



## PROVEN VCT PLC

### ORDINARY SHARES

Top-up Offer for Subscription

Tax year 2017-18



Managed by  
BERINGEA LLP

## **THIS DOCUMENT IS IMPORTANT.**

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

Your attention is drawn, in particular, to the Risk Factors set out on pages 4 and 5.

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# RISK FACTORS

As a prospective Investor, there are a number of risk factors you should be aware of before investing in New Ordinary Shares. Prospective Investors should read the whole of this Document and not rely solely on the information in the section entitled “Risk Factors”.

The Directors consider the following risks to be material for potential Investors, but the risks listed below do not necessarily comprise all those associated with an investment in the Company and are not set out in order of priority. Additional risks and uncertainties currently unknown to the Company and the Directors (such as changes in legal, regulatory or tax requirements), or which the Company and the Directors currently believe are immaterial, may also have a materially adverse effect on the financial condition or prospects of the Company or the trading price of the New Ordinary Shares.

The attention of Investors is drawn specifically to the following risk factors:

- Prospective Investors should be aware that the value of the New Ordinary Shares may fluctuate and an Investor may not receive back the full amount originally invested.
- Levels, bases of, and relief from, taxation are subject to change. Such changes could be retrospective. The tax reliefs described are based on current legislation, practice and interpretation. The ability of Investors to secure the tax reliefs available to investors in VCTs depends on their individual circumstances.
- Changes in legislation concerning VCTs in general, and Qualifying Investments and Qualifying Trades in particular, may restrict or adversely affect the ability of the Company to meet its objectives, and may reduce the returns to Investors.
- There can be no assurances that the Company will meet its objectives. The Company will face competition for investment opportunities and there can be no assurance that sufficient suitable investment opportunities will be identified.
- It is the intention of the Directors that the Company be managed so as to qualify as a VCT, but there can be no guarantee that such status will be maintained. If the Company fails to meet the qualifying requirements for VCTs, this could result in adverse tax consequences for Investors, including being required to repay the 30% income tax relief.
- Where the European Commission believes that Risk Finance State Aid has been provided which is not in accordance with The Risk Finance Guidelines, they may require the UK Government to recover that Risk Finance State Aid. There is currently no mechanism in place for this, but recovery may be from the investee companies, the Company or the Company's investors.
- In order to comply with VCT legislation, the Qualifying Companies must be unquoted and have gross assets of not more than £15 million immediately prior and £16 million immediately after the investment and generally be no more than 7 years old (10 years for a Knowledge Intensive Company) except where previous Risk Finance State Aid was received by the Qualifying Company within 7 years or where a turnover test is satisfied. Likewise, each Qualifying Company must have less than 250 full time (or equivalent) employees at the time of investment (500 employees in the case of a Knowledge Intensive Company). The Company may invest in businesses which are considerably smaller than the maximum size allowed by the VCT legislation. They may also have a short trading history. Investment in small unquoted companies involves substantially higher risk than investing in larger, longer established businesses such as those listed on the main market of the London Stock Exchange. In particular, small companies often have limited product lines, markets and/or financial resources and may be dependent for their management on a smaller number of key individuals.
- Qualifying Investments made by the Company will be in companies whose shares are not readily marketable and, therefore, may be difficult to realise. There may also be constraints imposed on the realisation of investments in order to maintain the VCT tax status of the Company.
- As a minority investor the Company will not control the boards of directors of investee companies and may not be in a position to fully protect its interests.
- Investors should be aware that the sale of New Ordinary Shares within five years of their subscription will require the repayment of the 30% income tax relief obtained on the subscription for these New Ordinary Shares. Accordingly, an investment in the Company should be considered as a longer term investment.
- Past performance of the funds managed by the Investment Manager is not an indication of the future performance of the Company.
- Although it is anticipated that the New Ordinary Shares will be admitted to a premium listing on the Official List and to trading on the London Stock Exchange's main market for listed securities, there is likely to be an illiquid market primarily because the initial income tax relief is only available to those subscribing for newly issued shares. It may, therefore, be difficult for Shareholders to sell their New Ordinary Shares. In addition, it is

likely that the market value of the New Ordinary Shares will be less than their underlying net asset value.

- A significant proportion (25.9% as at 31 August 2017) of the Company's NAV is concentrated in five investments. Potential Investors should be aware that the future investment performance of the Ordinary Shares may be more dependent on the performance of these investments as a result.
- Although the Company aims to make investments in small and medium sized unquoted companies with excellent growth prospects, some of the existing investee companies may have limited scope for future growth. The Directors' valuation of these companies takes this limited growth potential into account.
- The Company's objective of achieving a total return greater than that available from investment in a portfolio of quoted companies is only a target and is not guaranteed. The value of an investment in the Company depends on the performance of its underlying assets and that value, and the income derived from the investment, may go down as well as up.
- The total dividends per Ordinary Share paid during a financial period may exceed the increase, if any, in the NAV per Ordinary Share arising from net income and realised and unrealised gains during the period. If this is the case, the NAV per Ordinary Share will fall over the period.
- Whilst the Company is targeting an annual dividend yield of 5% per annum, there is no guarantee that this will be achieved. The Company's ability to pay dividends may be adversely affected by a lack of distributable reserves, insufficient cash and/or legislative requirements. There is no certainty about the amount and timing of future dividends or that any dividends will be paid.
- VCT status will be withdrawn if, in respect of shares issued on or after 6 April 2014, a dividend is paid (or other forms of distribution or payments are made to investors) from capital within three years of the end of the accounting period in which shares were issued to investors. This may reduce the amount of distributable reserves available to the Company to fund dividends and share buybacks.
- Whilst it is the intention of the Directors that the Company will buy back Ordinary Shares from Shareholders at a discount to NAV of not more than 5%, there can be no guarantee that the Company will buy back Ordinary Shares from Shareholders or that if it does the discount to NAV will not be greater than 5%. Share buybacks will be subject to applicable legislation and VCT regulations and the availability of sufficient cash in the Company for follow-on investments and operational requirements. The number of Ordinary Shares bought back in each year by the Company will be a maximum of 10% of the number of Ordinary Shares in issue.
- Tax relief on subscriptions for shares in a VCT is restricted where, within six months (before or after) that subscription, the investor had disposed of shares in the same VCT or in another VCT which

at any time merges with that VCT. Existing Shareholders should be aware that the sale of existing Ordinary Shares in the Company within these periods could, therefore, put their income tax relief relating to the Offer at risk.

- On 24 June 2016 it was announced that UK electorate had voted to leave the European Union ("EU"). At the date of this Document, negotiations are ongoing over the manner and form of the UK's withdrawal from the EU. As the Company is impacted by European-led legislation, the future regulatory environment is therefore subject to significant uncertainty. However, at least in the short term and until the UK's withdrawal from the European Union has been agreed, the Company will continue to be subject to European-led legislation, as enacted into UK legislation.
- In August 2017 HM Treasury published a consultation entitled "Financing growth in innovative firms". That consultation is part of a review established to identify and tackle factors affecting the supply of "patient capital" in the UK, being "long-term investment in innovative firms led by ambitious entrepreneurs who want to build large-scale businesses". The review and consultation assess the effective supply and allocation of patient capital, barriers to investing in patient capital and current interventions to support investment in patient capital and entrepreneurship, including tax-efficient schemes such as VCTs. Any solutions or measures implemented following the results of the consultation could impact the investment policy of the Company, the levels of tax reliefs that are available to Investors, and the level of demand and competition for investment in the target markets of the Company. These changes may be applied retrospectively. Decisions around the allocation of resources across existing and any new programmes are expected to be made by the Chancellor at the Autumn Budget 2017, scheduled for 22 November 2017.



## EXPECTED TIMETABLE FOR THE OFFER

Offer opens to Existing Shareholders <sup>1</sup>	20 October 2017
Offer opens to other potential Investors	9 November 2017
Closing date of Offer and deadline for receipt of Applications <sup>2</sup>	1.00pm on 20 December 2017
First admission	within 10 business days of the first allotment <sup>3</sup>
Dealings commence	within 10 business days of each allotment
Share and tax certificates sent out	within 15 business days of each allotment

<sup>1</sup> A shareholder (and their spouse or civil partner) in either ProVen VCT plc, ProVen Growth and Income VCT plc or ProVen Planned Exit VCT plc at 20 October 2017

<sup>2</sup> The Directors reserve the right to close the Offer earlier

<sup>3</sup> Subject to the Offer remaining open, New Ordinary Shares will be allotted and issued in respect of successful Applications on 21 November 2017 in respect of Applications received up to and including 20 November 2017 and on 20 December 2017 and any other date prior to 20 December 2017 on which the Directors decide, for Applications received after 20 November 2017.

## ENQUIRIES

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## IMPORTANT NOTICE

This Document, which constitutes a financial promotion for the purposes of section 21 of FSMA, has been approved, for the purposes of that section only, by Beringea LLP, which is authorised and regulated by the Financial Conduct Authority. In approving this Document, Beringea LLP is acting solely for the Company and no-one else and will not regard any other person as its customer or be responsible to anyone other than the Company for providing the protections afforded to customers of Beringea LLP or for providing advice in relation to the proposals described herein. There is no guarantee that the Company's investment objectives will be attained. If you are in any doubt as to what action to take, you should contact an independent financial adviser. The levels and bases of reliefs from taxation described in this Document are those currently available. These may change and their value depends on an Investor's individual circumstances. No person has been authorised to issue any advertisements or give any information, or make any representations in connection with the Offer, other than those contained in this Document and, if issued, given or made, such advertisements, information or representations must not be relied upon as having been authorised by the Company. This Document does not constitute either a prospectus or listing particulars.

# CHAIRMAN'S LETTER

## Introduction and Reasons for the Offer

I am delighted to be able to introduce the latest share offer from ProVen VCT, an opportunity to invest in an established VCT with net assets of close to £100 million.

In response to the continuing strong investor demand for VCT share issues but in recognition of the challenges of deploying cash under the VCT Rules in good quality investments, the Board has decided to restrict the offer for subscription to a smaller amount of £4.4 million, approximately the Sterling equivalent of €5 million, the maximum amount allowed under the Prospectus Rules without the issue of a full prospectus.

### **The Offer will be available exclusively to Existing Shareholders until 8 November 2017.**

The funds raised under the Offer will be applied in accordance with the Company's investment objective and investment strategy, as set out below.

## Investment Objective

The Company's investment objective is to achieve long-term returns greater than those available from investing in a portfolio of quoted companies, by investing in:

- a portfolio of carefully selected qualifying investments in small and medium sized unquoted companies with excellent growth prospects; and
- a portfolio of non-qualifying investments permitted for liquidity management purposes

within the conditions imposed on all VCTs and to minimise the risk of each investment and the portfolio as a whole.

## Target Dividend Yield of 5% p.a. Tax-free

ProVen VCT has a target dividend yield of approximately 5% of NAV per annum. This is equivalent to a gross dividend yield to Investors of 7.1% p.a., after taking into account the initial 30% income tax relief on subscription. As no tax is payable on VCT dividends, the effective gross dividend yield to a 40% taxpayer is 10.6% p.a. and 11.5% p.a. to an additional rate taxpayer (ignoring the tax-free dividend allowance announced in July 2015 and introduced from the tax year 2016/17). The Board believes that this target is consistent with the NAV per Ordinary Share remaining broadly stable over time, although this will depend on the returns achieved by the Company's investments and cannot be guaranteed. The objective of paying a dividend of approximately 5% of NAV each year is a target and there is no guarantee that this will be achieved.

The annual dividend yield for the financial years since adoption of the current dividend policy is shown in the table below:

Year to the end of February <sup>1</sup>	2013	2014	2015	2016	2017
ProVen VCT	5.1%	7.3%	4.8%	6.4%	5.0%

<sup>1</sup> Dividend yield is calculated as the dividends per Ordinary Share for the year, divided by the NAV per Ordinary Share at the start of the year. No account is taken in the table above of the initial income tax relief.

The New Ordinary Shares, once allotted, will rank with the Existing Ordinary Shares in respect of future dividend payments, except that new Investors under the Offer will **not** be eligible for the special interim dividend of 7.0p for the year ending 28 February 2018 announced by the Board on 11 October 2017 and payable on 17 November 2017.

The level of previous dividend payments is not a guide to future dividend payments, which will depend on there being sufficient distributable reserves and cash resources.

Investors who would prefer a capital growth option can re-invest their dividends through the Company's dividend reinvestment scheme to obtain more shares in the Company. Any amounts reinvested should be eligible for income tax relief of 30%, subject to the usual VCT restrictions. Investors wishing to take advantage of this option should read the rules of the dividend reinvestment scheme on pages 22 to 24 of this Document and sign in the relevant box in the Application Form.

## Tax Benefits for Investors

- Income tax relief of 30% of the amount subscribed, providing that the shares are held for at least 5 years. Relief is restricted to the amount which reduces the Investor's income tax liability to nil and on investments up to a maximum of £200,000 per person per tax year
- Tax-free dividends
- Capital gains tax exemption on disposal of shares

Further details of tax legislation as it relates to investors in VCTs are given in the section entitled "Taxation".

## Additional Shares for Existing Shareholders in ProVen VCT, PGI VCT and PPE VCT

An Investor (and their spouse or civil partner) who is a shareholder in ProVen VCT, PGI VCT or PPE VCT as at the date of this Document will be entitled to receive additional New Ordinary Shares equivalent to 1% of the amount subscribed by them under the Offer. The subscription price for the additional New Ordinary Shares will be borne by the Investment Manager through a reduction in its Promoter's Fee.

## Structure of the Offer and Pricing of the New Ordinary Shares

The Company is seeking to raise, through the issue of New Ordinary Shares, a gross amount of £4.4 million, approximately the Sterling equivalent of €5 million. This is the maximum amount allowed under the Prospectus Rules without the issue of a full prospectus.

The number of New Ordinary Shares to be issued to each Investor will be calculated using the following Pricing Formula, which ensures that there is no reduction in the net asset value of the existing Ordinary Shares as a result of the Offer:

$$\text{Number of New Ordinary Shares} = \left( \begin{array}{l} \text{Amount subscribed,} \\ \text{less: (i) Promoter's} \\ \text{Fee and (ii) Adviser} \\ \text{Charge (if any)} \end{array} \right) \div \left( \begin{array}{l} \text{(latest published} \\ \text{NAV per Ordinary} \\ \text{Share*)} \end{array} \right)$$

**rounded down to the nearest whole number of New Ordinary Shares**

\* The NAV per Ordinary Share used in the calculation of the number of New Ordinary Shares will be the NAV per Ordinary Share most recently announced to the London Stock Exchange, less the amount of any dividend to be paid for which the record date is prior to the relevant allotment date.

The Promoter's Fee is

- for Applications received through Financial Advisers, 3.0% of the investment amount less the discount for Existing Shareholders as described in paragraph 12 of the Terms and Conditions of Application; and
- for Applications received through Execution Only Brokers and direct from Investors, 5.5% of the investment amount, less any commission waived by the Execution Only Broker and less the discount for Existing Shareholders as described in paragraph 12 of the Terms and Conditions of Application.

Applicants who had an existing shareholding, or whose spouse or civil partner had an existing shareholding, in one of the ProVen VCTs on 20 October 2017, will be entitled to additional New Ordinary Shares with an aggregate subscription price equivalent to 1% of the amount subscribed. The subscription price of the additional New Ordinary Shares will be met by the Investment Manager.

The Investment Manager may agree to reduce its Promoter's Fee (in whole or in part) in respect of any specific Investors or group of Investors.

Investors should be able to claim initial tax relief on the full amount of their investment, subject to the normal rules on eligibility for tax relief.

The most recently published unaudited NAV per Ordinary Share as at the date of this document is 94.8p, being the NAV per Ordinary Share at 31 August 2017 of 101.8p, adjusted for the dividend to be paid on 17 November 2017 of 7.0p. A new NAV may be announced to the London Stock Exchange during the Offer. The Company normally announces its latest NAV on a quarterly basis, although it may announce a new NAV between the normal quarterly dates if there is a material movement. The next NAV announcement by the Company following the date of this Document is scheduled to be in January 2018, after the close of the Offer. Such announcements may result in an upwards or downwards movement in the NAV per Ordinary Share and, therefore, in the denominator of the Pricing Formula. The NAV per Ordinary Share may change between the date on which an Investor's Application Form is posted and the date on which New Ordinary Shares in respect of that Application Form are allotted.

The New Ordinary Shares, once allotted, will rank equally with the Existing Ordinary Shares, including for all future dividend payments, except that new Investors under the Offer will **not** be eligible for the 2018 special interim dividend of 7.0p announced by the Board on 11 October 2017 and payable on 17 November 2017.



## Track Record

The total return performance of the Ordinary Shares over the last 5 years (to August 2017) is shown in the table below.

Year to the end of August	2012	2013	2014	2015	2016	2017
NAV per Ordinary Share	101.7p <sup>1</sup>	98.4p	97.9p	98.9p	100.8p	101.8p
Cumulative dividends paid since 31 August 2012	n/a	5.0p	12.5p	17.5p	24.0p	29.0p
<b>Total return</b>	<b>101.7p</b>	<b>103.4p</b>	<b>110.4p</b>	<b>116.4p</b>	<b>124.8p</b>	<b>130.8p</b>

<sup>1</sup> Rebased in respect of the share consolidation and conversion that took place on 30 October 2012

The total return per Ordinary Share increased from 101.7p at 31 August 2012 to 130.8p at 31 August 2017, an increase of over 28% over the period.

Further details regarding the performance of each share issue by ProVen VCT can be found at [www.provenvcts.co.uk](http://www.provenvcts.co.uk).

Past performance is not a reliable indicator of future results.

## Current Trading and Prospects

Following the Offer, part of each Investor's investment will be represented by a share of the current Ordinary Share portfolio, which at the date of this Document included holdings in 44 companies. At 31 August 2017, the latest date for which results have been announced, the portfolio comprised 43 venture capital investments with a cost of £57.7 million and a valuation of £66.3 million and cash of £34.3 million.

Since 31 August 2017, the Company has invested £0.5 million in Been There Done That Global Limited, a provider of a tech-enabled platform that develops brand media strategies.

Details of the portfolio companies which accounted for the Company's five largest investments by value at the date of this Document are set out below.

### *Watchfinder.co.uk Limited*

Watchfinder is the UK's largest pre-owned luxury watch retailer allowing customers to buy, sell, exchange and service their luxury watches, including Rolex, Omega and Cartier.

Founded in 2002, Watchfinder now has boutiques at London's Royal Exchange, Mayfair, Canary Wharf, Bluewater in Kent and Victoria Quarter in Leeds.

### *Perfect Channel Limited*

Perfect Channel are experts in creating intelligent, enterprise-level auction and trading technologies. They partner with customers to build dynamic global marketplaces to reach new customers, optimise pricing and deliver real-time trading analytics.

Founded in 2011, the Company's technology has handled over £3.3bn of transactions for its business customers across a diverse range of sectors. A selection of Perfect Channel's customers include: Christie's, Lloyds of London, TMX Group (Agriclear) and Fonterra (Global Dairy Trade).

### *Chargemaster plc*

Chargemaster is a UK provider of electric vehicle charging infrastructure, offering a comprehensive, flexible and practical range of electric vehicle charging solutions for vehicle owners, businesses and councils.

The company design, build, sell and maintain charging units, and also run POLAR, the largest network of public charging points in the country. They work with EV drivers, businesses, local authorities and car manufacturers, providing every aspect of the electric charging experience.

### *Think Limited*

Based in London and Newcastle, Think is an award winning digital transformation agency that works with clients including Vue, Butlins, Warner Bros, New Look and Atom Bank to set and realise their digital ambitions.

### *Chess Technologies Limited*

Chess is a developer of sophisticated optical surveillance, communications and stabilised radar platforms and systems for land, maritime and airborne applications. The company's systems are ideally suited for tasks like search and rescue operations, protection of naval vessels, critical national infrastructure, military bases and vehicles.

Chess' engineering excellence and know-how combines electro-optical mechanisms and long range cameras, with state-of-the-art digital video tracking and drone-downing technology, offering leading capabilities to modern military and homeland defence organisations.

The investments in the Company's portfolio are at various stages of maturity. As a result, the potential for further growth in value prior to a realisation will vary between investments.

Further information on the Company and its investment portfolio can be obtained from the Company's audited accounts for the year to 28 February 2017 and the half-year accounts for the period to 31 August 2017, which are available on request from Beringea by calling 020 7845 7820 or at [www.provenvcts.co.uk](http://www.provenvcts.co.uk).

### Investment Outlook

The Investment Manager continues to see a steady flow of ambitious, smaller unquoted companies seeking investment, from which it aims to select for the Company's portfolio those with the highest potential for rapid growth. These companies generally focus on specific, high growth market sectors and they are therefore much less dependent for their growth than larger companies on the performance of the whole economy.

The funds provided by ProVen VCT will be deployed in accordance with its investment policy and typically used by a portfolio company for one, or a combination, of the following purposes:

- Adding to the senior management team
- Sales and marketing initiatives
- Establishing new UK offices
- International expansion
- Development and launch of additional products or services
- Financing additional working capital as the business grows

### The Investment Manager

The Company is managed by Beringea, an award winning, specialist venture capital firm which manages close to £200 million of VCT assets. Beringea has over 25 years experience of managing investments in unquoted companies and has managed the Company since it was launched in 2000. Beringea is part of an international fund management group which manages more than \$600 million of venture capital assets. Further details of the investment management agreement between Beringea and the Company are set out below under the heading "Fees and Expenses".

### Investment Strategy

The Company seeks to make investments in Qualifying Companies with the following characteristics:

- a strong, balanced and well-motivated management team with a proven track record of achievement;
- a defensible market position;
- good growth potential;
- an attractive entry price for the Company;
- the ability to structure the investment with a proportion of secured loan notes in order to reduce risk; and
- a clearly identified route for a profitable realisation within a three to four year period.

The Company invests in companies at various stages of development, including those requiring capital for expansion, but not in start-ups or management buy-outs or businesses seeking to use funding to acquire other businesses. Investments are spread across a range of different sectors.

Funds not invested in qualifying investments may be invested in non-qualifying investments permitted for liquidity management purposes, which include cash, alternative investment funds ("AIFs") and UCITS which may be redeemed on no more than 7 days' notice, or ordinary shares or securities in a company that are acquired on a regulated market.

It is not the Company's intention to have any borrowings. The Company does, however, have the ability to borrow a maximum amount equal to the nominal capital of the Company and its distributable and undistributable reserves.

## Share Buyback Policy

The Directors intend to ensure that all Shareholders who wish to sell their Ordinary Shares are able to do so, by operating a share buyback policy under which the Company will buy back Ordinary Shares at a 5% discount to net asset value. The Company has operated a policy of buying back shares since July 2004. The number of Ordinary Shares that the Company will buy back in any year will be limited to 10% of the number of Ordinary Shares in issue and may be restricted if necessary to maintain an appropriate level of liquidity in the Company. There can be no guarantee that the Company will buy back Ordinary Shares from Shareholders or that if it does that the discount to NAV will not be greater than 5%.

## Dividend Reinvestment Scheme

The Company operates a dividend reinvestment scheme which enables Shareholders, should they so wish, to reinvest any future cash dividends in Ordinary Shares. The rules of the dividend reinvestment scheme are set out in the section "Rules of the Dividend Reinvestment Scheme". If an Investor wishes to participate in this scheme, they should complete Section 6 of the Application Form. Dividend reinvestment enables Shareholders to increase their holding in the Company without incurring dealing costs, issue costs or stamp duty. Subject to the normal limits on tax relief for investment in VCTs, these Ordinary Shares should qualify for VCT tax reliefs that are applicable to subscription for new VCT shares.

## Reporting to Shareholders

The Directors and the Investment Manager believe strongly in the importance of good communication with Shareholders, and provide information about the progress of the Company in a number of different ways:

- the Company's annual report and accounts is sent to all Shareholders, normally in June each year;
- the Company's half-year report is sent to all Shareholders, normally in October each year;
- ProVen News, a newsletter containing information about Company's portfolio companies, including new investments and disposals, is normally sent to Shareholders twice a year;
- E-mail updates, containing news about the Company and its portfolio companies, are sent to Shareholders on an occasional basis. If an Investor would like to receive information by e-mail, they should enter their e-mail address at the appropriate place on the Application Form;
- Information about the Company is made available on the ProVen VCTs' website ([www.provenvcts.co.uk](http://www.provenvcts.co.uk)), which is updated regularly.

All Shareholders are also invited to a shareholder event each year, at which a number of the Company's portfolio companies give presentations. This event also allows Shareholders to meet the Directors and members of the Company's investment management team.

## Launch Costs

Intermediaries authorised by the FCA offering investment advice to their clients ("Financial Advisers") are not permitted to receive commission from providers of investment products. Remuneration for their services now has to come from fees charged to their clients. The Company has agreed to facilitate the payment of initial fees to Financial Advisers, by accepting instructions from an Investor to pay the amount of the fee agreed by them to their Financial Adviser, together with any applicable VAT ("Adviser Charge"), out of the amount the Company receives from the Investor. The number of New Ordinary Shares issued to the Investor will depend on the amount of the fee to be facilitated by the Company, as per the Pricing Formula set out above. Investors who wish the Company to facilitate the payment of a fee in this manner should complete Section 4(i) of the Application Form. The amount payable to the Financial Adviser is inclusive of VAT, where applicable.

Investors should be able to claim initial tax relief on the full amount of their investment, subject to the normal rules on eligibility for tax relief.

These rules do not apply to authorised intermediaries who do not offer advice to their clients ("Execution Only Brokers"), who continue to be able to receive commission, subject to any future changes in the rules and regulations.

In order to take account of the different rules applying to the two categories of intermediary, the Company has decided to adopt a dual pricing approach. For Applications received through Financial Advisers, the Company will pay the Investment Manager a fee of 3.0% of the gross funds raised from these intermediaries less the discount for Existing Shareholders described in paragraph 12 of the Terms and Conditions of Application. For Applications received through Execution Only Brokers and directly from Investors, the Company will pay the Investment Manager a fee of 5.5% of the gross funds raised through these intermediaries less any commission waived by the Execution Only Broker and less the discount for Existing Shareholders as described in paragraph 12 of the Terms and Conditions of Application.

Out of these fees the Investment Manager will be responsible for paying all the costs of the Offer, including professional fees, marketing expenses and initial commission to Execution Only Brokers. Any trail commission payable to Execution Only Brokers will be paid by the Company.

The Investment Manager may agree to reduce its Promoter's Fee in respect of any specific Investors or group of Investors.

## Fees and Expenses

### *Annual Management Fee*

The Investment Manager is entitled to receive an annual management fee equal to 2% of the NAV of the Company.

The Investment Manager may charge arrangement fees, in line with industry practice, to companies in which the Company invests. It may also receive directors' fees or monitoring fees from investee companies. The Investment Manager and not the Company will be responsible for all costs incurred on transactions which do not proceed to completion.

### *Administration Fee*

Beringea LLP was appointed as the Company's administration manager on 24 October 2014 and provides certain administration, company secretarial and financial advisory services and services in connection with share repurchases to the Company, for an annual fee of £59,000 (plus VAT if applicable). The fee is increased annually in line with the Retail Prices Index.

### *Annual Running Costs*

The annual running costs of the Company, being the Directors' fees, professional fees, the annual fees payable to the Investment Manager and the costs incurred by the Company in the ordinary course of business (including irrecoverable VAT but excluding any performance related fees and annual commission payable to the Investment Manager and trail commissions payable to intermediaries) are capped at 3.25% of NAV. Any costs above this level are borne by the Investment Manager, by way of a reduction in its fees.

### *Performance Fee*

The Investment Manager is entitled to receive a performance incentive fee in relation to each Respective Offer if, at the end of a financial year, the relevant Respective Offer Performance Value exceeds the relevant Respective Offer Hurdle. In this event the performance incentive fee per Respective Offer Share will be equal to 20 per cent of the amount by which each such Respective Offer Performance Value exceeds the relevant Respective Offer Initial Net Asset Value per Share, less the aggregate amount of any performance incentive fee per Respective Offer Share already paid in respect of that Respective Offer in relation to previous financial years starting after 29 February 2012 (which shall not include Residual PIF).

The Respective Offer Performance Value in respect of the relevant financial year end is the sum of (i) the audited net asset value per Ordinary Share or Equivalent Ordinary Share for a Respective Offer at that date, (ii) Respective Offer Cumulative Dividends, (iii) all performance fees per Ordinary Share or Equivalent Ordinary Share paid by the shareholders of the Respective Offer in relation to financial years starting after 29 February 2012, and (iv) any Residual PIF Adjustment where relating to that Respective Offer (whether relating to that or any previous financial year).

If at the end of a financial year, the relevant Respective Offer Performance Value is less than or equal to the Respective Offer Hurdle, no performance fee will be payable on such Respective Offers in respect of that financial year.

The performance fee per Respective Offer Share payable for a financial year will be reduced, if necessary, to ensure that i) the cumulative performance fee per Respective Offer Share payable to the Investment Manager in respect of a Respective Offer does not exceed 20 per cent. of the relevant Respective Offer Cumulative Dividends; and ii) the audited net asset value per Ordinary Share or Equivalent Ordinary Share at the relevant financial year end plus the relevant Respective Offer Cumulative Dividends plus any Residual PIF Adjustment relating to that Respective Offer is at least equal to the relevant Respective Offer Hurdle.

The Investment Manager also receives a performance fee linked to the profit achieved on the disposal of two of the Company's investments, namely Espresso Group Limited and Think Limited (known as the "Residual PIF"). This performance 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). Espresso Group was sold in 1 November 2013 and the Investment Manager has been paid a performance incentive fee of £461,000 in respect of this realisation (the "Espresso Sum"). In the event that the aggregate Residual PIF falls below the Espresso Sum, or if, in the reasonable opinion of the independent non-executive directors of the Company, there is a permanent diminution in the value of Think Limited such that the aggregate Residual PIF is less than the Espresso Sum, the Investment Manager will refund the Company the difference by reducing its management fee.

All fees paid under the performance incentive arrangements will be inclusive of VAT, if applicable.

Performance fees for the year ended 28 February 2017 amounted to £426,000 (2016: £2,564,000).

The NAV per Ordinary Share used in the Pricing Formula for each allotment of New Ordinary Shares will include a provision for any potential performance fees payable by the Company to the Investment Manager, calculated in accordance with the Company's accounting policies. However, as the performance fee will be calculated based on the audited results at the relevant financial year end, the actual performance fee paid may be greater than, or less than, the amount provided in the Company's previously announced NAVs. At the date of this Document, a performance fee of £1,118,000 has been accrued. The actual performance fee, if any, will be calculated based on the audited results at 28 February 2018 and may be greater than, or less than, the amount provided for at the date of this Document.

## Co-investment

In order to ensure that new investment opportunities are apportioned fairly between the ProVen VCTs, their allocation is governed by the terms of a co-investment agreement. This broadly provides that new VCT Qualifying Investments which meet the Company's investment strategy will be offered first to the Company and PGI VCT. These investments will be apportioned to these companies in the chronological order in which funds were raised. For funds raised in the same financial year the allocation will be in proportion to the total VCT investment value of the relevant fund raisings. The amount which is apportioned to each VCT will be restricted, in order to ensure good portfolio diversification.

For each follow-on investment, the amount to be invested will be offered first to the ProVen VCTs that already have an investment in the target company, pro-rata to their existing investment.

## Application Procedure

The Terms and Conditions, which should be read in full, are set out on pages 25 to 28 of this Document.

The minimum application per Investor under the Offer is £5,000. Applications in excess of £5,000 may be made for any higher amount in multiples of £1,000, subject to availability. There is no maximum investment although tax reliefs are only available on a maximum investment of £200,000 per individual in all VCTs in any one tax year. A husband and wife can each invest up to £200,000 in any one tax year with each enjoying the tax reliefs.

Applications for the New Ordinary Shares will be payable in full by cheque, bankers draft or BACS transfer on application. Applications under the Offer will be processed upon receipt. Applications accompanied by post-dated cheques may not be processed until the cheque can be presented and will not be treated as being received by the Receiving Agent until that date. In the event that Applications accompanied by cleared funds are accepted in respect of the full subscription amount of the Offer before post-dated cheques can be presented, then Applications accompanied by such post-dated cheques may be rejected and returned to Applicants. Where payment is made by BACS transfer the Application will not be treated as being received by the Receiving Agent until funds are received in full by the Company. Multiple subscriptions by Investors are permitted. The Offer is not underwritten.

New Ordinary Shares will normally be allocated for the Offer on a first-come, first-served basis. However, in the event that Applications are received in excess of the maximum subscription under the Offer, the Directors reserve the right to use their absolute discretion in the allocation of successful Applications.

### **The Offer will be available exclusively to Existing Shareholders until 8 November 2017.**

Investors and/or Intermediaries are advised to check the status of the Offer on [www.provenvcts.co.uk](http://www.provenvcts.co.uk) or telephone Beringea on 020 7845 7820 to avoid submitting Applications which may be rejected because the Offer is oversubscribed.

An Application Form is attached at the back of this Document, together with explanatory notes. Completed Application Forms should be sent or hand delivered to **ProVen VCT plc, c/o Beringea LLP, 39 Earlham Street, London, WC2H 9LT**, together with a remittance for the full amount payable in respect of the Application. The final closing date for receipt of Applications is 1.00pm on 20 December 2017, unless the Offer is closed earlier. The Receiving Agent will acknowledge receipt of Applications.

The New Ordinary Shares will be issued on a fully paid up basis in registered form and evidence of title will be through possession of a share certificate in the Shareholder's name; alternatively, New Ordinary Shares may be held in an account through the CREST system. The Company will apply for the New Ordinary Shares to be admitted to CREST and it is expected that the New Ordinary Shares will be so admitted, and accordingly enabled for settlement in CREST, as soon as practicable after Admission has occurred. Therefore, settlement of transactions in the New Ordinary Shares following Admission may take place within the CREST system if Shareholders wish.

Application will be made to the UK Listing Authority for the New Ordinary Shares to be admitted to the premium segment of the Official List and to trading on the London Stock Exchange's main market for listed securities.

## Enquiries

If you have any questions about the Offer please contact your financial adviser or call Beringea LLP, the Receiving Agent, on 020 7845 7820 or email [info@beringea.co.uk](mailto:info@beringea.co.uk). Please note that Beringea is not permitted to give investment advice.

Yours sincerely

**Andrew Davison**

Chairman

ProVen VCT plc

20 October 2017

# TAXATION

## 1. TAX POSITION OF INVESTORS

The following is only a summary of the law concerning the tax position of individual investors in VCTs. Potential Investors who are in any doubt about the taxation consequences of investing in a VCT are recommended to consult an appropriate professional adviser.

### Tax Reliefs

The tax reliefs set out below are available to individuals aged 18 or over who subscribe for New Ordinary Shares under the Offer. Whilst there is no specific limit on the amount of an individual's acquisition of shares in a VCT, tax reliefs will only be given to the extent that the total of an individual's subscriptions or other acquisitions of shares in VCTs in any tax year do not exceed £200,000. Investors who intend to invest more than £200,000 in VCTs in any one tax year should seek professional advice.

#### (a) Income tax relief

##### (i) Relief from income tax on investment

Income tax relief at the rate of 30% will be available on subscriptions for up to a maximum of £200,000 in any tax year. This relief is limited to the amount which reduces the Investor's income tax liability to nil.

The effect of this relief for an Investor subscribing £10,000 for New Ordinary Shares is shown below:

	No VCT tax relief	30% income tax relief
Initial investment	£10,000	£10,000
30% income tax relief	—	(£3,000)
Effective investment cost	£10,000	£7,000

Tax relief on subscriptions for shares in a VCT is restricted where, within six months (before or after) of that subscription, the investor had disposed of shares in the same VCT or in a VCT which at any time merges with that VCT. Investments to be used as security for or financed by loans may not qualify for relief, depending on the circumstances.

##### (ii) Dividend relief

An investor who acquires VCT shares in a given tax year with a value of up to £200,000 will not be liable to income tax on dividends paid by the VCT on those shares.

##### (iii) Purchasers in the market

An individual purchaser of existing VCT shares in the market will be entitled to claim dividend relief (as described in paragraph (a) (ii)

above) but not relief from income tax on investment (as described in paragraph (a) (i) above).

##### (iv) Withdrawal of relief

Relief from income tax on a subscription for VCT shares will be withdrawn if the VCT shares are disposed of (other than between spouses) within five years of issue or if the VCT loses its approval within this period.

#### (b) Capital gains tax relief

##### (i) Relief from capital gains tax on the disposal of shares

A disposal by an Investor of their New Ordinary Shares will give rise to neither a chargeable gain nor an allowable loss for the purposes of UK capital gains tax. The relief is limited to the disposal of VCT shares acquired within the limit of £200,000 for any tax year.

##### (ii) Purchasers in the market

An individual purchaser of New Ordinary Shares in the market will be entitled to claim relief from capital gains tax on disposal (as described in paragraph (b)(i) above).

### Obtaining Tax Reliefs

The Company will provide to each Investor a certificate which the Investor may use to claim income tax relief, either by obtaining from HMRC an adjustment to their tax coding under the PAYE system or by waiting until the end of the tax year and using their tax return to claim relief.

### Investors not Resident in the UK

Investors not resident in the UK should seek professional advice as to the consequences of making an investment in a VCT as they may be subject to tax in other jurisdictions as well as in the UK.

### Withholding Taxation

No taxation will be withheld at source on any income arising from the New Ordinary Shares and the Company assumes no responsibility for such withholding.

### Withdrawal of Approval

If a company which has been granted approval as a VCT subsequently fails to comply with the conditions for approval, approval as a VCT may be withdrawn or treated as never having been given. In these circumstances, relief from income tax on the initial investment is repayable unless loss of approval occurs more than five years after the issue of the relevant VCT shares. In addition, relief ceases to be available on any dividend paid in respect of profits or gains in any accounting period ending when VCT status has been lost and any gains on the VCT shares up to the date from which loss of VCT status

is treated as taking effect will be exempt, but gains thereafter will be taxable.

VCT status will be withdrawn if, in respect of shares issued on or after 6 April 2014, a dividend is paid (or other forms of distribution or payments are made to investors) from the capital received by the VCT from that issue within three years of the end of the accounting period in which shares were issued to investors.

## 2. CONDITIONS TO BE MET BY VENTURE CAPITAL TRUSTS

### Qualification as a VCT

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

- (a) not be a close company;
- (b) have each class of its ordinary share capital quoted on a regulated market in the EU or European Economic Area;
- (c) derive its income wholly or mainly from shares or securities;
- (d) have at least 70% by value of its investments in shares or securities in Qualifying Investments;
- (e) for funds raised before 6 April 2011, have at least 30% by value of Qualifying Investments in "eligible shares" carrying no preferential rights to dividends or assets on a winding up, or any rights to redemption
- (f) for funds raised after 5 April 2011, have at least 70% by value of Qualifying Investments in "eligible shares" carrying no preferential rights to assets on a winding up, or any rights to redemption, but which may have certain preferential rights to dividends;
- (g) not have more than 15% by value of its investments in a single company (other than a VCT or a company which would, if its shares were listed, qualify as a VCT);
- (h) not retain more than 15% of its income derived from shares and securities in any accounting period;
- (i) not make an investment in a company which causes that company to receive more than £5 million of Risk Finance State Aid (including from VCTs) in the twelve months ending on the date of the investment, or a total of more than £12 million (£20 million if the company is deemed to be a Knowledge Intensive Company) of Risk Finance State Aid (including from VCTs) over the company's lifetime. A subsequent acquisition by the company of another company that has previously received Risk Finance State Aid can cause the lifetime limit to be exceeded;
- (j) not make an investment in a company whose first commercial sale was more than 7 years prior to date of investment, except where previous Risk Finance State Aid was received by the company within 7 years (10 years for a Knowledge Intensive Company) or where the company is entering a new market and a turnover test is satisfied;
- (k) not use the funds invested into a company for acquiring shares or another existing business or trade;
- (l) not make a prohibited non-Qualifying Investment; and
- (m) in relation to shares issued by a VCT on or after 6 April 2014, not return to shareholders any of the capital received by the VCT in relation to those shares issued before the third anniversary of the end of the accounting period during which the subscription for those shares occurs.

### 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 certain conditions. 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, apply the money raised for the purposes of a Qualifying Trade within certain time periods and not be controlled by another company. In any twelve month period the company can receive no more than £5 million of Risk Finance State Aid including from VCTs and the Enterprise Investment Scheme. The company must have fewer than 250 full time (or equivalent) employees at the time of making the investment (500 in the case of a Knowledge Intensive Company). The company cannot receive more than £12 million (£20 million if the company is deemed to be a Knowledge Intensive Company) of Risk Finance State Aid (including from VCTs) over the company's lifetime. The company's first commercial sale must be no more than 7 years before the VCT's investment (10 years for a Knowledge Intensive Company), except where previous Risk Finance State Aid was received by the company within 7 years or where the company is entering a new market and a turnover test is satisfied. Funds received from an investment by a VCT cannot be used to acquire shares or another existing business or trade.

An investment will only be a Qualifying Investment where at least 10% of the total investment in any single company or group is in "eligible shares" as defined in (e) and (f) above.

### Qualifying Companies

A Qualifying Company must be unquoted (for VCT purposes this includes companies whose shares are traded on the NEX Exchange and the Alternative Investment Market) 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 either be carried on by, or be intended to be carried on by, the Qualifying Company or by a Relevant Qualifying Subsidiary (see below) at the time of the issue of shares or securities to the VCT (and at all times thereafter). Qualifying Companies need not be UK resident but must have a permanent establishment in the UK. 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 be more than 50% owned.

A Relevant Qualifying Subsidiary can be a 90% directly held subsidiary of the company invested in, its wholly owned subsidiary, or a 90% held subsidiary of a wholly owned subsidiary.

### Approval as a VCT

A VCT must be approved at all times by HMRC. Approval has effect from the time specified in the 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, in order to facilitate the launch of a VCT, HMRC may approve a VCT notwithstanding that certain of the tests are not met at the time of application, provided HMRC is satisfied that the tests will be met within certain time limits. In particular, in the case of the tests described at (d), (e) and (f) under the heading "Qualification as a VCT" above, approval may be given if HMRC is satisfied that these will be met throughout an accounting period of the VCT beginning no more than three years after the date on which approval takes effect.

The Directors intend to conduct the affairs of the Company so that it satisfies the conditions for approval as a VCT and that such approval will be maintained. HMRC has granted the Company approval under section 274 ITA as a VCT. The Company intends to comply with section 274 ITA and has retained Philip Hare and Associates LLP to advise it on VCT taxation matters.

### Withdrawal of Approval

Approval of a VCT may be withdrawn by HMRC if the various tests set out above are not satisfied. Withdrawal of approval generally has effect from the time when notice is given to the VCT but, in relation to capital gains 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.

**The above is only a summary of the conditions to be satisfied for a company to be treated as a VCT.**

# DEFINITIONS

In this Document the following words and expressions shall, unless the context requires otherwise, have the following meanings:

<b>“2017/2018 Offer”, “Offer” or “Offer for Subscription”</b>	<b>offer for subscription for New Ordinary Shares in respect of the tax year 2017/2018 pursuant to the terms of this Document</b>
<b>“Admission”</b>	<b>admission of the New Ordinary Shares issued pursuant to the Offer to the premium segment of the Official List and to trading on the London Stock Exchange’s market for listed securities</b>
<b>“Adviser Charge”</b>	<b>the amount an Investor agrees to pay a Financial Adviser in respect of the Offer</b>
<b>“Applicant”</b>	<b>an Investor whose name appears in an Application Form</b>
<b>“Application”</b>	<b>offer to subscribe for New Ordinary Shares under the Offer made by an Applicant by completing an Application Form</b>
<b>“Application Form”</b>	<b>application form contained at the end of this Document</b>
<b>“Beringea” or “Investment Manager”</b>	<b>Beringea LLP</b>
<b>“Buyback Adjustment”</b>	<b>an adjustment to reflect Original Shares or Ordinary Shares repurchased by the Company for cancellation after 29 February 2012, made firstly against the Original Offer where there are outstanding Equivalent Ordinary Shares in respect of the Original Offer and thereafter against successive Subsequent Offers in the order in which they were raised provided that a Subsequent Offer will only be used for the Buyback Adjustment if all the share capital allotted under a Subsequent Offer was allotted more than five years before the date the Original Shares or Ordinary Shares were repurchased and where there are outstanding Equivalent Ordinary Shares or Ordinary Shares in respect of that Subsequent Offer</b>
<b>the “Company” or “ProVen VCT”</b>	<b>ProVen VCT plc</b>
<b>“Directors” or “Board”</b>	<b>directors of the Company as at the date of this Document</b>
<b>“Document”</b>	<b>this document</b>
<b>“DRIS Adjustment”</b>	<b>an adjustment to reflect Ordinary Shares allotted by the Company in respect of its dividend re-investment scheme after 29 February 2012, made firstly against any open Subsequent Offer at the time of the associated dividend payment or secondly against the most recently raised Subsequent Offer</b>
<b>“Equivalent Ordinary Shares”</b>	<b>means Ordinary Shares resulting from the conversion or consolidation of Original Shares on 30 October 2012</b>
<b>“Execution Only Broker”</b>	<b>an intermediary, authorised by the Financial Conduct Authority, which does not provide investment advice to its clients</b>
<b>“Existing Ordinary Shares”</b>	<b>Ordinary Shares in issue as at the date of this Document</b>

<b>“Existing Shareholder”</b>	an existing shareholder in the ProVen VCTs at the date of this Document (or their spouse or civil partner)
<b>“FCA”</b>	Financial Conduct Authority
<b>“FSMA”</b>	Financial Services and Markets Act 2000
<b>“Financial Adviser”</b>	an intermediary, authorised by the Financial Conduct Authority, which provides investment advice to its clients
<b>“HMRC”</b>	HM Revenue & Customs
<b>“ITA”</b>	Income Tax Act 2007
<b>“Intermediary”</b>	a firm, authorised by the Financial Conduct Authority, through which an Applicant submits an Application
<b>“Investor”</b>	an individual aged 18 or over who is resident in the United Kingdom who subscribes for New Ordinary Shares
<b>“Knowledge Intensive Company”</b>	a company satisfying the conditions of Section 331(A) of Part 6 ITA
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“Money Laundering Regulations”</b>	Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017
<b>“NAV”</b>	net asset value
<b>“New Ordinary Shares”</b>	new Ordinary Shares available for subscription pursuant to the Offer
<b>“Official List”</b>	official list of the UK Listing Authority
<b>“Ordinary Shares”</b>	ordinary shares of 10p each in the capital of the Company including New Ordinary Shares where the context permits
<b>“Original Offer”</b>	the Equivalent Ordinary Shares in issue as at 29 February 2012
<b>“Original Shares”</b>	means 5p ordinary shares, 25p ‘C’ shares and 1p ‘D’ shares in the capital of the Company in issue prior to 30 October 2012
<b>“PGI VCT”</b>	ProVen Growth & Income VCT plc
<b>“PPE VCT”</b>	ProVen Planned Exit VCT plc (in liquidation)
<b>“Pricing Formula”</b>	formula for determining the price at which New Ordinary Shares will be issued to an Applicant as set out on page 8
<b>“Promoter”</b>	Beringea LLP, in its capacity as promoter of the Offer
<b>“Promoter’s Fee”</b>	the fee payable to Beringea LLP for promoting the Offer as set out on page 8
<b>“Prospectus Rules”</b>	the prospectus rules made in accordance with the EU Prospectus Directive 2003/71/EC

“ProVen VCTs”	ProVen VCT, PGI VCT and PPE VCT
“Qualifying Company”	a company satisfying the conditions of Chapter 4 of Part 6 ITA as, described in the Taxation section of this Document
“Qualifying Investment”	an investment in an unquoted company which satisfies the requirements of Chapter 4 of Part 6 ITA, as described in the Taxation section of this Document
“Qualifying Subscriber”	an individual who subscribes for New Ordinary Shares under the Offer and is aged 18 or over and satisfies the conditions of eligibility for tax relief available to investors in a VCT
“Qualifying Subsidiary”	a subsidiary company which falls within the definition of qualifying subsidiary contained in section 302 ITA, as described in the Taxation section of this Document
“Qualifying Trade”	a trade complying with the requirements of Chapter 4 of Part 6 ITA
“Relevant Qualifying Subsidiary”	a relevant subsidiary company which falls within the definition of relevant qualifying subsidiary contained in section 301 ITA, as described in the Taxation section of this Document
“Receiving Agent”	Beringea LLP
“Registrars”	Capita Registrars
“Regulatory Information Service”	a regulatory information service that is on the list of regulatory information services maintained by the FCA
“Residual PIF”	the performance fee relating to the sale of Espresso Group Limited and Think Limited
“Residual PIF Adjustment”	the Residual PIF divided by 37,271,751
“Respective Offer”	the Original Offer and each separately identifiable Subsequent Offer.
“Respective Offer Cumulative Dividends”	the cumulative dividends per Ordinary Share paid by the Company from: <ul style="list-style-type: none"> <li>• 29 February 2012, in respect of the Original Offer; or</li> <li>• the date of the first allotment of Original Shares or Ordinary Shares under a Subsequent Offer, in respect of all Subsequent Offers</li> </ul>
“Respective Offer Hurdle”	<p>in respect of the Original Offer: the greater of:</p> <ul style="list-style-type: none"> <li>(i) 117.2p; or</li> <li>(ii) the Respective Offer Initial Net Asset Value per Share increased by the Bank of England base rate plus one per cent, per annum (compound) from 31 August 2011</li> </ul> <p>in respect of each Subsequent Offer: the greater of:</p> <ul style="list-style-type: none"> <li>(i) 1.25 times the Respective Offer Initial Net Asset Value per Share; and</li> <li>(ii) the Respective Offer Initial Net Asset Value per Share increased by the Bank of England base rate plus one per cent, per annum (compound) from the date of the first allotment of Original Shares or Ordinary Shares under that Subsequent Offer</li> </ul>

“Respective Offer Initial Net Asset Value per Share”	<p>the net asset value per Ordinary Share or Equivalent Ordinary Share of the Company as at:</p> <ul style="list-style-type: none"> <li>• 29 February 2012, in respect of the Original Offer, being 92.9p; or</li> <li>• the date of the first allotment of Original Shares or Ordinary Shares under each Subsequent Offer, in respect of all Subsequent Offers</li> </ul>
“Respective Offer Performance Value”	<p>in respect of each Respective Offer, at the relevant financial year end, the sum of:</p> <ul style="list-style-type: none"> <li>(i) the audited net asset value per Ordinary Share or Equivalent Ordinary Share for a Respective Offer at that date;</li> <li>(ii) Respective Offer Cumulative Dividends;</li> <li>(iii) all performance fees per Ordinary Share or Equivalent Ordinary Share paid by the shareholders of the Respective Offer in relation to financial years starting after 29 February 2012;</li> <li>(iv) any Residual PIF Adjustment where relating to that Respective Offer (whether relating to that or any previous financial year)</li> </ul>
“Respective Offer Shares”	<p>at the relevant financial year end, the number of issued and outstanding Ordinary Shares or Equivalent Ordinary Shares attributable to each Respective Offer being:</p> <ul style="list-style-type: none"> <li>• in respect of the Original Offer, the number of Equivalent Ordinary Shares in issue as at 29 February 2012, less any relevant Buyback Adjustment plus any relevant DRIS Adjustment; and</li> <li>• In respect of Subsequent Offers, the aggregate number of Ordinary Shares or Equivalent Ordinary Shares allotted under the Subsequent Offer, less any relevant Buyback Adjustment plus any relevant DRIS Adjustment</li> </ul>
“Risk Finance State Aid”	state aid received by a company as defined in Section 280B(4) of ITA
“Shares”	Ordinary Shares and New Ordinary Shares
“Shareholders”	holders of Ordinary Shares
“Subsequent Offer”	an issue of Original Shares or Ordinary Shares by the Company as part of an offer for subscription or top up offer after 29 February 2012, but excluding Ordinary Shares issued under the terms of the Company’s dividend reinvestment scheme
“Terms and Conditions”	terms and conditions of Application as set out on pages 25 to 28 of this Document
“The Risk Finance Guidelines”	guidelines on state aid to promote risk finance investments 2014/C 19/04
“UK Listing Authority”	Financial Conduct Authority, acting in its capacity as the competent authority for the purposes of FSMA
“Venture Capital Trust” or “VCT”	a company approved as a venture capital trust under section 259 ITA
“VCT Rules”	Part 6 ITA 2007 and every other statute (including any orders, regulations or subordinate legislation made under them) for the time being in force concerning VCTs

# RULES OF THE DIVIDEND REINVESTMENT SCHEME

1. Shareholders on the register of members at the close of business on the relevant record date may elect to receive Shares, credited as fully paid, instead of receiving the dividend in cash for the relevant financial period ("the full cash dividend"). The election may only be made by Shareholders in respect of the whole (and not part only) of their shareholdings except in the case of nominees, including those holding shares in CREST, who may make a partial election in accordance with Rule 4.(d) below. An election made under the Scheme shall, subject to Rule 8 below, operate as a mandate in respect of all future dividends unless and until the Shareholder gives notice to terminate his or her participation in the Scheme in accordance with the terms of the Scheme. However, uncertificated (CREST) shareholders ("Uncertificated Shareholders") are required to elect each and every dividend and evergreen elections by Uncertificated Shareholders will not be permitted under the Scheme.
2. Shareholders may only join the Scheme in respect of any class of Shares if all dividends on all Shares in the Company registered in their name are mandated to the Scheme. The number of Shares held by such Shareholder (a "Participating Shareholder") which are mandated to the Scheme shall be altered immediately following any change to the number of Shares in respect of which such Shareholder is the registered holder as entered onto the register of members of the Company from time to time.
3. The Company shall invest the monies held within the Scheme (being dividends paid on Shares by, or on behalf of, Participating Shareholders) in the subscription of Shares of the same class in the Company. The Company shall not have the discretion to vary such investments and Shareholders may not instruct the Company or the Scheme Administrator to make any other investments.
4.
  - a. On or as soon as practicable after a day on which any dividend is paid to Shareholders (a "Reinvestment Day"), the funds held by the Company on behalf of each Participating Shareholder shall be applied on behalf of that Shareholder in the subscription for the maximum number of Shares as can be acquired with those funds.
  - b. The number of Shares issued to a Participating Shareholder pursuant to condition 4(a) above shall be calculated by dividing the aggregate value of the dividends paid on the Shares to which the Participating Shareholder is entitled by the greater of (i) the most recently announced net asset value per Share; less the amount of the dividend and any related performance incentive (unless accounted for in the most recently announced net asset value per Share); and (ii) the nominal value per Share.
  - c. No fractions of Shares will be issued under the Scheme and subject to condition 4(d) below the election may only be made by Shareholders in respect of the whole and not part of their shareholdings. Any balance of cash remaining with the Company after the subscription shall be held by the Company on behalf of the Participating Shareholder to whom it relates and added to the cash available in respect of that Shareholder for the subscription of the relevant class of Shares on the next relevant Reinvestment Day. Notwithstanding this clause (c) no such cash balances shall accrue in favour of Uncertificated Shareholders participating in the Scheme and the balance of cash remaining after subscription under the Scheme by uncertificated CREST Shareholders will be retained for the benefit of the Company. No interest shall accrue or be payable by the Company in favour of any Shareholder on any such cash balances.
  - d. The Scheme involves the reinvestment of the whole dividend paid on each shareholding each time a dividend is paid by the Company, together with any cash residue brought forward from the previous dividend. Partial reinvestment of dividends is only permitted by nominees, who need to lodge an election for each Reinvestment Day quoting the number of Shares in respect of which their election is made. Certificated Shareholders will remain in the Scheme so that all future dividends will be reinvested in the same way, until they give notice in writing to the Scheme Administrator that they wish to terminate their participation in the Scheme. Uncertificated Shareholders are required to elect for the DRIS each and every dividend.
5. The Scheme Administrator shall on the relevant Reinvestment Day take all necessary steps to ensure that the Participating Shareholders are entered onto the share register of the Company as the registered holders of the Shares issued to them under the Scheme, and that share certificates in respect of such shares issued are posted to the Participating Shareholders at their own risk as soon as is reasonably practical, unless such shares are to be uncertificated.
6. To assist Participating Shareholders with their tax returns, the Scheme Administrator will attach to the new share certificates a Statement of Entitlement, or if shares are held in uncertificated form, a Statement of Entitlement will be sent to a Participating Shareholder separately, detailing the following: i) the total dividend payable; ii) the subscription price per Share; iii) the number of Shares allotted to a Participating Shareholder; iv) the residual cash balance (if any) representing an entitlement to a fraction of a Share to be carried forward to the next dividend and/or retained for the benefit of the Company (in the case of Uncertificated Shareholders); and v) the cash equivalent of the Shares issued, together with any such other information as shall be required under the Listing Rules of the UK Listing Authority.
7. For certificated Shareholders an application to join the Scheme can be made at any time by returning a completed Mandate Form. However, Mandate Forms need to have been received by

the Scheme Administrator, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU at least 20 Business Days prior to the payment of a dividend which is to be reinvested. Mandate Forms received after that date shall be effective in relation to any future dividends in respect of which the Directors offer a dividend reinvestment alternative.

8. Shareholders who wish to participate in the Scheme and who hold Shares in uncertificated form in CREST (and held such Shares in uncertificated form in CREST as at the relevant record date), can only elect to receive a dividend in the form of new Shares by means of the CREST procedure. No other method of election will be permitted under the Scheme and other methods of election will be rejected. By submitting an election through the CREST procedure, Uncertificated Shareholders confirm their election to participate in the Scheme and their acceptance of the Scheme terms and conditions. If a Shareholder is a CREST sponsored member, they should consult their CREST sponsor, who will be able to take appropriate action on their behalf. All elections made via the CREST system should be submitted using the Dividend Election Input Message in accordance with the procedures as stated in the CREST Reference Manual. The Dividend Election Input Message submitted must contain the number of Shares on which the election is being made. If the relevant field is left blank or completed with zero, the election will be rejected. If a Participant enters a number of Shares greater than the holder in CREST held on the relevant record date for dividend the system will automatically amend the number down to the record date holding. Evergreen elections will not be permitted. Uncertificated Shareholders who wish to receive new Shares instead of cash in respect of future dividends, must complete a Dividend Election Input Message on each occasion otherwise they will receive the dividend in cash. Elections via CREST should be received by CREST no later than 5.00 p.m. on such date that is at least 20 Business Days before the dividend payment date for the relevant dividend in respect of which you wish to make an election. Once an election is made using the CREST Dividend Election Input Message it cannot be amended. Therefore, if a CREST Shareholder wishes to change their election, the previous election would have to be cancelled.
9. If, prior to the day on which the Shares became ex-dividend, a Shareholder has sold all or some of his or her holdings in Shares, the Shareholder should consult his or her stockbroker or agent without delay.
10. An application will be made to the UK Listing Authority for admission of the Shares issued under the Scheme to the Official List and to the London Stock Exchange plc for admission to trading on the London Stock Exchange plc's main market for listed securities (together "Admission"). On issue, the Shares will rank *pari passu* in all respects with the existing issued Shares of that class and will rank for future dividends. Subject to Admission, definitive share certificates for the Shares will be posted as soon as practicable following Admission at the risk of the persons entitled to them. Where Shares are issued as uncertificated shares, as soon as practicable following Admission the Company will arrange for the relevant Participating Shareholders' stock accounts in CREST to be credited with their entitlement to Shares and a Statement of Entitlement will be posted to them. Shares will be allotted as and when the Directors determine it appropriate, with Admission and Dealings expected within 10 Business Days of allotment. Share certificates will not be issued and CREST accounts will not be credited until Admission becomes effective. In the event that Admission does not become effective, Mandate Forms will be disregarded in respect of the dividend and the full cash dividend will be paid as soon as possible in the usual way.
11. Further copies of this document and/or Mandate Forms may be obtained from the Company's website or by contacting Capita Asset Services at the address above or telephone 0371 664 0324. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Capita Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
12. All costs and expenses incurred by the Scheme Administrator in administering the Scheme will be borne by the Company.
13. Each Shareholder applying to participate in the Scheme will be deemed to warrant to the Scheme Administrator and the Company in the Mandate Form that (i) save in the case of a Shareholder holding his Shares as nominee, during the continuance of his or her participation in the Scheme he or she will remain the sole beneficial owner of the Shares mandated to the Scheme free from encumbrances or security interests; and (ii) all information set out in the Mandate Form is correct and, to the extent any of the information changes, he or she will notify the changes to the Scheme Administrator.
14. Each Participating Shareholder acknowledges that none of the Company, the Scheme Administrator nor Beringea LLP is providing a discretionary manager service. Neither the Scheme Administrator, Beringea LLP or the Company shall be responsible for any loss or damage to Participating Shareholders as a result of their participation in the Scheme unless due to the negligence or default of the Scheme Administrator or the Company (respectively), its servants or agents.
15. The financial calendar and procedure for future dividends both as to any final and/or interim dividend will be notified in writing to Shareholders and/or published through an RIS.
16. The Participating Shareholder may at any time, by notice of not less than 20 Business Days prior to the relevant Reinvestment Day to the Scheme Administrator, terminate his or her participation in this Scheme. If a Participating Shareholder shall at any time cease to hold any Shares of a particular class in the Company, he or she shall be deemed to have served such a notice in respect of his or her participation in the Scheme in respect of that class of Shares.
17. The Company and the Scheme Administrator shall be entitled, at any time and from time to time, to suspend the operation of the Scheme in whole or in part and/or to terminate the Scheme without notice to the Participating Shareholders. Circumstances under which the Directors might suspend or terminate the Scheme include, but are not limited to changes in legislation governing VCTs (including changes in available tax reliefs) and adverse market conditions in the public markets.

18. All notices and instructions to be given to the Scheme Administrator shall be in writing and delivered or posted to Capita Asset Services, 34 Beckenham Road, Beckenham BR3 4TU. Applications to participate in the Scheme will be made by way of Mandate Form in the prescribed form as provided by Beringea LLP or the Scheme Administrator.
19. Subject to the prior agreement of the Scheme Administrator, the Directors shall be entitled to amend the Scheme terms and conditions on giving one month's notice in writing to all Participating Shareholders. If such amendments have arisen as a result of any change in statutory or other regulatory requirements, notice of such amendment will not be given to Participating Shareholders unless, in the Scheme Administrator's opinion, the change materially affects the interests of Participating Shareholders. Amendments to the Scheme Terms and Conditions which are of a formal, minor or technical nature, or made to correct a manifest error and which do not adversely affect the interests of Participating Shareholders, may be effected without notice.
20. By completing and delivering the Mandate Form provided by the Scheme Administrator, the Participating Shareholder will (i) agree to provide the Company with any information which it may request in connection with such application and to comply with legislation relating to VCTs or other relevant legislation (as the same may be amended from time to time); and (ii) declare that no loan has been made to the Participating Shareholder or any associate, which would not have been made, or not have been made on the same terms but for the Participating Shareholder offering to subscribe for, or acquiring, Shares, and that the Shares are being acquired for bona fide commercial purposes and not as part of a scheme or arrangement, the main purpose of which is the avoidance of tax.
21. Subscriptions for VCT shares only attract tax reliefs if in any tax year subscriptions to all VCTs do not exceed £200,000 (including subscriptions pursuant to dividend reinvestment schemes). Participating Shareholders under the Scheme are responsible for ascertaining their own tax status and liabilities and neither the Scheme Administrator nor the Company can accept any liability in the event they do not receive any VCT tax reliefs, or such reliefs are reduced or restricted in any way.
22. Dividends on Shares acquired in excess of £200,000 in any tax year will not be exempted from income tax in the same way as Shares acquired within this limit, therefore Participating Shareholders will generally be liable to tax on such dividends.
23. The election to receive Shares in place of the cash dividend is not being offered to, or for the benefit of, any citizen of the United States, Canada or Australia, any corporation, partnership or other entity created or organised in, or under the laws of the United States, Canada or Australia or any political sub-division thereof or with a registered office in any of these countries or any estate or trust, the income of which is subject to United States Federal, or Canadian, or Australian income taxation regardless of its source. "United States" means United States of America (including the District of Columbia). References to the United States, Canada and Australia include their territories, possessions and all areas subject to their jurisdiction.
24. No person receiving a copy of the Document and/or Mandate Form in any territory other than the United Kingdom may treat it as constituting an invitation to him unless in the relevant territory such an invitation could lawfully be made to him without complying with any registration or other legal requirements. It is the responsibility of the Shareholder outside the United Kingdom wishing to elect to receive Shares to satisfy himself as to the full observance of the laws of the relevant territory in connection with the offer, including obtaining any governmental or other consents which may be necessary and observing any other formalities requiring to be observed in such territory.
25. The Company shall not be required to issue Shares hereunder if the Directors so decide in their absolute discretion. If the Directors decide not to issue Shares hereunder, the full cash dividend will be paid as soon as possible in the usual way.
26. These Scheme terms and conditions shall be governed by, and construed in accordance with, English law and each Participating Shareholder submits to the jurisdiction of the English courts and agrees that nothing shall limit the right of the Company to bring any action, suit or proceeding arising out of or in connection with the Scheme in any other manner permitted by law or in any court of competent jurisdiction.

**Shareholders in any doubt about their tax position should consult an appropriate independent adviser.**



# TERMS AND CONDITIONS OF APPLICATION

- 1 In these Terms and Conditions which apply to the Offer, "Applicant" means a person whose name appears in an Application Form, "Application" means the offer by an Applicant completing an Application Form and posting (or delivering) it to Beringea (the "Receiving Agent") or as otherwise indicated in this Document. Save where the context otherwise requires, words and expressions defined in this Document have the same meanings when used in an Application Form and explanatory notes in relation thereto.
- 2 The contract created by the acceptance of an Application under the Offer will be conditional on Admission becoming effective.
- 3 The Company reserves the right to present all cheques and bankers' drafts for payment on receipt and to retain share certificates and application monies pending clearance of successful Applicants' cheques and bankers' drafts. The Company may treat Applications as valid and binding even if not made in all respects in accordance with the prescribed instructions and the Company may, at its discretion, accept an Application in respect of which payment is not received by the Company prior to the closing of the Offer. If any Application is not accepted in full or if any contract created by acceptance does not become unconditional, the Application monies or, as the case may be, the balance thereof will be returned (without interest) by returning each relevant Applicant's cheque or banker's draft or by crossed cheque in favour of the Applicant, through the post at the risk of the person(s) entitled thereto. Where payment in respect of an Application has been made by BACS transfer, any amount to be returned (without interest) to an Applicant will be returned to the bank account from which the application monies were sent. In the meantime, application monies will be retained by the Receiving Agent in a separate account. Multiple applications by Investors are permitted.
- 4 By completing and delivering an Application Form, you:
  - (i) offer to subscribe the amount of money specified in your Application Form or such lesser amount for which your Application is accepted, which shall be applied to purchase New Ordinary Shares as determined by the Pricing Formula set out below, on the terms of and subject to the conditions contained in this Document, including these Terms and Conditions, and subject to the memorandum and articles of association of the Company.

## **Pricing of the Offer:**

**Number of New Ordinary Shares = (Amount subscribed, less: (i) Promoter's Fee and (ii) Adviser Charge (if any))/ (latest published NAV per Ordinary Share\*)**

**rounded down to the nearest whole number of New Ordinary Shares.**

The Promoter's Fee is

- (a) for Applications received through Financial Advisers, 3.0% of the investment amount less the discount for Existing Shareholders as described in paragraph 12 of these Terms and Conditions; and
- (b) for Applications received through Execution Only Brokers and direct from Investors, 5.5% of the investment amount, less any commission waived by the Execution Only Broker and less the discount for Existing Shareholders as described in paragraph 12 of the Terms and Conditions.

The Investment Manager may agree to reduce its Promoter's Fee (in whole or in part) in respect of any specific Investors or group of Investors.

\* The NAV per Ordinary Share used in the calculation of the number of New Ordinary Shares will be the NAV per Ordinary Share most recently announced to the London Stock Exchange, less the amount of any dividend to be paid for which the record date is prior to the relevant allotment date.

- (ii) agree that, in consideration of the Company agreeing that it will not on or prior to the Offer closing issue or allot any New Ordinary Shares to any person other than by means of the procedures referred to in this Document, your Application may not be revoked and that this paragraph shall constitute a collateral contract between you and the Company which will become binding upon despatch by post to, or (in the case of delivery by hand) on receipt by, the Receiving Agent of your Application Form;
- (iii) agree and warrant that your cheque or banker's draft may be presented for payment on receipt and will be honoured on first presentation and agree that if it is not so honoured you will not be entitled to receive a certificate in respect of the New Ordinary Shares until you make payment in cleared funds for such New Ordinary Shares and such payment is accepted by the Company in its absolute discretion (which acceptance shall be on the basis that you indemnify it and the Receiving Agent against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of your remittance to be honoured on first presentation) and you agree that, at any time prior to the unconditional acceptance by the Company of such late payment, the Company may (without prejudice to its other rights) avoid the agreement to subscribe such New Ordinary Shares and may issue or allot such New Ordinary Shares to some other person, in which case you will not be entitled to any payment in respect of such New Ordinary Shares, other than the refund to you, at your risk, of the proceeds (if any)

of the cheque or banker's draft accompanying your Application, without interest;

- (iv) agree that, in respect of those New Ordinary Shares for which your Application has been received and is not rejected, your Application may be accepted at the election of the Company either by notification to the London Stock Exchange of the basis of allocation or by notification of acceptance thereof to the Receiving Agent;
- (v) agree that any monies refundable to you may be retained by the Receiving Agent pending clearance of your remittance and any verification of identity which is, or which the Company or the Receiving Agent may consider to be, required for the purposes of the Money Laundering Regulations and that such monies will not bear interest;
- (vi) authorise the Registrar to send share certificate(s), or have shares allotted to your CREST account (as the case may be), in respect of the number of New Ordinary Shares for which your Application is accepted and/or a crossed cheque for any monies returnable, by post, without interest, to your address set out in the Application Form and to procure that your name is placed on the register of members of the Company in respect of such New Ordinary Shares;
- (vii) where payment in respect of an Application has been made by BACS transfer, authorise the Receiving Agent to transfer any amount to be returned to you to the bank account from which the application monies were sent;
- (viii) agree that all Applications, acceptances of Applications and contracts resulting therefrom shall be governed in accordance with English law, and that you submit to the jurisdiction of the English courts and agree that nothing shall limit the right of the Company to bring any action, suit or proceeding arising out of or in connection with any such Applications, acceptances of Applications and contracts in any other manner permitted by law or any court of competent jurisdiction;
- (ix) confirm that, in making such Application, you are not relying on any information or representation in relation to the Company other than the information contained in this Document announced by the Company or filed with the Registrar of Companies (or any supplementary document so announced or filed) and accordingly you agree that no person responsible solely or jointly for this Document, or any part thereof, or involved in the preparation thereof, shall have any liability for such information or representation;
- (x) irrevocably authorise the Receiving Agent, the Registrars or any person authorised by either of them, as your agent, to do all things necessary to effect registration of any New Ordinary Shares subscribed by or issued to you into your name and authorise any representative of the Receiving Agent or the Registrars to execute any document required therefore;
- (xi) agree that, having had the opportunity to read this Document, you shall be deemed to have had notice of all information and statements concerning the Company and the New Ordinary Shares contained therein;

(xii) confirm that you have reviewed the restrictions contained in paragraph 6 below and warrant that you are not a "US Person" as defined in the United States Securities Act of 1933 ("Securities Act") (as amended), nor a resident of Canada and that you are not applying for any New Ordinary Shares with a view to their offer, sale or delivery to or for the benefit of any US Person or a resident of Canada;

(xiii) declare that you are an individual aged 18 or over;

(xiv) agree that all documents and cheques sent by post to, by or on behalf of the Company, the Registrars or the Receiving Agent will be sent at the risk of the Applicant;

(xv) agree, on request by the Company to disclose promptly in writing to the Company, any information which the Company may reasonably request in connection with your Application including, without limitation, satisfactory evidence of identity to ensure compliance with the Money Laundering Regulations and authorise the Company to disclose any information relating to your Application as they consider appropriate;

(xvi) agree that Beringea and the Receiving Agent will not treat you as their customer by virtue of your Application being accepted or owe you any duties or responsibilities concerning the price of the New Ordinary Shares or the suitability for you of New Ordinary Shares or be responsible to you for providing the protections afforded to their customers;

(xvii) where applicable, authorise the Company to make on your behalf any claim to relief from income tax in respect of any dividends paid by the Company;

(xviii) declare that the Application Form has been completed to the best of your knowledge;

(xix) undertake that you will notify the Company if you are not or cease to be either a Qualifying Subscriber or beneficially entitled to the New Ordinary Shares; and

(xx) declare that a loan has not been made to you or any associate, which would not have been made, or not have been made on the same terms, but for you offering to subscribe for, or acquiring, New Ordinary Shares and that the New Ordinary Shares are being acquired for bona fide commercial purposes and not as part of a scheme or arrangement the main purpose of which is the avoidance of tax.

- 5 No person receiving a copy of this Document or an Application Form in any territory other than the UK may treat the same as constituting an invitation or offer to him, nor should he in any event use such Application Form unless, in the relevant territory, such an invitation or offer could lawfully be made to him or such Application Form could lawfully be used without contravention of any regulations or other legal requirements. It is the responsibility of any person outside the UK wishing to make an Application to satisfy himself as to full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any other formalities requiring to be observed in such territory and paying

any issue, transfer or other taxes required to be paid by such territory.

- 6 The New Ordinary Shares have not been and will not be registered under the Securities Act, as amended, and may not be offered or sold in the United States of America, its territories or possessions or other areas subject to its jurisdiction (the "USA"). In addition, the Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended. The Investment Manager will not be registered under the United States Investment Advisers Act of 1940, as amended. No Application Form will be accepted if it bears an address in the USA.
- 7 The basis of allocation will be determined by the Company as set out under the heading "Application Procedure" in the Chairman's Letter and in the Terms and Conditions. The right is reserved to reject in whole or in part and/or scale down and/or ballot any Application or any part thereof including, without limitation, Applications in respect of which any verification of identity which the Company, the Registrar or the Receiving Agent consider may be required for the purposes of the Money Laundering Regulations has not been satisfactorily supplied. Dealings prior to the issue of certificates for New Ordinary Shares will be at the risk of Applicants. A person so dealing must recognise the risk that an Application may not have been accepted to the extent anticipated or at all. The Offer will not be withdrawn after dealings in the New Ordinary Shares have commenced. Multiple applications are permitted.
- 8 Save where the context requires otherwise, the terms defined in this document bear the same meaning when used in these Terms and Conditions.
- 9 Execution Only Brokers who, acting on behalf of their clients, return valid Application Forms signed by an authorised signatory and bearing their FCA number will normally be paid commission, if permissible, of either:
  - (i) 3% of the amount invested by their client (and no trail commission); or
  - (ii) 2.25% of the amount invested by their client plus an annual trail commission, usually of 0.5% per annum of the amount invested by their client. The trail commission in respect of applications for New Ordinary Shares is expected to be paid first in August 2019 and annually thereafter (provided that the Execution Only Broker continues to act for the client and the client continues to hold the New Ordinary Shares) normally for up to 5 years, subject to any future changes in the rules and regulations. It will cease to be payable if the Company is wound up.

Beringea will maintain a register of Execution Only Brokers entitled to trail commission. Execution Only Brokers should keep a record of Application Forms submitted bearing their stamp to substantiate any claim for trail commission.

The Receiving Agent will collate the Application Forms bearing the Execution Only Brokers' stamps and calculate the initial commission payable, which will be paid within 14 days of each allotment.

- 10 Execution Only Brokers may agree to waive initial commission in respect of an Application. If this is the case, then the amount of

an Application will be increased by an amount equivalent to the amount of the commission waived.

- 11 The Company has agreed to facilitate the payment of fees to Financial Advisers who provide advice to their clients, by accepting instructions from an Investor to pay the amount of the fee agreed by them to their adviser, together with any applicable VAT, out of the amount the Company receives from the Investor. Investors who wish the Company to facilitate the payment of a fee in this manner should complete Section 4(i) on the Application Form. Investors should be able to claim initial tax relief on the full amount of their investment, subject to the normal rules on eligibility for tax relief.

The Receiving Agent will collate the Application Forms bearing the Financial Advisers' stamps and calculate the fees and related VAT, which will be paid within 14 days of each allotment.

- 12 Applicants who had an existing shareholding, or whose spouse or civil partner had an existing shareholding, in one of the ProVen VCTs on 20 October 2017, will be entitled to additional New Ordinary Shares with an aggregate subscription price equivalent to 1% of the amount subscribed.

The subscription price of the additional New Ordinary Shares will be met by the Investment Manager.

### 13 Money Laundering Regulations

The Receiving Agent is entitled to require, at its absolute discretion, verification of identity from any Applicant including, without limitation, any person who either (i) tenders payment by way of a cheque or banker's draft drawn on an account in the name of a person or persons other than the Applicant or (ii) appears to the Receiving Agent to be acting on behalf of some other person.

Pending the provision of evidence satisfactory to the Receiving Agent as to the identity of the Applicant and/or any person on whose behalf the Applicant appears to be acting, the Receiving Agent may, in its absolute discretion, retain an Application Form lodged by an Applicant and/or the cheque or other remittance relating thereto and/or the Registrar may not enter the Applicant on the register of members or issue any share certificates in respect of such application. If verification of identity is required, this may result in a delay in dealing with an Application and in rejection of the Application.

The Company reserves the right, in its absolute discretion, for it or the Receiving Agent to reject any Application in respect of which the Receiving Agent considers that, having requested verification of identity, it has not received evidence of such identity satisfactory to it by such time as was specified in the request for verification of identity or in any event within a reasonable period.

In the event of an Application being rejected in any such circumstances, the Company reserves the right in its absolute discretion, but shall have no obligation, to terminate any contract of allotment relating to or constituted by such Application Form (in which event the money payable or paid in respect of the Application will be returned (without interest) to the account of the drawee bank from which such sums were originally debited).

The submission of an Application Form will constitute an undertaking by the Applicant to provide promptly to the

Receiving Agent such information as may be specified by it as being required for the purpose of the Money Laundering Regulations. Please refer to Section 9 of the Application Form for details of the documents that will need to be provided.

The completion by an authorised financial intermediary of Section 11 of the Application Form should be supplemented with either an original signed "Confirmation of Verification of Identity" in a form acceptable to the Receiving Agent or copies of the documents used by the authorised financial intermediary for the purpose of verifying the identity of the Applicant, deemed satisfactory to the Receiving Agent.

- 14 Existing Shareholders of the Company have passed a resolution to allow the Company to use its website to publish statutory documents and communications to Shareholders, such as the annual report and accounts, as its default method of publication. In addition to this resolution, company law requires that shareholders are individually asked to consent to this method of publication. The Company has previously requested this consent from Shareholders and so, in order to ensure that new Investors are given the same opportunity, the Application Form makes provision for requesting consent from new Investors.

It is the Company's intention in the future to provide, as far as possible, all Shareholder communications via the Company's website ([www.provenvcts.co.uk](http://www.provenvcts.co.uk)) to all Shareholders who have not specifically elected to receive the information in hard copy (i.e. paper) form. This will reduce the number of communications sent by post and will result in cost savings to the Company. It will also reduce the impact that the unnecessary printing and distribution of reports has on the environment. Shareholders will be notified, either by email or post, each time the Company places communications on the website.

If you wish to receive postal notification of publication of the Company's shareholder communications then you do not need to do anything.

If you wish to receive email notification of publication of the Company's shareholder communications then please ensure that you complete Section 5(a) on the Application Form.

If you wish to receive hard copies of the Company's shareholder communications then please ensure that you complete Section 5(b) on the Application Form.

Should you subsequently wish to change your election, you can do so at any time by contacting the Registrar, Capita Asset Services, VCT Shareholder Solutions, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or alternatively at [www.signalshares.com](http://www.signalshares.com). Notwithstanding any election, the Company may in its sole discretion send any notification or information to Shareholders in paper form.

# APPLICATION PROCEDURE

Please send the completed Application Form together with your payment and proof of identity if required (please see paragraph 13 of the Terms and Conditions on pages 25 to 28 of this Document) to:

ProVen VCT, c/o Beringea LLP, 39 Earlham Street, London WC2H 9LT

Payment may alternatively be made by BACS transfer, using your surname and initials as the reference, to the bank account stated in Section 2.

If you have any questions on how to complete an Application Form please contact Beringea on 020 7845 7820

Please note that for legal reasons, Beringea will not be able to provide advice on the merits of the Offer or give any personal tax, investment or financial advice.

## SECTION 1

Please insert your full name, permanent address, landline and mobile telephone numbers, date of birth, email address and national insurance number in Section 1 of the Application Form. Your national insurance number, which you will find on your pay slip, is required to ensure you obtain your income tax relief. Joint applications are not permitted but couples may apply separately. Please also indicate how you would like the Company to communicate with you in respect of your Application.

Under Common Reporting Standards, the VCT is obliged to obtain certain information for new Applicants. Please indicate all countries for which the Applicant is resident for the purposes of that country's income tax in the section provided.

If you are an existing shareholder in ProVen VCT, PGI VCT or ProVen Planned Exit VCT please complete this section in order to claim your additional New Ordinary Shares.

**The Offer will be available exclusively to Existing Shareholders until 8 November 2017.**

## SECTION 2

**Please note that the minimum investment is £5,000.** Investments for more than £5,000 must be for a multiple of £1,000.

Specify the amount to be invested in New Ordinary Shares under the Offer.

Place a tick in the appropriate box to indicate whether you will make your payment by cheque, bankers draft or BACS transfer.

**Cheques should be made payable to "ProVen VCT" and crossed "A/C Payee only".** Cheques must be from a recognised UK bank account and your payment must be related solely to this Application.

Payment by BACS transfer should be made to the following account, **using your surname and initials as the reference:**

Bank:	Royal Bank of Scotland
Sort Code:	16-01-09
Account Name:	ProVen VCT plc
Account Number:	00609642

## SECTION 3

If you would like your New Ordinary Shares to be issued directly in the name of your nominee through CREST, please complete your nominee's details in Section 3.

## SECTION 4

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Please tick the relevant box to indicate whether:

- (i) you have been advised on this Application by a Financial Adviser; or
- (ii) you are applying through an Execution Only Broker who has not given you advice in relation to your Application; or
- (iii) you are making an Application directly to the Company, i.e. not through an intermediary.

In the case of (i) above, please insert the amount of the fee you have agreed with your Financial Adviser, inclusive of VAT if applicable, in the box provided for this purpose. Please note that in the case of (ii) trail commission is not available on investment platform services.

In the case of (iii) above, please refer to Section 9 for details on information required to be provided with your Application Form for the purpose of complying with the Money Laundering Regulations.

## SECTION 5

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The Company intends to publish future shareholder communications, such as the annual and half-year reports, on the ProVen VCTs' website.

Shareholders will normally be notified by post each time such information is published. If you would prefer (a) to receive notification by email, or (b) to continue to receive hard copies of shareholder information, please tick the appropriate box in Section 5.

**N.B. PLEASE COMPLETE ONLY ONE OF SECTIONS 6 & 7**

## SECTION 6

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Please complete the mandate instruction if you wish to participate in the Dividend Reinvestment Scheme.

## SECTION 7

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Please complete the mandate instruction if you wish to have dividends paid directly into your bank or building society account.

## SECTION 8

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Please tick the box in Section 8 if you do not want Beringea to send you information about the Company (such as the ProVen News newsletter) and other products or services it offers. If you tick the box you will continue to receive notifications when shareholder communications, such as the Company's annual report, are published on the ProVen VCTs' website (or hard copy documents if you have elected to receive these in Section 5).

## SECTION 9

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If you have ticked box (iii) in Section 4 of the Application Form, you will need to provide one document from List A and **one** document from List B below.

Copies should be originally certified by an FCA approved person, a solicitor, a chartered or certified accountant or a bank or building society official by:

- writing "Certified to be a true copy of the original seen by me";
- signing and dating the document;
- printing their name under the signature; and
- adding their occupation, address and telephone.

Original documents will be returned by post at your risk.

## ACCEPTABLE DOCUMENTS – LIST A

- Valid passport
- Valid photocard driving licence (full or provisional)

- Valid national identity card
- Valid firearms certificate/shotgun certificate
- Valid old style, paper, full UK driving licence

## ACCEPTABLE DOCUMENTS – LIST B

- A bill or statement from a regulated utility company (excluding mobile phone bill, store or online bills) within three months of the date of Application
- Instrument of a court appointment (such as liquidator or grant of probate) within twelve months of the date of Application
- A bank statement issued by a regulated financial sector firm (this should be a statement received in the post, rather than one accessed via the internet) within three months of the date of Application
- A credit or debit card statement issued by a regulated financial sector firm within three months of the date of Application
- Valid photocard driving licence (full or provisional) (where not used in List A)
- Valid firearms certificate or shotgun certificate (where not used in List A)
- Valid old style, paper, full UK driving licence (where not used in List A)
- Council tax demand letter, or statement within twelve months of the date of Application

Please tick the relevant boxes to indicate which documents have been sent with your Application Form.

## SECTION 10

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Read the declaration below and sign and date the Application Form.

### **If this form is completed and signed by the Investor named in Section 1:**

By signing this form I HEREBY DECLARE THAT:

- (i) I have received the Document dated 20 October 2017 relating to the Offer and have read the Terms and Conditions of Application therein and agree to be bound by them;
- (ii) I will be the beneficial owner of the New Ordinary Shares of ProVen VCT issued to me under this Offer;
- (iii) I have read and understood the risk factors set out on pages 4 and 5 of this Document; and
- (iv) To the best of my knowledge and belief, the personal details I have given are correct.
- (v) Where I have ticked box (iii) in Section 4 of the Application Form, I have included with my Application Form, **one** document from List A and **one** document from List B as set out in Section 9 of the Application Form.

### **If this form is completed and signed by an authorised financial intermediary or any other person apart from the Investor:**

By signing this form on behalf of the individual whose details are shown above, I make a declaration (on behalf of such individual) on the terms of sub-paragraphs (i) to (v) above and attach the power of attorney under which I have authority to sign on behalf of such individual.

## SECTION 11

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Intermediaries should complete Section 11, giving their full name and address, telephone number and details of their authorisation under the Financial Services and Markets Act 2000. An authorised signatory must sign on behalf of the Intermediary. The right is reserved to withhold payment of commission or to decline to facilitate the payment of a fee, as appropriate, if the Company, in its sole discretion, is not satisfied that the Intermediary is authorised.

For Applications submitted through Execution Only Brokers, the Execution Only Broker should complete the appropriate boxes to indicate the preferred commission structure and the amount of commission (if any) to be waived and reinvested in additional New Ordinary Shares. Please note trail commission is not available on investment platform services.



## FREQUENTLY ASKED QUESTIONS

**Q: What is the minimum investment?**

A: £5,000

**Q: Whom should I make my cheque payable to?**

A: "ProVen VCT"

**Q: May I pay by BACS transfer?**

A: Yes. The application monies should be transferred to the following account, using your surname and initials as the reference:

Bank: Royal Bank of Scotland  
Sort Code: 16-01-09  
Account Name: ProVen VCT plc  
Account Number: 00609642

**Q: Where should I send my Application?**

A: ProVen VCT plc, c/o Beringea LLP, 39 Earlham Street, London WC2H 9LT

**Q: If I apply through a Financial Adviser and the Company facilitates the payment of an initial fee to that Financial Adviser, will I be able to claim tax relief on the full amount of my subscription?**

A: Yes, subject to the normal rules on eligibility for tax relief

**Q: When can I invest?**

A: The Offer will be available exclusively to Existing Shareholders until 8 November 2017. Other Investors may apply from 9 November 2017.

**Q: What happens after I invest?**

A: We will send you confirmation that we have received your Application by return of post or email, including the following information:

For Applications submitted through Execution Only Brokers and directly to the Company:

- how much you have applied to invest
- details of any additional amounts to be invested arising from the incentive for being an existing ProVen VCTs' shareholder and/or commission waived by an Execution Only Broker.

For Applications submitted through Financial Advisers:

- how much you have applied to invest
- details of any additional amounts to be invested arising from the incentive for being an existing ProVen VCTs' shareholder
- details of any amounts deducted from your subscription to be paid as a fee (including VAT if appropriate) to your Financial Adviser.

**Q: When will the New Ordinary Shares be allotted?**

A: Subject to the Offer remaining open, New Ordinary Shares will be allotted and issued in respect of valid Applications received on 21 November 2017 in respect of Applications received up to and including 20 November 2017 and on 20 December 2017, and any other date prior to 20 December 2017 on which the Directors decide, for Applications received after 20 November 2017.

**Q: How many New Ordinary Shares will I receive?**

A: The number of New Ordinary Shares allotted to you will depend on a number of factors, including the latest published NAV per Ordinary Share at the date of allotment, whether you apply through an Execution Only Broker, directly to the Company or through a Financial Adviser and whether you are entitled to any discount for being an existing ProVen VCTs' shareholder. Please see page 8 of this Document for further details.

**Q: When can I expect to receive the share and tax certificates?**

A: The Company's Registrar, Capita Asset Services, will send share and tax certificates within 15 business days of New Ordinary Shares being allotted. Allotments will be announced through a Regulatory Information Service.

**Q: Whom should I contact if I have any questions concerning an Application?**

A: Please contact Beringea on 020 7845 7820. Please note that Beringea cannot give investment or tax advice.



# APPLICATION FORM

## ProVen VCT plc Ordinary Shares – Offer for Subscription

Before completing this Application Form you should read the Terms and Conditions of Application and the Application Procedure. The Offer opens on 20 October 2017 and the closing date will be 1.00 pm on 20 December 2017 (unless the Offer is closed earlier).

Please send this Application Form together with your cheque or banker's draft and proof of identity if required, to **ProVen VCT, c/o Beringea LLP, 39 Earlham Street, London, WC2H 9LT**. Alternatively payment may be made by BACS transfer, using your surname and initials as the reference, to Royal Bank of Scotland, Account Name: ProVen VCT plc, Sort Code: 16-01-09 Account Number: 00609642. Please indicate which payment method you are using in Section 2 of the Application Form.

**Please complete in block capitals**

### SECTION 1 – PERSONAL DETAILS

Title (Mr/Mrs/Miss/Ms/Other)	<input type="text"/>	Surname	<input type="text"/>
Forename(s) in full <input type="text"/>			
Date of Birth	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	National Insurance Number	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Permanent residential address		E-mail	<input type="text"/>
<input type="text"/>		Telephone (landline)	<input type="text"/>
Town/City		Telephone (mobile)	<input type="text"/>
<input type="text"/>		Please indicate how you would like receipt of your Application to be confirmed:	
Postcode		Post	E-mail
<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		<input type="text"/>	<input type="text"/>

Tax Residency		
Please indicate all countries in which the Applicant is resident for the purposes of that country's income tax. If the Applicant is a US citizen, Green Card holder, or US resident, you must complete and return an IRS (Internal Revenue Service) W-9 form and include any additional tax residences in the table below.		
Country of Tax Residency	Tax Identification Number (TIN)/(UTR)	No TIN
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Please indicate if you or your spouse or civil partner is an existing shareholder in one of the following VCTs by ticking one or more of the boxes below:

ProVen VCT plc <input type="checkbox"/>	ProVen Growth & Income VCT plc <input type="checkbox"/>	ProVen Planned Exit VCT plc <input type="checkbox"/>
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### SECTION 2 – APPLICATION DETAILS

I offer to subscribe the following amount for New Ordinary Shares on the Terms and Conditions of Application set out in this Document and the articles of association of the Company.

**The minimum investment is £5,000.**

TOTAL INVESTMENT (Tax year 2017/18 only)	£ <input type="text"/>
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I ENCLOSE A CHEQUE OR BANKER'S DRAFT DRAWN ON A UK CLEARING BANK, MADE PAYABLE TO "ProVen VCT"				<input type="checkbox"/>
I WILL PAY BY BACS TRANSFER, USING MY SURNAME AND INITIALS AS THE REFERENCE, TO:				<input type="checkbox"/>
Bank:	Royal Bank of Scotland	Account Name:	ProVen VCT plc	
Sort Code:	16-01-09	Account Number:	00609642	



### SECTION 3 – NOMINEE/CREST DETAILS

I request that any New Ordinary Shares for which my subscription is accepted are issued to my nominee through CREST.

Participant Name:	CREST Participant ID:
<input type="text"/>	<input type="text"/>
Participant Address:	CREST Member Account ID:
<input type="text"/>	<input type="text"/>
	Contact name for CREST queries:
	<input type="text"/>
	Telephone:
	<input type="text"/>
Post Code:	Reference (optional)
<input type="text"/>	<input type="text"/>

### SECTION 4 – APPLICATION TYPE

Please indicate the type of Application you are making by ticking the appropriate box:

- (i) **Advised:** You have been advised on this investment by a Financial Adviser – **please complete the Adviser Charge box below**, if applicable, and ensure Section 11(a) is completed by your Intermediary ☐

**Adviser Charge**

If you have agreed an Adviser Charge with your Financial Adviser and request that the Company facilitates the payment of that fee, please insert the fee amount in this box. Please note that the number of New Ordinary Shares issued to you will be reduced by the Adviser Charge. This payment is inclusive of VAT, if applicable.

State as either a sum of money in £ or as a % of the total amount invested in Section 2.

- (ii) **Execution only:** This investment is being processed through an Execution Only Broker who is not providing you with advice – please ensure Section 11(b) is completed by your Intermediary. ☐

- (iii) **Direct – No Intermediary:** This is a direct investment (ie you are not submitting this application through an Intermediary). Please refer to Section 9 of the Application Form for documentation required to be sent with your Application Form in order to meet the requirements of the Money Laundering Regulations. ☐

### SECTION 5 – SHAREHOLDER COMMUNICATIONS

The Company intends to publish future shareholder communications on the ProVen VCTs' website. Shareholders will normally be notified by post each time such information is published. If you would prefer (a) to receive notification by email, or (b) to continue to receive hard copies of shareholder information, please tick the appropriate box below:

- (a) I wish to receive email notifications (to email address in Section 1) ☐  
(b) I wish to receive hard copy shareholder information ☐

**Please complete only ONE of the following sections 6 and 7**

### SECTION 6 – DIVIDEND REINVESTMENT SCHEME

**Dividends to be reinvested in Ordinary Shares of the Company (DO NOT complete if you wish to receive future dividends in cash)**

I confirm that I wish to participate in the Company's dividend reinvestment scheme (the "DRIS") for each future dividend paid on all of my Ordinary Shares in ProVen VCT. By agreeing to participate in the DRIS I agree that any mandate which I have previously given for the payment of cash dividends directly to my Bank or Building Society account shall be suspended for so long as I remain a participant in the Scheme.

Signature

Date

## SECTION 7 – DIVIDEND MANDATE

**Dividends to be paid into your bank account (DO NOT complete if you wish future dividends to be reinvested in Ordinary Shares of the Company)**

All dividends on Ordinary Shares in the Company may be paid directly into bank and building society accounts. If you wish all future dividends on Ordinary Shares in ProVen VCT to be paid into your bank or building society account, please complete the mandate instruction form below.

Dividends paid directly to your account will be paid in cleared funds on the dividend payment dates. Your bank or building society statement will identify details of the dividend as well as the dates and amounts paid.

Please forward until further notice all dividends that may from time to time become due on any Ordinary Shares now standing, or which may hereafter stand, in my name in the register of members of ProVen VCT to the bank account listed below. I understand that if my Application is not accepted in full, the balance of Application monies may also be repaid (without interest) to the bank account listed below.

Bank or Building Society reference number and details:

Account Name	<input type="text"/>	Name of Bank/ Building Society	<input type="text"/>
Account Number	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Address of Branch	<input type="text"/>
Sort Code	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Signature	<input type="text"/>	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"/>

The Company, Registrar and Beringea do not accept responsibility if any details quoted by you are incorrect.

Please note that if you are an existing Shareholder in ProVen VCT, these payment instructions will apply to your entire shareholding, including shares previously acquired.

## SECTION 8 – DATA PROTECTION

The information provided by you will be held in confidence by Beringea and will not be passed on to any other companies. Beringea may use your contact details to send you information about the Company (such as the ProVen News newsletter) and other products or services it offers. If you would prefer not to receive this information, please tick the box: ☐

If you tick the box you will continue to receive notifications when shareholder communications, such as the Company's annual report, are published on the ProVen VCT's website (or hard copy documents if you have elected to receive these in Section 5).



PLEASE SIGN BELOW TO COMPLETE THE APPLICATION

SECTION 9

If you have ticked box (iii) in Section 4 of the Application Form, you will need to provide **one** document from List A and **one** document from List B below.

Copies should be originally certified by an FCA approved person, a solicitor, a chartered or certified accountant or a bank or building society official by:

- writing "Certified to be a true copy of the original seen by me";
- signing and dating the document;
- printing their name under the signature; and
- adding their occupation, address and telephone.

Original documents will be returned by post at your risk.

Please tick **one** document from List A and **one** document from List B to indicate which documents have been included with your Application Form.

**Acceptable documents – List A**

Included

Valid passport

☐

Valid photocard driving licence (full or provisional)

☐

Valid national identity card

☐

Valid firearms certificate/shotgun certificate

☐

Valid old style, paper, full UK driving licence

☐

**Acceptable documents – List B**

Included

A bill or statement from a regulated utility company (excluding mobile phone bill, store or online bills) within three months of the date of Application

☐

Instrument of a court appointment (such as liquidator or grant of probate) within twelve months of the date of Application

☐

A bank statement issued by a regulated financial sector firm (this should be a statement received in the post, rather than one accessed via the internet) within three months of the date of Application

☐

A credit or debit card statement issued by a regulated financial sector firm within three months of the date of Application

☐

Valid photocard driving licence (full or provisional) (where not used in List A)

☐

Valid firearms certificate or shotgun certificate (where not used in List A)

☐

Valid old style, paper, full UK driving licence (where not used in List A)

☐

Council tax demand letter, or statement within twelve months of the date of Application

☐

## SECTION 10 – SIGNATURE AND DATE

By signing this form I HEREBY DECLARE THAT:

- (i) I have received the Document dated 20 October 2017 and have read the Terms and Conditions of Application therein and agree to be bound by them;
- (ii) I will be the beneficial owner of the New Ordinary Shares of Proven VCT issued to me under this Offer;
- (iii) I have read and understood the risk factors set out on pages 4 and 5 of this Document; and
- (iv) To the best of my knowledge and belief, the personal details I have given are correct.
- (v) Where I have ticked box (iii) in Section 4 of the Application Form, I have included with my Application Form, **one** document from List A and **one** document from List B as set out in Section 9 of the Application Form.

**If this form is completed and signed by an authorised financial intermediary or any other person apart from the Investor:**

By signing this form on behalf of the individual whose details are shown above, I make a declaration (on behalf of such individual) on the terms of sub-paragraphs (i) to (v) above and attach the power of attorney under which I have authority to sign on behalf of such individual.

Signature

Date



## SECTION 11 – FINANCIAL INTERMEDIARIES

### For completion by authorised financial intermediaries only

Name of Firm	Name of Contact
<input type="text"/>	<input type="text"/>
Address	FCA Number
<input type="text"/>	<input type="text"/>
	Telephone
	<input type="text"/>
City	E-mail
<input type="text"/>	<input type="text"/>
Postcode	
<input type="text"/>	
Please confirm how you would like receipt of your client's Application to be confirmed	
Post	<input type="text"/>
E-mail	<input type="text"/>
Please complete either (a) or (b) below: (✓)	
(a) The firm named above is a Financial Adviser which has agreed the Adviser Charge specified in Section 4(i) with the Applicant.	<input type="text"/>
(b) The firm named above is an Execution Only Broker which is permitted to receive commission in respect of this Application.	<input type="text"/>

<b>The preferred commission structure (to be completed by the Execution Only Broker)</b> (please state commission percentages under the preferred commission structure – either 3% or 2.25% plus trail – so that the percentages stated against A and B total either 3% or 2.25% as appropriate)	3%	2.25% plus trail
A: Commission to be paid to Execution Only Broker		
B: Commission to be waived and invested in additional New Ordinary Shares for your client		

The Company intends to make all payments relating to Financial Adviser fees (and related VAT) and commission by direct transfer to Intermediaries' bank accounts via the Receiving Agent.

The Company intends to make all payments relating to Financial Adviser fees (and related VAT) and commission by direct transfer to Intermediaries' bank accounts via the Receiving Agent.

Please provide your bank details below.

Account Name	<input type="text"/>	Name of Bank/ Building Society	<input type="text"/>
Account Number	<input type="text"/>	Address of Branch	<input type="text"/>
Sort Code	<input type="text"/>		

The Company, Registrar and Beringea do not accept responsibility if any details quoted by you are incorrect.

I confirm that I have identified and verified the identity of the Applicant to the standard required by the Money Laundering Regulations within the guidance for the UK Capital Financial Sector issued by the Joint Money Laundering Steering Group and attach (i) an original signed "Confirmation of Verification of Identity" in a form acceptable to the Receiving Agent, or (ii) copies of the documents used by us for the purpose of verifying the identity of the Applicant, deemed satisfactory to the Receiving Agent.

Signature of Authorised Intermediary	Date
<input type="text"/>	<input type="text"/>

**The details set out in this Application Form should be checked carefully by the Intermediary as they supersede details given in any accompanying letters or forms**



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responsible sources  
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