree in Industrial Economics and a Masters in Corporate Strategy and Governance.

Dr Andrew Elder, MA, FRCS, is a partner at Albion Capital and is head of healthcare investing. He joined Albion Capital in 2005 and became a partner in 2009. Prior to Albion Andrew was a strategy consultant specialising in healthcare at the Boston Consulting Group. He graduated with an MA plus Bachelors of Medicine and Surgery from Cambridge University and practised as a surgeon for six years specialising in neurosurgery. He is a Fellow of the Royal College of Surgeons (England).

Emil Gigov, BA (Hons), FCA, is a partner of Albion Capital with over 20 years' experience as an adviser and investor in a number of industry sectors, including technology, media, engineering, healthcare, education and leisure. In his early career Emil worked on acquisitions, disposals and fundraising mandates at KPMG Corporate Finance, having joined their financial services division and qualified as a chartered accountant in 1997. Emil graduated from the European Business School, London, with a BA (Hons) Degree in European Business Administration.

David Gudgin, BSc (Hons), ACMA, is a partner of Albion Capital specialising in renewable energy projects and investments in the asset based portfolio. He is also managing director of Albion Community Power Limited and a director of Albion Care Communities Limited. David joined Albion Capital in 2005 and became partner in 2009. Prior to Albion he was the lead investor of an environmental technology and a later stage development capital fund at Foursome Investments (now Frog Capital). Before Frog Capital he joined 3i plc as an investor in European technology based in London and Amsterdam, having previously qualified as a management accountant with ICL before spending 3 years at the BBC. David has a BSc in Economics from Warwick University.

Vikash Hansrani, BA (Hons), ACA, is the operations partner of Albion Capital. Vikash oversees the finance and administration of the funds under Albion's management and is also finance director of OLIM Investment Managers and is on the AIC's VCT Technical Committee. He was previously the finance director of Albion Community Power Limited. He joined Albion Capital in 2010, having qualified as a chartered accountant with RSM working latterly in its corporate finance team, and became a partner in 2017. He has a BA in Accountancy & Finance from Nottingham Business School.

Ed Lascelles, BA (Hons), is a partner at Albion Capital and is head of technology investing. Ed joined Albion in 2004 and became a partner in 2009. He began his career advising public companies on fundraisings and takeovers, first with Charterhouse Securities and then ING Barings, covering the healthcare and technology sectors among others. He graduated from University College London with a first class honours degree in Philosophy.

Catriona McDonald, BA, is an investment executive at Albion Capital specialising in technology investing. Cat joined Albion Capital in 2018. Prior to joining Albion Capital she worked for Goldman Sachs in both New York and London where she executed several high profile transactions including leveraged buyouts, IPOs and M&A. Cat graduated from Harvard University, majoring in Economics.

Dr Christoph Ruedig, MBA, is a partner at Albion Capital specialising in healthcare investing. Christoph joined Albion Capital in October 2011 and became a partner in 2014. Prior to joining Albion he worked at General Electric UK, where he was responsible for mergers and acquisitions in the medical technology and healthcare IT sectors, following a role in the healthcare venture capital arm of 3i plc where he led investments in biotechnology, pharmaceuticals, and medical technology. Christoph initially practised as a radiologist before spending 3 years at Bain & Company. He holds a degree in medicine from Ludwig-Maximilians University, Munich and an MBA from INSEAD.

Henry Stanford, MA, ACA, is a partner of Albion Capital and has been responsible for much of the asset based portfolio. Henry joined Albion Capital in 1998 and became a partner in 2009. Prior to joining Albion he qualified as a chartered accountant with Arthur Andersen before joining the corporate finance department of Close Brothers Group. Henry holds an MA degree in Classics from Oxford University. He will be retiring from a full-time role on 1 April 2019.

Nadine Torbey, B.Eng., MSc, is an investment executive at Albion Capital specialising in technology investing. Nadine joined Albion in 2018 from Berytech Fund, Beirut, one of the first VC funds in the Middle East. Her career to date had involved many aspects of tech investing including experience in a wide variety of digital platforms, big data management, virtual reality and digital networks. She graduated from the American University of Beirut with a Bachelor in Electrical and Computer Engineering, and followed this with an MSc in Innovation Management and Entrepreneurship from Brown University.

Robert Whitby-Smith, BA (Hons), FCA, MCSI is a partner at Albion Capital specialising in the technology, advanced manufacturing and business services sectors. Robert joined Albion Capital in 2005 and became a partner in 2009. He joined Albion from ING Barings where he advised a number of businesses on capital raising and M&A. Prior to this Robert was with Credit Suisse First Boston, having started his career at KPMG. Robert graduated in History at the University of Reading and is a chartered accountant and a member of the Chartered Institute for Securities & Investment.

Marco Yu, MA, PhD, MRICS, is an investment director at Albion Capital specialising in renewable energy investing and the asset based portfolio. Marco joined Albion in 2007. Prior to Albion he was with EC Harris where he advised senior lenders on large capital projects, having spent two and a half years at Bouygues (UK). Marco graduated from Cambridge University with a first class honours degree in Economics and has a PhD in Construction Economics from University College, London.

Part II: Investment Policies of the Companies

A. Albion Development VCT

Investment policy

The Company will invest in a broad portfolio of higher growth businesses with a stronger focus on technology companies across a variety of sectors of the UK economy; efforts will be made to ensure that the portfolio is diversified both in terms of sector and stage of maturity of company.

Funds held pending investment or for liquidity purposes will be held as cash on deposit or up to 8 per cent. of its assets, at the time of investment, in liquid open-ended equity funds providing income and capital exposure (where it is considered economic to do so).

Risk diversification and maximum exposures

Risk is spread by investing in a number of different businesses within venture capital trust qualifying industry sectors using a mixture of securities. The maximum amount which the Company will invest in a single portfolio company is 15 per cent. of the Company's assets at cost, thus ensuring a spread of investment risk. The value of an individual investment may increase over time as a result of trading progress and it is possible that it may grow in value to a point where it represents a significantly higher proportion of total assets prior to a realisation opportunity being available.

Gearing

The Company's maximum exposure in relation to gearing is restricted to 10 per cent. of its adjusted share capital and reserves.

B. Albion Enterprise VCT

Investment policy

The Company will invest in a broad portfolio of higher growth businesses across a variety of sectors of the UK economy including higher risk technology companies. Allocation of assets will be determined by the investment opportunities which become available but efforts will be made to ensure that the portfolio is diversified both in terms of sector and stage of maturity of company.

Funds held prior to investing in VCT qualifying assets or for liquidity purposes will be held as cash on deposit, invested in floating rate notes or similar instruments with banks or other financial institutions with high credit ratings or invested in liquid open-ended equity funds providing income and capital equity exposure (where it is considered economic to do so). Investment in such open-ended equity funds will not exceed 10 per cent. of the Company's assets at the time of investment.

Risk diversification and maximum exposures

Risk is spread by investing in a number of different businesses within venture capital trust qualifying industry sectors using a mixture of securities. The maximum amount which the Company will invest in a single company is 15 per cent. of the Company's assets at cost, thus ensuring a spread of investment risk. The value of an individual investment may increase over time as a result of trading progress and it is possible that it may grow in value to a point where it represents a significantly higher proportion of total assets prior to a realisation opportunity being available.

Gearing

The Company's maximum exposure in relation to gearing is restricted to 10 per cent. of its adjusted share capital and reserves.

C. Albion Technology & General VCT

Investment policy

The Company will invest in a broad portfolio of unquoted growth and technology businesses. Allocation of assets will be determined by the investment opportunities which become available but efforts will be made to ensure that the portfolio is diversified in terms of sectors, and stages of maturity of portfolio companies.

VCT qualifying and non-qualifying investments

Application of the investment policy is designed to ensure that the Company continues to qualify and is approved as a VCT by HM Revenue and Customs ("VCT regulations"). The maximum amount invested in any one company is limited to any HMRC annual investment limits. It is intended that at least 80 per cent. of the Company's funds will be invested in VCT qualifying investments. The VCT regulations also have an impact on the type of investments and qualifying sectors in which the Company can make investment.

Funds held prior to investing in VCT qualifying assets or for liquidity purposes will be held as cash on deposit, invested in floating rate notes or similar instruments with banks or other financial institutions with high credit ratings or invested in liquid open-ended equity funds providing income and capital equity exposure (where it is considered economic to do so). Investment in such open-ended equity funds will not exceed 7.5 per cent. of the Company's assets at the time of investment.

Risk diversification and maximum exposures

Risk is spread by investing in a number of different businesses within VCT qualifying industry sectors using a mixture of securities. The maximum the Company will invest in a single company is 15 per cent. of the Company's assets at cost. The value of an individual investment is expected to increase over time as a result of trading progress and a continuous assessment is made of investments' suitability for sale. It is possible that individual holdings may grow in value to a point where they represent a significantly higher proportion of total assets prior to a realisation opportunity being available.

Gearing

The Company's maximum exposure in relation to gearing is restricted to 10 per cent. of the adjusted share capital and reserves. The Directors do not have any intention of utilising long-term gearing.

D. Albion Venture Capital Trust

Investment Policy

The Company will invest in a broad portfolio of smaller, unquoted growth businesses across a variety of sectors including higher risk technology companies.

Investments may take the form of equity or a mixture of equity and loans.

Allocation of funds will be determined by the investment opportunities which become available but efforts will be made to ensure that the portfolio is diversified both in terms of sector and stage of maturity of company.

Funds held pending investment or for liquidity purposes will be held as cash on deposit.

Risk diversification and maximum exposures

Risk is spread by investing in a number of different businesses within venture capital trust qualifying industry sectors. The maximum amount which the Company will invest in a single portfolio company is 15 per cent. of the Company's assets at cost, thus ensuring a spread of investment risk. The value of an individual investment may increase over time as a result of trading progress and it is possible that it may grow in value to a point where it represents a significantly higher proportion of total assets prior to a realisation opportunity being available.

Gearing

The Company's maximum exposure in relation to gearing is restricted to 10 per cent. of the adjusted share capital and reserves.

E. Crown Place VCT

Investment policy

The Company will invest in a broad portfolio of smaller, unquoted growth businesses across a variety of sectors including higher risk technology companies. Investments may take the form of equity or a mixture of equity and loans.

Whilst allocation of funds will be determined by the investment opportunities which become available, efforts will be made to ensure that the portfolio is diversified both in terms of sector and stage of maturity of investee businesses. Funds held pending investment, or for liquidity purposes, will be held principally as cash on deposit.

Risk diversification and maximum exposures

Risk is spread by investing in a number of different businesses within venture capital trust qualifying industry sectors using a mixture of securities, as permitted. The maximum amount which the Company will invest in a single portfolio company is 15 per cent. of the Company's assets at cost, thus ensuring a spread of investment risk. The value of an individual investment may increase over time as a result of trading progress and it is possible that it may grow in value to a point where it represents a significantly higher proportion of total assets prior to a realisation opportunity being available.

Gearing

The Company's maximum exposure in relation to gearing is restricted to the amount of its adjusted share capital and reserves.

F. Kings Arms Yard VCT

Investment policy

The Company will invest in a broad portfolio of higher growth businesses across a variety of sectors of the UK economy including higher risk technology companies. Allocation of assets will be determined by the investment opportunities which become available but efforts will be made to ensure that the portfolio is diversified both in terms of sector and stage of maturity of company.

Funds held pending investment or for liquidity purposes are held as cash on deposit or similar instruments with banks or other financial institutions with high credit ratings assigned by international credit rating agencies.

Risk diversification and maximum exposures

Risk is spread by investing in a number of different businesses within venture capital trust qualifying industry sectors using a mixture of securities. The maximum amount which the Company will invest in a single portfolio company is 15 per cent. of the Company's assets at cost, thus ensuring a spread of investment risk. The value of an individual investment may increase over time as a result of trading progress and it is possible that it may grow in value to a point where it represents a significantly higher proportion of total assets prior to a realisation opportunity being available.

Gearing

The Company's maximum exposure in relation to gearing is restricted to the amount equal to its adjusted capital and reserves. The Directors do not currently have any intention to utilise long term gearing.

Venture Capital Trust Status

In addition to the investment policies described above, investment allocation and risk diversification for each Company are substantially governed by the relevant HMRC tests which must be satisfied in order for a Company to maintain its status under Venture Capital Trust legislation. Those tests are summarised in paragraph 5 of Section G of this document.

Part III: Financial Information on the Companies

A. Albion Development VCT

Albion Development VCT has produced annual statutory accounts for the three financial years ended 31 December 2015, 2016 and 2017 and half-yearly financial reports for the six-month periods ended 30 June 2017 and 2018 (which contain the information as set out below). BDO LLP, of 55 Baker Street, London, W1U 7EU reported on the annual statutory accounts for the years ended 31 December 2015, 2016 and 2017 without qualification and without statements under sections 495 to 497 of CA 2006.

The annual reports for the years ended 31 December 2015, 2016 and 2017 were prepared in accordance with Financial Reporting Standard 102 and applicable United Kingdom law and the relevant Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts'. The annual reports contain a description of Albion Development VCT's financial condition, changes in financial condition and results of operations for each relevant financial year and are being incorporated by reference and can be accessed at the following website: www.albion.capital.

Where these documents make reference to other documents, such other documents are not incorporated into and do not form part of this Prospectus. Those parts of the annual statutory accounts and the half yearly financial reports referred to above which are not being incorporated into this document by reference are either not relevant for investors or are covered elsewhere in this Prospectus.

Description	December 2015 Annual Report	December 2016 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2017	December 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2018
Balance sheet	Page 38	Page 38	Page 12	Page 48	Page 12
Income statement	Page 37	Page 37	Page 11	Page 47	Page 11
Statement showing all changes in equity (or equivalent note)	Page 39	Page 39	Page 13	Page 49	Page 13
Cash flow statements	Page 40	Page 40	Page 14	Page 50	Page 14
Accounting policies and notes	Page 41-56	Page 41-53	Page 15 - 20	Page 51-64	Page 15-20
Auditors' report	Page 33-36	Page 33-36	N/A	Page 42-46	N/A

Albion Development VCT's published annual report and accounts for the three financial years ended 31 December 2015, 2016 and 2017 and the half-yearly reports for the six-month periods ended 30 June 2017 and 2018 contain, on the pages specified in the table below, descriptions of its financial condition (in both capital and revenue terms), details of its investment activity and portfolio exposure and changes in its financial condition for each of those periods:

Description	December 2015 Annual Report	December 2016 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2017	December 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2018
Objective	Page 3	Page 3	Page 3	Page 3	Page 3
Performance summary	Page 4-5	Page 4-5	Page 4	Page 5-6	Page 4
Results and dividend	Page 6-7	Page 6	Page 6	Page 8	Page 5
Investment policy	Page 3	Page 3	Page 3	Page 3	Page 3
Chairman's statement	Page 6-7	Page 6-7	N/A	Page 7-9	N/A
Strategic report	Page 8-14	Page 8-13	N/A	Page 10-16	N/A
Portfolio summary	Page 17-19	Page 16-18	Page 8 - 10	Page 20-21	Page 8-10
Valuation policy	Page 41	Page 41	Page 15	Page 51	Page 15

The key figures that summarise Albion Development VCT's financial position in respect of the three financial years ended 31 December 2015, 2016 and 2017 and for the unaudited six month periods ended 30 June 2017 and 2018 which have been extracted without material adjustment from the historical financial information referred to above, are set out in the following table:

	December 2015 Annual Report	December 2016 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2017	December 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2018
Profit/loss on ordinary activities before taxation (£'000)	1,619	2,859	1,807	4,891	6,888
Earnings per share (p)	3.1	4.7	2.7	7.2	9.3
Dividends per share (p)	5.0	5.0	2.0	4.0	2.0
Net assets (£'000)	38,900	44,085	48,306	53,346	60,803
NAV per share (p)	71.1	70.7	71.3	73.8	80.9

The net asset value per Albion Development VCT Share as at 30 September 2018 (being the most recent unaudited NAV per Share published by Albion Development VCT prior to the publication of this document) was 80.4p per Albion Development VCT Share.

No significant change

There has been no significant change in the financial or trading position of Albion Development VCT since 30 June 2018 (being the last date up to which Albion Development VCT has published interim unaudited financial information).

B. Albion Enterprise VCT

Albion Enterprise VCT has produced annual statutory accounts for the three financial years ended 31 March 2016, 2017 and 2018 and unaudited half-yearly financial reports for the six-month periods ended 30 September 2017 and 2018 (which contain the information as set out below). BDO LLP of 55 Baker Street, London W1U 7EU reported on the statutory accounts for the three financial years ended 31 March 2016, 2017 and 2018 without qualification and without statements under sections 495 to 497 of CA 2006.

The annual reports for the years ended 31 March 2016, 2017 and 2018 were prepared in accordance with Financial Reporting Standard 102 and applicable United Kingdom law and the relevant Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts'. The annual reports contain a description of Albion Enterprise VCT's financial condition, changes in financial condition and results of operations for each relevant financial year and are being incorporated by reference and can be accessed at the following website: www.albion.capital.

Where these documents make reference to other documents, such other documents are not incorporated into and do not form part of this Prospectus. Those parts of the annual statutory accounts and half-yearly financial reports referred to above which are not being incorporated into this document by reference are either not relevant for investors or are covered elsewhere in this Prospectus.

Description	March 2016 Annual Report	March 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 September 2017	March 2018 Annual Report	Unaudited Half-Year Report for six months ended 30 September 2018
Balance sheet	Page 39	Page 40	Page 11	Page 47	Page 11
Income statement	Page 38	Page 39	Page 10	Page 46	Page 10
Statement showing all changes in equity (or equivalent note)	Page 40	Page 41	Page 12	Page 48	Page 12
Cash flow statements	Page 41	Page 42	Page 13	Page 49	Page 13
Accounting policies and notes	Page 42-54	Page 43-55	Page 14-19	Page 50-63	Page 14-19
Auditors' report	Page 33-37	Page 34-38	N/A	Page 40-45	N/A

Albion Enterprise VCT's published annual report and accounts for the three financial years ended 31 March 2016, 2017 and 2018 and the half-yearly reports for the six-month periods ended 30 September 2017 and 2018 contain, on the pages specified in the table below, descriptions of its financial condition (in both capital and revenue terms), details of its investment activity and portfolio exposure and changes in its financial condition for each of those periods:

Description	March 2016 Annual Report	March 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 September 2017	March 2018 Annual Report	Unaudited Half-Year Report for six months ended 30 September 2018
Objective	Page 3	Page 3	Page 3	Page 3	Page 3
Performance summary	Page 4-5	Page 4-5	Page 4	Page 5-6	Page 4
Results and dividend	Page 6	Page 6	Page 5	Page 7	Page 5
Investment policy	Page 3	Page 3	Page 3	Page 4	Page 3
Chairman's statement	Page 6-7	Page 6-7	N/A	Page 7-8	N/A
Strategic report	Page 8-14	Page 8-14	N/A	Page 9-15	N/A
Portfolio summary	Page 17-18	Page 17-18	Page 8-9	Page 19-20	Page 8-9
Valuation policy	Page 42	Page 43	Page 14	Page 50	Page 14

The key figures that summarise Albion Enterprise VCT's financial position in respect of the three financial years ended 31 March 2016, 2017 and 2018 and the unaudited six-month periods ended 30 September 2017 and 2018 which have been extracted without material adjustment from the historical financial information referred to above, are set out in the following table:

	March 2016 Annual Report	March 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 September 2017	March 2018 Annual Report	Unaudited Half-Year Report for six months ended 30 September 2018
Profit/loss on ordinary activities before taxation (£'000)	2,173	5,080	1,210	7,146	3,290
Earnings per share (p)	5.3	10.9	2.3	13.4	5.75
Dividends per share (p)	5.0	5.0	2.5	5.0	3.0
Net assets (£'000)	44,470	52,458	52,548	61,871	64,259
NAV per share (p)	96.4	101.8	101.6	109.5	112.12

The net asset value per Albion Enterprise VCT Share as at 30 September 2018 (being the most recent unaudited NAV per Share published by Albion Enterprise VCT prior to the publication of this document) was 112.12p per Albion Enterprise VCT Share.

No significant change

There has been no significant change in the financial or trading position of Albion Enterprise VCT since 30 September 2018 (being the last date up to which Albion Enterprise VCT has published interim unaudited financial information).

C. Albion Technology & General VCT

Albion Technology & General VCT has produced annual statutory accounts for the three financial years ended 31 December 2015, 2016 and 2017 and half-yearly financial reports for the six-month periods ended 30 June 2017 and 2018 (which contain the information as set out below). BDO LLP of 55 Baker Street, London W1U 7EU reported on the annual statutory accounts for the years ended 31 December 2015, 2016 and 2017 without qualification and without statements under sections 495 to 497 of CA 2006.

The annual reports for the years ended 31 December 2015, 2016 and 2017 were prepared in accordance with Financial Reporting Standard 102 and applicable United Kingdom law and the relevant Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts'. The annual reports contain a description of Albion Technology & General VCT's financial condition, changes in financial condition and results of operations for each relevant financial year and are being incorporated by reference and can be accessed at the following website: www.albion.capital.

Where these documents make reference to other documents, such other documents are not incorporated into and do not form part of this Prospectus. Those parts of the annual statutory accounts and half yearly financial reports referred to above which are not being incorporated into this document by reference are either not relevant for investors or are covered elsewhere in this Registration Document.

Description	December 2015 Annual Report	December 2016 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2017	December 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2018
Balance sheet	Page 42	Page 42	Page 12	Page 48	Page 12
Income statement	Page 41	Page 41	Page 11	Page 47	Page 11
Statement showing all changes in equity (or equivalent note)	Page 43	Page 43	Page 13	Page 49	Page 13
Cash flow statements	Page 44	Page 44	Page 14	Page 50	Page 14
Accounting policies and notes	Page 45-58	Page 45-57	Page 15-21	Page 51-64	Page 15-20
Auditors' report	Page 37-40	Page 36-40	N/A	Page 42-46	N/A

Albion Technology & General VCT's published annual report and accounts for the three financial years ended 31 December 2015, 2016 and 2017 and the half-yearly reports for the six-month periods ended 30 June 2017 and 2018 contain, on the pages specified in the table below, descriptions of its financial condition (in both capital and revenue terms), details of its investment activity and portfolio exposure and changes in its financial condition for each of those periods:

Description	December 2015 Annual Report	December 2016 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2017	December 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2018
Objective	Page 3	Page 3	Page 3	Page 3	Page 3
Performance summary	Page 4-5	Page 4-5	Page 5	Page 5-6	Page 4
Results and dividend	Page 7-8	Page 6-7	Page 6	Page 8	Page 5
Investment policy	Page 3	Page 3	Page 3	Page 3	Page 3
Chairman's statement	Page 7-9	Page 6-7	N/A	Page 7-9	N/A
Strategic report	Page 10-16	Page 8-14	N/A	Page 10-16	N/A
Portfolio summary	Page 19-21	Page 17-19	Page 9-11	Page 20-21	Page 8-10
Valuation policy	Page 45	Page 45	Page 16	Page 51	Page 15

The key figures that summarise Albion Technology & General VCT's financial position in respect of the three financial years ended 31 December 2015, 2016 and 2017 and the unaudited six-month periods ended 30 June 2017 and 2018 which have been extracted without material adjustment from the historical financial information referred to above, are set out in the following table:

	December 2015 Annual Report	December 2016 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2017	December 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2018
Profit/loss on ordinary activities before taxation (£'000)	(3,301)	2,228	1,935	4,191	6,202
Earnings per share (p)	(4.0)	2.5	2.0	4.3	6.0
Dividends per share (p)	5.0	5.0	2.0	4.0	2.0
Net assets (£'000)	61,791	64,426	69,569	72,648	78,675
NAV per share (p)	73.9	71.6	71.5	71.9	75.9

The net asset value per Albion Technology & General VCT Share as at 30 September 2018 (being the most recent unaudited NAV per Ordinary Share published by Albion Technology & General VCT prior to the publication of this document) was 77.9p per Albion Technology & General VCT Share.

No significant change

There has been no significant change in the financial or trading position of Albion Technology & General VCT since 30 June 2018 (being the last date up to which Albion Technology & General VCT has published interim unaudited financial information).

D. Albion Venture Capital Trust

Albion Venture Capital Trust has produced annual statutory accounts for the three financial years ended 31 March 2016, 2017 and 2018 and half-yearly financial reports for the six-month periods ended 30 September 2017 and 2018 (which contain the information as set out below). BDO LLP of 55 Baker Street, London W1U 7EU reported on the statutory accounts for the three financial years ended 31 March 2016, 2017 and 2018 without qualification and without statements under sections 495 to 497 of CA 2006.

The annual reports for the years ended 31 March 2016, 2017 and 2018 were prepared in accordance with Financial Reporting Standard 102 and applicable United Kingdom law and the relevant Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts'. The annual reports contain a description of Albion Venture Capital Trust's financial condition, changes in financial condition and results of operations for each relevant financial year and are being incorporated by reference and can be accessed at the following website: www.albion.capital.

Where these documents make reference to other documents, such other documents are not incorporated into and do not form part of this Prospectus. Those parts of the annual statutory accounts and half-yearly financial reports referred to above which are not being incorporated into this document by reference are either not relevant for investors or are covered elsewhere in this Prospectus.

Description	March 2016 Annual Report	March 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 September 2017	March 2018 Annual Report	Unaudited Half-Year Report for six months ended 30 September 2018
Balance sheet	Page 39	Page 39	Page 11	Page 48	Page 12
Income statement	Page 38	Page 38	Page 10	Page 47	Page 11
Statement showing all changes in equity (or equivalent note)	Page 40	Page 40	Page 12	Page 49	Page 13
Cash flow statements	Page 41	Page 41	Page 13	Page 50	Page 14
Accounting policies and notes	Page 42-54	Page 42-54	Page 14-19	Page 51-63	Page 15-19
Auditors' report	Page 33-37	Page 33-37	N/A	Page 41-46	N/A

Albion Venture Capital Trust's published annual report and accounts for the three financial years ended 31 March 2016, 2017 and 2018 and the half-yearly reports for the six-month periods ended 30 September 2017 and 2018 contain, on the pages specified in the table below, descriptions of its financial condition (in both capital and revenue terms), details of its investment activity and portfolio exposure and changes in its financial condition for each of those periods:

Description	March 2016 Annual Report	March 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 September 2017	March 2018 Annual Report	Unaudited Half-Year Report for six months ended 30 September 2018
Objective	Page 3	Page 3	Page 3	Page 3	Page 3
Performance summary	Page 4-5	Page 4-5	Page 4	Page 5-6	Page 4
Results and dividend	Page 6-7	Page 6	Page 6	Page 9	Page 6
Investment policy	Page 3	Page 3	Page 3	Page 3	Page 3
Chairman's statement	Page 6-7	Page 6-7	N/A	Page 7-9	N/A
Strategic report	Page 8-14	Page 8-13	N/A	Page 10-17	N/A
Portfolio summary	Page 17-18	Page 16-17	Page 8-9	Page 21-22	Page 9-10
Valuation policy	Page 42	Page 42	Page 14	Page 51	Page 15

The key figures that summarise Albion Venture Capital Trust's financial position in respect of the three financial years ended 31 March 2016, 2017 and 2018 and for the unaudited six-month periods ended 30 September 2017 and 2018 which have been extracted without material adjustment from the historical financial information referred to above, are set out in the following table:

	March 2016 Annual Report	March 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 September 2017	March 2018 Annual Report	Unaudited Half-Year Report for six months ended 30 September 2018
Profit/loss on ordinary activities before taxation (£'000)	4,167	7,133	1,099	4,880	4,009
Earnings per share (p)	5.6	8.7	1.2	5.5	4.5
Dividends per share (p)	5.0	5.0	2.5	5.0	2.5
Net assets (£'000)	56,955	65,475	64,654	65,779	67,158
NAV per share (p)	72.0	75.4	74.1	76.0	78.1

The net asset value per Albion Venture Capital Trust Share as at 30 September 2018 (being the most recent unaudited NAV per Share published by Albion Venture Capital Trust prior to the publication of this document) was 78.1p per Albion Venture Capital Trust Share.

No significant change

There has been no significant change in the financial or trading position of Albion Venture Capital Trust since 30 September 2018 (being the last date up to which Albion Venture Capital Trust has published interim unaudited financial information).

E. Crown Place VCT

Crown Place VCT has produced annual statutory accounts for the three financial years ended 30 June 2016, 2017 and 2018 and half-yearly financial reports for the six-month periods ended 31 December 2016 and 2017 (which contain the information as set out below). BDO LLP of 55 Baker Street, London W1U 7EU reported on the statutory accounts for the three financial years ended 30 June 2016, 2017 and 2018 without qualification and without statements under sections 495 to 497 of CA 2006.

The annual report for the year ended 30 June 2018 was prepared in accordance with Financial Reporting Standard 102. Since Crown Place VCT previously formed part of a group, the financial statements for the Crown Place VCT group (namely, Crown Place VCT, CP1 VCT PLC (dissolved on 29 March 2018) and CP2 VCT PLC (dissolved on 21 March 2017)) for the years ended 30 June 2016 and 30 June 2017 were prepared in accordance with International Financial Reporting Standards ("IFRS") adopted for use in the European Union (and therefore comply with Article 4 of the EU IAS regulation). In all cases the reports were prepared in accordance with applicable United Kingdom law and the relevant Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts. Crown Place VCT and its Directors confirm that Crown Place VCT's financial information for the years ended 30 June 2016 and 30 June 2017 (prepared under IFRS) has been presented and prepared in a form which is consistent with that which has been adopted in Crown Place VCT's latest published annual financial statements (prepared under Financial Reporting Standard 102) having regard to accounting standards, policies and legislation applicable to such annual financial statements in so far as there are no material differences between the financial statements for these years prepared under these two accounting frameworks. The annual reports contain a description of Crown Place VCT's financial condition, changes in financial condition and results of operations for each relevant financial year and are being incorporated by reference and can be accessed at the following website: www.albion.capital.

Where these documents make reference to other documents, such other documents are not incorporated into and do not form part of this Prospectus. Those parts of the annual statutory accounts referred to above which are not being incorporated into this document by reference are either not relevant for investors or are covered elsewhere in this Prospectus.

Description	June 2016 Annual Report	Unaudited Half-Year Report for six months ended 31 December 2016	June 2017 Annual Report	Unaudited Half-Year Report for six months ended 31 December 2017	June 2018 Annual Report
Balance sheet	Page 41-42	Page 14-15	Page 43-44	Page 14-15	Page 51
Income statement	Page 40	Page 13	Page 42	Page 13	Page 50
Statement showing all changes in equity (or equivalent note)	Page 43-44	Page 16-17	Page 45-46	Page 16-17	Page 52
Cash flow statements	Page 45-46	Page 18-19	Page 47-48	Page 18-19	Page 53
Accounting policies and notes	Page 47-60	Page 20-27	Page 49-62	Page 20-27	Page 54-68
Auditors' report	Page 35-39	N/A	Page 36-41	N/A	Page 44-49

Crown Place VCT's published annual report and accounts for the three financial years ended 30 June 2016, 2017 and 2018 and the half-yearly financial reports for the six-month periods ended 31 December 2016 and 2017 contain, on the pages specified in the table below, descriptions of its financial condition (in both capital and revenue terms), details of its investment activity and portfolio exposure and changes in its financial condition for each of those periods:

Description	June 2016 Annual Report	Unaudited Half-Year Report for six months ended 31 December 2016	June 2017 Annual Report	Unaudited Half-Year Report for six months ended 31 December 2017	June 2018 Annual Report
Objective	Page 3	Page 3	Page 3	Page 3	Page 3
Performance summary	Page 4-5	Page 4-5	Page 4-5	Page 4-5	Page 4-6
Results and dividend	Page 6	Page 6-7	Page 6	Page 6	Page 7
Investment policy	Page 8	Page 3	Page 8	Page 3	Page 3
Chairman's Statement	Page 6-7	N/A	Page 6-7	N/A	Page 7-9
Strategic Report	Page 8-15	N/A	Page 8-15	N/A	Page 10-17
Portfolio summary	Page 18-20	Page 10-12	Page 18-20	Page 10-12	Page 21-23
Valuation policy	Page 47-48	Page 21	Page 50	Page 21	Page 54

The key figures that summarise Crown Place VCT's financial position in respect of the three financial years ended 30 June 2016, 2017 and 2018 and the six-month periods ended 31 December 2016 and 2017 which have been extracted without material adjustment from the historical financial information referred to above, are set out in the following table:

Description	June 2016 Annual Report	Unaudited Half-Year Report for six months ended 31 December 2016	June 2017 Annual Report	Unaudited Half-Year Report for six months ended 31 December 2017	June 2018 Annual Report
Profit/loss on ordinary activities before taxation (£'000)	466	3,670	5,465	2,239	7,266
Earnings per share (p)	0.41	2.85	4.04	1.49	4.64
Dividends per share (p)	2.5	1.0	2.0	1.0	2.0
Net assets (£'000)	37,385	39,520	45,581	50,003	55,414
NAV per share (p)	28.94	30.84	30.98	31.47	33.50

The net asset value per Crown Place VCT Share as at 30 September 2018 (being the most recent unaudited NAV per Share published by Crown Place VCT prior to the publication of this document) was 34.56p per Crown Place VCT Share.

No significant change

There has been no significant change in the financial or trading position of Crown Place VCT since 30 June 2018 (being the last date up to which Crown Place VCT has published audited financial accounts).

F. Kings Arms Yard VCT

Kings Arms Yard VCT has produced annual statutory accounts for the three financial years ended 31 December 2015, 2016 and 2017 as well as half-yearly financial reports for the six-month periods ended 30 June 2017 and 2018 (which contain the information as set out below). BDO LLP of 55 Baker Street, London W1U 7EU reported on the statutory accounts for the financial years ended 31 December 2015, 2016 and 2017 without qualification and without statements under sections 495 to 497 of CA 2006.

The annual reports for the years ended 31 December 2015, 2016 and 2017 were prepared in accordance with Financial Reporting Standard 102 and applicable United Kingdom law and the relevant Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts'. The annual reports contain a description of Kings Arms Yard VCT's financial condition, changes in financial condition and results of operations for each relevant financial year and are being incorporated by reference and can be accessed at the following website: www.albion.capital.

Where these documents make reference to other documents, such other documents are not incorporated into and do not form part of this Prospectus. Those parts of the annual statutory accounts and half yearly financial reports referred to above which are not being incorporated into this document by reference are either not relevant for investors or are covered elsewhere in this Prospectus.

Description	December 2015 Annual Report	December 2016 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2017	December 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2018
Balance sheet	Page 40	Page 40	Page 11	Page 46	Page 12
Income statement	Page 39	Page 39	Page 10	Page 45	Page 11
Statement showing all changes in equity (or equivalent note)	Page 41	Page 41	Page 12	Page 47	Page 13
Cash flow statements	Page 42	Page 42	Page 13	Page 48	Page 14
Accounting policies and notes	Page 43-56	Page 43-54	Page 14-19	Page 49-62	Page 15-20
Auditors' report	Page 34-38	Page 34-38	N/A	Page 40-44	N/A

Kings Arms Yard VCT's published annual report and accounts for the three financial years ended 31 December 2015, 2016 and 2017 and the half-yearly financial reports for the six-month periods ended 30 June 2017 and 2018 contain, on the pages specified in the table below, descriptions of its financial condition (in both capital and revenue terms), details of its investment activity and portfolio exposure and changes in its financial condition for each of those periods:

Description	December 2015 Annual Report	December 2016 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2017	December 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2018
Objective	Page 3	Page 3	Page 3	Page 3	Page 3
Performance summary	Page 4-5	Page 4-5	Page 4	Page 4-5	Page 4
Results and dividend	Page 6	Page 6	Page 5	Page 6	Page 5
Investment policy	Page 3	Page 3	Page 3	Page 3	Page 3
Chairman's statement	Page 6-7	Page 6-7	N/A	Page 6-7	N/A
Strategic report	Page 8-15	Page 8-14	N/A	Page 8-15	N/A
Portfolio summary	Page 18-19	Page 17-18	Pages 8 - 9	Page 19-21	Page 8-10
Valuation policy	Page 43	Page 43	Page 14	Page 49	Page 15

The key figures that summarise Kings Arms Yard VCT's financial position in respect of the three financial years ended 31 December 2015, 2016 and 2017 and the unaudited six-month periods ended on 30 June 2017 and 2018 which have been extracted without material adjustment from the historical financial information referred to above, are set out in the following table:

	December 2015 Annual Report	December 2016 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2017	December 2017 Annual Report	Unaudited Half-Year Report for six months ended 30 June 2018
Profit/loss on ordinary activities before taxation (£'000)	3,835	5,677	2,619	3,402	5,321
Earnings per share (p)	1.77	2.32	0.98	1.25	1.77
Dividends per share (p)	1.0	1.0	0.5	1.0	0.6
Net assets (£'000)	44,612	53,010	59,546	62,492	69,521
NAV per share (p)	20.11	21.41	21.81	21.60	22.74

The net asset value per Kings Arms Yard VCT Share as at 30 September 2018 (being the most recent unaudited NAV per Share published by Kings Arms Yard VCT prior to the publication of this document) was 22.81p per Kings Arms Yard VCT Share.

No significant change

There has been no significant change in the financial or trading position of Kings Arms Yard VCT since 30 June 2018 (being the last date up to which Kings Arms Yard VCT has published interim unaudited financial information).

Part IV: Portfolio Information

Set out below are the largest investments of each Company as at the date of this document (the percentages of GAV being as at 30 September) which have an aggregate value for each Company of at least 50 per cent. of its respective gross assets and/or where they have an individual value of greater than 5 per cent. of its respective gross assets. The following information is unaudited.

A. Albion Development VCT

Company	Sector	Type	Cost £'000	Valuation £'000	%GAV
Radnor House School (Holdings) Limited	Education	Equity	308	4,200	6.9 %
Radnor House School (Holdings) Limited	Education	Loan Stock	2,420	2,434	4.0 %
Egress Software Technologies	Software & other technology	Equity	2,332	4,125	6.7 %
Quantexa Limited	Software & other technology	Equity	727	3,010	4.9 %
Chonais River Hydro Limited	Renewable energy	Equity	495	1,052	1.7 %
Chonais River Hydro Limited	Renewable energy	Loan Stock	1,210	1,321	2.2 %
Proveca Limited	Healthcare (including digital healthcare)	Equity	313	1,178	1.9 %
Proveca Limited	Healthcare (including digital healthcare)	Loan Stock	771	1,142	1.9 %
The Street by Street Solar Programme Limited	Renewable energy	Equity	414	734	1.2 %
The Street by Street Solar Programme Limited	Renewable energy	Loan Stock	877	1,435	2.3 %
Regenerco Renewable Energy Limited	Renewable energy	Equity	377	487	0.8 %
Regenerco Renewable Energy Limited	Renewable energy	Loan Stock	827	1,407	2.3 %
G.Network Communications Limited	Business services and other	Equity	273	1,138	1.9 %
G.Network Communications Limited	Business services and other	Loan Stock	577	658	1.1 %

Company	Sector	Type	Cost £'000	Valuation £'000	%GAV
Bravo Inns II Limited	Leisure	Equity	356	483	0.8 %
Bravo Inns II Limited	Leisure	Loan Stock	724	930	1.5 %
Alto Prodotto Wind Limited	Renewable energy	Equity	281	588	1.0 %
Alto Prodotto Wind Limited	Renewable energy	Loan Stock	533	803	1.3 %
Mirada Medical Limited	Healthcare (including digital healthcare)	Equity	187	782	1.3 %
Mirada Medical Limited	Healthcare (including digital healthcare)	Loan Stock	472	596	1.0 %
Earnside Energy Limited	Renewable energy	Equity	245	28	0.0 %
Earnside Energy Limited	Renewable energy	Loan Stock	844	1,275	2.1 %
Sandcroft Avenue Limited (Pay As U Gym)	Software & other technology	Equity	1,191	1,238	2.0 %
MyMeds&Me Limited	Healthcare (including digital healthcare)	Equity	940	1,087	1.8 %
Convertr Media Limited	Software & other technology	Equity	583	701	1.1 %
Convertr Media Limited	Software & other technology	Loan Stock	292	302	0.5 %
MPP Global Solutions Limited	Software & other technology	Equity	1,000	1,000	1.6 %

B. Albion Enterprise VCT

Company	Sector	Type	Cost £'000	Valuation £'000	%GAV
Radnor House School (Holdings) Limited	Education	Equity	341	4,654	7.1 %
Radnor House School (Holdings) Limited	Education	Loan Stock	2,738	2,698	4.1 %
Egress Software Technologies Limited	Software & other technology	Equity	3,365	5,952	9.1 %
Quantexa Limited	Software & other technology	Equity	699	2,896	4.4 %
Bravo Inns II Limited	Leisure	Equity	710	942	1.4 %
Bravo Inns II Limited	Leisure	Loan Stock	1,441	1,838	2.8 %
Mirada Medical Limited	Healthcare (including digital healthcare)	Equity	291	1,518	2.3 %
Mirada Medical Limited	Healthcare (including digital healthcare)	Loan Stock	764	955	1.5 %
Regenerco Renewable Energy Limited	Renewable Energy	Equity	394	510	0.8 %
Regenerco Renewable Energy Limited	Renewable Energy	Loan Stock	866	1,464	2.2 %
Proveca Limited	Healthcare (including digital healthcare)	Equity	261	959	1.5 %
Proveca Limited	Healthcare (including digital healthcare)	Loan Stock	644	942	1.4 %
G.Network Communications Limited	Business services and other	Equity	273	1,138	1.7 %
G.Network Communications Limited	Business services and other	Loan Stock	577	658	1.0 %
Earnside Energy Limited	Renewable Energy	Equity	314	36	0.1 %
Earnside Energy Limited	Renewable Energy	Loan Stock	1,081	1,684	2.6 %

Company	Sector	Type	Cost £'000	Valuation £'000	%GAV
Alto Prodotto Wind Limited	Renewable Energy	Equity	333	698	1.1 %
Alto Prodotto Wind Limited	Renewable Energy	Loan Stock	633	952	1.5 %
The Street by Street Solar Programme Limited	Renewable Energy	Equity	287	509	1.6 %
The Street by Street Solar Programme Limited	Renewable Energy	Loan Stock	605	1,049	0.8 %
Greenenerco Limited	Renewable Energy	Equity	300	647	1.0 %
Greenenerco Limited	Renewable Energy	Loan Stock	607	867	1.3 %
Process Systems Enterprise Limited	Software & other technology	Equity	406	1,446	2.2 %
DySIS Medical Limited	Healthcare (including digital healthcare)	Equity	2,742	1,398	2.1 %

C. Albion Technology & General VCT

Company	Sector	Type	Cost £'000	Valuation £'000	%GAV
Radnor House School (Holdings) Limited	Education	Equity	1,057	7,293	9.0 %
Radnor House School (Holdings) Limited	Education	Loan Stock	4,282	4,228	5.2 %
Process Systems Enterprise Limited	Software & other technology	Equity	2,160	4,952	6.1 %
Chonais River Hydro Limited	Renewable energy	Equity	1,179	3,091	3.8 %
Chonais River Hydro Limited	Renewable energy	Loan Stock	990	1,081	1.3 %
Bravo Inns II Limited	Leisure	Equity	843	1,086	1.3 %
Bravo Inns II Limited	Leisure	Loan Stock	1,796	2,247	2.8 %

Company	Sector	Type	Cost £'000	Valuation £'000	%GAV
Quantexa Limited	Software & other technology	Equity	773	3,202	3.9%
Earnside Energy Limited	Renewable energy	Equity	475	53	0.1%
Earnside Energy Limited	Renewable energy	Loan Stock	1,584	2,279	2.8%
G.Network Communications Limited	Business services and other	Equity	337	1,406	1.7%
G.Network Communications Limited	Business services and other	Loan Stock	713	813	1.0%
Gharagain River Hydro Limited	Renewable energy	Equity	966	1,653	2.0%
Gharagain River Hydro Limited	Renewable energy	Loan Stock	560	560	0.7%
Mirada Medical Limited	Healthcare (including digital healthcare)	Equity	414	1,476	1.8%
Mirada Medical Limited	Healthcare (including digital healthcare)	Loan Stock	564	699	0.9%
Memsstar Limited	Software & other technology	Equity	515	1,471	1.8%
Memsstar Limited	Software & other technology	Loan Stock	417	417	0.5%
Bravo Inns Limited	Leisure	Equity	472	-	0.0%
Bravo Inns Limited	Leisure	Loan Stock	1,939	1,801	2.2%
MHS 1 Limited	Education	Loan Stock	1,565	1,561	1.9%
The Street by Street Solar Programme Limited	Renewable energy	Equity	205	477	0.6%
The Street by Street Solar Programme Limited	Renewable energy	Loan Stock	689	986	1.2%
Proveca Limited	Healthcare (including digital healthcare)	Equity	208	720	0.9%
Proveca Limited	Healthcare (including digital healthcare)	Loan Stock	521	729	0.9%

D. Albion Venture Capital Trust

Company	Sector	Type	Cost £'000	Valuation £'000	%GAV
Shinfield Lodge Care Limited	Healthcare (including digital healthcare)	Equity	1,976	6,861	10.1 %
Shinfield Lodge Care Limited	Healthcare (including digital healthcare)	Loan stock	4,449	5,370	7.9 %
Active Lives Care Limited	Healthcare (including digital healthcare)	Equity	1,200	3,601	5.3 %
Active Lives Care Limited	Healthcare (including digital healthcare)	Loan stock	3,610	4,319	6.4 %
Ryefield Court Care Limited	Healthcare (including digital healthcare)	Equity	1,022	3,217	4.7 %
Ryefield Court Care Limited	Healthcare (including digital healthcare)	Loan stock	2,858	3,289	4.8 %
Radnor House School (Holdings) Limited	Education	Equity	352	3,389	5.0 %
Radnor House School (Holdings) Limited	Education	Loan stock	1,993	1,965	2.9 %
Chonais River Hydro Limited	Renewable energy	Equity	947	2,070	3.1 %
Chonais River Hydro Limited	Renewable energy	Loan stock	2,127	2,323	3.4 %

E. Crown Place VCT

Company	Sector	Type	Cost £'000	Valuation £'000	%GAV
Radnor House School (Holdings) Limited	Education	Equity	314	4,282	7.5 %
Radnor House School (Holdings) Limited	Education	Loan stock	2,433	2,484	4.3 %
Shinfield Lodge Care Limited	Healthcare (including digital healthcare)	Equity	659	2,287	4.0 %
Shinfield Lodge Care Limited	Healthcare (including digital healthcare)	Loan stock	1,481	1,775	3.1 %

Company	Sector	Type	Cost £'000	Valuation £'000	%GAV
ELE Advanced Techonologies Limited	Business services and other	Equity	1,050	3,404	5.9 %
Chonais River Hydro Limited	Renewable energy	Equity	999	2,697	4.7 %
Chonais River Hydro Limited	Renewable energy	Loan stock	550	601	1.0 %
Active Lives Care Limited	Healthcare (including digital healthcare)	Equity	404	1,213	2.1 %
Active Lives Care Limited	Healthcare (including digital healthcare)	Loan stock	1,216	1,441	2.5 %
Ryefield Court Care Limited	Healthcare (including digital healthcare)	Equity	336	1,056	1.8 %
Ryefield Court Care Limited	Healthcare (including digital healthcare)	Loan stock	939	1,072	1.9 %
Quantexa Limited	Software & other technology	Equity	438	1,816	3.2 %
Gharagain River Hydro Limited	Renewable energy	Equity	843	1,399	2.4 %
Gharagain River Hydro Limited	Renewable energy	Loan stock	273	273	0.5 %
Earnside Energy Limited	Renewable energy	Equity	253	29	0.1 %
Earnside Energy Limited	Renewable energy	Loan stock	871	1,244	2.2 %
G.Network Communications Limited	Business services and other	Equity	186	777	1.4 %
G.Network Communications Limited	Business services and other	Loan stock	394	449	0.8 %
Proveca Limited	Healthcare (including digital healthcare)	Equity	169	613	1.1 %
Proveca Limited	Healthcare (including digital healthcare)	Loan stock	417	606	1.1 %
Mirada Medical Limited	Healthcare (including digital healthcare)	Equity	92	651	1.1 %
Mirada Medical Limited	Healthcare (including digital healthcare)	Loan stock	257	323	0.6 %

F. Kings Arms Yard VCT

Company	Sector	Type	Cost £'000	Valuation £'000	%GAV
Active Lives Care Limited	Healthcare (including digital healthcare)	Loan stock	3,300	3,962	5.6%
Active Lives Care Limited	Healthcare (including digital healthcare)	Equity	1,095	3,286	4.7%
Ryefield Court Care Limited	Healthcare (including digital healthcare)	Loan stock	2,261	2,618	3.7%
Ryefield Court Care Limited	Healthcare (including digital healthcare)	Equity	809	2,545	3.6%
Chonais River Hydro Limited	Renewable energy	Loan stock	1,723	1,881	2.7%
Chonais River Hydro Limited	Renewable energy	Equity	705	1,498	2.1%
Proveca Limited	Healthcare (including digital healthcare)	Loan stock	928	1,419	2.0%
Proveca Limited	Healthcare (including digital healthcare)	Equity	376	1,511	2.1%
Egress Software Technologies Limited	Software & other technology	Equity	1,644	2,908	4.1%
Elateral Group Limited	Software & other technology	Loan stock	2,200	2,280	3.2%
Elateral Group Limited	Software & other technology	Equity	2,663	555	0.8%
Antenova Limited	Software & other technology	Equity	1,733	2,621	3.7%
Anthropics Technology Limited	Software & other technology	Equity	19	1,952	2.8%
The Street by Street Solar Programme Limited	Renewable energy	Loan stock	707	1,224	1.7%
The Street by Street Solar Programme Limited	Renewable energy	Equity	333	591	0.8%
Quantexa Limited	Software & other technology	Equity	438	1,816	2.6%

Company	Sector	Type	Cost £'000	Valuation £'000	%GAV
MyMeds&Me Limited	Healthcare (including digital healthcare)	Equity	1,459	1,689	2.4 %
Alto Prodotto Wind Limited	Renewable energy	Loan stock	635	951	1.4 %
Alto Prodotto Wind Limited	Renewable energy	Equity	333	698	1.0 %
Perpetuum Limited	Software & other technology	Equity	2,373	1,618	2.3 %

The following sets out further information on various sectors covered by the Albion VCTs' investments:

1. Education – Value £41 million

The Albion VCTs' investments in the education sector focus on fee-paying schools in affluent areas, comprising:

- (a) Radnor House Twickenham, an independent day school in Twickenham which was founded in 2010. The freehold site is beside the Thames in a strong demographic location as there is an under-provision of private education in that area. Radnor House Twickenham is performing well at near capacity with approximately 410 students;
- (b) Radnor House Sevenoaks, an established school in Sevenoaks which has approximately 430 pupils and capacity for approximately 700 pupils when mature. It is a freehold, Grade 1 listed property with 30 acres of land; and
- (c) Mount House, Barnet, an independent co-educational day school which currently has approximately 190 pupils with capacity for approximately 360 when mature.

2. Renewable Energy – Value £66 million

The Albion VCTs' renewable energy portfolio is well-diversified across proven technologies to provide lower-risk, long-term, inflation-linked income. The investment portfolio currently includes investments in the following areas:

- (a) hydro-electricity, with investment in three schemes in Snowdonia and North Central Scotland;
- (b) solar, which principally comprises over 1500 domestic rooftop installations in Cambridgeshire and Southern England; and
- (c) wind, which comprises four wind turbines in South Wales.

3. Healthcare (including digital health) – Value £95 million

The Albion VCTs own three care homes and are now focusing on investing in capital-efficient healthcare businesses addressing the need to deliver healthcare more efficiently with improved patient outcomes. The portfolio currently includes investments in the following areas:

- (a) care homes and medical facilities, comprising a 75-bed care home in Cumnor Hill, Oxford, a 60-bed care home in Hillingdon, Greater London, a 66-bed care home in Shinfield, Reading, and The Evewell gynaecological clinic in Harley Street.
- (b) diagnostics and imaging, including companies Mirada Medical, Dysis and Abcodia;

- (c) drug re-profiling and formulation, including companies Arecor and Proveca;
- (d) digital health, including companies ePatient Network (trading as Raremark), Forward Clinical, Healios, Locum's Nest, MyMeds&Me, Cisiv, Aridhia, Oviva and Umotif; and
- (e) other, including the company Ergomed.

4. Software and other technology – Value £79 million

The Albion VCTs invest in a portfolio of companies addressing a range of technology challenges. The portfolio currently includes investments in the following areas:

- (a) automation and machine learning, including companies Elateral, Omprompt, Perpetuum, Phrasee and Zift;
- (b) digital risk management, including companies Egress Software Technologies, Mi-Pay, Palm Tree Technology, Panaseer and Quantexa;
- (c) digital media, including companies Incrowd Sports, MPP Global Solutions and Convertr;
- (d) predictive analytics and modelling, including companies Black Swan Data and Process Systems Enterprise; and
- (e) other, including companies Academia Networks, Antenova, Anthropics Technology, Celoxica, Memstar, Oxsensis, Sandcroft Avenue (trading as PayasUgym) and Symetrica.

5. Business services and other – Value £26 million

The Albion VCTs invest in a variety of other businesses including G.Network Communications, ELE Advanced Technologies, Innovation Broking, KoruKids and Secured by Design

Part V: General Information

Section A: Albion Development VCT - General Information

1 Incorporation and administration

- (a) Albion Development VCT was incorporated and registered in England and Wales on 21 October 1998 with limited liability as a public limited company under the Companies Act 1985 with the name Close Brothers Development VCT PLC and with registered number 03654040. The name of Close Brothers Development VCT PLC was changed to Albion Development VCT PLC by special resolution passed on 25 March 2009.
- (b) Albion Development VCT received a certificate under section 117 of the Companies Act 1985 by the Registrar of Companies on 30 November 1998.
- (c) Albion Development VCT's registered office and principal place of business is at 1 King's Arms Yard, London EC2R 7AF and its telephone number is +44 (0) 20 7601 1850. Albion Development VCT is domiciled in England. Albion Development VCT does not have (and has not had since incorporation) any subsidiaries or any employees and it neither owns nor occupies any premises.
- (d) Albion Development VCT has been granted approval as a VCT under section 274 of ITA 2007 and the Albion Development VCT Directors have managed and intend to manage the affairs of Albion Development VCT in such a manner so as to comply with section 274 of ITA 2007.
- (e) A VCT is unregulated but is required to manage its affairs to obtain and maintain approval as a VCT under the provisions of section 274 of ITA 2007. Albion Development VCT operates under CA 2006 and the regulations made thereunder. Albion Development VCT is not regulated by the FCA or any other regulatory body but, as a company whose shares are admitted to the Official List, is subject to the Listing Rules and the Disclosure and Transparency Rules.
- (f) The ISIN number for the Albion Development VCT Shares is GB0004832472.

2 Share capital

- (a) As at 31 December 2015, Albion Development VCT's share capital comprised 59,965,643 Albion Development VCT Shares of which 5,527,700 Albion Development VCT Shares were held in treasury.
- (b) Albion Development VCT's issued share capital history since 31 December 2015 is as follows:
 - during the financial year ended 31 December 2016, Albion Development VCT issued 8,917,931 new Albion Development VCT Shares and 1,299,000 Albion Development VCT Shares were bought back to be held in treasury. As at 31 December 2016, the issued share capital of Albion Development VCT comprised 68,883,574 Albion Development VCT Shares of which 6,556,700 Albion Development VCT Shares were held in treasury;
 - during the financial year ended 31 December 2017, Albion Development VCT issued 11,251,985 new Albion Development VCT Shares and 1,262,000 Albion Development VCT Shares were bought back to be held in treasury. As at 31 December 2017, the issued share capital of Albion Development VCT comprised 80,135,559 Albion Development VCT Shares of which 7,818,700 Albion Development VCT Shares were held in treasury;
 - during the financial year ended 31 December 2018, Albion Development VCT issued 3,724,910 new Albion Development VCT Shares and 1,253,456 Albion Development VCT Shares were bought back to be held in treasury. As at 31 December 2018, the issued share capital of Albion Development VCT comprised 83,860,469 Albion Development VCT Shares of which 9,072,156 Albion Development VCT Shares were held in treasury;
 - during the period from 1 January 2019 to 4 January 2019 (being the latest practicable date prior to the publication of this document), Albion Development VCT has not issued any new Albion Development VCT Shares or bought back any Albion Development VCT Shares to be held in treasury; and

- as at 4 January 2019 (being the latest practicable date prior to the publication of this document), the issued share capital of Albion Development VCT comprised 83,860,469 Albion Development VCT Shares, of which 9,072,156 Albion Development VCT Shares were held in treasury.
- (c) The following authorities were granted at the annual general meeting of Albion Development VCT on 29 May 2018 by the passing of ordinary and special resolutions:
- (i) That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) to allot shares in the Company up to an aggregate nominal amount of £164,078 for Ordinary shares, provided that this authority shall expire 15 months from the date that this resolution is passed, or, if earlier, the conclusion of the next Annual General Meeting of the Company but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.
 - (ii) That, subject to and conditional on the passing of resolution (i) above, the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution (i) above and/or sell treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale.

Under this power the Directors may impose any limits or restrictions and make any arrangements which they deem necessary or expedient to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or other matter, arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

This power shall expire 15 months from the date that this resolution is passed, or, if earlier, the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

- (iii) That the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary shares of 1 penny each in the capital of the Company, on such terms as the Directors think fit, provided that:
 - (a) the maximum number of shares hereby authorised to be purchased is 12,012,320 representing 14.99 per cent. of the issued Ordinary share capital as at the date of this notice;
 - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary share is 1 penny;
 - (c) the maximum price, exclusive of any expenses, which may be paid for each Ordinary share is an amount equal to the higher of (a) 105 per cent. of the average of the middle market quotations for an Ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the Ordinary share is purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
 - (d) the authority hereby conferred shall, unless previously revoked, varied or renewed expire 15 months from the date that this resolution is passed or, if earlier, at the conclusion of the next Annual General Meeting; and
 - (e) the Company may make a contract or contracts to purchase Ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.
- (iv) That the Directors be empowered to sell treasury shares at the higher of the prevailing current share price and the price bought in at.

- (d) Assuming a NAV per Albion Development VCT Ordinary Share of 80.4p (being the unaudited NAV per Albion Development VCT Share as at 30 September 2018) for the purposes of the Pricing Formula and that the Albion Development VCT Offer is fully subscribed, ignoring the over allotment facility, immediately following the Albion Development VCT Offer the issued share capital of Albion Development VCT would be 82,061,040 Albion Development VCT Ordinary Shares (excluding 9,072,156 Albion Development VCT Ordinary Shares held in treasury).

3 Directors' and other interests

- (a) As at 4 January 2019 (being the latest practicable date prior to publication of this document), Albion Development VCT was not aware of any person who, directly or indirectly, has an interest in Albion Development VCT's capital or voting rights which is notifiable under UK law.
- (b) As at 4 January 2019 (being the latest practicable date before the publication of this document) the holdings of Albion Development VCT Shares of the Albion Development VCT Directors (including any nominee holdings and holdings of connected persons) were as follows:

Director	No. of Albion Development VCT Ordinary Shares	% of issued Albion Development VCT voting Share capital
Geoffrey Vero	41,394	0.06 %
Lyn Goleby	-	-
Ben Larkin	150,567	0.20 %
Patrick Reeve	166,363	0.22 %

In addition to the above, as at 4 January 2019, Albion Capital, of which Patrick Reeve is the Managing Partner, holds 46,942 Albion Development VCT Ordinary Shares.

- (c) Albion Development VCT Directors may act as directors of companies in which Albion Development VCT invests and receive and retain fees in that capacity.
- (d) None of the Albion Development VCT Directors has a service contract with Albion Development VCT, and no such contract is proposed. However, Albion Development VCT has entered into letters of appointment with each of the Albion Development VCT Directors under the terms of which the Albion Development VCT chairman is entitled to annual remuneration of £24,000 and the other Albion Development VCT Directors (other than Patrick Reeve) are entitled to annual remuneration of £22,000 each respectively. No Albion Development VCT Director has a notice period in excess of three months. Albion Development VCT Directors may be removed from office under the terms of Albion Development VCT's articles of association or may resign from office, in each case, with immediate effect at any time.

It is estimated that the aggregate amount payable to the Albion Development VCT Directors by Albion Development VCT for the financial period ending on 31 December 2019 under the arrangements in force at the date of this document will not exceed £70,000 (plus payments in relation to out-of-pocket expenses). For the year ended 31 December 2018, Geoffrey Vero received £24,000, Lyn Goleby received £22,000 and Ben Larkin received £22,000. The Albion Development VCT Directors receive no other benefits in addition to their fees detailed above.

- (e) No loan or guarantee has been granted or provided by Albion Development VCT to or for the benefit of any Albion Development VCT Director.
- (f) None of the Albion Development VCT Directors nor any member of their respective immediate families has, or has had, an interest in any transaction or transactions which are or were unusual in their nature or conditions or significant to the business of Albion Development VCT and which were effected by Albion Development VCT during the current or immediately preceding financial year or during an earlier financial year and remaining in any respect outstanding or unperformed.

- (g) Albion Development VCT has taken out directors' and officers' liability insurance for the benefit of the Albion Development VCT Directors, which is renewable on an annual basis.
- (h) No Albion Development VCT Director is, or has been, interested in any transaction which is, or was, unusual in its nature or conditions or significant to the business of Albion Development VCT and which was effected by Albion Development VCT in the period since its incorporation and remains in any respect outstanding or unperformed.
- (i) None of the Albion Development VCT Directors have any convictions in relation to fraudulent offences during the previous five years.
- (j) Save for those companies which have an asterisk alongside their name in Part I above (which were voluntarily struck off the Register of Companies at Companies House) and as set out below, there were no bankruptcies, receiverships or liquidations of any companies or partnerships where any of the Albion Development VCT Directors were acting as (i) a member of the administrative, management or supervisory body, (ii) a partner with unlimited liability, in the case of a limited partnership with a share capital, (iii) a founder where the company had been established for fewer than five years or (iv) a senior manager during the previous five years:
- Patrick Reeve was a director of Albion Income & Growth VCT PLC which was dissolved on 11 May 2015 pursuant to a merger with Albion Technology & General VCT.
 - Patrick Reeve was a director of Albion Prime VCT PLC which was dissolved on 8 April 2014 pursuant to a merger with Albion Venture Capital Trust.
 - Patrick Reeve was also a director of Evolutions Group Limited which was placed into members' voluntary liquidation on 20 December 2011 and dissolved on 31 August 2013. There were no secured or preferential creditors, £27,664.90 was paid to unsecured creditors and £3,781,228.23 was distributed to shareholders (constituting a total return on capital of 1.47 pence per £1 ordinary share).
 - Patrick Reeve was also a director of Vealnamco (123) Limited until 1 July 2009. The company subsequently was placed into administration on 18 May 2010, moved from administration to creditors' voluntary liquidation on 6 May 2011 and dissolved on 1 October 2015. A first and final payment of £163,045 was made to the only secured creditor to satisfy the outstanding balance of £580,714. The liquidator accepted one claim from an unsecured creditor amounting to £83,308 and made a distribution of £2,500.
- (k) There have been no official public incriminations of and/or sanctions on any Albion Development VCT Director by statutory or regulatory authorities (including designated professional bodies) and no Albion Development VCT Director has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company during the previous five years.

4 Material contracts

Save as disclosed in this paragraph, Albion Development VCT has not entered, other than in the ordinary course of business, into any contract which is or may be material to Albion Development VCT within the two years immediately preceding the publication of this document or into any contract which contains any provision under which Albion Development VCT has any obligation or entitlement which is material to Albion Development VCT as at the date of this document:

- (a) A Management Agreement dated 10 December 1998 (as novated, amended and supplemented) pursuant to which the Manager provides discretionary investment management and administration services to Albion Development VCT.

Under the Management Agreement, the Manager is paid an annual management fee equal to 2.25 per cent of Albion Development VCT's net assets which is paid quarterly in arrears.

The total annual running costs of the Company, including fees payable to the Manager, Directors' fees, professional fees and the costs incurred by the Company in the ordinary course of business (but excluding any exceptional items and performance fees payable by the Manager) are capped at an amount equal to 3.0 per cent of the Company's net assets, with any excess being met by the Manager by way of a reduction in management fees.

The Manager is, in addition, entitled to a performance fee. No performance fee is payable to the Manager until the total return exceeds 6.5 pence per Albion Development VCT Share per annum from a base on 1 January 2007 of 98.7 pence for the Albion Development VCT Ordinary Shares and 100 pence for the Albion Development VCT D Shares from the date of first admission of those shares. If the target return is not achieved in a period, the cumulative shortfall is carried forward to the next accounting period and has to be made up before an incentive fee becomes payable. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to the Manager of an amount equal to 20 per cent. of the excess.

The Management Agreement is terminable by either party by one year's prior written notice, subject to earlier termination by either party in the event of, inter alia, either party committing a material breach of the Management Agreement and failing to rectify the same within 45 days of being requested to do so or if Albion Development VCT fails to become or ceases to be a venture capital trust for tax purposes or if the Manager shall cease to be lawfully able to carry out its obligations under the Management Agreement.

If terminated by Albion Development VCT without due cause or on less than requisite notice, the Manager shall be entitled to receive an amount representing the fees which would have been payable during the period for which notice shall not have been given, calculated by reference to the previous quarterly payments.

The Management Agreement will terminate automatically without compensation, if either party enters into liquidation or has a receiver or administrator appointed over it or its assets, if the Manager ceases to be permitted to act as manager, if the Manager commits an act of fraud or upon the passing of a resolution for the voluntary liquidation, reconstruction or reorganisation of Albion Development VCT as provided under Albion Development VCT's Articles of Association.

The Management Agreement contains provisions indemnifying the Manager against any liability not due to its default, negligence, fraud, breach of FSMA or the rules of the FCA.

In line with common practice in the VCT sector, the Manager is entitled to an arrangement fee, payable by each Investee Company, of approximately 2 per cent on each investment made and is entitled to any non-executive director fees in respect of the Manager's representation on the boards of Investee Companies.

For the purposes of calculating the fees paid to the Manager, the values of the investments are calculated in accordance with Albion Development VCT normal accounting policies, with any disputes being referred to Albion Development VCT's auditors.

The annual management fees will be charged as to 75 per cent against capital reserves for accounting purposes, with the balance and all other expenses being charged against revenue. Any performance fees payable to the Manager will be allocated between capital and revenue reserves on a basis to be determined by the Board.

- (b) An offer agreement dated 5 September 2017 between the Companies, the Directors, the Manager and the Sponsor, under which the Sponsor agreed to act as sponsor to the 2017/18 offers (the **"September 2017 Offer Agreement"**). The Companies and the Manager gave customary representations, warranties and indemnities to the Sponsor. The Sponsor was entitled to terminate the September 2017 Offer Agreement at any time prior to admission if, amongst others, it became aware of any material breach of warranty prior to admission or if any statement contained in the prospectus was or had become untrue, inaccurate or

misleading in any material and adverse respect. Under the September 2017 Offer Agreement, each Company agreed to pay the Manager a fee of an amount equal to 2.5 per cent. of the gross proceeds of the 2017/2018 offers received by the Company out of which the Manager would bear all of the costs of the offers.

- (c) An offer agreement dated 4 January 2019 between the Companies, the Directors, the Manager and the Sponsor, under which the Sponsor has agreed to act as sponsor to the 2018/19 offers (the **“January 2019 Offer Agreement”**). The Companies and the Manager have given customary representations, warranties and indemnities to the Sponsor. The Sponsor may terminate the January 2019 Offer Agreement at any time prior to Admission if, amongst others, it becomes aware of any material breach of warranty prior to Admission or if any statement contained in the Prospectus is or has become untrue, inaccurate or misleading in any material and adverse respect. Under the January 2019 Offer Agreement, each Company has agreed to pay the Manager a fee of an amount equal to 2.5 per cent. of the gross proceeds of the Offers received by the Company out of which the Manager will bear all of the costs of the 2018/19 offers. Any excess will be retained by the Manager.
- (d) An allocation of investments agreement dated 8 December 2010 (as supplemented by a side letter dated 6 June 2013) (the **“Allocation Agreement”**) between the Manager and the Companies, pursuant to which the parties have agreed how the allocation of investment opportunities will be regulated. This agreement provides that where more than one Company wishes to invest in an investee company, the allocation shall be made in accordance with the ratio of funds available for investment, save that (i) where a Company has less than 75 per cent of its holdings being qualifying, such weighting shall be increased to 1.5 times or (ii) where a Company is in the process of disposing an investment, such expected funds shall have a weighting reduced to 0.5 times.
- (e) A letter of engagement dated 13 June 2017 between the Companies and the Sponsor (the **“June 2017 Engagement Letter”**) pursuant to which the Sponsor agreed to act as sponsor to the Companies for the purposes of the 2017/18 offers. The engagement could be terminated at any time by either party on giving reasonable written notice to the other.
- (f) A letter of engagement dated 25 October 2018 between the Companies and the Sponsor and signed on behalf of the Companies on 12 November 2018 (the **“2018 Engagement Letter”**) pursuant to which the Sponsor will act as sponsor to the Companies for the purposes of the 2018/19 offers. The engagement may be terminated at any time by either party on giving reasonable written notice to the other.
- (g) An agreement between the Companies and the Manager dated 5 September 2017 (the **“September 2017 Trust Agreement”**) pursuant to which Albion Venture Capital Trust agreed to hold the subscription monies received under the 2017/18 offers as trustee for itself and the other Companies until Shares were allotted by the Companies, following which funds were distributed to the relevant Companies.
- (h) An agreement between the Companies and the Manager dated 4 January 2019 (the **“January 2019 Trust Agreement”**) pursuant to which Albion Venture Capital Trust has agreed to hold the subscription monies received under the Offers as trustee for itself and the other Companies until Shares are allotted by the Companies, following which funds will be distributed to the relevant Companies.
- (i) An agreement dated 1 October 2018 made between investment funds managed or advised by the Manager (including the Companies), the Manager and Ocorian (UK) Limited (the **“Ocorian Agreement”**) pursuant to which Ocorian (UK) Limited provides depository services to the Manager and the funds. Ocorian (UK) Limited is entitled to an implementation fee of £10,000 and total annual fees of £80,400. The agreement is terminable on 6 months’ notice.

5 Dividend policy

The current annual dividend target of Albion Development VCT is 4p per Albion Development VCT Ordinary Share, but this cannot be guaranteed.

6 Miscellaneous

- (a) There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on Albion Development VCT's prospects for at least the current financial year. There have been no important events, so far as Albion Development VCT and the Albion Development VCT Directors are aware, relating to the development of Albion Development VCT or its business.
- (b) Albion Capital is the promoter of the Offers. Save as disclosed in paragraph 4(c) above, no amount of cash, securities or benefits has been paid, issued or given to the Manager in relation to the Offers and none is intended to be given.
- (c) The costs of Albion Development VCT's Offer, including irrecoverable VAT and permissible annual trail commission, will be paid by the Manager out of its fee of 2.5 per cent. of the gross proceeds of the Offer. The Manager has agreed to meet any permissible annual trail commission payments and pay the expenses of the Offer. If the maximum of £6 million, ignoring the over allotment facility, is raised for Albion Development VCT, the net proceeds of the Albion Development VCT Offer will amount to approximately £5.85 million. The issue premium on an Albion Development VCT Share will be the difference between the issue price of the Albion Development VCT Shares under the Albion Development VCT Offer and the nominal value of an Albion Development VCT Share of £0.01.
- (d) Albion Development VCT does not have any major Shareholders and no Shareholders of Albion Development VCT have different voting rights. To the best of the knowledge and belief of the Albion Development VCT Directors, Albion Development VCT is not directly controlled by any other party and, as at 4 January 2019 (being the latest practicable date prior to the publication of this document) there are no arrangements in place that may, at a subsequent date, result in a change of control of Albion Development VCT.
- (e) There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Albion Development VCT is aware), during the previous 12 months which may have, or have had in the recent past, significant effects on Albion Development VCT's financial position or profitability.
- (f) The typical investor for whom investment in Albion Development VCT is designed is an individual retail investor aged 18 or over who is a UK tax payer and who already has a portfolio of VCT and non-VCT investments (such as unit trusts, OEICs, investment trusts and direct shareholdings in listed and non-listed companies).
- (g) None of Albion Development VCT's capital is under option, nor are there any conditional or unconditional agreements for any part of Albion Development VCT's capital to be put under option.
- (h) Albion Development VCT Shareholders will be informed by means of the interim and/or annual report or through a public announcement if the investment restrictions which apply to Albion Development VCT as a VCT (as detailed in this document) are breached.
- (i) Other than transactions referred to in the notes to the financial reports of Albion Development VCT, there were no related party transactions for Albion Development VCT undertaken during the financial periods covered by the historical financial information referred to in Part III of this document which required disclosure and the Company has not entered into any related party transactions between 31 December 2017 and the date of this document.
- (j) Applications will be made for the admission of the Albion Development VCT Shares to be issued under the Albion Development VCT Offer to the premium segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange. The Albion Development VCT Shares shall be in registered form and may be in either certificated or uncertificated form. Albion Development VCT Shares in uncertificated form will be credited to CREST accounts.

- (k) Albion Development VCT is subject to the investment restrictions relating to a venture capital trust in ITA 2007 (a summary of which is set out in paragraph 5 of Section G of this Part V). In addition, for so long as the Albion Development VCT Shares are admitted to the Official List, Albion Development VCT is required to abide by applicable Listing Rules including the following:
- (i) Albion Development VCT will at all times, invest and manage its assets in a way which is consistent with its object of spreading investment risk and in accordance with its published investment policy;
 - (ii) Albion Development VCT will not conduct any trading activity which is significant in the context of Albion Development VCT (or, if applicable, its group as a whole).

Section B: Albion Enterprise VCT - General Information

1 Incorporation and administration

- (a) Albion Enterprise VCT was incorporated and registered in England and Wales on 7 November 2006 with limited liability as a public limited company under the Companies Act 1985 with the name Close Enterprise VCT PLC and with registered number 05990732. The name Close Enterprise VCT PLC was changed to Albion Enterprise VCT PLC by special resolution passed on 23 March 2009.
- (b) Albion Enterprise VCT was issued with a certificate under section 117 of the Companies Act 1985 by the Registrar of Companies on 28 November 2006.
- (c) Albion Enterprise VCT's registered office and principal place of business is at 1 King's Arms Yard, London EC2R 7AF, with telephone number +44 (0) 20 7601 1850.
- (d) Albion Enterprise VCT is domiciled in England. Albion Enterprise VCT does not have (and has not had since incorporation) any subsidiaries, subsidiary undertakings or any employees and it neither owns nor occupies any premises.
- (e) Albion Enterprise VCT has been granted approval as a VCT under section 274 of ITA 2007 and the Albion Enterprise VCT Directors have managed and intend to manage the affairs of Albion Enterprise VCT in such a manner so as to comply with section 274 of ITA 2007.
- (f) A VCT is unregulated but is required to manage its affairs to obtain and maintain approval as a VCT under the provisions of section 274 of ITA 2007. Albion Enterprise VCT operates under CA 2006 and the regulations made thereunder. Albion Enterprise VCT is not regulated by the FCA or any other regulatory body but, as a company whose shares are admitted to the Official List, is subject to the Listing Rules and the Disclosure and Transparency Rules.
- (g) The ISIN number for the Albion Enterprise VCT Shares is GB00B1G3LR35.

2 Share capital

- (a) As at 31 March 2015, Albion Enterprise VCT's share capital comprised 40,931,339 Albion Enterprise VCT Shares of which 4,907,000 Albion Enterprise VCT Shares were held in treasury.
- (b) The Company's issued share capital history since 31 March 2015 is as follows:
 - during the financial year ended 31 March 2016, Albion Enterprise VCT issued 10,865,164 new Albion Enterprise VCT Shares and 763,000 Albion Enterprise VCT Shares were bought back to be held in treasury. As at 31 March 2016, the issued share capital of Albion Enterprise VCT comprised 51,796,503 Albion Enterprise VCT Shares, of which 5,670,000 Albion Enterprise VCT Shares were held in treasury;
 - during the financial year ended 31 March 2017, Albion Enterprise VCT issued 6,168,271 new Albion Enterprise VCT Shares and 759,443 Albion Enterprise VCT Shares were bought back to be held in treasury. As at 31 March 2017, the issued share capital of Albion Enterprise VCT comprised 57,964,774 Albion Enterprise VCT Shares, of which 6,429,443 Albion Enterprise VCT Shares were held in treasury;
 - during the financial year ended 31 March 2018, Albion Enterprise VCT issued 5,829,378 new Albion Enterprise VCT Shares and 841,000 Albion Enterprise VCT Shares were bought back to be held in treasury. As at 31 March 2018, the issued share capital of Albion Enterprise VCT comprised 63,794,152 Albion Enterprise VCT Shares, of which 7,270,443 Albion Enterprise VCT Shares were held in treasury;
 - during the period from 31 March 2018 to 4 January 2019 (being the latest practicable date prior to the publication of this document), Albion Enterprise VCT issued 1,026,848 new Albion Enterprise VCT Shares and 336,000 Albion Enterprise VCT Shares were bought back to be held in treasury; and
 - as at 4 January 2019 (being the latest practicable date prior to the publication of this document), the issued share capital of Albion Enterprise VCT comprised 64,821,000 Albion Enterprise VCT Shares, of which 7,606,443 Albion Enterprise VCT Shares were held in treasury.

(c) The following authorities were granted at the annual general meeting of Albion Enterprise VCT on 21 August 2018 by the passing of ordinary and special resolutions:

- (i) That, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) to allot Ordinary shares of nominal value 1 penny per share in the Company up to an aggregate nominal amount of £129,153 (which comprises approximately 20 per cent. of the Company’s issued Ordinary shares as at the date of this notice) provided that this authority shall expire 15 months from the date that this resolution is passed, or, if earlier, the conclusion of the next Annual General Meeting of the Company, but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.
- (ii) That, subject to the authority and conditional on the passing of resolution (i) above, the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution (i) above and/or sell Ordinary shares held by the Company as treasury shares as if section 561(1) of the Act did not apply to any such allotment or sale.

Under this power the Directors may impose any limits or restrictions and make any arrangements which they deem necessary or expedient to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or other matter, arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

This power shall expire 15 months from the date that this resolution is passed, or, if earlier, the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

- (iii) That, the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary shares, on such terms as the Directors think fit, provided always that:
 - (a) the maximum aggregate number of shares hereby authorised to be purchased is 9,680,015 Ordinary shares representing 14.99 per cent. of the issued Ordinary share capital of the Company as at the date of this notice;
 - (b) the minimum price which may be paid for an Ordinary share shall be 1 penny (exclusive of expenses);
 - (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary share shall be an amount being not more than the higher of (i) 105 per cent. of the average of the middle market quotations (as derived from the Daily Official List of the London Stock Exchange), for the Ordinary shares for the five business days immediately preceding the date of purchase; and (ii) the higher of the price of the last independent trade and the highest current independent bid relating to an Ordinary share on the trading venue where the purchase is carried out; and
 - (d) unless previously varied, revoked or renewed, the authority hereby conferred shall expire 15 months from the date that this resolution is passed or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Company may, at any time prior to such expiry, enter into a contract or contracts to purchase shares under such authority which would or might be completed or executed wholly or partly after the expiration of such authority and may make a purchase of shares pursuant to any such contract or contracts as if the authority conferred hereby had not expired.
- (iv) That, the Directors be empowered to sell treasury shares at the higher of the prevailing current share price and the price at which they were bought in at.

- (d) Assuming a NAV per Albion Enterprise VCT Share of 109.2p (being the unaudited NAV per Albion Enterprise VCT Share as at 30 September 2018, adjusted for the dividend of 3.0p per share payable on 28 February 2019), for the purposes of the Pricing Formula and that the Albion Enterprise VCT Offer is fully subscribed, ignoring the over allotment facility, immediately following the Albion Enterprise VCT Offer the issued share capital of Albion Enterprise VCT would be 62,571,699 Albion Enterprise VCT Shares (excluding 7,606,443 Albion Enterprise VCT Shares held in treasury).

3 Directors' and other interests

- (a) As at 4 January 2019 (being the latest practicable date prior to publication of this document), Albion Enterprise VCT was not aware of any person who, directly or indirectly, has an interest in Albion Enterprise VCT's capital or voting rights which is notifiable under UK law.
- (b) As at 4 January 2019 (being the latest practicable date before the publication of this document), the holdings of Albion Enterprise VCT Shares of the Albion Enterprise VCT Directors (including nominee holdings and holdings of connected persons) were as follows:

Director	Albion Enterprise VCT No. of Shares	% of issued Albion Enterprise VCT voting Share capital
Maxwell Packe	488,733	0.85 %
Lady Balfour of Burleigh	31,705	0.06 %
Lord St John of Bletso	30,831	0.05 %
Christopher Burrows	6,139	0.01 %
Patrick Reeve	88,689	0.16 %

In addition to the above, as at 4 January 2019, Albion Capital, of which Patrick Reeve is Managing Partner, holds 18,632 Albion Enterprise VCT Shares.

- (c) Albion Enterprise VCT Directors may act as directors of companies in which Albion Enterprise VCT invests and receive and retain fees in that capacity.
- (d) None of the Albion Enterprise VCT Directors has a service contract with Albion Enterprise VCT, and no such contract is proposed. However, Albion Enterprise VCT has entered into letters of appointment with each of the Albion Enterprise VCT Directors under the terms of which the Albion Enterprise VCT chairman is entitled to annual remuneration of £24,000, the Audit Committee Chairman is entitled to annual remuneration of £23,000 and the other Albion Enterprise VCT Directors are entitled to annual remuneration of £22,000 each respectively, save that from 30 June 2018 Patrick Reeve has agreed to waive his fees for his services as a Director. No Albion Enterprise VCT Director has a notice period in excess of three months. Albion Enterprise VCT Directors may be removed from office under the terms of Albion Enterprise VCT's articles of association or may resign from office, in each case, with immediate effect at any time.

It is estimated that the aggregate amount payable to the Albion Enterprise VCT Directors by Albion Enterprise VCT for the financial period ending on 31 March 2019 under the arrangements in force at the date of this document will not exceed £95,000 (plus payments in relation to out-of-pocket expenses). For the financial year ended 31 March 2018, Maxwell Packe received £24,000, Lord St John of Bletso received £22,000, Lady Balfour of Burleigh received £20,000 and Albion Capital received £20,000 (for Patrick Reeve's services). The Albion Enterprise VCT Directors receive no other remuneration benefits in addition to their fees detailed above.

- (e) No loan or guarantee has been granted or provided by Albion Enterprise VCT to or for the benefit of any Albion Enterprise VCT Director.
- (f) None of the Albion Enterprise VCT Directors nor any member of their respective immediate families has, or has had, an interest in any transaction or transactions which are or were unusual in their nature or conditions or significant to the business of Albion Enterprise VCT and which were effected by Albion Enterprise VCT

during the current or immediately preceding financial year or during an earlier financial year and remaining in any respect outstanding or unperformed.

- (g) Albion Enterprise VCT has taken out directors' and officers' liability insurance for the benefit of the Albion Enterprise VCT Directors, which is renewable on an annual basis.
- (h) No Albion Enterprise VCT Director is, or has been, interested in any transaction which is, or was, unusual in its nature or conditions or significant to the business of Albion Enterprise VCT and which was effected by Albion Enterprise VCT in the period since its incorporation and remains in any respect outstanding or unperformed.
- (i) None of the Albion Enterprise VCT Directors have any convictions in relation to fraudulent offences during the previous five years.
- (j) Save for those companies which have an asterisk alongside their name in Part I above (which were voluntarily struck off the Register of Companies at Companies House) and as set out below, there were no bankruptcies, receiverships or liquidations of any companies or partnerships where any of the Albion Enterprise VCT Directors were acting as (i) a member of the administrative, management or supervisory body, (ii) a partner with unlimited liability, in the case of a limited partnership with a share capital, (iii) a founder where the company had been established for fewer than five years or (iv) a senior manager during the previous five years:
- Patrick Reeve was a director of various companies as set out in paragraph 3(j) of Section A above.
 - Maxwell Packe was a director of Vealnamco (123) Limited which was placed into administration on 18 May 2010, moved from administration to creditors' voluntary liquidation on 6 May 2011 and was dissolved on 1 October 2015. A first and final payment of £163,045 was made to the only secured creditor to satisfy the outstanding balance of £580,714. The liquidator accepted one claim from an unsecured creditor amounting to £83,308 and made a distribution of £2,500.
 - Maxwell Packe was also a non-executive chairman of Vibrant Energy Surveys Limited which was placed into administration on 15 July 2009 and moved from administration to creditors' voluntary liquidation on 9 July 2010. The company was dissolved on 7 December 2012. As at the date of the last filed liquidators' progress report, the claims of 21 unsecured creditors had been agreed on claims totalling £589,215.52. A first and final dividend of 10.06p in the pound was paid to unsecured creditors from the prescribed part.
- (k) There have been no official public incriminations of and/or sanctions on any Albion Enterprise VCT Director by statutory or regulatory authorities (including designated professional bodies) and no Albion Enterprise VCT Director has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company during the previous five years.

4 Material contracts

Save as disclosed in this paragraph, Albion Enterprise VCT has not entered, other than in the ordinary course of business, into any contract which is or may be material to Albion Enterprise VCT within the two years immediately preceding the publication of this document or into any contract which contains any provision under which Albion Enterprise VCT has any obligation or entitlement which is material to Albion Enterprise VCT as at the date of this document:

- (a) A Management Agreement dated 8 December 2006 (as novated, amended and supplemented) pursuant to which the Manager provides discretionary investment management and administration services to Albion Enterprise VCT.

Under the Management Agreement, the Manager is paid an annual management fee equal to 2.5 per cent. of Albion Enterprise VCT's net assets which is paid quarterly in arrears.

The total annual running costs of the Company, including fees payable to the Manager, Directors' fees, professional fees and the costs incurred by the Company in the ordinary course of business (but excluding any exceptional items and performance fees payable by the Manager) are capped at an amount equal to 3.0 per cent. of the Company's net assets, with any excess being met by the Manager by way of a reduction in management fees.

The Manager is, in addition, entitled to a performance fee. No performance fee is payable to the Manager until the total return exceeds base rate plus 2 per cent. per annum per Share from the original subscription price of £1. If the target return is not achieved in a period, the cumulative shortfall is carried forward to the next accounting period and has to be made up before an incentive fee becomes payable. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to the Manager of an amount equal to 20 per cent. of the excess.

The Management Agreement is terminable by either party by one year's prior written notice, subject to earlier termination by either party in the event of, inter alia, either party committing a material breach of the Management Agreement and failing to rectify the same within 45 days of being requested to do so or if Albion Enterprise VCT fails to become or ceases to be a venture capital trust for tax purposes or if the Manager shall cease to be lawfully able to carry out its obligations under the Management Agreement.

If terminated by Albion Enterprise VCT without due cause or on less than requisite notice, the Manager shall be entitled to receive an amount representing the fees which would have been payable during the period for which notice shall not have been given, calculated by reference to the previous quarterly payments.

The Management Agreement will terminate automatically without compensation, if either party enters into liquidation or has a receiver or administrator appointed over it or its assets, if the Manager ceases to be permitted to act as manager, if the Manager commits an act of fraud or upon the passing of a resolution for the voluntary liquidation, reconstruction or reorganisation of Albion Enterprise VCT as provided under Albion Enterprise VCT's Articles of Association.

The Management Agreement contains provisions indemnifying the Manager against any liability not due to its default, negligence, fraud, breach of FSMA or the rules of the FCA.

In line with common practice in the VCT sector, the Manager is entitled to an arrangement fee, payable by each Investee Company, of approximately 2 per cent on each investment made and is entitled to any non-executive director fees in respect of the Manager's representation on the boards of Investee Companies.

For the purposes of calculating the fees paid to the Manager, the values of the investments are calculated in accordance with Albion Enterprise VCT's normal accounting policies, with any disputes being referred to Albion Enterprise VCT's auditors.

The annual management fees will be charged as to 75 per cent against capital reserves for accounting purposes, with the balance and all other expenses being charged against revenue. Any performance fees payable to the Manager will be allocated between capital and revenue reserves on a basis to be determined by the Board.

- (b) The September 2017 Offer Agreement referred to in paragraph 4(b) of Section A above.
- (c) The January 2019 Offer Agreement referred to in paragraph 4(c) of Section A above.
- (d) The Allocation Agreement referred to in paragraph 4(d) of Section A above.
- (e) The June 2017 Engagement Letter referred to in paragraph 4(e) of Section A above.
- (f) The 2018 Engagement Letter referred to in paragraph 4(f) of Section A above.
- (g) The September 2017 Trust Agreement referred to in paragraph 4(g) of Section A above.
- (h) The January 2019 Trust Agreement referred to in paragraph 4(h) of Section A above.
- (i) The Ocorian Agreement referred to in paragraph 4(i) of Section A above.

5 Dividend policy

The current annual dividend target of Albion Enterprise VCT is 6p per Albion Enterprise VCT Share, but this cannot be guaranteed.

6 Miscellaneous

- (a) There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on Albion Enterprise VCT's prospects for at least the current financial year. There have

been no important events, so far as Albion Enterprise VCT and the Albion Enterprise VCT Directors are aware, relating to the development of Albion Enterprise VCT or its business.

- (b) Albion Capital is the promoter of the Offers. Save as disclosed in paragraph 4(c) of Section A above, no amount of cash, securities or benefits has been paid, issued or given to the Manager in relation to the Offers and none is intended to be given.
- (c) The costs of Albion Enterprise VCT's Offer, including irrecoverable VAT and permissible annual trail commission, will be paid by the Manager out of its fee of 2.5 per cent. of the gross proceeds of the Offer. The Manager has agreed to meet any permissible annual trail commission payments and pay the expenses of the Offer. If the maximum of £6 million, ignoring the over allotment facility, is raised for Albion Enterprise VCT, the net proceeds of the Albion Enterprise VCT Offer will amount to approximately £5.85 million. The issue premium on an Albion Enterprise VCT Share will be the difference between the issue price of the Albion Enterprise VCT Shares under the Albion Enterprise VCT Offer and the nominal value of an Albion Enterprise VCT Share of £0.01.
- (d) Albion Enterprise VCT does not have any major Shareholders and no Shareholders of Albion Enterprise VCT have different voting rights. To the best of the knowledge and belief of the Albion Enterprise VCT Directors, Albion Enterprise VCT is not directly controlled by any other party and, as at 4 January 2019 (being the latest practicable date prior to the publication of this document) there are no arrangements in place that may, at a subsequent date, result in a change of control of Albion Enterprise VCT.
- (e) There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Albion Enterprise VCT is aware), during the previous 12 months which may have, or have had in the recent past, significant effects on Albion Enterprise VCT's financial position or profitability.
- (f) The typical investor for whom investment in Albion Enterprise VCT is designed is an individual retail investor aged 18 or over who is a UK tax payer and who already has a portfolio of VCT and non-VCT investments (such as unit trusts, OEICs, investment trusts and direct shareholdings in listed and non-listed companies).
- (g) None of Albion Enterprise VCT's capital is under option, nor are there any conditional or unconditional agreements for any part of Albion Enterprise VCT's capital to be put under option.
- (h) Albion Enterprise VCT Shareholders will be informed by means of the interim and/or annual report or through a public announcement if the investment restrictions which apply to Albion Enterprise VCT as a VCT (as detailed in this document) are breached.
- (i) Other than transactions referred to in the notes to the financial reports of Albion Enterprise VCT, there were no related party transactions for Albion Enterprise VCT undertaken during the financial periods covered by the historical financial information referred to in Part III of this document which required disclosure and the Company has not entered into any related party transactions between 31 March 2018 and the date of this document.
- (j) Applications will be made for the admission of the Albion Enterprise VCT Shares to be issued under the Albion Enterprise VCT Offer to the premium segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange. The Albion Enterprise VCT Shares shall be in registered form and may be in either certificated or uncertificated form. Albion Enterprise VCT Shares in uncertificated form will be credited to CREST accounts.
- (k) Albion Enterprise VCT is subject to the investment restrictions relating to a venture capital trust in ITA 2007 (a summary of which is set out in paragraph 5 of Section G of this Part V). In addition, for so long as the Albion Enterprise VCT Shares are admitted to the Official List, Albion Enterprise VCT is required to abide by applicable Listing Rules including the following:
 - (i) Albion Enterprise VCT will at all times, invest and manage its assets in a way which is consistent with its object of spreading investment risk and in accordance with its published investment policy;

- (ii) Albion Enterprise VCT will not conduct any trading activity which is significant in the context of Albion Enterprise VCT (or, if applicable, its group as a whole); and
- (iii) not more than 10 per cent. in aggregate of the value of the total assets of Albion Enterprise VCT at the time the investment is made will be invested in other closed-ended investment funds which are listed on the Official List unless those investment funds have stated investment policies to invest no more than 15 per cent. of their total assets in other investment companies which are listed on the Official List.

Section C: Albion Technology & General VCT - General Information

1 Incorporation and administration

- (a) Albion Technology & General VCT was incorporated and registered in England and Wales on 21 November 2000 with limited liability as a public limited company under the Companies Act 1985 with the name Close Technology & General VCT PLC and with registered number 04114310. The name of Close Technology & General VCT PLC was changed to Albion Technology & General VCT PLC by special resolution passed on 25 March 2009.
- (b) Albion Technology & General VCT received a certificate under section 117 of Companies Act 1985 by the Registrar of Companies on 8 December 2000.
- (c) Albion Technology & General VCT's registered office and principal place of business is at 1 King's Arms Yard, London EC2R 7AF, with telephone number +44 (0) 20 7601 1850.
- (d) Albion Technology & General VCT is domiciled in England. Albion Technology & General VCT does not have (and has not had since incorporation) any subsidiaries, subsidiary undertakings or any employees and it neither owns nor occupies any premises.
- (e) Albion Technology & General VCT has been granted approval as a VCT under section 274 of ITA 2007 and the Albion Technology & General VCT Directors have managed and intend to manage the affairs of Albion Technology & General VCT in such a manner so as to comply with section 274 of ITA 2007.
- (f) A VCT is unregulated but is required to manage its affairs to obtain and maintain approval as a VCT under the provisions of section 274 of ITA 2007. Albion Technology & General VCT operates under CA 2006 and the regulations made thereunder. Albion Technology & General VCT is not regulated by the FCA or any other regulatory body but, as a company whose shares are admitted to the Official List, is subject to the Listing Rules and the Disclosure and Transparency Rules.
- (g) The ISIN number for the Albion Technology & General VCT Shares is GB0005581672.

2 Share capital

- (a) As at 31 December 2015, Albion Technology & General VCT's share capital comprised 91,872,004 Albion Technology & General VCT Shares of which 8,282,070 Albion Technology & General VCT Shares were held in treasury.
- (b) Albion Technology & General VCT's issued share capital history since 31 December 2015 is as follows:
 - during the financial year ended 31 December 2016, Albion Technology & General VCT issued 8,799,230 new Albion Technology & General VCT Shares and 2,423,000 Albion Technology & General VCT Shares were bought back to be held in treasury. As at 31 December 2016, the issued share capital of Albion Technology & General VCT comprised 100,671,234 Albion Technology & General VCT Shares, of which 10,705,070 Albion Technology & General VCT Shares were held in treasury;
 - during the financial year ended 31 December 2017, Albion Technology & General VCT issued 13,598,077 new Albion Technology & General VCT Shares and 2,563,000 Albion Technology & General VCT Shares were bought back to be held in treasury. As at 31 December 2017, the issued share capital of Albion Technology & General VCT comprised 114,269,311 Albion Technology & General VCT Shares, of which 13,268,070 Albion Technology & General VCT Shares were held in treasury;
 - during the financial year ended 31 December 2018, Albion Technology & General VCT issued 4,442,278 new Albion Technology & General VCT Shares and 2,250,400 Albion Technology & General VCT Shares were bought back to be held in treasury. As at 31 December 2018, the issued share capital of Albion Technology & General VCT comprised 118,711,589 Albion Technology & General VCT Shares, of which 15,518,470 Albion Technology & General VCT Shares were held in treasury;
 - during the period from 31 December 2018 to 4 January 2019 (this being the latest practicable date prior to the publication of this document), Albion Technology & General VCT has not issued any new Albion Technology & General VCT Shares or bought back any Albion Technology & General VCT Shares to be held in treasury; and

- as at 4 January 2019 (being the latest practicable date prior to the publication of this document), the issued share capital of Albion Technology & General VCT comprised 118,711,589 Albion Technology & General VCT Shares, of which 15,518,470 Albion Technology & General VCT Shares were held in treasury.
- (c) The following authorities were granted at the general meeting of Albion Technology & General VCT on 6 June 2018 by the passing of ordinary and special resolutions:
- (i) That, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) to allot Ordinary shares of nominal value 1 penny per share in the Company up to an aggregate nominal amount of £232,170, provided that this authority shall expire 15 months from the date that this resolution is passed, or, if earlier, the conclusion of the next annual general meeting of the Company but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.
 - (ii) That, subject to the authority and conditional on the passing of resolution (i) above, the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution (i) above and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale.

Under this power the Directors may impose any limits or restrictions and make any arrangements which they deem necessary or expedient to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or other matter, arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

This authority shall expire 15 months from the date that this resolution is passed or, if earlier, the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power had not expired.

- (iii) That, subject to and in accordance with the Company’s Articles of Association, the Company be generally and unconditionally authorised, pursuant to and in accordance with section 701 of the Act, to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary shares of 1 penny each in the capital of the Company (“Ordinary shares”), on such terms as the Directors think fit provided that:
 - (a) the maximum aggregate number of shares hereby authorised to be purchased is 17,401,128 shares representing 14.99 per cent. of the issued Ordinary share capital of the Company as at the date of this notice;
 - (b) the minimum price, exclusive of any expenses, which may be paid for a share is 1 penny;
 - (c) the maximum price, exclusive of any expenses, which may be paid for a share shall be an amount equal to the higher of (a) 105 % of the average of the middle market quotations for the share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the date on which the share is purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
 - (d) the authority hereby conferred shall, unless previously revoked, varied or renewed, expire 15 months from the date that this resolution is passed or, if earlier, at the conclusion of the next annual general meeting; and
 - (e) the Company may enter into a contract or contracts to purchase shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority and may make a purchase of shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

(iv) That the Directors be empowered to sell treasury shares at the higher of the prevailing current share price and the price bought in at.

- (d) Assuming a NAV per Albion Technology & General VCT Share of 75.9p (being the unaudited NAV per Albion Technology & General VCT Share as at 30 September 2018 adjusted for the dividend paid on 31 December 2018), for the purposes of the Pricing Formula and that the Albion Technology & General VCT Offer is fully subscribed, ignoring the over allotment facility, immediately following the Albion Technology & General VCT Offer the issued share capital of Albion Technology & General VCT would be 110,895,301 Albion Technology & General VCT Shares (excluding 15,518,470 Albion Technology & General VCT Shares held in treasury).

3 Directors' and other interests

- (a) As at 4 January 2019 (being the latest practicable date prior to publication of this document), Albion Technology & General VCT was not aware of any person who, directly or indirectly, has an interest in Albion Technology & General VCT's capital or voting rights which is notifiable under UK law.
- (b) As at 4 January 2019 (being the latest practicable date before the publication of this document), the holdings of Albion Technology & General VCT Shares of the Albion Technology & General VCT Directors (including nominee holdings and holdings of connected persons) were as follows:

Director	Albion Technology & General VCT No. of Shares	% of issued Albion Technology & General VCT voting Share capital
Neil Cross	177,790	0.17 %
Modwenna Rees-Mogg	3,504	0.00 %
Robin Archibald	27,479	0.03 %
Mary Anne Cordeiro	5,402	0.01 %
Patrick Reeve	650,120	0.63 %

In addition to the above, as at 4 January 2019, Albion Capital, of which Patrick Reeve is Managing Partner, holds 25,422 Albion Technology & General VCT Shares.

- (c) Albion Technology & General VCT Directors may act as directors of companies in which Albion Technology & General VCT invests and receive and retain fees in that capacity.
- (d) None of the Albion Technology & General VCT Directors has a service contract with Albion Technology & General VCT, and no such contract is proposed. However, Albion Technology & General VCT has entered into letters of appointment with each of the Albion Technology & General VCT Directors under the terms of which the Albion Technology & General VCT chairman is entitled to annual remuneration of £25,000, the Albion Technology & General Audit Committee Chairman is entitled to annual remuneration of £24,000 and the other Albion Technology & General VCT Directors (other than Patrick Reeve) are entitled to annual remuneration of £22,000 each respectively. No Albion Technology & General VCT Director has a notice period in excess of three months. Albion Technology & General VCT Directors may be removed from office under the terms of Albion Technology & General VCT's articles of association or may resign from office, in each case, with immediate effect at any time.

It is estimated that the aggregate amount payable to the Albion Technology & General VCT Directors by Albion Technology & General VCT for the financial period ending on 31 December 2019 under the arrangements in force at the date of this document will not exceed £95,000 (plus payments in relation to out-of-pocket expenses). For the year ended 31 December 2018, Dr Neil Cross received £25,000, Robin Archibald received £24,000, Modwenna Rees-Mogg received £22,000, and Mary Anne Cordeiro received £22,000. The Albion Technology & General VCT Directors receive no other remuneration benefits in addition to their fees detailed above.

- (e) No loan or guarantee has been granted or provided by Albion Technology & General VCT to or for the benefit of any Albion Technology & General VCT Director.

- (f) None of the Albion Technology & General VCT Directors nor any member of their respective immediate families has, or has had, an interest in any transaction or transactions which are or were unusual in their nature or conditions or significant to the business of Albion Technology & General VCT and which were effected by Albion Technology & General VCT during the current or immediately preceding financial year or during an earlier financial year and remaining in any respect outstanding or unperformed.
- (g) Albion Technology & General VCT has taken out directors' and officers' liability insurance for the benefit of the Albion Technology & General VCT Directors, which is renewable on an annual basis.
- (h) No Albion Technology & General VCT Director is, or has been, interested in any transaction which is, or was, unusual in its nature or conditions or significant to the business of Albion Technology & General VCT and which was effected by Albion Technology & General VCT in the period since its incorporation and remains in any respect outstanding or unperformed.
- (i) None of the Albion Technology & General VCT Directors have any convictions in relation to fraudulent offences during the previous five years.
- (j) Save as set out below, there were no bankruptcies, receiverships or liquidations of any companies or partnerships where any of the Albion Technology & General VCT Directors were acting as (i) a member of the administrative, management or supervisory body, (ii) a partner with unlimited liability, in the case of a limited partnership with a share capital, (iii) a founder where the company had been established for fewer than five years or (iv) a senior manager during the previous five years:
- Patrick Reeve was a director of various companies as set out in paragraph 3(j) of Section A.
 - Robin Archibald and Mary Anne Cordeiro were directors of Albion Income & Growth VCT PLC which was placed in voluntary liquidation on 15 November 2013 and dissolved on 11 May 2015 pursuant to a merger with Albion Technology & General VCT.
 - Modwenna Rees-Mogg was a director of Albion Prime VCT PLC which was placed in members' voluntary liquidation on 25 September 2012 and dissolved on 8 April 2014 pursuant to a merger with Albion Venture Capital Trust.
- (k) There have been no official public incriminations of and/or sanctions on any Albion Technology & General VCT Director by statutory or regulatory authorities (including designated professional bodies) and no Albion Technology & General VCT Director has ever been disqualified by a Court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company during the previous five years.

4 Material contracts

Save as disclosed in this paragraph, Albion Technology & General VCT has not entered, other than in the ordinary course of business, into any contract which is or may be material to Albion Technology & General VCT within the two years immediately preceding the publication of this document or into any contract which contains any provision under which Albion Technology & General VCT has any obligation or entitlement which is material to Albion Technology & General VCT as at the date of this document:

- (a) A Management Agreement dated 14 December 2000 (as novated, amended and supplemented) pursuant to which the Manager provides discretionary investment management and administration services to Albion Technology & General VCT.

Under the Management Agreement, the Manager is paid an annual fee equal to 2.5 per cent of Albion Technology & General VCT's net assets which is paid quarterly in arrears.

The total annual running costs of the Company, including fees payable to the Manager, Directors' fees, professional fees and the costs incurred by the Company in the ordinary course of business (but excluding any exceptional items and performance fees payable by the Manager) are capped at an amount equal to 2.75 per cent of the Company's net assets, with any excess being met by the Manager by way of a reduction in management fees.

The Manager is, in addition, entitled to a performance fee. No performance fee is payable to the Manager until the total return exceeds RPI plus 2 per cent. per annum per Share from the date of first admission to the Official List of the Ordinary Shares, former C Shares and former Albion Income & Growth VCT PLC Shares. If the target return is not achieved in a period, the cumulative shortfall is carried forward to the next accounting period and has to be made up before an incentive fee becomes payable. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to the Manager of an amount equal to 15 per cent. of the excess.

The Management Agreement is terminable by either party by one year's prior written notice, subject to earlier termination by either party in the event of, inter alia, either party committing a material breach of the Management Agreement and failing to rectify the same within 45 days of being requested to do so or if Albion Technology & General VCT fails to become or ceases to be a venture capital trust for tax purposes or if the Manager shall cease to be lawfully able to carry out its obligations under the Management Agreement.

If terminated by Albion Technology & General VCT without due cause or on less than requisite notice, the Manager shall be entitled to receive an amount representing the fees which would have been payable during the period for which notice shall not have been given, calculated by reference to the previous quarterly payments.

The Management Agreement will terminate automatically without compensation, if either party enters into liquidation or has a receiver or administrator appointed over it or its assets, if the Manager ceases to be permitted to act as manager, if the Manager commits an act of fraud or upon the passing of a resolution for the voluntary liquidation, reconstruction or reorganisation of Albion Technology & General VCT as provided under Albion Technology & General VCT's Articles of Association.

The Management Agreement contains provisions indemnifying the Manager against any liability not due to its default, negligence, fraud, breach of FSMA or the rules of the FCA.

In line with common practice in the VCT sector, the Manager is entitled to an arrangement fee, payable by each Investee Company, of approximately 2 per cent. on each investment made and is entitled to any non-executive director fees in respect of the Manager's representation on the boards of Investee Companies.

For the purposes of calculating the fees paid to the Manager, the values of the investments are calculated in accordance with Albion Technology & General VCT's normal accounting policies, with any disputes being referred to Albion Technology & General VCT's auditors.

The annual management fees will be charged as to 75 per cent. against capital reserves for accounting purposes, with the balance and all other expenses being charged against revenue. Any performance fees payable to the Manager will be allocated between capital and revenue reserves on a basis to be determined by the Board.

- (b) The September 2017 Offer Agreement referred to in paragraph 4(b) of Section A above.
- (c) The January 2019 Offer Agreement referred to in paragraph 4(c) of Section A above.
- (d) The Allocation Agreement referred to in paragraph 4(d) of Section A above.
- (e) The June 2017 Engagement Letter referred to in paragraph 4(e) of Section A above.
- (f) The 2018 Engagement Letter referred to in paragraph 4(f) of Section A above.
- (g) The September 2017 Trust Agreement referred to in paragraph 4(g) of Section A above.
- (h) The January 2019 Trust Agreement referred to in paragraph 4(h) of Section A above.
- (i) The Ocorian Agreement referred to in paragraph 4(i) of Section A above.

5 Dividend policy

The current annual dividend target of Albion Technology & General VCT is 4p per Albion Technology & General VCT Share, but this cannot be guaranteed.

6 Miscellaneous

- (a) There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on Albion Technology & General VCT's prospects for at least the current financial year. There have been no important events, so far as Albion Technology & General VCT and the Albion Technology & General VCT Directors are aware, relating to the development of Albion Technology & General VCT or its business.
- (b) Albion Capital is the promoter of the Offers. Save as disclosed in paragraph 4(c) of Section A above, no amount of cash, securities or benefits has been paid, issued or given to the Manager in relation to the Offers and none is intended to be given.
- (c) The costs of Albion Technology & General VCT's Offer, including irrecoverable VAT and permissible annual trail commission, will be paid by the Manager out of its fee of 2.5 per cent. of the gross proceeds of the Offer. The Manager has agreed to meet any permissible annual trail commission payments and pay the expenses of the Offer. If the maximum of £6 million, ignoring the over allotment facility, is raised for Albion Technology & General VCT, the net proceeds of the Albion Technology & General VCT Offer will amount to approximately £5.85 million. The issue premium on an Albion Technology & General VCT Share will be the difference between the issue price of the Albion Technology & General VCT Shares under the Albion Technology & General VCT Offer and the nominal value of an Albion Technology & General VCT Share of £0.01.
- (d) Albion Technology & General VCT does not have any major Shareholders and no Shareholders of Albion Technology & General VCT have different voting rights. To the best of the knowledge and belief of the Albion Technology & General VCT Directors, Albion Technology & General VCT is not directly controlled by any other party and, as at 4 January 2019 (being the latest practicable date prior to the publication of this document) there are no arrangements in place that may, at a subsequent date, result in a change of control of Albion Technology & General VCT.
- (e) There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Albion Technology & General VCT is aware), during the previous 12 months which may have, or have had in the recent past, significant effects on Albion Technology & General VCT's financial position or profitability.
- (f) The typical investor for whom investment in Albion Technology & General VCT is designed is an individual retail investor aged 18 or over who is a UK tax payer and who already has a portfolio of VCT and non-VCT investments (such as unit trusts, OEICs, investment trusts and direct shareholdings in listed and non-listed companies).
- (g) None of Albion Technology & General VCT's capital is under option, nor are there any conditional or unconditional agreements for any part of Albion Technology & General VCT's capital to be put under option.
- (h) Albion Technology & General VCT Shareholders will be informed by means of the interim and/or annual report or through a public announcement if the investment restrictions which apply to Albion Technology & General VCT as a VCT (as detailed in this document) are breached.
- (i) Other than transactions referred to in the notes to the financial reports of Albion Technology & General VCT, there were no related party transactions for Albion Technology & General VCT undertaken during the financial periods covered by the historical financial information referred to in Part III of this document which required disclosure and the Company has not entered into any related party transactions between 31 December 2017 and the date of this document.
- (j) Applications will be made for the admission of the Albion Technology & General VCT Shares to be issued under the Albion Technology & General VCT Offer to the premium segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange. The Albion Technology & General VCT Shares shall be in registered form and may be in either certificated or uncertificated form. Albion Technology & General VCT Shares in uncertificated form will be credited to CREST accounts.
- (k) Albion Technology & General VCT is subject to the investment restrictions relating to a venture capital trust

in ITA 2007 (a summary of which is set out in paragraph 5 of Section G of this Part V). In addition, for so long as the Albion Technology & General VCT Shares are admitted to the Official List, Albion Technology & General VCT is required to abide by applicable Listing Rules including the following:

- (i) Albion Technology & General VCT will at all times, invest and manage its assets in a way which is consistent with its object of spreading investment risk and in accordance with its published investment policy;
- (ii) Albion Technology & General VCT will not conduct any trading activity which is significant in the context of Albion Technology & General VCT (or, if applicable, its group as a whole); and
- (iii) not more than 10 per cent, in aggregate of the value of the total assets of Albion Technology & General VCT at the time the investment is made will be invested in other closed-ended investment funds which are listed on the Official List unless those investment funds have stated investment policies to invest no more than 15 per cent, of their total assets in other investment companies which are listed on the Official List.

Section D: Section D: Albion Venture Capital Trust - General Information

1 Incorporation and administration

- (a) Albion Venture Capital Trust was incorporated and registered in England and Wales on 22 December 1995 with limited liability as a public limited company under the Companies Act 1985 with the name Close Brothers Venture Capital Trust PLC and with registered number 03142609. The name of Close Brothers Venture Capital Trust PLC was changed to Albion Venture Capital Trust PLC by special resolution passed on 27 March 2009.
- (b) Albion Venture Capital Trust was issued with a certificate under section 117 of the Companies Act 1985 by the Registrar of Companies on 7 February 1996.
- (c) Albion Venture Capital Trust's registered office and principal place of business is at 1 King's Arms Yard, London EC2R 7AF and its telephone number is +44 (0) 20 7601 1850. Albion Venture Capital Trust is domiciled in England. Albion Venture Capital Trust does not have (and has not had since incorporation) any subsidiaries or any employees and it neither owns nor occupies any premises.
- (d) Albion Venture Capital Trust has been granted approval as a VCT under section 274 of ITA 2007 and the Albion Venture Capital Trust Directors have managed and intend to manage the affairs of Albion Venture Capital Trust in such a manner so as to comply with section 274 of ITA 2007.
- (e) A VCT is unregulated but is required to manage its affairs to obtain and maintain approval as a VCT under the provisions of section 274 of ITA 2007. Albion Venture Capital Trust operates under CA 2006 and the regulations made thereunder. Albion Venture Capital Trust is not regulated by the FCA or any other regulatory body but, as a company whose shares are admitted to the Official List, is subject to the Listing Rules and the Disclosure and Transparency Rules.
- (f) The ISIN number for the Albion Venture Capital Trust Shares is GB0002039625.

2 Share capital

- (a) As at 31 March 2015, Albion Venture Capital Trust's share capital comprised 71,365,088 Albion Venture Capital Trust Shares of which 5,841,440 Albion Venture Capital Trust Shares were held in treasury.
- (b) Albion Venture Capital Trust's issued share capital history since 31 March 2015 is as follows:
 - during the financial year ended 31 March 2016, Albion Venture Capital Trust issued a total of 14,716,851 new Albion Venture Capital Trust Shares and 1,113,000 Albion Venture Capital Trust Shares were bought back to be held in treasury. As at 31 March 2016, the issued share capital of Albion Venture Capital Trust comprised 86,081,939 Albion Venture Capital Trust Shares, of which 6,954,440 Albion Venture Capital Trust Shares were held in treasury;
 - during the financial year ended 31 March 2017, Albion Venture Capital Trust issued a total of 8,974,488 new Albion Venture Capital Trust Shares and 1,308,748 Albion Venture Capital Trust Shares were bought back to be held in treasury. As at 31 March 2017, the issued share capital of Albion Venture Capital Trust comprised 95,056,427 Albion Venture Capital Trust Shares, of which 8,263,188 Albion Venture Capital Trust Shares were held in treasury;
 - during the financial year ended 31 March 2018, Albion Venture Capital Trust issued a total of 1,186,774 new Albion Venture Capital Trust Shares and 1,467,000 Albion Venture Capital Trust Shares were bought back to be held in treasury. As at 31 March 2018, the issued share capital of Albion Venture Capital Trust comprised 96,243,201 Albion Venture Capital Trust Shares, of which 9,730,188 Albion Venture Capital Trust Shares were held in treasury;
 - during the period from 31 March 2018 to 4 January 2019 (being the latest practicable date prior to the publication of this document), Albion Venture Capital Trust issued 396,334 new Albion Venture Capital Trust Shares and 1,305,000 Albion Venture Capital Trust Shares were bought back to be held in treasury; and
 - as at 4 January 2019 (being the latest practicable date prior to the publication of this document), the issued share capital of Albion Venture Capital Trust comprised 96,639,535 Albion Venture Capital Trust Shares, of which 11,035,188 Albion Venture Capital Trust Shares were held in treasury.

(c) The following authorities were granted at the annual general meeting of Albion Venture Capital Trust on 13 August 2018 by the passing of ordinary and special resolutions:

- (i) That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) to allot shares of nominal value 1 penny per share in the Company up to an aggregate nominal amount of £192,486 representing approximately 20 per cent. of the total Ordinary share capital as at the date of this notice, provided that this authority shall expire 15 months from the date that this resolution is passed, or at the conclusion of the next Annual General Meeting, whichever is earlier, but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require shares to be allotted after the expiry of such period and the Directors may allot shares pursuant to such an offer or agreement as if the authority had not expired.
- (ii) That, subject to the authority and conditional on the passing of resolution (i) above, the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution (i) above and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale.

Under this power the Directors may impose any limits or restrictions and make any arrangements which they deem necessary or expedient to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or other matter, arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

This power shall expire 15 months from the date that this resolution is passed, or, if earlier, the conclusion of the next Annual General Meeting of the Company save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

- (iii) That, subject to and in accordance with the Company’s Articles of Association, the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary shares of 1 penny in the capital of the Company (“Ordinary shares”), on such terms as the Directors think fit, provided that:

- (a) the maximum aggregate number of Ordinary shares hereby authorised to be purchased is 14,426,856 shares representing 14.99 per cent. of the issued Ordinary share capital of the Company as at the date of this notice;
- (b) the minimum price, exclusive of any expenses, which may be paid for an ordinary share shall be 1 penny;
- (c) the maximum price, exclusive of any expenses, which may be paid for a share shall be an amount equal to the higher of (a) 105 % of the average of the middle market quotations for the share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the date on which the share is purchased, and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
- (d) the authority hereby conferred shall, unless previously revoked, varied or renewed, expire 15 months from the date that this resolution is passed, or, if earlier, at the conclusion of the next Annual General Meeting; and
- (e) the Company may enter into a contract or contracts to purchase shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiration of the authority, and may make a purchase of shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

(iv) That the Directors be empowered to sell treasury shares at the higher of the prevailing current share price and the price bought in at.

- (d) Assuming a NAV per Albion Venture Capital Trust Share of 75.6p (being the unaudited NAV per Albion Venture Capital Trust Share as at 30 September 2018, adjusted for the dividend of 2.5p per share payable on 31 January 2019) for the purposes of the Pricing Formula and that the Albion Venture Capital Trust Offer is fully subscribed, ignoring the over allotment facility, immediately following the Albion Venture Capital Trust Offer the issued share capital of Albion Venture Capital Trust would be 93,336,305 Albion Venture Capital Trust Shares (excluding 11,035,188 Albion Venture Capital Trust Shares held in treasury).

3. Directors' and other interests

- (a) As at 4 January 2019 (being the latest practicable date prior to publication of this document), Albion Venture Capital Trust was not aware of any person who, directly or indirectly, has an interest in Albion Venture Capital Trust's capital or voting rights which is notifiable under UK law.
- (b) As at 4 January 2019 (being the latest practicable date before the publication of this document), the holdings of Albion Venture Capital Trust Shares of the Albion Venture Capital Trust Directors (including nominee holdings and holdings of connected persons) were as follows:

Director	Albion Venture Capital Trust No. of Shares	% of issued Albion Venture Capital Trust voting Share capital
Richard Glover	-	-
John Kerr	13,109	0.02 %
Ann Berresford	-	-
Jeffrey Warren	20,000	0.02 %
Ebbe Dinesen	36,552	0.04 %

- (c) Albion Venture Capital Trust Directors may act as directors of companies in which Albion Venture Capital Trust invests and receive and retain fees in that capacity.
- (d) None of the Albion Venture Capital Trust Directors has a service contract with Albion Venture Capital Trust, and no such contract is proposed. However, Albion Venture Capital Trust has entered into letters of appointment with each of the Albion Venture Capital Trust Directors under the terms of which the Albion Venture Capital Trust chairman is entitled to annual remuneration of £24,000 and the other Albion Venture Capital Trust Directors are entitled to annual remuneration of £22,000 each respectively. In addition, John Kerr receives a further £2,000, as chairman of the audit committee. No Albion Venture Capital Trust Director has a notice period in excess of three months.

It is estimated that the aggregate amount payable to the Albion Venture Capital Trust Directors by Albion Venture Capital Trust for the financial period ending on 31 March 2019 under the arrangements in force at the date of this document will not exceed £125,000 (plus payments in relation to out-of-pocket expenses). For the financial year ended 31 March 2018, David Watkins received £24,000, John Kerr received £24,000, Ebbe Dinesen received £22,000, Jeffrey Warren received £22,000, Richard Glover received £9,000 and Ann Berresford received £9,000. The Albion Venture Capital Trust Directors receive no other benefits in addition to their fees detailed above.

- (e) No loan or guarantee has been granted or provided by Albion Venture Capital Trust to or for the benefit of any Albion Venture Capital Trust Director.
- (f) None of the Albion Venture Capital Trust Directors nor any member of their respective immediate families has, or has had, an interest in any transaction or transactions which are or were unusual in their nature or conditions or significant to the business of Albion Venture Capital Trust and which were effected by Albion Venture Capital Trust during the current or immediately preceding financial year or during an earlier financial year and remaining in any respect outstanding or unperformed.

- (g) Albion Venture Capital Trust has taken out directors' and officers' liability insurance for the benefit of the Albion Venture Capital Trust Directors, which is renewable on an annual basis.
- (h) No Albion Venture Capital Trust Director is, or has been, interested in any transaction which is, or was, unusual in its nature or conditions or significant to the business of Albion Venture Capital Trust and which was effected by Albion Venture Capital Trust in the period since its incorporation and remains in any respect outstanding or unperformed.
- (i) None of the Albion Venture Capital Trust Directors have any convictions in relation to fraudulent offences during the previous five years.
- (j) Save for those companies which have an asterisk alongside their name in Part I above (which were voluntarily struck off the Register of Companies at Companies House) and as set out below, there were no bankruptcies, receiverships or liquidations of any companies or partnerships where any of the Albion Venture Capital Trust Directors were acting as (i) a member of the administrative, management or supervisory body, (ii) a partner with unlimited liability, in the case of a limited partnership with a share capital, (iii) a founder where the company had been established for fewer than five years or (iv) a senior manager during the previous five years:
- Ebbe Dinesen was a director Albion Prime VCT PLC which was placed in members' voluntary liquidation on 25 September 2012 and dissolved on 8 April 2014 pursuant to a merger with Albion Venture Capital Trust.
 - John Kerr was a director of Albion Income & Growth VCT PLC which was dissolved on 11 May 2015 pursuant to a merger with Albion Technology & General VCT.

In addition:

- Jeffrey Warren was an executive director of Mountleigh Group PLC which entered into administrative receivership in June 1992. Jeffrey Warren resigned on 5 March 1992. At the time of the administrative receivership, the filed statement of affairs showed a deficit for creditors of approximately £500,000,000.
 - Jeffrey Warren was also a non-executive director of Courts PLC. He resigned on 21 December 2004. The company was placed into administration on 8 December 2004, the administration was moved to creditors' voluntary liquidation on 2 December 2007 and the company was eventually dissolved on 26 November 2010.
- (l) There have been no official public incriminations of and/or sanctions on any Albion Venture Capital Trust Director by statutory or regulatory authorities (including designated professional bodies) and no Albion Venture Capital Trust Director has ever been disqualified by a Court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company during the previous five years.

4 Material contracts

Save as disclosed in this paragraph, Albion Venture Capital Trust has not entered, other than in the ordinary course of business, into any contract which is or may be material to Albion Venture Capital Trust within the two years immediately preceding the publication of this document or into any contract which contains any provision under which Albion Venture Capital Trust has any obligation or entitlement which is material to Albion Venture Capital Trust as at the date of this document:

- (a) A Management Agreement dated 13 February 1996 (as novated, amended and supplemented) pursuant to which the Manager provides discretionary investment management and administration services to Albion Venture Capital Trust.

Under the Management Agreement, the Manager is paid an annual fee equal to 1.9 per cent. of Albion Venture Capital Trust's net assets which is paid quarterly in arrears.

The total annual running costs of the Company, including fees payable to the Manager, Directors' fees, professional fees and the costs incurred by the Company in the ordinary course of business (but excluding any exceptional items and performance fees payable by the Manager) are capped at an amount equal

to 3.0 per cent. of the Company's net assets, with any excess being met by the Manager by way of a reduction in management fees.

The Manager is, in addition, entitled to a performance fee. No performance fee is payable to the Manager until the total return exceeds 5 per cent. per annum per Share. If the target return is not achieved in a period, the cumulative shortfall is carried forward to the next accounting period and has to be made up before an incentive fee becomes payable. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to the Manager of an amount equal to 8 per cent. of the excess.

The Management Agreement is terminable by either party by one year's prior written notice, subject to earlier termination by either party in the event of, inter alia, either party committing a material breach of the Management Agreement and failing to rectify the same within 45 days of being requested to do so or if Albion Venture Capital Trust fails to become or ceases to be a venture capital trust for tax purposes or if the Manager shall cease to be lawfully able to carry out its obligations under the Management Agreement.

If terminated by Albion Venture Capital Trust without due cause or on less than requisite notice, the Manager shall be entitled to receive an amount representing the fees which would have been payable during the period for which notice shall not have been given, calculated by reference to the previous quarterly payments.

The Management Agreement will terminate automatically without compensation, if either party enters into liquidation or has a receiver or administrator appointed over it or its assets, if the Manager ceases to be permitted to act as manager, if the Manager commits an act of fraud or upon the passing of a resolution for the voluntary liquidation, reconstruction or reorganisation of Albion Venture Capital Trust as provided under Albion Venture Capital Trust's Articles of Association.

The Management Agreement contains provisions indemnifying the Manager against any liability not due to its default, negligence, fraud, breach of FSMA or the rules of the FCA.

In line with common practice in the VCT sector, the Manager is entitled to an arrangement fee, payable by each Investee Company, of approximately 2 per cent. on each investment made and is entitled to any non-executive director fees in respect of the Manager's representation on the boards of Investee Companies.

For the purposes of calculating the fee paid to the Manager, the values of the investments are calculated in accordance with Albion Venture Capital Trust's normal accounting policies, with any disputes being referred to Albion Venture Capital Trust's auditors.

The annual management fees will be charged as to 75 per cent. against capital reserves for accounting purposes, with the balance and all other expenses being charged against revenue. Any performance fees payable to the Manager will be allocated between capital and revenue reserves on a basis to be determined by the Board.

- (b) The September 2017 Offer Agreement referred to in paragraph 4(b) of Section A above.
- (c) The January 2019 Offer Agreement referred to in paragraph 4(c) of Section A above.
- (d) The Allocation Agreement referred to in paragraph 4(d) of Section A above.
- (e) The June 2017 Engagement Letter referred to in paragraph 4(e) of Section A above.
- (f) The 2018 Engagement Letter referred to in paragraph 4(f) of Section A above.
- (g) The September 2017 Trust Agreement referred to in paragraph 4(g) of Section A above.
- (h) The January 2019 Trust Agreement referred to in paragraph 4(h) of Section A above.
- (i) The Ocorian Agreement referred to in paragraph 4(i) of Section A above.

5 Dividend policy

The current annual dividend target of Albion Venture Capital Trust is 5p per Albion Venture Capital Trust Share, but this cannot be guaranteed.

6 Miscellaneous

- (a) There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on Albion Venture Capital Trust's prospects for at least the current financial year. There have been no important events, so far as Albion Venture Capital Trust and the Albion Venture Capital Trust Directors are aware, relating to the development of Albion Venture Capital Trust or its business.
- (b) Albion Capital is the promoter of the Offers. Save as disclosed in paragraph 4(c) of Section A above, no amount of cash, securities or benefits has been paid, issued or given to the Manager in relation to the Offers and none is intended to be given.
- (c) The costs of Albion Venture Capital Trust's Offer, including irrecoverable VAT and permissible annual trail commission, will be paid by the Manager out of its fee of 2.5 per cent. of the gross proceeds of the Offer. The Manager has agreed to meet any permissible annual trail commission payments and pay the expenses of the Offer. If the maximum of £6 million, ignoring the over allotment facility, is raised for Albion Venture Capital Trust, the net proceeds of the Albion Venture Capital Trust Offer will amount to approximately £5.85 million. The issue premium on an Albion Venture Capital Trust Share will be the difference between the issue price of the Albion Venture Capital Trust Shares under the Albion Venture Capital Trust Offer and the nominal value of an Albion Venture Capital Trust Share of £0.01.
- (d) Albion Venture Capital Trust is not aware of any major Shareholders and no Shareholders of Albion Venture Capital Trust have different voting rights. To the best of the knowledge and belief of the Albion Venture Capital Trust Directors, Albion Venture Capital Trust is not directly controlled by any other party and, as at 4 January 2019 (being the latest practicable date prior to the publication of this document) there are no arrangements in place that may, at a subsequent date, result in a change of control of Albion Venture Capital Trust.
- (e) There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Albion Venture Capital Trust is aware), during the previous 12 months which may have, or have had in the recent past, significant effects on Albion Venture Capital Trust's financial position or profitability.
- (f) The typical investor for whom investment in Albion Venture Capital Trust is designed is an individual retail investor aged 18 or over who is a UK tax payer and who already has a portfolio of VCT and non-VCT investments (such as unit trusts, OEICs, investment trusts and direct shareholdings in listed and non-listed companies).
- (g) None of Albion Venture Capital Trust's capital is under option, nor are there any conditional or unconditional agreements for any part of Albion Venture Capital Trust's capital to be put under option.
- (h) Albion Venture Capital Trust Shareholders will be informed by means of the interim and/or annual report or through a public announcement if the investment restrictions which apply to Albion Venture Capital Trust as a VCT (as detailed in this document) are breached.
- (i) Other than transactions referred to in the notes to the financial reports of Albion Venture Capital Trust, there were no related party transactions for Albion Venture Capital Trust undertaken during the financial periods covered by the historical financial information referred to in Part III of this document which required disclosure and the Company has not entered into any related party transactions between 31 March 2018 and the date of this document.
- (j) Applications will be made for the admission of the Albion Venture Capital Trust Shares to be issued under the Albion Venture Capital Trust Offer to the premium segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange. The Albion Venture Capital Trust Shares shall be in registered form and may be in either certificated or uncertificated form. Albion Venture Capital Trust Shares in uncertificated form will be credited to CREST accounts.

- (k) Albion Venture Capital Trust is subject to the investment restrictions relating to a venture capital trust in ITA 2007 (a summary of which is set out in paragraph 5 of Section G of this Part V). In addition, for so long as the Albion Venture Capital Trust Shares are admitted to the Official List, Albion Venture Capital Trust is required to abide by applicable Listing Rules including the following:
- (i) Albion Venture Capital Trust will at all times, invest and manage its assets in a way which is consistent with its object of spreading investment risk and in accordance with its published investment policy;
 - (ii) Albion Venture Capital Trust will not conduct any trading activity which is significant in the context of Albion Venture Capital Trust (or, if applicable, its group as a whole); and
 - (iii) not more than 10 per cent. in aggregate of the value of the total assets of Albion Venture Capital Trust at the time the investment is made will be invested in other closed-ended investment funds which are listed on the Official List unless those investment funds have stated investment policies to invest no more than 15 per cent. of their total assets in other investment companies which are listed on the Official List.

Section E: Crown Place VCT - General Information

1 Incorporation and administration

- (a) Crown Place VCT was incorporated and registered in England and Wales on 14 January 1998 with limited liability as a public limited company under the Companies Act 1985 with the name Murray VCT 3 PLC and with registered number 03495287. The name Murray VCT 3 PLC was changed to Crown Place VCT PLC by special resolution passed on 13 January 2006.
- (b) Crown Place VCT was issued with a certificate under section 117 of the Companies Act 1985 by the Registrar of Companies on 23 January 1998.
- (c) Crown Place VCT's registered office and principal place of business is at 1 King's Arms Yard, London EC2R 7AF, with telephone number +44 (0) 20 7601 1850.
- (d) Crown Place VCT is domiciled in England. Crown Place VCT does not have any employees and it neither owns nor occupies any premises. Crown Place VCT has had two subsidiaries, CP1 VCT PLC (registered number 03049972) (dissolved on 29 March 2018) and CP2 VCT PLC (registered number 03307069) (dissolved on 21 March 2017).
- (e) Crown Place VCT has been granted approval as a VCT under section 274 of ITA 2007 and the Crown Place VCT Directors have managed and intend to manage the affairs of Crown Place VCT in such a manner so as to comply with section 274 of ITA 2007.
- (f) A VCT is unregulated but is required to manage its affairs to obtain and maintain approval as a VCT under the provisions of section 274 of ITA 2007. Crown Place VCT operates under CA 2006 and the regulations made thereunder. Crown Place VCT is not regulated by the FCA or any other regulatory body but, as a company whose shares are admitted to the Official List, is subject to the Listing Rules and the Disclosure and Transparency Rules.
- (g) The ISIN number for the Crown Place VCT Shares is GB0002577434.

2 Share capital

- (a) As at 30 June 2015, Crown Place VCT's share capital comprised 117,667,064 Shares of which 10,852,410 Shares were held in treasury.
- (b) The Company's issued share capital history since 30 June 2015 is as follows:
 - during the financial year ended 30 June 2016, Crown Place VCT issued 23,430,926 new Crown Place VCT Shares and 1,063,000 Crown Place VCT Shares were bought back to be held in treasury. As at 30 June 2016, the issued share capital of Crown Place VCT comprised 141,097,990 Crown Place VCT Shares, of which 11,915,410 Crown Place VCT Shares were held in treasury;
 - during the financial year ended 30 June 2017, Crown Place VCT issued 21,012,988 new Crown Place VCT Shares and 3,087,000 Crown Place VCT Shares were bought back to be held in treasury. As at 30 June 2017, the issued share capital of Crown Place VCT comprised 162,110,978 Crown Place VCT Shares, of which 15,002,410 Crown Place VCT Shares were held in treasury;
 - during the financial year ended 30 June 2018, Crown Place VCT issued 20,755,180 new Crown Place VCT Shares and 2,469,000 Crown Place VCT Shares were bought back to be held in treasury. As at 30 June 2018, the issued share capital of Crown Place VCT comprised 182,866,158 Crown Place VCT Shares, of which 17,471,410 Crown Place VCT Shares were held in treasury;
 - during the period from 30 June 2018 to 4 January 2019 (this being the latest practicable date prior to the publication of this document), Crown Place VCT issued 791,634 new Crown Place VCT Shares and 1,369,000 Crown Place VCT Shares were bought back to be held in treasury; and
 - as at 4 January 2019 (being the latest practicable date prior to the publication of this document), the issued share capital of Crown Place VCT comprised 183,657,792 Crown Place VCT Shares, of which 18,840,410 Crown Place VCT Shares were held in treasury.

- on 13 February 2018 the nominal value of the issued Crown Place VCT shares was reduced from 10 pence to 1 penny.
- (c) The following authorities were granted at the annual general meeting of Crown Place VCT held on 29 November 2018 by the passing of ordinary and special resolutions:
- (i) That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”), to allot shares in the Company up to an aggregate nominal amount of £365,732 for Ordinary shares provided that this authority shall expire 15 months from the date that this resolution is passed, or, if earlier, the conclusion of the next Annual General Meeting of the Company but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.
 - (ii) That, subject to the authority and conditional on the passing of resolution number (i), the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution number (i) and/or sell Ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale.

Under this power the Directors may impose any limits or restrictions and make any arrangements which they deem necessary or expedient to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or other matter, arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

This power shall expire 15 months from the date that this resolution is passed or, if earlier, the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power had not expired.

- (iii) That, the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary shares of 1 penny each in the capital of the Company, on such terms as the Directors think fit, provided always that:
 - (a) the maximum number of shares hereby authorised to be purchased is 27,411,637 representing 14.99 per cent. of the issued Ordinary share capital of the Company as at the date of this notice;
 - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary share is 1 penny;
 - (c) the maximum price, exclusive of any expenses, which may be paid for each Ordinary share is an amount equal to the higher of: (a) 105 per cent. of the average of the middle market quotations for an Ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the Ordinary share is purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
 - (d) the authority hereby conferred shall, unless previously revoked, varied, or renewed, expire 15 months from the date that this resolution is passed or, if earlier, at the conclusion of the next Annual General Meeting; and
 - (e) the Company may make a contract or contracts to purchase Ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

- (iv) That the Directors be empowered to sell treasury shares at the higher of the prevailing current share price and the price at which they were bought in.
- (d) Assuming a NAV per Crown Place VCT Share of 33.56p (being the unaudited NAV per Crown Place VCT Share as at 30 September 2018 adjusted for the dividend of 1p per share paid on 30 November 2018), for the purposes of the Pricing Formula and on the assumption that the Crown Place VCT Offer is fully subscribed, ignoring the over allotment facility, immediately following the Crown Place VCT Offer the issued share capital of Crown Place VCT would be 182,208,686 Crown Place VCT Shares (excluding 18,840,410 Crown Place VCT Shares held in treasury).

3 Directors' and other interests

- (a) As at 4 January 2019 (being the latest practicable date prior to publication of this document), Crown Place VCT was not aware of any person who, directly or indirectly, has an interest in Crown Place VCT's capital or voting rights which is notifiable under UK law.
- (b) As at 4 January 2019 (being the latest practicable date before the publication of this document), the holdings of Crown Place VCT Shares of the Crown Place VCT Directors (including nominee holdings and holdings of connected persons) were as follows:

Director	Crown Place VCT No. of Shares	% of issued Crown Place VCT voting Share capital
Richard Huntingford	28,399	0.02 %
Karen Brade	41,981	0.03 %
Penny Freer	35,656	0.02 %
James Agnew	45,791	0.03 %

- (c) Crown Place VCT Directors may act as directors of companies in which Crown Place VCT invests and receive and retain fees in that capacity.
- (d) None of the Crown Place VCT Directors has a service contract with Crown Place VCT, and no such contract is proposed. However, Crown Place VCT has entered into letters of appointment with each of the Crown Place VCT Directors under the terms of which the Crown Place VCT chairman is entitled to annual remuneration of £24,000, the chairman of the audit and risk committee is entitled to annual remuneration of £23,000 and the other Crown Place VCT Directors are entitled to annual remuneration of £22,000 each respectively. No Crown Place VCT Director has a notice period in excess of three months. Crown Place VCT Directors may be removed from office under the terms of Crown Place VCT's articles of association or may resign from office, in each case, with immediate effect at any time.

It is estimated that the aggregate amount payable to the Crown Place VCT Directors by Crown Place VCT for the financial period ending on 30 June 2019 under the arrangements in force at the date of this document will not exceed £95,000 (plus payments in relation to out-of-pocket expenses). For the financial year ended 30 June 2018, Richard Huntingford received £24,000, Karen Brade received £22,000, Penny Freer received £20,000 and James Agnew received £20,000. The Crown Place VCT Directors receive no other remuneration benefits in addition to their fees detailed above.

- (e) No loan or guarantee has been granted or provided by Crown Place VCT to or for the benefit of any Crown Place VCT Director.
- (f) None of the Crown Place VCT Directors nor any member of their respective immediate families has, or has had, an interest in any transaction or transactions which are or were unusual in their nature or conditions

or significant to the business of Crown Place VCT and which were effected by Crown Place VCT during the current or immediately preceding financial year or during an earlier financial year and remaining in any respect outstanding or unperformed.

- (g) Crown Place VCT has taken out directors' and officers' liability insurance for the benefit of the Crown Place VCT Directors, which is renewable on an annual basis.
- (i) None of the Crown Place VCT Directors have any convictions in relation to fraudulent offences during the previous five years.
- (j) Save for those companies which have an asterisk alongside their name in Part I above (which were voluntarily struck off the Register of Companies at Companies House) and as set out below, there were no bankruptcies, receiverships or liquidations of any companies or partnerships where any of the Crown Place VCT Directors were acting as (i) a member of the administrative, management or supervisory body, (ii) a partner with unlimited liability, in the case of a limited partnership with a share capital, (iii) a founder where the company had been established for fewer than five years or (iv) a senior manager during the previous five years:
 - James Agnew was a director of Valiant Sports Holdings Limited which was wound up voluntarily by its creditors, with an estimated deficiency to creditors of £2.65 million, and was dissolved on 5 September 2014.
- (k) There have been no official public incriminations of and/or sanctions on any Crown Place VCT Director by statutory or regulatory authorities (including designated professional bodies) and no Crown Place VCT Director has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company during the previous five years.

4 Material contracts

Save as disclosed in this paragraph, Crown Place VCT has not entered, other than in the ordinary course of business, into any contract which is or may be material to Crown Place VCT within the two years immediately preceding the publication of this document or into any contract which contains any provision under which Crown Place VCT has any obligation or entitlement which is material to Crown Place VCT as at the date of this document:

- (a) A Management Agreement dated 8 July 2005 (as novated, amended and supplemented) pursuant to which the Manager provides discretionary investment management and administration services to Crown Place VCT.

Under the Management Agreement, the Manager is paid an annual fee equal to 1.75 per cent. of Crown Place VCT's net assets which is paid quarterly in arrears.

The total annual running costs of the Company, including fees payable to the Manager, Directors' fees, professional fees and the costs incurred by the Company in the ordinary course of business (but excluding any exceptional items and performance fees payable by the Manager) are capped at an amount equal to 3.0 per cent. of the Company's net assets, with any excess being met by the manager by way of a reduction in management fees.

In order to provide the Manager with an incentive to maximise the return to investors, the Manager is entitled to charge an incentive fee in the event that the returns exceed minimum target levels per Crown Place VCT Share. The target level requires that the aggregate of the growth in the net asset value per Crown Place VCT Share and dividends paid by Crown Place VCT or declared by the Board and approved by the shareholders during the relevant period (both revenue and capital), compared with the previous accounting date, exceeds the average base rate of the Royal Bank of Scotland plc plus 2.0 per cent. If the target return is not achieved in a period, the cumulative shortfall is carried forward to the next accounting period and has to be made up before an incentive fee becomes payable. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to the Manager of an amount equal to 20 per cent. of the excess.

The Management Agreement is terminable by either party by one year's prior written notice, subject to earlier termination by either party in the event of, inter alia, either party committing a material breach of the Management Agreement and failing to rectify the same within 45 days of being requested to do so or if Crown Place VCT fails to become or ceases to be a venture capital trust for tax purposes or if the Manager shall cease to be lawfully able to carry out its obligations under the Management Agreement.

If terminated by Crown Place VCT without due cause or on less than requisite notice, the Manager shall be entitled to receive an amount representing the fees which would have been payable during the period for which notice shall not have been given, calculated by reference to the previous quarterly payments.

The Management Agreement will terminate automatically without compensation, if either party enters into liquidation or has a receiver or administrator appointed over it or its assets, if the Manager ceases to be permitted to act as manager, if the Manager commits an act of fraud or upon the passing of a resolution for the voluntary liquidation, reconstruction or reorganisation of Crown Place VCT as provided under Crown Place VCT's Articles of Association.

The Management Agreement contains provisions indemnifying the Manager against any liability not due to its default, negligence, fraud, breach of FSMA or the rules of the FCA.

In line with common practice in the VCT sector, the Manager is entitled to an arrangement fee, payable by each Investee Company, of approximately 2 per cent on each investment made and is entitled to any non-executive director fees in respect of the Manager's representation on the boards of Investee Companies.

For the purposes of calculating the fee paid to the Manager, the values of the investments are calculated in accordance with Crown Place VCT's normal accounting policies, with any disputes being referred to Crown Place VCT's auditors.

The annual management fees will be charged as to 75 per cent. against capital reserves for accounting purposes, with the balance and all other expenses being charged against revenue. Any performance fees payable to the Manager will be allocated between capital and revenue reserves on a basis to be determined by the Board.

- (b) The September 2017 Offer Agreement referred to in paragraph 4(b) of Section A above.
- (c) The January 2019 Offer Agreement referred to in paragraph 4(c) of Section A above.
- (d) The Allocation Agreement referred to in paragraph 4(d) of Section A above.
- (e) The June 2017 Engagement Letter referred to in paragraph 4(e) of Section A above.
- (f) The 2018 Engagement Letter referred to in paragraph 4(f) of Section A above.
- (g) The September 2017 Trust Agreement referred to in paragraph 4(g) of Section A above.
- (h) The January 2019 Trust Agreement referred to in paragraph 4(h) of Section A above.
- (i) The Ocorian Agreement referred to in paragraph 4(i) of Section A above.

5 Dividend policy

The current annual dividend target of Crown Place VCT is 2p per Crown Place VCT Share, but this cannot be guaranteed.

6 Miscellaneous

- (a) There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on Crown Place VCT's prospects for at least the current financial year. There have been no important events, so far as Crown Place VCT and the Crown Place VCT Directors are aware, relating to the development of Crown Place VCT or its business.

- (b) Albion Capital is the promoter of the Offers. Save as disclosed in paragraph 4(c) of Section A above, no amount of cash, securities or benefits has been paid, issued or given to the Manager in relation to the Offers and none is intended to be given.
- (c) The costs of Crown Place VCT's Offer, including irrecoverable VAT and permissible annual trail commission, will be paid by the Manager out of its fee of 2.5 per cent. of the gross proceeds of the Offer. The Manager has agreed to meet any permissible annual trail commission payments and pay the expenses of the Offer. If the maximum of £6 million, ignoring the over allotment facility, is raised for Crown Place VCT, the net proceeds of the Crown Place VCT Offer will amount to approximately £5.85 million. The issue premium on a Crown Place VCT Share will be the difference between the issue price of the Crown Place VCT Shares under the Crown Place VCT Offer and the nominal value of a Crown Place VCT Share of £0.01.
- (d) Crown Place VCT does not have any major Shareholders and no Shareholders of Crown Place VCT have different voting rights. To the best of the knowledge and belief of the Crown Place VCT Directors, Crown Place VCT is not directly controlled by any other party and, as at 4 January 2019 (being the latest practicable date prior to the publication of this document) there are no arrangements in place that may, at a subsequent date, result in a change of control of Crown Place VCT.
- (e) There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Crown Place VCT is aware), during the previous 12 months which may have, or have had in the recent past, significant effects on Crown Place VCT and/or its group's financial position or profitability.
- (f) The typical investor for whom investment in Crown Place VCT is designed is an individual retail investor aged 18 or over who is a UK tax payer and who already has a portfolio of VCT and non-VCT investments (such as unit trusts, OEICs, investment trusts and direct shareholdings in listed and non-listed companies).
- (g) None of Crown Place VCT's capital is under option, nor are there any conditional or unconditional agreements for any part of Crown Place VCT's capital to be put under option.
- (h) Crown Place VCT Shareholders will be informed by means of the interim and/or annual report or through a public announcement if the investment restrictions which apply to Crown Place VCT as a VCT (as detailed in this document) are breached.
- (i) Other than transactions referred to in the notes to the financial reports of Crown Place VCT, there were no related party transactions for Crown Place VCT undertaken during the financial periods covered by the historical financial information referred to in Part III of this document which required disclosure and the Company has not entered into any related party transactions between 30 June 2018 and the date of this document.
- (j) Applications will be made for the admission of the Crown Place VCT Shares to be issued under the Crown Place VCT Offer to the premium segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange. The Crown Place VCT Shares shall be in registered form and may be in either certificated or uncertificated form. Crown Place VCT Shares in uncertificated form will be credited to CREST accounts.
- (k) Crown Place VCT is subject to the investment restrictions relating to a venture capital trust in ITA 2007 (a summary of which is set out in paragraph 5 of Section G of this Part V). In addition, for so long as the Crown Place VCT Shares are admitted to the Official List, Crown Place VCT is required to abide by applicable Listing Rules including the following:
 - (i) Crown Place VCT will at all times, invest and manage its assets in a way which is consistent with its object of spreading investment risk and in accordance with its published investment policy;
 - (ii) Crown Place VCT will not conduct any trading activity which is significant in the context of Crown Place VCT (or, if applicable, its group as a whole); and

- (iii) not more than 10 per cent. in aggregate of the value of the total assets of Crown Place VCT at the time the investment is made will be invested in other closed-ended investment funds which are listed on the Official List unless those investment funds have stated investment policies to invest no more than 15 per cent. of their total assets in other investment companies which are listed on the Official List.

Section F: Kings Arms Yard VCT - General Information

1 Incorporation and administration

- (a) Kings Arms Yard VCT was incorporated and registered in England and Wales on 18 December 1995 with limited liability as a public limited company under the Companies Act 1985 with the name Quester VCT PLC and with registered number 03139019. The name Quester VCT PLC was changed to Spark VCT PLC by special resolution passed on 23 June 2008 and the name Spark VCT PLC was changed to Kings Arms Yard VCT PLC by special resolution passed on 11 February 2011.
- (b) Kings Arms Yard VCT received a certificate under section 117 of the Companies Act 1985 by the Registrar of Companies on 15 February 1996.
- (c) Kings Arms Yard VCT's registered office and principal place of business is at 1 King's Arms Yard, London EC2R 7AF, with telephone number +44 (0) 20 7601 1850.
- (d) Kings Arms Yard VCT is domiciled in England. Kings Arms Yard VCT does not have (and has not had since incorporation) any subsidiaries, subsidiary undertakings or any employees and it neither owns nor occupies any premises.
- (e) Kings Arms Yard VCT has been granted approval as a VCT under section 274 of ITA 2007 and the Kings Arms Yard VCT Directors have managed and intend to manage the affairs of Kings Arms Yard VCT in such a manner so as to comply with section 274 of ITA 2007.
- (f) A VCT is unregulated but is required to manage its affairs to obtain and maintain approval as a VCT under the provisions of section 274 of ITA 2007. Kings Arms Yard VCT operates under CA 2006 and the regulations made thereunder. Kings Arms Yard VCT is not regulated by the FCA or any other regulatory body but, as a company whose shares are admitted to the Official List, is subject to the Listing Rules and the Disclosure and Transparency Rules.
- (g) The ISIN number for the Kings Arms Yard VCT Shares is GB0007174294.

2 Share capital

- (a) As at 31 December 2015, Kings Arms Yard VCT's share capital comprised 253,303,558 Kings Arms Yard VCT Shares of which 31,463,000 Kings Arms Yard VCT Shares were held in treasury.
- (b) The Company's issued share capital history since 31 December 2015 is as follows:
 - during the financial year ended 31 December 2016, Kings Arms Yard VCT issued 30,690,246 new Kings Arms Yard VCT Shares and 4,912,000 Kings Arms Yard VCT Shares were bought back to be held in treasury. As at 31 December 2016, the issued share capital of Kings Arms Yard VCT comprised 283,993,804 Kings Arms Yard VCT Shares, of which 36,375,000 Kings Arms Yard VCT Shares were held in treasury;
 - during the financial year ended 31 December 2017, Kings Arms Yard VCT issued 48,106,411 new Kings Arms Yard VCT Shares and 6,396,000 Kings Arms Yard VCT Shares were bought back to be held in treasury. As at 31 December 2017, the issued share capital of Kings Arms Yard VCT comprised 332,100,215 Kings Arms Yard VCT Shares, of which 42,771,000 Kings Arms Yard VCT Shares were held in treasury;
 - during the financial year ended 31 December 2018, Kings Arms Yard VCT issued 19,755,558 new Kings Arms Yard VCT Shares and 5,502,000 Kings Arms Yard VCT Shares were bought back to be held in treasury. As at 31 December 2018, the issued share capital of Kings Arms Yard VCT comprised 351,855,773 Kings Arms Yard VCT Shares, of which 48,273,000 Kings Arms Yard VCT Shares were held in treasury;
 - during the period from 31 December 2018 to 4 January 2019 (this being the latest practicable date prior to the publication of this document), Kings Arms Yard VCT did not issue any new Kings Arms Yard VCT Shares or buy back any Kings Arms Yard VCT Shares to be held in treasury; and
 - as at 4 January 2019 (being the latest practicable date prior to the publication of this document), the issued share capital of Kings Arms Yard VCT comprised 351,855,773 Kings Arms Yard VCT Shares, of which 48,273,000 Kings Arms Yard VCT Shares were held in treasury.

(c) The following authorities were granted at the annual general meeting of Kings Arms Yard VCT on 16 May 2018 by the passing of ordinary and special resolutions:

- (i) The Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (“Act”) to allot Ordinary shares of nominal value 1 penny per share in the Company up to a maximum aggregate nominal amount of £676,159 (representing approximately 20 per cent. of the issued share capital as at the date of this notice) provided that this authority shall expire 15 months from the date that this resolution is passed, or, if earlier, the conclusion of the next Annual General Meeting of the Company, but so that the Company may, before the expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if the authority had not expired.
- (ii) That, subject to the authority and conditional on the passing of resolution (i) above, the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution (i) above and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale.

Under this power the Directors may impose any limits or restrictions and make any arrangements which they deem necessary or expedient to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or other matter, arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

This power shall expire 15 months from the date that this resolution is passed or, if earlier, the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

- (iii) That, subject to and in accordance with the Company’s Articles of Association, the Company be generally and unconditionally authorised, pursuant to and in accordance with section 701 of the Act, to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary shares of 1 penny each in the capital of the Company on such terms as the Directors think fit, provided always that:
 - (a) the maximum aggregate number of shares hereby authorised to be purchased is 50,678,148 shares representing 14.99 per cent. of the issued Ordinary share capital of the Company as at the date of this notice;
 - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary share is 1 penny;
 - (c) the maximum price, exclusive of any expenses, which may be paid for a share shall be an amount equal to the higher of (a) 105 % of the average of the middle market quotations for the share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the date on which the share is purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
 - (d) the authority hereby conferred shall, unless previously revoked, varied, or renewed, expire 15 months from the date that this resolution is passed, or if earlier, at the conclusion of the next annual general meeting; and
 - (e) the Company may enter into a contract or contracts to purchase shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

(iv) That the Directors be empowered to sell treasury shares at the higher of the prevailing current share price and the price bought in at.

- (d) Assuming a NAV per Kings Arms Yard VCT Share of 22.21p (being the unaudited NAV per Kings Arms Yard VCT Share as at 30 September 2018, adjusted for the dividend of 0.6p paid on 31 October 2018), for the purposes of the Pricing Formula and that the Kings Arms Yard VCT Offer is fully subscribed, ignoring the over allotment facility, immediately following the Kings Arms Yard VCT Offer the issued share capital of Kings Arms Yard VCT would be 329,898,562 Kings Arms Yard VCT Shares (excluding 48,273,000 Kings Arms Yard VCT Shares held in treasury).

3 Directors' and other interests

- (a) As at 4 January 2019 (being the latest practicable date prior to publication of this document), Kings Arms Yard VCT was not aware of any person who, directly or indirectly, has an interest in Kings Arms Yard VCT's capital or voting rights which is notifiable under UK law.
- (b) As at 4 January 2019 (being the latest practicable date before the publication of this document), the holdings of Kings Arms Yard VCT Shares of the Kings Arms Yard VCT Directors (including nominee holdings and holdings of connected persons) were as follows:

Director	Kings Arms Yard VCT No. of Shares	% of issued Kings Arms Yard VCT voting Share capital
Robin Field	1,447,854	0.48 %
Thomas Chambers	441,527	0.15 %
Martin Fiennes	132,500	0.04 %

- (c) Kings Arms Yard VCT Directors may act as directors of companies in which Kings Arms Yard VCT invests and receive and retain fees in that capacity.
- (d) None of the Kings Arms Yard VCT Directors has a service contract with Kings Arms Yard VCT, and no such contract is proposed. However, Kings Arms Yard VCT has entered into letters of appointment with each of the Kings Arms Yard VCT Directors under the terms of which the Kings Arms Yard VCT chairman is entitled to annual remuneration of £24,000, the chairman of the audit committee is entitled to annual remuneration of £23,000 and the other Kings Arms Yard VCT Director is entitled to annual remuneration of £22,000. No Kings Arms Yard VCT Director has a notice period in excess of three months. Kings Arms Yard VCT Directors may be removed from office under the terms of Kings Arms Yard VCT's articles of association or may resign from office, in each case, with immediate effect at any time.

It is estimated that the aggregate amount payable to the Kings Arms Yard VCT Directors by Kings Arms Yard VCT for the financial period ending on 31 December 2019 under the arrangements in force at the date of this document will not exceed £100,000 (plus payments in relation to out-of-pocket expenses). For the financial year ended 31 December 2018, Robin Field received £24,000, Thomas Chambers received £22,000 and Martin Fiennes received £20,000. The Kings Arms Yard VCT Directors receive no other remuneration benefits in addition to their fees detailed above.

- (e) No loan or guarantee has been granted or provided by Kings Arms Yard VCT to or for the benefit of any Kings Arms Yard VCT Director.
- (f) None of the Kings Arms Yard VCT Directors nor any member of their respective immediate families has, or has had, an interest in any transaction or transactions which are or were unusual in their nature or conditions or significant to the business of Kings Arms Yard VCT and which were effected by Kings Arms Yard VCT during the current or immediately preceding financial year or during an earlier financial year and remaining in any respect outstanding or unperformed.

- (g) Kings Arms Yard VCT has taken out directors' and officers' liability insurance for the benefit of the Kings Arms Yard VCT Directors, which is renewable on an annual basis.
- (h) No Kings Arms Yard VCT Director is, or has been, interested in any transaction which is, or was, unusual in its nature or conditions or significant to the business of Kings Arms Yard VCT and which was effected by Kings Arms Yard VCT in the period since its incorporation and remains in any respect outstanding or unperformed.
- (i) None of the Kings Arms Yard VCT Directors have any convictions in relation to fraudulent offences during the previous five years.
- (j) Save for those companies which have an asterisk alongside their name in Part I above (which were voluntarily struck off the Register of Companies at Companies House) there were no bankruptcies, receiverships or liquidations of any companies or partnerships where any of the Kings Arms Yard VCT Directors were acting as (i) a member of the administrative, management or supervisory body, (ii) a partner with unlimited liability, in the case of a limited partnership with a share capital, (iii) a founder where the company had been established for fewer than five years or (iv) a senior manager during the previous five years.
- (k) There have been no official public incriminations of and/or sanctions on any Kings Arms Yard VCT Director by statutory or regulatory authorities (including designated professional bodies) and no Kings Arms Yard VCT Director has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company during the previous five years.

4 Material contracts

Save as disclosed in this paragraph, Kings Arms Yard VCT has not entered, other than in the ordinary course of business, into any contract which is or may be material to Kings Arms Yard VCT within the two years immediately preceding the publication of this document or into any contract which contains any provision under which Kings Arms Yard VCT has any obligation or entitlement which is material to Kings Arms Yard VCT as at the date of this document:

- (a) A Management Agreement dated 8 December 2010 pursuant to which the Manager provides discretionary investment management and administration services to Kings Arms Yard VCT.

Under the Management Agreement, the Manager is paid an annual management fee equal to 2 per cent. of the Kings Arms Yard VCT's net assets which is paid quarterly in arrears.

The total annual running costs of the Company, including fees payable to the Manager, Directors' fees, professional fees and the costs incurred by the Company in the ordinary course of business (but excluding any exceptional items and performance fees payable by the Manager) are capped at an amount equal to 3.0 per cent of the Company's net assets, with any excess being met by the Manager by way of a reduction in management fees.

The Manager is, in addition, entitled to a performance fee. No performance fee is payable to the Manager until the total return exceeds RPI plus 2 per cent. per annum per Kings Arms Yard VCT Share from the year end or half year on which the net asset value is equal to, or greater than, 20 pence per Kings Arms Yard VCT Share. If the target return is not achieved in a period, the cumulative shortfall is carried forward to the next accounting period and has to be made up before an incentive fee becomes payable. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to the Manager of an amount equal to 15 per cent. of the excess.

The Management Agreement is terminable by either party by one year's prior written notice, subject to earlier termination by either party in the event of, inter alia, either party committing a material breach of the Management Agreement and failing to rectify the same within 45 days of being requested to do so or if Kings Arms Yard VCT fails to become or ceases to be a venture capital trust for tax purposes or if the Manager shall cease to be lawfully able to carry out its obligations under the Management Agreement.

If terminated by the Kings Arms Yard VCT without due cause or on less than requisite notice, the Manager shall be entitled to receive an amount representing the fees which would have been payable during the period for which notice shall not have been given, calculated by reference to the previous quarterly payments.

The Management Agreement will terminate automatically without compensation, if either party enters into liquidation or has a receiver or administrator appointed over it or its assets, if the Manager ceases to be permitted to act as manager, if the Manager commits an act of fraud or upon the passing of a resolution for the voluntary liquidation, reconstruction or reorganisation of Kings Arms Yard VCT as provided under Kings Arms Yard VCT's Articles of Association.

The Management Agreement contains provisions indemnifying the Manager against any liability not due to its default, negligence, fraud, breach of FSMA or the rules of the FCA.

In line with common practice in the VCT sector, the Manager is entitled to an arrangement fee, payable by each Investee Company, of approximately 2 per cent. on each investment made and is entitled to any non-executive director fees in respect of the Manager's representation on the boards of Investee Companies.

For the purposes of calculating the fees paid to the Manager, the values of the investments are calculated in accordance with the Kings Arms Yard VCT's normal accounting policies, with any disputes being referred to Kings Arms Yard VCT's auditors.

The annual management fees will be charged as to 75 per cent. against capital reserves for accounting purposes, with the balance and all other expenses being charged against revenue. Any performance fees payable to the Manager will be allocated between capital and revenue reserves on a basis to be determined by the Board.

- (b) The September 2017 Offer Agreement referred to in paragraph 4(b) of Section A above.
- (c) The January 2019 Offer Agreement referred to in paragraph 4(c) of Section A above.
- (d) The Allocation Agreement referred to in paragraph 4(d) of Section A above.
- (e) The June 2017 Engagement Letter referred to in paragraph 4(e) of Section A above.
- (f) The 2018 Engagement Letter referred to in paragraph 4(f) of Section A above.
- (k) The September 2017 Trust Agreement referred to in paragraph 4(k) of Section A above.
- (h) The January 2019 Trust Agreement referred to in paragraph 4(h) of Section A above.
- (i) The Ocorian Agreement referred to in paragraph 4(i) of Section A above.

5 Dividend policy

The current annual dividend target of Kings Arms Yard VCT is 1.2p per Kings Arms Yard VCT Share, but this cannot be guaranteed.

6 Miscellaneous

- (a) There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on Kings Arms Yard VCT's prospects for at least the current financial year. There have been no important events, so far as Kings Arms Yard VCT and the Kings Arms Yard VCT Directors are aware, relating to the development of Kings Arms Yard VCT or its business.
- (b) Albion Capital is the promoter of the Offers. Save as disclosed in paragraph 4(c) of Section A above, no amount of cash, securities or benefits has been paid, issued or given to the Manager in relation to the Offers and none is intended to be given.
- (c) The costs of Kings Arms Yard VCT's Offer, including irrecoverable VAT and permissible annual trail commission, will be paid by the Manager out of its fee of 2.5 per cent. of the gross proceeds of the Offer. The Manager has agreed to meet any permissible annual trail commission payments and pay the expenses of the Offer. If the maximum of £6 million, ignoring the over allotment facility, is raised for Kings Arms Yard VCT, the net

proceeds of the Kings Arms Yard VCT Offer will amount to approximately £5.85 million. The issue premium on a Kings Arms Yard VCT Share will be the difference between the issue price of the Kings Arms Yard VCT Shares under the Kings Arms Yard VCT Offer and the nominal value of a Kings Arms Yard VCT Share of £0.01.

- (d) Kings Arms Yard VCT does not have any major Shareholders and no Shareholders of Kings Arms Yard VCT have different voting rights. To the best of the knowledge and belief of the Kings Arms Yard VCT Directors, Kings Arms Yard VCT is not directly controlled by any other party and, as at 4 January 2019 (being the latest practicable date prior to the publication of this document), there are no arrangements in place that may, at a subsequent date, result in a change of control of Kings Arms Yard VCT.
- (e) There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Kings Arms Yard VCT is aware), during the previous 12 months which may have, or have had in the recent past, significant effects on Kings Arms Yard VCT's financial position or profitability.
- (f) The typical investor for whom investment in Kings Arms Yard VCT is designed is an individual retail investor aged 18 or over who is a UK tax payer and who already has a portfolio of VCT and non-VCT investments (such as unit trusts, OEICs, investment trusts and direct shareholdings in listed and non-listed companies).
- (g) None of Kings Arms Yard VCT's capital is under option, nor are there any conditional or unconditional agreements for any part of Kings Arms Yard VCT's capital to be put under option.
- (h) Kings Arms Yard VCT Shareholders will be informed by means of the interim and/or annual report or through a public announcement if the investment restrictions which apply to Kings Arms Yard VCT as a VCT (as detailed in this document) are breached.
- (i) Related party transactions for Kings Arms Yard VCT undertaken in the three financial years ended 31 December 2015, 2016 and 2017 are set out in the respective audited reports and accounts for those years which are incorporated by reference in Note 20 on page 56 for the financial year ended 31 December 2015, in Note 19 on page 54 for the financial year ended 31 December 2016 and in Note 19 on page 62 for the financial year ended 31 December 2017. Apart from the payment of Kings Arms Yard VCT Directors' remuneration on the basis set out in paragraph 3(d) above, Kings Arms Yard VCT has not entered into any related party transactions within the meaning of IFRS in the financial year ended 31 December 2018 and to the date of this document in the current financial year.
- (j) Applications will be made for the admission of the Kings Arms Yard VCT Shares to be issued under the Kings Arms Yard VCT Offer to the premium segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange. The Kings Arms Yard VCT Shares shall be in registered form and may be in either certificated or uncertificated form. Kings Arms Yard VCT Shares in uncertificated form will be credited to CREST accounts.
- (k) Kings Arms Yard VCT is subject to the investment restrictions relating to a venture capital trust in ITA 2007 (a summary of which is set out in paragraph 5 of Section G of this Part V). In addition, for so long as the Kings Arms Yard VCT Shares are admitted to the Official List, Kings Arms Yard VCT is required to abide by applicable Listing Rules including the following:
 - (i) Kings Arms Yard VCT will at all times, invest and manage its assets in a way which is consistent with its object of spreading investment risk and in accordance with its published investment policy;
 - (ii) Kings Arms Yard VCT will not conduct any trading activity which is significant in the context of Kings Arms Yard VCT (or, if applicable, its group as a whole); and
 - (iii) not more than 10 per cent. in aggregate of the value of the total assets of Kings Arms Yard VCT at the time the investment is made will be invested in other closed-ended investment funds which are listed on the Official List unless those investment funds have stated investment policies to invest no more than 15 per cent. of their total assets in other investment companies which are listed on the Official List.

Section G: General Information on the Companies

1 Articles of the Companies

The principal object and purpose of each Company is to carry on business as a general commercial company.

The material provisions of each Company's articles of association are as detailed below. The provisions set out below apply, *mutatis mutandis*, to each Company, unless otherwise stated. Reference in this section to the "Company" means, as the case may be, one or more Companies, references to the "Directors" and the "Board" mean the directors of or the board of directors of the relevant Company from time to time and references to the "Articles" are to the articles of association of the relevant Company.

1.1 Voting rights

- (a) Subject to the provisions of CA 2006 or any special terms as to voting on which any shares may have been issued, or may for the time being be held, and to any suspension or abrogation of voting rights pursuant to the Articles, on a show of hands every member who is present in person or by proxy at any general meeting of the Company shall have one vote and on a poll every member who is present in person or who (being a corporation) is present by a representative or by proxy shall have one vote for every share of which he is the holder.
- (b) A proxy need not be a member of the Company. The appointment of a proxy shall, subject to the provisions of CA 2006, be in writing and in any common form or in such other form as the Board of the Company may approve and (i) if in writing but not in electronic form, made under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, under its common seal or under the hand of some officer or attorney or other person duly authorised in that behalf, or (ii) if in writing in electronic form, submitted by or on behalf of the appointor and authenticated.
- (c) The appointment of a proxy, in the case of an instrument in writing, shall be deposited at the registered office of the Company or at such other place or places within the United Kingdom as is specified not less than 48 hours before the time of the holding of the meeting or, in the case of an appointment in electronic form, shall be received at any address which is specified for the purpose not less than 48 hours before the time of the holding of the meeting.
- (d) No member shall, unless the Board otherwise determines, be entitled to be present or to vote, either personally or by proxy or to be reckoned in the quorum at any general meeting unless all calls or other sums payable by him in respect of his shares have been paid or unless the Board otherwise determines, after failure to provide the Company with information concerning interests in those shares required to be provided under the Articles or CA 2006 where the shares in question represent at least 0.25 per cent. of their class.
- (e) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall have the second or casting vote in addition to any other vote that he may have.

1.2 Issue of Shares

- (a) Subject to the provisions of CA 2006 and the Articles and to any relevant authority of the Company in general meeting required by CA 2006, unissued shares shall be at the disposal of the Board and they may allot, grant options over, offer or otherwise deal with or dispose of them or rights to subscribe for or convert any security into shares to such persons at such time and on such terms as the Board may decide, provided that no share may be issued at a discount to its nominal value. The Board may also issue redeemable shares on such terms as provided in the Articles.
- (b) Subject to the provisions of CA 2006 and to any special rights for the time being attaching to any existing shares, any shares may be allotted or issued with, or have attached to them, such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting, transfer, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the Board may determine.

1.3 Transfer of Shares

- (a) Subject to such of the restrictions of the Articles and CA 2006 as may be applicable, any member may transfer all or any of his shares by an instrument of transfer in the usual form or in any other form that the Board may approve. Such instrument shall be signed for or on behalf of the transferor and (in the case of a partly paid share) the transferee.
- (b) The Board may, in its absolute discretion, refuse to register any transfer of a share unless (i) it is in respect of a share which is fully paid up, (ii) it is in respect of only one class of shares, (iii) it is in favour of a single transferee or not more than four joint transferees, (iv) it is duly stamped (if so required) and (v) it is delivered for registration to the registered office of the Company or such other place as the Board may from time to time determine, accompanied (save in certain circumstances) by the certificate for the shares to which it relates and such other evidence as the Board may reasonably require to prove the title of the transferor and the due execution of the transfer by him or, if the transfer is executed by some other person on his behalf, the authority of that person to do so.
- (c) The Board shall not however refuse to register any transfer of partly paid shares which are listed on the London Stock Exchange where such refusal would prevent dealing in such shares from taking place on an open and proper basis.
- (d) Uncertificated shares may be transferred by means of a relevant system. The Board may refuse to register a transfer of uncertificated shares in such circumstances as may be permitted or required by the regulations relating thereto and the relevant system.
- (e) Where the shares in question represent at least 0.25 per cent. of their class, unless the Board otherwise determines, the member in question may not (other than in limited circumstances) transfer them after failure to provide the Company with information concerning interests in those shares required to be provided under the Articles or CA 2006.

1.4 Variation of rights

Where the Company's share capital is divided into different classes of shares, the rights attached to any shares or class of shares may be varied or abrogated in such manner (if any) as may be provided by such rights or, in the absence of any such provision, either with the written consent of the holders of not less than three-quarters in nominal value of the issued shares of that class (excluding any shares of that class held as treasury shares), or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of shares of that class of shares. The quorum for such a class meeting is two persons holding or representing by proxy at least one third of the nominal amount of the issued shares of that class.

1.5 Alteration of capital

The Company may from time to time in general meeting, by ordinary resolution, increase its share capital by such sums to be divided into shares of such amount as the resolution prescribes, consolidate and divide all or any of its share capital into shares of larger nominal amounts than its existing shares, cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled, and sub-divide its shares, or any of them into shares of a smaller amount and may by such resolution determine that, as between the shares resulting from such sub-division, one or more of the shares may, as compared with the others, have any such preferred or deferred or other special rights or be subject to any such restrictions as the Company has power to attach to unissued or new shares.

1.6 Dividends and distributions

The Company may, subject to the provisions of CA 2006 and the Articles, by ordinary resolution from time to time declare dividends to be paid to members not exceeding the amount recommended by the Board. Subject to the provisions of CA 2006, in so far as, in the Board's opinion, the financial position of the Company justifies such payments, the Board may pay interim dividends on any class of shares including those carrying a fixed dividend. The Board may, if authorised by an ordinary resolution of the Company, offer shareholders in respect

of any dividend the right to receive Shares instead of cash. The Board may withhold dividends payable (with no obligation to pay interest thereon) on shares (where such shares represent at least 0.25 per cent. of their class) after there has been a failure to provide the Company with information concerning interests in those shares required to be provided under the Articles or CA 2006 until such failure has been remedied. Any dividend unclaimed after a period of 12 years from the date such dividend is payable shall, if the Board resolves, be forfeited and shall revert to the Company.

1.7 Distribution of realised capital profits

At any time when the Company has given notice in the prescribed form (which has not been revoked) to the Registrar of Companies of its intention to carry on business as an investment company (a Relevant Period), distribution of the Company's capital profits (within the meaning of section 833(2)(c) of CA 2006) shall be prohibited except to the extent that the requirements for investment company status under section 833 of CA 2006 do not require a company to prohibit the distribution of its capital profits in its memorandum or articles of association. The Board shall establish a reserve to be called the capital reserve. During a Relevant Period, all surpluses arising from the realisation or revaluation of investments and all other monies realised on or derived from the realisation, repayment of or other dealing with any capital asset in excess of the book value thereof and all other monies which are considered by the Board to be in the nature of accretion to capital shall be credited to the capital reserve. Subject to CA 2006, the Board may determine whether any amount received by the Company is to be dealt with as income or capital or partly one way and partly the other. During a Relevant Period, any loss realised on the realisation or repayment of or other dealing with any investments or other capital assets and, subject to CA 2006, any expense or liability (or provision thereof) which the Board considers to relate to a capital item or which the Board otherwise considers appropriate to be debited to the capital reserve shall be carried to the debit of the capital reserve. During a Relevant Period, all sums carried and standing to the credit of the capital reserve may be applied for any of the purposes to which the sums standing to any revenue reserve are applicable except and provided that, notwithstanding any other provision of the Articles, no part of the capital reserve or any other money in the nature of accretion to capital shall be transferred to the revenue reserves of the Company or be regarded or treated as profits of the Company available for distribution (as defined by section 829 of CA 2006), except to the extent that the requirements for investment company status under section 833 of CA 2006 do not require a company to prohibit the distribution of its capital profits in its memorandum or articles of association, or be applied in paying dividends on any shares in the Company. In periods other than a Relevant Period, any amount standing to the credit of the capital reserve may be transferred to the revenue reserves of the Company or be regarded or treated as profits of the Company available for distribution (as defined by section 829 of CA 2006) or applied in paying dividends on any shares in the Company.

1.8 Duration and winding up

- (a) The Articles provide that the Board shall procure that, at the annual general meeting of the Company falling in 2020 for Kings Arms Yard VCT, 2021 for Crown Place VCT, 2025 for Albion Development VCT and 2027 for Albion Enterprise VCT, Albion Technology & General VCT and Albion Venture Capital Trust, and at every fifth annual general meeting thereafter in the case of Kings Arms Yard VCT and Crown Place VCT or at every tenth annual general meeting thereafter in the case of Albion Development VCT, Albion Enterprise VCT, Albion Technology & General VCT and Albion Venture Capital Trust, an ordinary resolution will be proposed to the effect that the Company shall continue in being as a VCT. If, at any such meeting, such resolution is not passed the Board shall, within nine months of such meeting, convene an extraordinary general meeting to propose a special resolution for the re-organisation or re-construction of the Company or a special resolution to wind up the Company voluntarily.
- (b) If the Company shall be wound up, the liquidator may, with the authority of an extraordinary resolution and subject to any sanction, divide among the members in specie or in kind the whole or part of the assets of the Company and may determine how such a division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of members as the liquidator with the like authority shall think fit and

the liquidation of the Company may be closed and the Company dissolved, but no member shall be compelled to accept any assets in respect of which there is a liability.

1.9 Directors

- (a) Unless otherwise determined by ordinary resolution of the Company, the Directors (disregarding alternate Directors) shall not be less than two but there shall be no maximum number of Directors.

The Company may by ordinary resolution appoint a person who is willing to be a Director. The Board may appoint any person who is willing to act as a Director. The Board may appoint one or more of its body to hold any employment or executive office and may revoke or terminate such appointment, without prejudice to any claim for damages for breach of contract between the Director and the Company.

A Director shall not be required to hold any shares in the Company.

The Company may by ordinary resolution remove any director before the expiration of his period of office.

- (b) The business and affairs of the Company shall be managed by the Board, which may exercise all such powers of the Company, subject nevertheless to the provisions of CA 2006.
- (c) Subject to the provisions of the Articles, at every annual general meeting one third of the Directors who are subject to retirement by rotation or, if their number is not a multiple of three, then the number nearest to but not exceeding one third, shall retire from office. If there are fewer than three Directors who are subject to retirement by rotation, one Director will retire. Any Director who is not required to retire by rotation but who has been in office for three years or more since his appointment or re-appointment or who has otherwise held office at not more than three consecutive annual general meetings shall retire from office.

1.10 Authorisation of interests of Directors

- (a) Subject to the provisions of CA 2006 and of the Articles, a Director, notwithstanding his office:
- (i) may enter into or otherwise be interested in any contract, arrangement, transaction or proposal with the Company or in which the Company is otherwise interested, either in regard to his tenure of any office or place of profit or as vendor, purchaser or otherwise;
 - (ii) may hold any other office or place of profit under the Company (except that of auditor or of auditor of a subsidiary of the Company) in conjunction with the office of director and may act by himself or through his firm in a professional capacity for the Company, and in any such case on such terms as to remuneration and otherwise as the Board may arrange, either in addition to or in lieu of any remuneration provided for by any other Article;
 - (iii) may be a Director or other officer, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any company promoted by the Company or in which the Company is otherwise interested or as regards which the Company has any powers of appointment; and
 - (iv) shall not be liable to account to the Company for any benefit resulting from any contract by reason of the Director holding that office or the fiduciary relationship established by that office and no such contract, arrangement, transaction or proposal shall be avoided on the grounds of any such interest or benefit.
- (b) A Director who is interested in any contract, arrangement, transaction or proposal with the Company shall declare the nature of his interest at a meeting of the Board in accordance with CA 2006.
- (c) The Board may authorise any matter which, if not so authorised, would or might result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (a "Conflicted Director").

Any such authorisation may be given subject to terms and conditions as the Board think fit to impose at the time of such authorisation or subsequently and the authorisation may be varied or terminated by the

Board at any time. Any such authorisation is only effective if given by the non-Conflicted Directors and if any requirement as to the quorum of the meeting is met by the non-Conflicted Directors.

If a matter has been so authorised by the Board, the Conflicted Director:

- (i) shall be released from any duty to disclose to the Company any confidential information relating to the matter in question which he received or has received from a third party; and
 - (ii) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any matter, or from any office employment or position, which has been approved by the Board pursuant to the provisions described above (subject in any such case to any terms or conditions to which such approval is for the time being subject).
- (d) Save as provided in the Articles, a Director shall not vote on, or be counted in the quorum in relation to, any resolution of the Board or of a committee of the Board concerning any contract, arrangement, transaction or any proposal whatsoever to which the Company is or is to be a party and in which he is, to his knowledge, alone or together with any person connected with him, materially interested, unless the resolution concerns any of the following matters:
- (i) the giving to him of any guarantee, security or indemnity in respect of money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiaries;
 - (ii) a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part, either alone or jointly with others, under a guarantee or indemnity or by the giving of security;
 - (iii) any proposal concerning an offer of shares, debentures or other securities of the Company or any of its subsidiaries in which offer he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;
 - (iv) any contract, arrangement, transaction or proposal to which the Company is or is to be a party concerning any other body corporate (a relevant company) in which he (together with persons connected with him), directly or indirectly (and whether as an officer or shareholder, creditor or otherwise), does not hold or have a beneficial interest in one per cent. or more of either a relevant company or an intermediate company (as defined in the Articles) (any such interest being deemed for the purposes of this Article to be a material interest in all circumstances);
 - (v) any contract, arrangement, transaction or proposal relating to an arrangement for the benefit of the employees of the Company or its subsidiaries which does not award him any privilege or benefit not generally awarded to the employees to which such arrangement relates; or
 - (vi) any proposal concerning the purchase and/or maintenance of any insurance policy for the benefit of persons including directors.
- (e) A Director shall not vote or be counted in the quorum on any resolution of the Board or committee of the Board concerning his own appointment (including fixing or varying the terms of his appointment or its termination) as the holder of any office or place of profit with the Company or any company in which the Company is interested. Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment or its termination) of two or more Directors to offices or places of profit with the Company or any company in which the Company is interested, such proposals may be divided and a separate resolution considered in relation to each Director. In such case each of the Directors concerned (if not otherwise debarred from voting under these Articles) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.
- (f) Subject to the provisions of CA 2006 and the Articles:
- (i) the Board shall have the power to purchase and maintain insurance at the expense of the Company for, or for the benefit of any persons who are or were at any time Directors, officers or employees of the Company, including insurance against any liability incurred by such persons in relation to or in connection

with their duties, powers or offices in relation to the Company; and

- (ii) every Director, alternate Director, secretary and other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, damages and liabilities incurred by him in connection with his duties or the exercise of his powers.

1.11 Borrowing powers

The Board may exercise all powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and assets (present and future) and uncalled capital and, subject to the provisions of CA 2006, to create and issue debentures, other loan stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party. Such powers are however limited so that the aggregate principal amount outstanding in respect of monies borrowed by the Company shall not, without the previous sanction of an ordinary resolution of the Company, exceed an amount equal to the adjusted share capital and reserves of the Company (for Crown Place VCT and Kings Arms Yard), 10 per cent. thereof (for Albion Development VCT, Albion Enterprise VCT, Albion Technology & General VCT and Albion Venture Capital Trust).

1.12 Untraced members

Subject to various notice requirements, the Company may sell at the best price reasonably obtainable any share held by a member provided that for a period of 12 years at least three dividends (whether interim or final) on those shares have become payable and no such dividend has been claimed, no cheque or warrant has been cashed and the Company has not received any communication during the relevant period from the holder of the shares.

1.13 General meetings

Annual general meetings and other general meetings of the Company shall be called by at least such minimum period of notice as is prescribed under CA 2006.

1.14 Notifiable interests

Obligations by Shareholders to disclose to the Companies notifiable interests in their shares are stated in Part 22 of CA 2006, sections 89A to 89L of FSMA and the Disclosure and Transparency Rules. In accordance with the Articles, failure by any member to provide the Company with the information as requested by any notice serviced in accordance with section 793 of CA 2006 may result in the member being restricted in respect of his shareholdings and, inter alia, the withholding of any dividend payable to him.

2 Valuation policy

Investments, including unquoted loan stocks, are designated as fair value through profit or loss ("FVTPL"). Unquoted investments' fair value is determined by the Directors in accordance with the International Private Equity and Venture Capital Valuation Guidelines (IPEVCV guidelines).

Investments will usually be valued quarterly and the resulting net asset values will be communicated to Shareholders through a Regulatory Information Service. The Company will also announce when there has been a major change to its net asset value, for instance as a result of a disposal of an investment or if the Company undertakes a fundraising and needs to announce an interim valuation. The calculation of net asset value of the Company's investments will only be suspended in circumstances where the underlying data necessary to value the investments of the Company cannot readily, or without undue expenditure, be obtained. Details of any suspension would be announced through a Regulatory Information Service.

3 Custody arrangements

Ocorian (UK) Limited ("Ocorian") acts as custodian for each Company's unquoted assets and, in that capacity, is responsible for ensuring safe custody and dealing with settlement arrangements. Certificates representing the investments made by the Companies are segregated within a secure safe at the Companies' registered office. Numis acts as custodian of depository receipts in one investee company held by Kings Arms Yard VCT. Ocorian is

a limited company registered in England and Wales with registration number 5534412. Its registered office is at 11 Old Jewry, London, EC2R 8DU. Ocorian is authorised and regulated by the FCA.

4 Taxation

The following paragraphs, which are intended as a general guide only and are based on current legislation and HMRC practice, summarise advice received by the Directors as to the position of the Shareholders who hold shares other than for trading purposes. Any person who is in any doubt as to his taxation position or is subject to taxation in any jurisdiction other than the United Kingdom should consult his professional advisers.

- (a) Taxation of dividends - under current law, no tax will be withheld by a Company when it pays a dividend.
- (b) Stamp duty and stamp duty reserve tax - the Directors have been advised that no stamp duty or stamp duty reserve tax will be payable on the issue of New Shares. The Directors have also been advised that the transfer of shares in a Company will, subject to any applicable exemptions, be liable to ad valorem stamp duty at the rate of 0.5 per cent. of the consideration paid. An unconditional agreement to transfer such shares if not completed by a duly stamped stock transfer will be subject to stamp duty reserve tax generally at the rate of 50p per £100 (or part thereof) of the consideration paid.
- (c) Close company - the Directors of each Company believe that their Company is not, and expect that following the Offers will not be, a close company within the meaning of ITA 2007. If a Company was a close company in any accounting period, approval as a VCT for that Company would be withdrawn.

5 VCT Status

Each Company has to satisfy a number of tests to continue to qualify as a VCT. A summary of these tests is set out below. The following information is based on current UK law and practice and is subject to changes therein, is given by way of a general summary and does not constitute legal or tax advice.

(a) Qualification as a VCT

To qualify as a VCT, a company must be approved as such by HMRC. To obtain such approval it must:

- 1 not be a close company;
- 2 have each class of its ordinary share capital listed on a regulated market;
- 3 derive its income wholly or mainly from shares or securities;
- 4 have at least 70 per cent. by VCT Value of its investments in shares or securities in Qualifying Investments (80 per cent. for accounting periods commencing after 5 April 2019);
- 5 have at least 70 per cent. of its Qualifying Investments in eligible shares (investments made before 6 April 2018 from funds raised before 6 April 2011 are excluded);
- 6 invest at least 30 per cent. of funds raised in accounting periods beginning after 5 April 2018 in Qualifying Investments by the anniversary of the accounting period in which the funds were raised;
- 7 have at least 10 per cent. by VCT Value of each Qualifying Investment in eligible shares;
- 8 not have more than 15 per cent. by VCT Value of its investments in a single company or group (other than a VCT or a company which would, if its shares were listed, qualify as a VCT);
- 9 not retain more than 15 per cent. of its income derived from shares and securities in any accounting period;
- 10 not make an investment in a company which causes that company to receive more than £5 million of State Aid investment (including from VCTs) in the twelve months ending on the date of the investment;
- 11 not make an investment other than a Qualifying Investment, or certain permitted non-qualifying investments;

- 12 not return the capital to its investors before the third anniversary of the end of the accounting period during which the subscription for shares occurred;
- 13 not make an investment in a company that causes that company to receive more than £12 million (£20 million if the company is deemed to be a “knowledge intensive” company) of State Aid Risk Finance investment (including from VCTs) over the company’s lifetime;
- 14 not make an investment in a company whose first commercial sale was more than 7 years prior to date of investment, except where previous State Aid Risk Finance was received by the company within 7 years (10 years for a “knowledge intensive” company) or where a turnover test is satisfied and the company is entering a new market; and
- 15 not allow funds received from an investment into a company to be used to acquire another existing business or trade.

The term “eligible shares” means shares which carry no preferential rights to assets on a winding-up and no rights to be redeemed, although they may have certain preferential rights to dividends.

(b) Qualifying Investments

A Qualifying Investment consists of shares or securities first issued to the VCT (and held by it ever since) by a company satisfying the conditions set out in Chapter 4 of Part 6 of ITA 2007.

The conditions are detailed, but include that the company must be a Qualifying Company, have gross assets not exceeding £15 million immediately before and £16 million immediately after the investment, have fewer than 250 full-time (or full-time equivalent) employees (fewer than 500 for a “knowledge intensive” company), apply the money raised for the purposes of a qualifying trade within a certain time period, cannot be controlled by another company and at the time of investment did not obtain more than £5 million of investment from EU state aided risk capital measures in the twelve month period ending on the date of the investment by the VCT, and does not obtain a total of more than £12 million of such investment (£20 million for a company deemed to be a “knowledge intensive” company).

(c) Qualifying Companies

A Qualifying Company must be unquoted (for VCT purposes this includes companies whose shares are traded on AIM) and must carry on a qualifying trade. For this purpose certain activities are excluded such as dealing in land or shares or providing financial services. The qualifying trade must be less than seven years old at the time of the first investment from State Aid Risk Finance (or a turnover test must be satisfied). The qualifying trade must either be carried on by, or be intended to be carried on by, the Qualifying Company or by a qualifying subsidiary at the time of the issue of shares or securities to the VCT (and at all times thereafter).

The company must have a permanent establishment in the UK, but the company need not be UK resident. A company intending to carry on a qualifying trade must begin to trade within two years of the issue of shares or securities to the VCT and continue it thereafter.

A Qualifying Company may have no subsidiaries other than qualifying subsidiaries which must, in most cases, be at least 51 per cent. owned.

There is a “disqualifying purpose” test under which an investment will not be a Qualifying Investment if the investee company has been set up for the purposes of accessing tax reliefs or is in substance a financing business. In addition, the investment must meet a “risk-to-capital” condition which requires that the investee company has long term growth plans, and that the investment is at risk.

VCT funds cannot be used by a Qualifying Company to fund the purchase of a business or of shares in another company.

(d) Approval as a VCT

A VCT must be approved at all times by HMRC. Approval has effect from the time specified at approval. A VCT cannot be approved unless the tests detailed above are met throughout the most recent complete accounting period of the VCT and HMRC is satisfied that they will be met in relation to the accounting period of the VCT which is current when the application is made. However, where a VCT raises further funds, VCTs are given grace periods to invest those funds before those funds need to meet such tests. Each Company has received approval as a VCT from HMRC.

(e) Withdrawal of approval

Approval of a VCT may be withdrawn by HMRC if the various tests set out above are not satisfied. The exemption from corporation tax on capital gains will not apply to any gain realised after the point at which VCT status is lost. Withdrawal of approval generally has effect from time to time when notice is given to the VCT but in relation to capital gains tax of the VCT only can be backdated to not earlier than the first day of the accounting period commencing immediately after the last accounting period of the VCT in which all of the tests were satisfied.

6 Conflicts of Interest

The Manager may be involved in other financial, investment or professional activities that may on occasion give rise to conflicts of interest with the Companies. In particular, it currently does, and may continue to, provide investment management, investment advice or other services in relation to a number of other funds or companies/clients that may have similar investment objectives and/or policies to that of the Companies and may receive ad valorem and/or performance-related fees for doing so. As a result, the Manager may have conflicts of interest in allocating investments among the Companies and other clients and in effecting transactions between the Company and other clients. The Manager may give advice or take action with respect to such other clients that differs from the advice given or actions taken with respect to the Companies.

The Boards of each of the Companies have noted that the Manager has other clients and have satisfied themselves that the Manager has procedures in place to address potential conflicts of interest. The procedures are designed to ensure that most conflicts are avoided (for example, restrictions on co-investment by staff, procedures relating to staff having outside appointments or other business interests, procedures relating to co-investments by other funds or limited partners and allocations across Albion Capital funds). The policy provides examples of potential conflicts and situations where one party could be favoured over another, to ensure that staff are suitably informed of potential conflicts that they must avoid or adhere to. The policy requires all staff to identify and disclose all potential conflicts of interest to the Managing Partner and Head of Compliance for them to assess the degree of risk and agree how the conflict can be managed. All conflicts are reported to the management board of Albion Capital. A conflict register is maintained.

In particular, prior to the launch of Albion Community Power PLC, the Companies were granted priority in respect of a certain level of renewable energy projects; and prior to the launch of Albion Care Communities Limited, the relevant Companies granted consent to Albion Care Communities Limited to undertake a certain number of new care home projects. Following changes in VCT legislation, the Companies are no longer permitted to invest in renewable energy or care home projects. It is not expected that the Companies will co-invest in the UCL Technology Fund. Following shareholder approval, three of the Companies have been investing in the SVS Albion OLIM UK Equity Income Fund, as disclosed in Part III of the Securities Note. The level of such investment is subject to limits set out in the Companies' investment policies and the discretion of the Boards of the relevant Companies.

7 Overseas investors

No person receiving a copy of this document in any territory other than the UK may treat the same as constituting an invitation or offer to him unless, in the relevant territory, such an invitation or offer could be lawfully made to him without contravention of any registration or other legal requirements.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any of these restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities law of any such jurisdiction.

It is the responsibility of any person outside the UK wishing to make an application to satisfy himself as to the full observance of the laws of the relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes required to be paid in such territory.

No action has been taken to permit the distribution of the Prospectus in any jurisdiction outside the UK where such action is required to be taken.

The New Shares have not been, nor will they be, registered in the United States under the United States Securities Act of 1933, as amended, (Securities Act) or under the securities laws of any Restricted Territory and they may not be offered or sold directly or indirectly within the United States or any of the Restricted Territories or to, or for the account or benefit of US Persons (as defined in Regulation S made under the Securities Act) or any national, citizen or resident of the United States or any of the Restricted Territories. The Offers are not being made, directly or indirectly, in or into the United States or any of the Restricted Territories or in any other jurisdiction where to do so would be unlawful. In particular, prospective shareholders who are resident in the United States or any Restricted Territory should note that this document is being sent for information purposes only.

All applicants under the Offers will be required to warrant that they are not a US Person (within the meaning of Regulation S made under the United States Securities Act of 1933, as amended), nor a resident, national or citizen of a Restricted Territory.

8 Documents available for inspection

Copies of the following documents will be available for inspection during usual business hours on weekdays, weekends and public holidays excepted, at the offices of Albion Capital Group LLP, 1 King's Arms Yard, London EC2R 7AF whilst the Offers are open:

- the memorandum and articles of each Company;
- the material contracts of each Company as referred to in Part V of this Registration Document;
- the audited and unaudited financial statements for each Company, as applicable, as referenced in Part III of this document;
- this Registration Document;
- the Securities Note; and
- the Summary.

Where information has been sourced from a third party, this information has been accurately reproduced and as far as the Companies are aware and are able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Howard Kennedy Corporate Services LLP is acting as sponsor to each Company in respect of their respective applications for Admission. Howard Kennedy Corporate Services LLP has given and not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which it appears.

Part VI: Definitions

In this document, the following words and expressions have the following meanings:

Admission	the respective dates on which the New Shares allotted pursuant to the Offers are listed on the premium segment of the Official List and admitted to trading on the London Stock Exchange's main market for listed securities
AIC	the Association of Investment Companies
AIC Code	the AIC's Code of Corporate Governance issued in February 2015
AIC Guide	the AIC Corporate Governance Guide for Investment Companies issued in February 2015
AIM	the AIM Market of the London Stock Exchange
Albion Capital or the Manager	Albion Capital Group LLP (formerly Albion Ventures LLP) or its predecessor business
Albion Development VCT	Albion Development VCT PLC
Albion Development VCT Directors	the directors of Albion Development VCT (and each an Albion Development VCT Director)
Albion Development VCT Offer	the offer for subscription of New Shares in Albion Development VCT contained in the Prospectus
Albion Enterprise VCT	Albion Enterprise VCT PLC
Albion Enterprise VCT Directors	the directors of Albion Enterprise VCT (and each an Albion Enterprise VCT Director)
Albion Enterprise VCT Offer	the offer for subscription of New Shares in Albion Enterprise VCT contained in the Prospectus
Albion Technology & General VCT	Albion Technology & General VCT PLC
Albion Technology & General VCT Directors	the directors of Albion Technology & General VCT (and each an Albion Technology & General VCT Director)
Albion Technology & General VCT Offer	the offer for subscription of New Shares in Albion Technology & General VCT contained in the Prospectus
Albion Venture Capital Trust	Albion Venture Capital Trust PLC
Albion Venture Capital Trust Directors	the directors of Albion Venture Capital Trust (and each an Albion Venture Capital Trust Director)
Albion Venture Capital Trust Offer	the offer for subscription of New Shares in Albion Venture Capital Trust contained in the Prospectus
Boards	the boards of Directors of the Companies (and each a Board)
Business Day	any day (other than a Saturday or Sunday) on which clearing banks are open for normal banking business in sterling
CA 2006	the Companies Act 2006, as amended
Companies	Albion Development VCT, Albion Enterprise VCT, Albion Technology & General VCT, Albion Venture Capital Trust, Crown Place VCT and Kings Arms Yard VCT (and each a Company)

CREST	the computerised settlement system to facilitate the transfer of title to securities in uncertificated form operated by Euroclear UK & Ireland Limited
Crown Place VCT	Crown Place VCT PLC
Crown Place VCT Directors	the directors of Crown Place VCT (and each a Crown Place VCT Director)
Crown Place VCT Offer	the offer for subscription of New Shares in Crown Place VCT contained in the Prospectus
Disclosure and Transparency Rules	the disclosure and transparency rules made by the FCA under section 73A of FSMA
FCA	the Financial Conduct Authority
FSMA	the Financial Services and Markets Act 2000
HMRC	Her Majesty's Revenue and Customs
IFRS	International Financial Reporting Standards
ITA 2007	the Income Tax Act 2007 (as amended)
Kings Arms Yard VCT	Kings Arms Yard VCT PLC
Kings Arms Yard VCT Directors	the directors of Kings Arms Yard VCT (and each a Kings Arms Yard VCT Director)
Kings Arms Yard VCT Offer	the offer for subscription of New Shares in Kings Arms Yard VCT contained in the Prospectus
Listing Rules	the listing rules made by the UK Listing Authority under section 74 of FSMA
LLP	a limited liability partnership
London Stock Exchange	London Stock Exchange plc
NAV or net asset value	in relation to a share, the net asset value of a share calculated in accordance with the relevant company's accounting policies and, in relation to a company, the aggregate net asset value attributable to that company's issued shares (excluding any shares held in treasury)
New Shares	new Shares in a Company to be issued under its Offer
Offer Price	the subscription price of the New Shares under each Offer as calculated in accordance with the Pricing Formula
Offers	the Albion Development VCT Offer, the Albion Enterprise VCT Offer, the Albion Technology & General VCT Offer, the Albion Venture Capital Trust Offer, the Crown Place VCT Offer and the Kings Arms Yard VCT Offer (and each an Offer)
Official List	the official list of the UK Listing Authority
Pricing Formula	the formula to be used to calculate the Offer Price of the New Shares under each Offer as set out in the Securities Note
Prospectus	this Registration Document, the Securities Note and the Summary
Qualifying Company	an unquoted (including AIM-traded) company which satisfies the requirements of Part 4 of Chapter 6 of ITA 2007
Qualifying Investment	shares in, or securities of, a Qualifying Company held by a VCT which meet the requirements of Part 4 of Chapter 6 of ITA 2007

Qualifying Investor	an individual aged 18 or over who satisfies the conditions of eligibility for tax relief available to investors in a VCT
Registrars	Computershare Investor Services PLC
Registration Document	this document dated 7 January 2019
Regulatory Information Service	a regulatory information service approved by the FCA
Restricted Territories	Canada, Australia, Japan and South Africa
Securities Note	the securities note issued by the Companies dated 7 January 2019 in connection with the Offers
Shareholders	holders of Shares in any one or more of the Companies (and each a Shareholder)
Shares	ordinary shares of 1p each in the capital of a Company (and each a Share)
Sponsor	Howard Kennedy Corporate Services LLP
Summary	the summary issued by the Companies dated 7 January 2019 in connection with the Offers
this document	the Registration Document
UK Corporate Governance Code	the UK Corporate Governance Code issued by the Financial Reporting Council in September 2012 and, for companies with reporting periods after 1 October 2014, the edition issued in September 2014
UK GAAP	UK Generally Accepted Accounting Principles
UK Listing Authority	the FCA in its capacity as the competent authority for the purposes of Part VI of FSMA
VCT Value	the value of an investment calculated in accordance with section 278 of ITA 2007
Venture Capital Trust or VCT	a venture capital trust as defined in section 259 of ITA 2007

Directors, Manager and Advisers

Directors of Albion Development VCT PLC

Geoffrey Vero
Lyn Goleby
Ben Larkin
Patrick Reeve

Directors of Albion Technology & General VCT PLC

Neil Cross
Modwenna Rees-Mogg
Robin Archibald
Mary Anne Cordeiro
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Directors of Crown Place VCT PLC

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Ann Berresford
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