

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt as to what action you should take, you should consult your own independent financial adviser authorised under the Financial Services and Markets Act 2000 ("FSMA").**

If you have sold or transferred all of your Shares in ProVen VCT plc, please send this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into the United States, Canada, Australia or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction.

The Directors whose names appear on page 8 accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

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# **PROVEN VCT PLC**

(Incorporated in England and Wales with registered number 3911323)

**Proposals relating to the amendment of the Company's articles of association to provide for the conversion of the Company's D Shares to Ordinary Shares (to be facilitated by a bonus issue of D Shares)**

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Your attention is drawn to the letter from the Chairman of the Company set out on pages 4 to 7 which contains a recommendation to vote in favour of the Resolutions to be proposed at the General Meeting and Class Meetings.

You will find on pages 16 to 19 a notice of the General Meeting to be held on 24 October 2012 at 10.00 a.m., and notices of separate Class Meetings for each class of Share to be held on the same day, to approve the Resolutions. The General Meeting and Class Meetings will be held at 39 Earlham Street, London, WC2H 9LT. To be valid, the forms of proxy enclosed with this document for the General Meeting and Class Meetings should be returned not less than 48 hours before the General Meeting and/or Class Meetings, either by post or by hand to Beringea LLP, 39 Earlham Street, London WC2H 9LT, or electronically at [proxy@beringea.co.uk](mailto:proxy@beringea.co.uk).

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## EXPECTED TIMETABLE

Publication of Circular	25 September 2012
Latest time and date for receipt of Proxy Form for General Meeting	10.00 a.m. on 22 October 2012
Latest time and date for receipt of Proxy Form for Ordinary Share Class Meeting	10.02 a.m. on 22 October 2012
Latest time and date for receipt of Proxy Form for C Share Class Meeting	10.04 a.m. on 22 October 2012
Latest time and date for receipt of Proxy Form for D Share Class Meeting	10.06 a.m. on 22 October 2012
General Meeting	10.00 a.m. on 24 October 2012
Ordinary Share Class Meeting	10.02 a.m. on 24 October 2012 (or as soon as practicable thereafter, following the conclusion of the General Meeting including any adjournment)
C Share Class Meeting	10.04 a.m. on 24 October 2012 (or as soon as practicable thereafter, following the conclusion of the Ordinary Share Class Meeting including any adjournment)
D Share Class Meeting	10.06 a.m. on 24 October 2012 (or as soon as practicable thereafter, following the conclusion of the C Share Class Meeting including any adjournment)
D Share Calculation Date	31 August 2012
D Share Conversion Date	on or before 30 October 2012
Final posting of Ordinary Share certificates relating to the New Ordinary Shares	within 20 days of the D Share Conversion Date

If there are any significant changes to the above times and/or dates Shareholders will be notified by an announcement through a regulatory information service.

## LETTER FROM THE CHAIRMAN

**PROVEN VCT PLC**  
39 Earlham Street  
London WC2H 9LT

25 September 2012

Dear Shareholder,

### **Proposals relating to the amendment of the Company's articles of association to provide for conversion of the Company's D Shares to Ordinary Shares and a bonus issue of D Shares to facilitate the conversion**

#### **Introduction**

This Circular explains a proposal to convert the Company's D Shares to Ordinary Shares and includes a notice of a General Meeting and Class Meetings, at which the Resolution to amend the Company's articles of association to provide for the D Share Conversion will be proposed, together with a Resolution at the General Meeting to approve a bonus issue of D Shares to maintain the Company's nominal share capital on the D Share Conversion, as required under the Companies Act 2006.

The Company currently has 8,227,508 D Shares in issue, which were issued pursuant to the D Share Offers. The aggregate net asset value of the D Shares at 31 May 2012 was £7.1 million. The Company also has 52,373,705 Ordinary Shares and 12,656,363 C Shares in issue, with aggregate net asset values of £24.1 million and £12.6 million respectively, as at 31 May 2012. The C Shares are scheduled to convert into Ordinary Shares in October this year, to form an enlarged Ordinary Share class, thereby fulfilling the intention set out in the prospectus for the C Share Offer.

The prospectuses for the D Share Offers stated that the D Share funds raised would be kept separate from the Ordinary Share and C Share funds. At the time of the first D Share Offer, the prices of quoted shares had been falling and it was anticipated that this might result in a reduction in the valuation of the venture capital investments in the existing Ordinary Share and C Share portfolios. By subscribing for a new class of shares, whose funds would be kept separate from the existing portfolios, investors in the D Share Offers would be protected from this eventuality.

The D Share portfolio currently includes ten venture capital investments, eight of which are qualifying and two of which are partially qualifying and partially non-qualifying, with a cost of £3.1 million and a value of £2.8 million. It also includes liquidity funds and cash with a total value of £4.2 million. The Ordinary Share portfolio currently includes fifteen venture capital investments, eight of which are wholly qualifying, five of which are partially qualifying and partially non-qualifying and two of which are non-qualifying, with a cost of £10.5 million and a value of £13.1 million. It also includes liquidity funds and cash with a total value of £13.1 million. The C Share portfolio currently includes twenty venture capital investments, fifteen of which are wholly qualifying, four of which are partially qualifying and partially non-qualifying and one of which is non-qualifying, with a cost of £8.5 million and a value of £11.2 million. It also includes liquidity funds and cash with a total value of £0.4 million. The D Share funds have been co-invested alongside funds from the Company's other share classes and from other ProVen VCTs, in accordance with the Co-investment Agreement. Consequently, eight of the ten venture capital investments in the D Share portfolio are common to the C share portfolio and three are common to the Ordinary Share portfolio.

Circumstances have changed since the first of the D Share Offers and the Directors now believe that it would be beneficial for Shareholders if the D Share class merged with the Ordinary Share class, through a conversion of D Shares into Ordinary Shares. It is proposed that this should happen at the same time as the conversion of C Shares into Ordinary Shares in October 2012. Following these share class mergers the Company will have one class of shares, the Ordinary Shares.

One of the main benefits of the merger to Shareholders is that the enlarged Ordinary Share class will have a more diversified portfolio than any of the separate share classes do at present. Following the D Share Conversion and the C Share Conversion the combined Ordinary Share portfolio will have a total of 27 venture capital investments, which is more than the Ordinary Share portfolio, the C Share portfolio or the D Share portfolio individually have

at present. This increased diversification should lower the overall risk profile of Shareholders' investments in the Company, as poor performance by one investment will have a smaller impact on overall portfolio performance. Shareholders should note, however, that the performance of the merged share classes is likely to be different from, and could be better or worse than, how each share class would perform if the merger does not take place. The merger will also simplify reporting to Shareholders and make it easier for Shareholders to track the performance of their investment(s) in the Company. In addition, it will simplify the administration of the Company, by removing both the complication of allocating new investments between share classes in accordance with the Co-investment Agreement and the need to prepare accounts for three separate share classes.

The New Ordinary Shares created from the conversion of the D Shares will be subject to the same management arrangements as the existing Ordinary Shares, including the Ordinary Share performance incentive fee, as set out in paragraph 5.1 on page 9 of this document. The Company's current policy is to buy back D Shares at a 5% discount to net asset value, although there is no guarantee that this policy would continue if the D Share Conversion did not take place. Its policy regarding Ordinary Shares is to buy these back at a 10% discount to net asset value, although there is no guarantee that this policy will continue. The buy back policy for Ordinary Shares will also apply to the New Ordinary Shares into which the D Shares convert.

The conversion of D Shares into Ordinary Shares will take place based on the respective net asset values of the Shares as at 31 August 2012 (subject to any adjustment made by the Directors, in accordance with the New Articles, to ensure fair values are used in the calculation), providing that Force Majeure circumstances have not arisen. The D Share conversion will not, therefore, affect the value of a shareholding (although the total voting rights in the Company will increase marginally following the D Share Conversion).

The D Share Conversion is conditional upon the Resolutions being passed at the General Meeting and the Class Meetings. There can be no guarantee that this condition will be satisfied and that the benefits of the D Share Conversion will be realised.

#### **Details of the D Share Conversion**

Subject to the Resolutions being passed, there will be a bonus issue of D Shares in order to ensure that the Company's nominal share capital is not reduced by the D Share Conversion. Under the bonus issue, each D Shareholder shall, immediately prior to the D Share Conversion, be allotted a bonus issue of fully paid D Shares pro rata to every existing D Share held on the D Share Calculation Date. Following this bonus issue, the number of D Shares in issue will increase but the net asset value per D Share will decrease pro rata, such that the number of Ordinary Shares allotted to D Shareholders as a result of the D Share Conversion will remain the same. Share certificates for the D Shares allotted under the bonus issue will not be issued to D Shareholders and immediately after the bonus issue all of the D Shares in issue will be converted into New Ordinary Shares and Deferred Shares.

The bonus issue and the issue of Deferred Shares are mechanisms for effecting the D Share Conversion; the Deferred Shares will effectively have no economic value and no share certificates will be issued for them. The Deferred Shares will be repurchased by the Company immediately after the D Share Conversion.

The D Share Conversion shall take place in accordance with the following provisions:

- (i) The Directors shall procure that within 91 days of the D Share Calculation Date:
  - (a) the D Share Conversion Ratio as at the D Share Calculation Date and the numbers of New Ordinary Shares and, if applicable, Deferred Shares to which each D Shareholder shall be entitled on the D Share Conversion shall be calculated; and
  - (b) the Company's auditors shall be requested to confirm that such calculations as have been made by the Company have, in their opinion, been performed in accordance with the New Articles and are arithmetically accurate whereupon such calculations shall become final and binding on the Company and all holders of Ordinary Shares and D Shares.
- (ii) The Directors shall procure that, as soon as practicable following such information being available and in any event within 91 days of the D Share Calculation Date, a notice is sent to each D Shareholder advising such D Shareholder of the D Share Conversion Date, the D Share Conversion Ratio and the numbers of New Ordinary Shares and, if applicable, Deferred Shares to which D Shareholders will be entitled on the D Share Conversion.

- (iii) On the D Share Conversion, each D Share shall automatically convert into such number of New Ordinary Shares and, if applicable, Deferred Shares as shall be necessary to ensure that, upon the D Share Conversion being completed:
  - (a) the aggregate number of New Ordinary Shares into which the D Shares are converted equals the number of D Shares in issue on the D Share Calculation Date multiplied by the D Share Conversion Ratio, which resulting number shall, subject to the Consolidation having taken place, be divided by two (rounded down to the nearest whole New Ordinary Share); and
  - (b) D Shares which do not convert into New Ordinary Shares shall be converted into Deferred Shares.
- (iv) The New Ordinary Shares and Deferred Shares arising upon D Share Conversion shall be divided amongst the former D Shareholders pro rata according to their respective former holdings of D Shares, except that D Shareholders will not receive fractional entitlements to New Ordinary Shares, unless a D Shareholder's total entitlement to New Ordinary Shares equates to a fraction of a New Ordinary Share in which case the Directors will round up such entitlements to one whole New Ordinary Share.
- (v) Forthwith upon the D Share Conversion, the share certificates relating to the D Shares shall be cancelled and the Company shall issue to each former D Shareholder new certificates in respect of the New Ordinary Shares which have arisen upon the D Share Conversion to which he or she is entitled. Share certificates in respect of the Deferred Shares arising on the D Share Conversion will not be issued.
- (vi) Forthwith upon the D Share Conversion, the rights attaching to the D Shares under the New Articles shall lapse and those attaching to the Deferred Shares resulting from the D Share Conversion shall lapse upon the repurchase of those Deferred Shares.

By way of example, if the D Share Conversion had been effected on the basis of the most recently published net asset value per D Share (as at 31 May 2012) of 86.0p per D Share and the most recently published net asset value per Ordinary Share (as at 31 May 2012) of 49.3p per Ordinary Share, and assuming the consolidation of two Ordinary Shares into one New Ordinary Share had taken place immediately prior to Conversion (as approved at the Company's Annual General Meeting on 21 August 2012), then each D Share would convert into approximately 0.8722 New Ordinary Shares. It should be noted, however, that the actual number of New Ordinary Shares which each D Share will convert into may be higher or lower than this, and will be dependent on the net asset value per D Share and the net asset value per Ordinary Share as at the D Share Calculation Date.

### **The General Meeting and the Class Meetings**

The first Resolution (which will be proposed at the General Meeting and the Class Meetings) amends the Company's articles of association to provide for the conversion of the D Shares into Ordinary Shares on the D Share Conversion Date, as set out in the preceding section headed "Details of the D Share Conversion".

The second Resolution (which will be proposed at the General Meeting only) authorises the Directors to capitalise a sum not exceeding £1,000,000 standing to the credit of the Company's reserves and to appropriate such sum to the members of the Company by applying such sum in paying up in full at par up to 100,000,000 D Shares and to allot and issue such D Shares credited as fully paid up, up to an aggregate nominal amount of £1,000,000 to the existing holders of D Shares on a pro rata basis for each D Share held and recorded on the register of members of the Company at 5.00 p.m. on 23 October 2012.

### **New Articles**

In order to implement the conversion of D Shares into Ordinary Shares, it is proposed that the Company's Articles should be amended, to allow for such conversion on the terms set out in this Circular.

No other change is proposed to be made to the Articles.

The New Articles will be available for inspection at the offices of the Company, and also at the offices of Howard Kennedy LLP, 19 Cavendish Square, London W1A 2AW, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Circular until the date of the General Meeting and Class Meetings. The New Articles will also be available for inspection at the General Meeting and Class Meetings for at least 15 minutes before, and during, the meetings.

### **The Bonus Issue**

In order to implement the bonus issue of D Shares, it is proposed that a resolution be passed to authorise the Directors to allot and issue up to 100,000,000 D Shares as a bonus issue and to capitalise up to £1,000,000 to pay up in full the bonus issue D Shares accordingly.

### **Action to be taken in respect of the General Meeting and Class Meetings**

The Company is required to seek Shareholder Approval for the Resolutions at the General Meeting and the Class Meetings under the Companies Act 2006, the Articles and the Listing Rules. In accordance with the Act and the Articles, the separate approval at class meetings of the holders of the Ordinary Shares and the D Shares for the adoption of the New Articles as described in this Circular is also required.

Shareholders will find forms of proxy attached at the end of this document for the General Meeting and Class Meetings. Whether or not you propose to attend the General Meeting and Class Meetings, you are requested to complete and return the forms of proxy to Beringea LLP, 39 Earlham Street, London, WC2H 9LT, so as to be received not less than 48 hours before the time appointed for holding the General Meeting and Class Meetings. Completion and return of the forms of proxy will not prevent a Shareholder from attending and voting in person at the General Meeting and Class Meetings should a Shareholder wish to do so.

### **Recommendations and Intentions**

The Board considers that the D Share Conversion, the adoption of the New Articles and the proposals to allot and issue bonus D Shares in order to effect the D Share Conversion are in the best interests of the Shareholders as a whole and unanimously recommend that Shareholders vote in favour of the Resolutions at the General Meeting and that holders of the Ordinary Shares, C Shares and D Shares vote in favour of the resolutions to adopt the New Articles to be proposed at the Class Meetings. The Directors intend voting in favour of the Resolutions in respect of their own beneficial shareholdings, which, at the date of this Circular, total 54,123 Ordinary Shares, 19,635 C Shares and 5,802 D Shares (representing approximately 0.11 per cent, 0.14 per cent and 0.07 per cent of the issued Ordinary Share capital, the C Share capital and the D Share capital of the Company respectively).

Yours sincerely



**Andrew Davison**  
Chairman

## ADDITIONAL INFORMATION

### 1. Responsibility and Registered Office

The Directors, whose names appear below, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Andrew Davison (*Chairman*)  
Barry Dean  
Malcolm Moss

The registered office of the Company is 39 Earlam Street, London WC2H 9LT.

### 2. Issued Share Capital

Issued: 52,373,705 Ordinary Shares  
12,656,363 C Shares  
8,227,508 D Shares

### 3. Directors' and Other Interests

- 3.1 The interests of the Directors, or persons connected with such Directors, (all of which are beneficial unless otherwise stated) in the issued share capital of the Company as at 24 September 2012 (being the latest practicable date before publication of this Circular) were:

	Ordinary Shares	C Shares	D Shares
Andrew Davison	33,331	9,335	2,637
Barry Dean	20,792	10,300	Nil
Malcolm Moss	Nil	Nil	3,165

- 3.2 Save as disclosed above, no Director, nor (so far as is known to the relevant Director) any person connected with a Director, has any interest in the share capital of the Company.

### 4. Significant Shareholdings

As at 24 September 2012 (being the latest practicable date prior to the publication of this Circular) the Directors were not aware of any persons who were, directly or indirectly, interested in 3 per cent or more of the issued Shares.

### 5. Material Contracts

The Company has entered into the following material contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this document or which (not being contracts entered into in the ordinary course of business) contain a provision or provisions under which the Company has an obligation or entitlement which is material to it as at the date of this document.

#### 5.1 Investment Management Agreement

An investment management agreement (the "ProVen IMA") dated 9 February 2000 between the Company and the Manager, as amended by deeds of variation dated 31 May 2006, 14 November 2006, 19 November 2008, 19 November 2009 and 8 December 2011 whereby the Manager agreed to provide investment management services to the Company in respect of its portfolios of VCT qualifying investments. The ProVen IMA is terminable by either party at any time by one year's prior written notice. The ProVen IMA is subject to earlier termination in the event of, *inter alia*, a party committing a material breach of the ProVen IMA and or becoming insolvent, and by the Company if the Manager is guilty of fraud, wilful deceit or gross negligence or ceases to carry on business or materially fulfil its obligations



under the ProVen IMA or the Directors resolve that it is desirable to terminate the ProVen IMA to preserve the status of the Company as a VCT.

The Manager will receive a fee equal to 2 per cent. per annum of the net assets of the Company's Ordinary Share fund, 'C' Share fund and the D Share fund (exclusive of VAT) and, assuming certain conditions are satisfied, will be entitled to receive a further incentive fee (inclusive of VAT).

The Manager is entitled to receive a performance incentive fee in relation to the Ordinary Shares if, at the end of a financial year, the new performance value exceeds the specified hurdle, as set out in the Ordinary Share Prospectus. In this event the performance incentive fee will be equal to 20% of the amount by which the new performance value exceeds the net asset value per Ordinary Share as at 31 August 2011 (subject to certain deductions), multiplied by the average number of Ordinary Shares in issue during the relevant financial year, less the amount of any performance incentive fee already paid in relation to previous financial years starting after 29 February 2012. If the new performance value is less than or equal to the hurdle in any financial year, no performance incentive fee will be payable in respect of that financial year. The new performance incentive fee per Ordinary Share payable in relation to a financial year will be reduced, if necessary, to ensure that (i) the cumulative new performance incentive fee per Ordinary Share payable to Beringea in relation to financial years starting after 29 February 2012 does not exceed 20% of cumulative dividends per Ordinary Share paid in relation to those financial years and (ii) the net asset value per Ordinary Share at the relevant financial year end plus cumulative dividends per Ordinary Share is at least equal to the hurdle. In consideration of its performance in managing the Ordinary Share portfolio prior to the Ordinary Share Offer, the Manager will also be entitled to receive a performance incentive fee linked to the profit achieved on the future disposal of two investments from this portfolio, Espresso Group Limited and Think Limited. This performance incentive fee will be equal to 20% of the aggregate profit realised on the sale of Espresso Group Limited and Think Limited, subject to a maximum fee of £673,000 (being 20% of the aggregate unrealised profit on these investments as at 31 August 2011). The new performance incentive arrangements will apply to all Ordinary Shares in issue, including any Ordinary Shares issued pursuant to the proposed merger of the 'C' Shares and the Ordinary Shares. All fees paid under the new performance incentive arrangements will be inclusive of VAT, if applicable.

No incentive fee will be paid in respect of the 'C' Share fund unless the Company has returned to investors in aggregate an amount equal to 25p in the £1 of the funds raised under the 2006 Offer and the performance value per 'C' Share, as set out in the Ordinary Share Prospectus, is at least 130p. If, in relation to a financial year starting on or after 1 March 2010, the Company has achieved these targets, the Manager will be entitled to receive an incentive fee based on cumulative dividends paid from 1 March 2010. This will be equal to 33 per cent. of the cumulative dividends paid from 1 March 2010 over and above 3p per 'C' Share per annum but less than 6p per 'C' Share per annum plus 20 per cent. of the cumulative dividends paid from 1 March 2010 in excess of 6p per 'C' Share per annum, less the amount of any incentive fee previously paid to the Manager. After the conversion of the 'C' Shares into new Ordinary Shares, these new Ordinary Shares will become subject to the performance incentive fee arrangements applying to the existing Ordinary Shares.

In relation to the D share fund, provided the performance value, as set out in the Ordinary Share Prospectus, is at least 130 pence per D share and the Company has returned to investors under the D share linked offer by the Company and ProVen Growth & Income VCT plc dated 20 November 2008 (the "First D Share Linked Offer") in aggregate an amount equal to 25p in the £1 of the funds raised under the First D Share Linked Offer then, in relation to a financial year starting on or after 1 March 2012, the Manager will be entitled to receive an incentive fee (inclusive of VAT, if applicable) equal to: (i) 33 per cent. of the cumulative dividends paid in relation to financial years starting on or after 1 March 2012 over and above 3p per D share per annum but less than 6p per D share per annum; plus (ii) 20 per cent. of the cumulative dividends paid in relation to financial years starting on or after 1 March 2012 in excess of 6p per D share per annum, less the cumulative amount of any incentive fee previously paid to the Manager in relation to the D shares for the financial years starting on or after 1 March 2012. The amount paid to the Manager in any one year pursuant to the performance incentive fee cannot exceed 20 per cent of the dividends paid to shareholders in that year.

If the ProVen IMA is terminated at any time by the Company in circumstances in which the Manager is not at fault, the Manager will receive the following percentage of the performance incentive fees in relation to the Ordinary Share fund, the 'C' Share fund and the net assets of the investment fund of the Company comprised of the subscription monies raised under the D Share Offers that it would otherwise

have been entitled to had the agreement not be so terminated, in relation to the following periods: 100 per cent. in relation to the financial year in which the termination date falls; 75 per cent. in relation to the following financial year; 50 per cent. in relation to the next financial year; and 25 per cent. in relation to the next financial year. Such payments will become payable on the dates when the relevant performance incentive fees would have become payable had the ProVen IMA not been so terminated.

If the ProVen IMA is terminated, prior to 29 February 2013, by the Company in circumstances in which the Manager is not at fault, then the Manager will also receive compensation equivalent to 2 per cent. per annum of the net assets of the investment fund of the Company comprised of the subscription monies raised under the D share linked offer by the Company and ProVen Growth & Income VCT plc dated 20 November 2009 (the "Second D Share Linked Offer") for the period from the date of termination until 28 February 2013 (pro rata in the financial period in which termination takes place), such compensation to be calculated, and to be payable, on the termination date.

The annual running costs of the Company are capped at 3.25 per cent. of its net assets; any excess will either be paid by the Manager or refunded by way of a reduction to its fees.

## 5.2 **Administration Agreement**

An administration and advisory agreement (the "ProVen Administration Agreement") dated 31 May 2006, as amended by deeds of variation dated 19 November 2008 and 19 November 2009, whereby Downing Management Services Limited ("DMS") provides certain administration services, financial advisory services and services in connection with share repurchases to the Company, for an annual fee of £38,000 (plus VAT and increases in the Retail Prices Index). The ProVen Administration Agreement commenced on 31 May 2006 and is for a minimum period of three years, thereafter terminable by either party at any time by one year's prior written notice, subject to earlier termination by either party in the event of, *inter alia*, the other becoming insolvent or committing a material breach of the ProVen Administration Agreement and, by the Company if, *inter alia*, it ceases to be a VCT for tax purposes, or if DMS is materially unable to carry out its obligations. The ProVen Administration Agreement contains provisions whereby the Company indemnifies DMS against any liability, not due to its default, in respect of any negligence or fraud.

Pursuant to the deed of variation dated 19 November 2008 the ProVen Administration Agreement was amended so as to increase the annual fees payable to DMS by an amount equal to 0.1% of the gross proceeds of the First D Share Linked Offer (plus VAT and increases in the Retail Prices Index), subject to a minimum amount of £5,000 (plus VAT and increases in the Retail Prices Index), in relation to the financial years of the Company starting on 1 March 2009.

Pursuant to the deed of variation dated 19 November 2009, the ProVen Administration Agreement was amended so that the annual fees mentioned in the paragraph above were also to include the gross proceeds of the Second D Share Linked Offer.

In June 2011, DMS transferred its business to a limited liability partnership, Downing LLP, and the Administration Agreement with DMS was novated to Downing LLP. The terms of the agreement, and services provided by Downing LLP are identical to those provided under the original agreement.

## 5.3 **Downing Corporate Finance Incentive Fee Deed**

A deed relating to the performance incentive fee arrangements payable to Downing Corporate Finance Limited ("DCF") dated 31 May 2006 between the Company, the Manager and DCF (the "DCF Deed") whereby the Company agreed to pay DCF a proportion of the performance incentive fee which relates to Beringea's performance of its services pursuant to the ProVen IMA.

If, in relation to a financial year starting on or after 1 March 2006, the Company has achieved the targets set out at paragraph 5.1 above, DCF will be entitled to receive an incentive fee (inclusive of VAT) equal to 9 per cent. of (i) 33 per cent. of the cumulative dividends paid from 1 March 2006 over and above 3 pence per Ordinary Share per annum but less than 6 pence per Ordinary Share per annum; plus (ii) 20 per cent. of the cumulative dividends paid from 1 March 2006 in excess of 6 pence per Ordinary Share per annum, less the amount of any incentive fee previously paid to DCF.

This deed was varied on 13 April 2012 to reflect the new performance incentive arrangements payable to the Manager, as set out at paragraph 5.1 above.

The DCF Deed was also novated to Downing LLP. The terms of the agreement, and services provided by Downing LLP are identical to those provided under the original agreement.

#### 5.4 ***Directors' Letters of Appointment***

Letters of appointment between the Company and each of its Directors, dated 9 February 2000 in the case of Andrew Davison, 10 May 2006 in the case of Barry Dean and 1 October 2008 in the case of Malcolm Moss, under which each Director is required to devote such time to the affairs of the Company as the Board reasonably requires consistent with his role as a non-executive Director. The letters are terminable on 3 months notice either side.

#### 5.5 ***Co-investment Agreement***

A co-investment agreement (the "Co-investment Agreement") dated 17 October 2011, as amended by a deed of variation date 22 June 2012, between the Company, ProVen Growth & Income VCT plc, ProVen Health VCT plc and ProVen Planned Exit VCT plc under which the Company will co-invest the funds raised under the Ordinary Share Offer alongside the Company's other share funds, Proven Growth & Income VCT plc, ProVen Planned Exit VCT plc and ProVen Health VCT plc, which are also managed by Beringea (the Company, Proven Growth & Income VCT plc, ProVen Planned Exit VCT plc and ProVen Health VCT plc together the "Companies").

New investments which meet the Company's investment strategy will be offered first to the Company, ProVen Growth & Income VCT plc and ProVen Health VCT plc. These investments will generally be apportioned to the various share pools pro-rata in the order in which they were raised and where they do not currently meet the 70% test.

Investments which meet the investment policy of ProVen Planned Exit VCT plc will normally be offered first to ProVen Planned Exit VCT plc.

For each follow-on investment, the amount to be invested will be offered first to those share classes of the Companies that already have an investment in the target company, pro-rata to their existing investment.

#### 5.6 ***2011 Offer Agreements***

##### (i) ***2011 HK Offer Agreement***

An offer agreement (the "2011 HK Offer Agreement") dated 8 December 2011 between the Company (1), the Directors (2), Howard Kennedy (3), Beringea (4) and Beringea LLC (5) whereby Howard Kennedy agreed to act as sponsor to the Ordinary Share Offer.

Under the 2011 HK Offer Agreement, which may be terminated by Howard Kennedy in certain circumstances of breach, the Company, and the Directors have given certain limited warranties to Howard Kennedy. The Company has also agreed to indemnify Howard Kennedy in respect of its role as sponsor and in respect of certain losses arising under the 2011 HK Offer Agreement. As is customary for an agreement of this nature, the 2011 HK Offer Agreement may be terminated if any statement in the Ordinary Share Prospectus is untrue, any material omission from the Ordinary Share Prospectus arises or any breach of warranty occurs. The Manager's ultimate parent, Beringea LLC, has guaranteed the Manager's liability under the 2011 HK Offer Agreement.

##### (ii) ***2011 Beringea Offer Agreement***

An offer agreement (the "2011 Beringea Offer Agreement") dated 8 December 2011 between the Company (1), the Directors (2), Beringea (3) and Beringea LLC (4) whereby Beringea agreed to use its reasonable endeavours to procure subscribers for Ordinary Shares under the Ordinary Share Offer. The Manager is to receive 5.5% of the gross proceeds of the Ordinary Share Offer, together with an annual commission of 0.2% of gross funds raised for a period of 5 years, out of which it

has agreed to pay the costs of the Ordinary Share Offer, including professional fees, marketing expenses and commission to authorised financial advisors.

The 2011 Beringea Offer Agreement may be terminated by Beringea in certain circumstances of breach. As is customary for an agreement of this nature, the 2011 Beringea Offer Agreement may be terminated if any statement in the Ordinary Share Prospectus is untrue, any material omission from the Ordinary Share Prospectus arises or any breach of warranty occurs. The Manager's ultimate parent, Beringea LLC, has guaranteed the Manager's liability under the 2011 Beringea Offer Agreement.

## **6. Directors' Service Contracts and Remuneration**

None of the Directors has a service contract with the Company and no such contract is proposed. The services of the Directors are provided to the Company pursuant to letters of appointment each of which is terminable upon 3 months' notice given by either party at any time.

The Directors each receive annual fees as follows:

	<i>£'000</i>
Andrew Davison	30.0
Barry Dean	22.5
Malcolm Moss	15.0
	<hr/>
	67.5

## **7. Unusual/Significant Transactions**

Beringea, of which Malcolm Moss is a member, acted as promoter for the Offers for Subscription of the Company dated 11 January 2011 and 8 December 2011 and agreed to underwrite the costs of these Offers in return for a fee of 5.5% of the monies raised, which amounted to a total of £101,000 in the year ended 29 February 2012 (2011: £220,000). Beringea was also the Company's investment manager during the year ended 29 February 2012. The total fees relating to this service, together with performance incentive fees due in the year under the agreement, amounted to £1,233,000 (2011: £967,000) (all inclusive of VAT), of which £441,000 (2011: £176,000) was outstanding at the year end.

Save as disclosed above, no Director has any interest in any transaction which is or was unusual in its nature or conditions or is or was significant to the business of the Company and which was effected by the Company during the current financial period or during an earlier financial year and remains in any respect outstanding or unperformed.

## **8. Significant Changes**

Save as disclosed in the published annual report and accounts of the Company and the interim management statement released on 19 July 2012 (relating to a tender offer, details of which are set out below), there has been no significant change in the trading or financial position of the Company since 29 February 2012, the date to which the latest annual accounts of the Company were prepared.

## **9. Tender Offer**

On 26 June 2012 the Company published proposals for a tender offer ("Tender Offer") for the Company to purchase up to 3,338,475 of its 'C' Shares at 87.4p per 'C' Share. Applications to tender 1,198,996 C Shares, representing approximately 8.60% of the Company's issued C Share capital as at the tender offer record date, were received by the deadline of 1.00 p.m. on 3 August 2012. Accordingly, all tender applications were satisfied in full. In accordance with the terms of the Tender Offer, the C Shares were purchased by the Company on 30 August 2012, at a tender price of 87.4p per C Share, being the net asset value per C Share as at 31 May 2012.

**10. General**

As at 24 September 2012 (being the latest practicable date before publication of this Circular), no share or loan capital of the Company is under option or warrant or agreed, conditionally or unconditionally, to be put under option or warrant.

**11. Documents Available for Inspection**

Copies of the following documents will be available for inspection from the date of this Circular until the conclusion of the General Meeting and Class Meetings during normal business hours and on any weekday (Saturdays and public holidays excepted) at the registered office of the Company at 39 Earlham Street, London WC2H 9LT:

11.1 the audited accounts of the Company for the year ended 29 February 2012;

11.2 the New Articles; and

11.3 this Circular.

Dated 25 September 2012

## DEFINITIONS

"Articles"	the articles of association of the Company as at the date of this Circular;
"Beringea" or "the Manager"	Beringea LLP;
"Board" or "Directors"	Andrew Davison, Barry Dean and Malcolm Moss;
"C Shares"	the C ordinary shares of 25p in the capital of the Company;
"C Share Conversion"	the conversion of the C Shares into Ordinary Shares in accordance with article 182 of the Company's articles of association;
"C Share Offer"	the offer for subscription for C Shares launched by the Company in November 2006;
"the Circular"	this document;
"Class Meetings"	the class meetings of the holders of Ordinary Shares, C Shares and D Shares to be held on 24 October 2012 (or any adjournment thereof);
"the Co-investment Agreement"	the co-investment agreement between the Proven VCTs, details of which are set out on page 11 of this document;
"the Company"	ProVen VCT plc, registered with the Registrar of Companies of England and Wales with registered number 3911323 and whose registered office is 39 Earlham Street, London WC2H 9LT;
"Consolidation"	the consolidation of ordinary shares of 5p each of the Company into ordinary shares of 10p each, which is proposed to take place immediately prior to the C Share Conversion and the D Share Conversion;
"Conversions"	a C Share Conversion or a D Share Conversion, as appropriate
"CREST"	the relevant system (as defined in the Regulations) in respect of which Euroclear is the Operator (as defined in the Regulations);
"Deferred Shares"	means deferred shares of 1p each in the capital of the Company arising on a D Share Conversion;
"D Shares"	the D ordinary shares of 1p in the capital of the Company;
"D Shareholder"	a holder of D Shares;
"D Share Calculation Date"	31 August 2012 unless prior to that date the Directors have either resolved that: <ul style="list-style-type: none"> <li>(i) Force Majeure Circumstances have arisen or are imminent, in which event the D Share Calculation Date is close of business on the day on which the Directors so resolve; or</li> <li>(ii) in their opinion, it is in the best interests of Shareholders that the D Share Calculation Date should be a different date, in which event the D Share Calculation Date is close of business on such other day as the Directors resolve to be in the best interest of the Shareholders;</li> </ul>
"D Share Conversion"	the conversion of the D Shares in accordance with Article 183 of the New Articles;
"D Share Conversion Date"	means a date following after the D Share Calculation Date, being a business day as may be selected by the Directors and falling not more than 91 days after the D Share Calculation Date;

"D Share Conversion Ratio"	<p>means the ratio of the net asset value per D Share to the net asset value per Ordinary Share, which is calculated as:</p> $\frac{A}{B}$ <p>Where</p> <p>A is the net asset value per D Share as at the D Share Calculation Date calculated in accordance with the Company's usual accounting policies and adjusted for any amounts as the Directors may consider appropriate so as to be a fair value to be used in the conversion</p> <p>B is the net asset value per Ordinary Share as at the D Share Calculation Date calculated in accordance with the Company's usual accounting policies and adjusted for any amounts as the Directors may consider appropriate so as to be a fair value to be used in the conversion;</p>
"D Share Offers"	the offers for subscription for D Shares launched by the Company in November 2008 and November 2009;
"Force Majeure Circumstances"	<p>(i) any political and/or economic circumstances and/or actual or anticipated changes in fiscal or other legislation which, in the reasonable opinion of the Directors, renders a variation to the timing of the D Share Conversion necessary or desirable or</p> <p>(ii) the convening of any general meeting of the Company at which a resolution is to be proposed to wind-up the Company;</p>
"General Meeting" or "GM"	the general meeting of the Company to be held on 24 October 2012 (or any adjournment thereof);
"New Articles"	the articles of association of the Company proposed to be adopted at the General Meeting and Class Meetings;
"New Ordinary Shares"	means the new Ordinary Shares arising on a D Share Conversion;
"Ordinary Share Offer"	the offers for subscription in the 2011/12 and 2012/13 tax years to raise up to £15,000,000 by way of an issue of new Ordinary Shares;
"Ordinary Share Prospectus"	the prospectus issued by the Company in connection with the Ordinary Share Offer;
"Ordinary Shares"	ordinary shares of 5p each in the capital of the Company;
"ProVen VCTs"	the Company, ProVen Growth & Income VCT plc, ProVen Health VCT plc and ProVen Planned Exit VCT plc;
"Resolutions"	the special resolutions to be proposed at the General Meeting and Class Meetings approving the adoption of a new set of articles of association for the Company and authorising a bonus issue of D Shares;
"Shareholders"	holders of Shares;
"Shares"	Ordinary Shares, C Shares and D Shares.

## Notice of the General Meeting of ProVen VCT plc

**NOTICE IS HEREBY GIVEN** that a General Meeting of ProVen VCT plc will be held at 39 Earlham Street, London, WC2H 9LT at 10.00 a.m. on 24 October 2012 to consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions:

### *Special Resolutions*

1. THAT the articles of association produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
2. THAT subject to the passing of resolution 1, immediately prior to the D Share Conversion, as defined in the Company's articles of association, the Directors be and are hereby authorised to:
  - (i) capitalise a sum not exceeding £1,000,000 standing to the credit of the Company's reserves and to appropriate such sum to the members of the Company by applying such sum in paying up, in full at par, up to 100,000,000 D Shares of 1p each in the capital of the Company ( 'D Shares'); and
  - (ii) pursuant to Section 551 of the Companies Act 2006 to allot and issue such D Shares credited as fully paid up, up to an aggregate nominal amount of £1,000,000 to the existing holders of D Shares on a pro rata basis for each D Share held and recorded on the register of members of the Company at 5.00 p.m. on 23 October 2012 (or such other time and/or date as the Directors may determine), provided that the authority hereby conferred shall expire on the date that is 3 months from the date of the passing of this resolution.; and
  - (iii) to do all acts and things they may consider necessary or desirable to give effect to this resolution and to satisfy any entitlement to D Shares howsoever arising.

By order of the Board

**Grant Whitehouse**  
Secretary

Registered Office:

39 Earlham Street  
London WC2H 9LT

Information regarding the General Meeting, including the information required by section 311A of the Act, is available from [www.provenvcts.co.uk](http://www.provenvcts.co.uk).

25 September 2012

**Note: Please see the notes set out on pages 20 to 22 which contain important information about the General Meeting**



## **Notice of class meeting of holders of Ordinary Shares of ProVen VCT plc**

**NOTICE IS HEREBY GIVEN** that a class meeting of holders of Ordinary Shares in ProVen VCT plc will be held at 39 Earlham Street, London, WC2H 9LT at 10.02 a.m. on 24 October 2012 (or as soon as practicable thereafter as the General Meeting has concluded or adjourned) to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

### *Special Resolution*

THAT the articles of association produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

By order of the Board

### **Grant Whitehouse**

Secretary

Registered Office:

39 Earlham Street  
London WC2H 9LT

Information regarding the Class Meeting, including the information required by section 311A of the Act, is available from [www.provenvcts.co.uk](http://www.provenvcts.co.uk).

25 September 2012

**Note: Please see the notes set out on pages 20 to 22 which contain important information about the Class Meeting**

## **Notice of class meeting of holders of C Shares of ProVen VCT plc**

**NOTICE IS HEREBY GIVEN** that a class meeting of holders of C Shares in ProVen VCT plc will be held at 39 Earlham Street, London, WC2H 9LT at 10.04 a.m. on 24 October 2012 (or as soon as practicable thereafter as the Ordinary Share Class Meeting has concluded or adjourned) to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

### *Special Resolution*

THAT the articles of association produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

By order of the Board

### **Grant Whitehouse**

Secretary

Registered Office:

39 Earlham Street  
London WC2H 9LT

Information regarding the Class Meeting, including the information required by section 311A of the Act, is available from [www.provenvcts.co.uk](http://www.provenvcts.co.uk).

25 September 2012

**Note: Please see the notes set out on pages 20 to 22 which contain important information about the Class Meeting**

## **Notice of class meeting of holders of D Shares of ProVen VCT plc**

**NOTICE IS HEREBY GIVEN** that a class meeting of holders of D Shares in ProVen VCT plc will be held at 39 Earlham Street, London, WC2H 9LT at 10.06 a.m. on 24 October 2012 (or as soon as practicable thereafter as the C Share Class Meeting has concluded or adjourned) to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

### *Special Resolution*

THAT the articles of association produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

By order of the Board

### **Grant Whitehouse**

Secretary

Registered Office:

39 Earlham Street  
London WC2H 9LT

Information regarding the Class Meeting, including the information required by section 311A of the Act, is available from [www.provenvcts.co.uk](http://www.provenvcts.co.uk).

25 September 2012

**Note: Please see the notes set out on pages 20 to 22 which contain important information about the Class Meeting**

## **Notes for the notice of General Meeting and notices of Class Meetings**

- (a) Any member of the Company entitled to attend and vote at the General Meeting and Class Meetings is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the General Meeting and Class Meetings provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the General Meeting and/or Class Meetings in order to represent his appointor. A member entitled to attend and vote at the General Meeting may appoint the Chairman or another person as his proxy although the Chairman will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chairman) and give instructions directly to that person. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in these Notes. Please read Note (h) below. Under section 319A of the Companies Act 2006, the Company must answer any question a member asks relating to the business being dealt with at the General Meeting and/or Class Meetings unless:
- answering the question would interfere unduly with the preparation for the General Meeting and/or Class Meetings or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the General Meeting and/or Class Meetings that the question be answered.
- (b) To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to Beringea LLP, 39 Earlham Street, London, WC2H 9LT, or electronically at [proxy@beringea.co.uk](mailto:proxy@beringea.co.uk), in each case not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the General Meeting and/or Class Meetings or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.
- (c) In order to revoke a proxy instruction a member will need to inform the Company using one of the following methods:
- a. by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to Beringea LLP, 39 Earlham Street, London, WC2H 9LT. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
  - b. by sending an e-mail to [proxy@beringea.co.uk](mailto:proxy@beringea.co.uk).
- In either case the revocation notice must be received by Beringea LLP before the General Meeting and/or Class Meetings or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note (d) directly below, the proxy appointment will remain valid.
- (d) Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the General Meeting and/or Class Meetings in person, the proxy appointment will automatically be terminated.

- (e) Copies of the Directors' Letters of Appointment, the Register of Directors' interests in the Ordinary Shares of the Company, a copy of the amended articles of association (marked up to show the proposed changes) and a copy of the current articles of association will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday and Public Holidays excluded) from the date of this notice, until the end of the General Meeting and Class Meetings for at least 15 minutes prior to and during the relevant meeting.
- (f) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those holders of the Company's shares registered on the Register of Members of the Company as at 10.00 a.m. on 22 October 2012 or, in the event that the General Meeting and/or a Class Meeting is adjourned, on the Register of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the said General Meeting and/or Class Meetings in respect of such shares registered in their name at the relevant time. Changes to entries on the Register of Members after 10.00 a.m. on 22 October 2012 or, in the event that the General Meeting and/or a Class Meeting is adjourned, on the Register of Members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and vote at the General Meeting and/or Class Meeting.
- (g) As at 24 September 2012, the Company's issued share capital comprised 52,373,705 Ordinary Shares, 12,656,366 C Shares and 8,277,508 D Shares. The total number of voting rights in the Company as at 24 September 2012 is 73,257,576. Information on the number of Shares and voting rights can be found at [www.provenvcts.co.uk](http://www.provenvcts.co.uk).
- (h) If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights ("Nominated Person"):
- You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights ("Relevant Member") to be appointed or to have someone else appointed as a proxy for the General Meeting and/or Class Meetings;
  - If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights;
  - Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.
- (i) A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
- (j) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting and/or Class Meetings.
- (k) Members may not use any electronic address provided either in this notice of General Meeting and/or Class Meetings, or any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.
- (l) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) not less than 48 hours (excluding weekends and public holidays) before the time of the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

## FORM OF PROXY

### ProVen VCT plc

For use at the General Meeting of the above-named Company to be held on 24 October 2012, at 39 Earlham Street, London, WC2H 9LT at 10.00 a.m.

I/ We\* .....  
(in BLOCK CAPITALS please)

of .....

being the holder(s) of Ordinary Shares of 5p/C Shares of 25p/D Shares of 1p each in the above-named Company, hereby appoint the Chairman of the General Meeting (see note 2)

or .....

of .....

as my/our\* proxy to attend for me/us\* on my/our\* behalf at the General Meeting of the Company to be held at 39 Earlham Street, London, WC2H 9LT at 10.00 a.m. on 24 October 2012 or at any adjournment thereof.

I/ We\* desire to vote on the resolutions as indicated in the appropriate column below. Please indicate with an "X" how you wish your vote to be cast.

Details of the resolutions are set out in the Notice of the General Meeting.

	FOR	AGAINST	WITHHELD
<b>SPECIAL RESOLUTIONS</b>			
1. To adopt the new articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the bonus issue of D Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature (s)

Date

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#### Notes:

1. The Notice of the General Meeting is set out on page 16 of the Circular.
2. Any member of the Company entitled to attend and vote at the General Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the General Meeting in order to represent his appointor. A member entitled to attend and vote at the General Meeting may appoint the Chairman or another person as his proxy although the Chairman will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chairman) and give instructions directly to that person.
3. If you wish to appoint a proxy of your own choice delete the words "the Chairman of the General Meeting" and insert the name and address of the person whom you wish to appoint in the space provided.
4. Any alterations to the Form of Proxy should be initialled.



5. To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to Beringea LLP, 39 Earlham Street, London, WC2H 9LT or electronically at proxy@beringea.co.uk, in each case not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the General Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.
6. In order to revoke a proxy instruction a member will need to inform the Company using one of the following methods:
  - a. by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to Beringea LLP, 39 Earlham Street, London, WC2H 9LT. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
  - b. by sending an e-mail to proxy@beringea.co.uk.

In either case the revocation notice must be received by Beringea LLP before the General Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note 9 below, the proxy appointment will remain valid.
7. In the case of a corporation, this form must be executed under its common seal or signed on its behalf by its attorney or a duly authorised officer of the corporation.
8. In the case of joint shareholders, any one of them may sign. The vote of the person whose name stands first in the register of members will be accepted to the exclusion of the votes of the other joint holders.
9. Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the General Meeting in person, the proxy appointment will automatically be terminated.
10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

\* Delete as appropriate



## FORM OF PROXY

### ProVen VCT plc

For use at the Class Meeting of holders of Ordinary Shares of the above-named Company to be held on 24 October 2012, at 39 Earlham Street, London, WC2H 9LT at 10.02 a.m. (or as soon as practicable thereafter as the General Meeting has concluded or adjourned).

I/ We\* .....  
(in BLOCK CAPITALS please)

of .....

being the holder(s) of Ordinary Shares of 5p each in the above-named Company, hereby appoint the Chairman of the Class Meeting (see note 2)

or .....

of .....

as my/our\* proxy to attend for me/us\* on my/our\* behalf at the Class Meeting of the holders of Ordinary Shares of the Company to be held at 39 Earlham Street, London, WC2H 9LT at 10.02 a.m. on 24 October 2012 (or as soon as practicable thereafter as the General Meeting has concluded or adjourned) or at any adjournment thereof.

I/ We\* desire to vote on the resolutions as indicated in the appropriate column below. Please indicate with an "X" how you wish your vote to be cast.

Details of the resolutions are set out in the Notice of the Class Meeting.

#### SPECIAL RESOLUTION

1. To adopt the new articles of association

**FOR                  AGAINST                  WITHHELD**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Signature (s)

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Date

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#### Notes:

1. The Notice of the Class Meeting of holders of Ordinary Shares in the Company is set out on page 17 of the Circular.
2. Any member of the Company entitled to attend and vote at the Class Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the Class Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the Class Meeting in order to represent his appointor. A member entitled to attend and vote at the Class Meeting may appoint the Chairman or another person as his proxy although the Chairman will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chairman) and give instructions directly to that person.
3. If you wish to appoint a proxy of your own choice delete the words "the Chairman of the Class Meeting" and insert the name and address of the person whom you wish to appoint in the space provided.
4. Any alterations to the Form of Proxy should be initialled.



5. To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to Beringea LLP, 39 Earlham Street, London, WC2H 9LT or electronically at proxy@beringea.co.uk, in each case not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the Class Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.
6. In order to revoke a proxy instruction a member will need to inform the Company using one of the following methods:
  - a. by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to Beringea LLP, 39 Earlham Street, London, WC2H 9LT. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
  - b. by sending an e-mail to proxy@beringea.co.uk.

In either case the revocation notice must be received by Beringea LLP before the Class Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note 9 below, the proxy appointment will remain valid.
7. In the case of a corporation, this form must be executed under its common seal or signed on its behalf by its attorney or a duly authorised officer of the corporation.
8. In the case of joint shareholders, any one of them may sign. The vote of the person whose name stands first in the register of members will be accepted to the exclusion of the votes of the other joint holders.
9. Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the Class Meeting in person, the proxy appointment will automatically be terminated.
10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Class Meeting.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

\* Delete as appropriate

## FORM OF PROXY

### ProVen VCT plc

For use at the Class Meeting of holders of C Shares of the above-named Company to be held on 24 October 2012, at 39 Earlham Street, London, WC2H 9LT at 10.04 a.m. (or as soon as practicable thereafter as the Ordinary Share Class Meeting has concluded or adjourned).

I/ We\* .....  
(in BLOCK CAPITALS please)

of .....

being the holder(s) of C Shares of 25p each in the above-named Company, hereby appoint the Chairman of the Class Meeting (see note 2)

or .....

of .....

as my/our\* proxy to attend for me/us\* on my/our\* behalf at the Class Meeting of the holders of C Shares of the Company to be held at 39 Earlham Street, London, WC2H 9LT at 10.04 a.m. on 24 October 2012 (or as soon as practicable thereafter as the Ordinary Share Class Meeting has concluded or adjourned) or at any adjournment thereof.

I/ We\* desire to vote on the resolutions as indicated in the appropriate column below. Please indicate with an "X" how you wish your vote to be cast.

Details of the resolutions are set out in the Notice of the Class Meeting.

#### SPECIAL RESOLUTION

1. To adopt the new articles of association

**FOR                  AGAINST                  WITHHELD**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature (s)

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Date

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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#### Notes:

1. The Notice of the Class Meeting of holders of C Shares in the Company is set out on page 18 of the Circular.
2. Any member of the Company entitled to attend and vote at the Class Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the Class Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the Class Meeting in order to represent his appointor. A member entitled to attend and vote at the Class Meeting may appoint the Chairman or another person as his proxy although the Chairman will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chairman) and give instructions directly to that person.
3. If you wish to appoint a proxy of your own choice delete the words "the Chairman of the Class Meeting" and insert the name and address of the person whom you wish to appoint in the space provided.
4. Any alterations to the Form of Proxy should be initialled.



5. To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to Beringea LLP, 39 Earlham Street, London, WC2H 9LT or electronically at proxy@beringea.co.uk, in each case not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the Class Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.
6. In order to revoke a proxy instruction a member will need to inform the Company using one of the following methods:
  - a. by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to Beringea LLP, 39 Earlham Street, London, WC2H 9LT. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
  - b. by sending an e-mail to proxy@beringea.co.uk.

In either case the revocation notice must be received by Beringea LLP before the Class Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note 9 below, the proxy appointment will remain valid.
7. In the case of a corporation, this form must be executed under its common seal or signed on its behalf by its attorney or a duly authorised officer of the corporation.
8. In the case of joint shareholders, any one of them may sign. The vote of the person whose name stands first in the register of members will be accepted to the exclusion of the votes of the other joint holders.
9. Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the Class Meeting in person, the proxy appointment will automatically be terminated.
10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Class Meeting.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

\* Delete as appropriate

## FORM OF PROXY

### ProVen VCT plc

For use at the Class Meeting of holders of D Shares of the above-named Company to be held on 24 October 2012, at 39 Earlham Street, London, WC2H 9LT at 10.06 a.m. (or as soon as practicable thereafter as the C Share Class Meeting has concluded or adjourned).

I/ We\* .....  
(in BLOCK CAPITALS please)

of .....

being the holder(s) of D Shares of 1p each in the above-named Company, hereby appoint the Chairman of the Class Meeting (see note 2)

or .....

of .....

as my/our\* proxy to attend for me/us\* on my/our\* behalf at the Class Meeting of the holders of D Shares of the Company to be held at 39 Earlham Street, London, WC2H 9LT at 10.06 a.m. on 24 October 2012 (or as soon as practicable thereafter as the C Share Class Meeting has concluded or adjourned) or at any adjournment thereof.

I/ We\* desire to vote on the resolutions as indicated in the appropriate column below. Please indicate with an "X" how you wish your vote to be cast.

Details of the resolutions are set out in the Notice of the Class Meeting.

#### SPECIAL RESOLUTION

1. To adopt the new articles of association

**FOR**      **AGAINST**      **WITHHELD**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature (s)

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Date

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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#### Notes:

1. The Notice of the Class Meeting of holders of D Shares in the Company is set out on page 19 of the Circular.
2. Any member of the Company entitled to attend and vote at the Class Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the Class Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the Class Meeting in order to represent his appointor. A member entitled to attend and vote at the Class Meeting may appoint the Chairman or another person as his proxy although the Chairman will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chairman) and give instructions directly to that person.
3. If you wish to appoint a proxy of your own choice delete the words "the Chairman of the Class Meeting" and insert the name and address of the person whom you wish to appoint in the space provided.
4. Any alterations to the Form of Proxy should be initialled.



5. To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to Beringea LLP, 39 Earlham Street, London, WC2H 9LT or electronically at proxy@beringea.co.uk, in each case not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the Class Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.
6. In order to revoke a proxy instruction a member will need to inform the Company using one of the following methods:
  - a. by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to Beringea LLP, 39 Earlham Street, London, WC2H 9LT. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
  - b. by sending an e-mail to proxy@beringea.co.uk.

In either case the revocation notice must be received by Beringea LLP before the Class Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note 9 below, the proxy appointment will remain valid.
7. In the case of a corporation, this form must be executed under its common seal or signed on its behalf by its attorney or a duly authorised officer of the corporation.
8. In the case of joint shareholders, any one of them may sign. The vote of the person whose name stands first in the register of members will be accepted to the exclusion of the votes of the other joint holders.
9. Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the Class Meeting in person, the proxy appointment will automatically be terminated.
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\* Delete as appropriate



