## Summary 2016



## **ALBION VENTURES**



## Summary

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A to E. This summary contains all of the Elements required to be included in a summary for the type of shares being issued pursuant to the prospectus issued by the Companies on 29 November 2016 (the "Prospectus") containing an offer for subscription (the "Offer") of ordinary shares of 1p (or 10p in the case of Crown Place VCT) each in the capital of each of the Companies (the "Shares") and the Companies being closed-ended investment funds. Some of the Elements are not required to be addressed and, as a result, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in this summary, it is possible that no relevant information can be given regarding that Element. In these instances, a short description of the Element is included, together with an appropriate 'Not applicable' statement.

Α		Introduction and Warnings
A1	Warning	This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities of the Companies should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a Court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled this summary including any translation thereof, but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.
A2	Use of the Prospectus by financial intermediaries for subsequent resale or final placement	Each Company and their respective Directors consent to the use of the Prospectus, and accept responsibility for the content of the Prospectus, with respect to subsequent resale or final placement of securities by financial intermediaries from the date of the Prospectus until the close of the offers. The offers are expected to close on or before 29 September 2017, unless fully subscribed early or otherwise closed earlier or extended by the respective Board to a date not later than 28 November 2017. There are no conditions attaching to this consent. Financial intermediaries must give investors information on the terms and conditions of the offer at the time they introduce the offer to investors. Any financial intermediary using the Prospectus must state on its website that it is using the Prospectus in accordance with the consent set out in the above paragraph.

В		Issuers	
B1	Legal and commercial Name	Albion Development VCT PLC Albion Enterprise VCT PLC Albion Technology & General VCT PLC Albion Venture Capital Trust PLC Crown Place VCT PLC Kings Arms Yard VCT PLC (together, "the <b>Companies</b> " and each a	("Albion Development VCT")  ("Albion Enterprise VCT")  ("Albion Technology & General VCT ")  ("Albion Venture Capital Trust ")  ("Crown Place VCT")  ("Kings Arms Yard VCT")

В		Issuers
B2	Domicile / Legal form Legislation	Albion Development VCT was incorporated and registered in England and Wales on 21 October 1998 with limited liability as a public limited company under the Companies Act 1985 with registered number 03654040.
	/ Country of Incorporation	Albion Enterprise VCT was incorporated and registered in England and Wales on 7 November 2006 with limited liability as a public limited company under the Companies Act 1985 with registered number 05990732.
		Albion Technology & General VCT was incorporated and registered in England and Wales on 21 November 2000 with limited liability as a public limited company unde the Companies Act 1985 with registered number 04114310.
		Albion Venture Capital Trust was incorporated and registered in England and Wales on 22 December 1995 with limited liability as a public limited company under the Companies Act 1985 with registered number 03142609.
		Crown Place VCT was incorporated and registered in England and Wales on 14 January 1998 with limited liability as a public limited company under the Companies Act 1985 with registered number 03495287.
		Kings Arms Yard VCT was incorporated and registered in England and Wales or 18 December 1995 with limited liability as a public limited company under the Companies Act 1985 with registered number 03139019.
		The principal legislation under which each Company operates is the Companies Ac 2006 (and regulations made thereunder) (the "Act").
B5	Group description	Crown Place VCT PLC has two subsidiaries, CP1 VCT PLC and CP2 VCT PLC (ir members' voluntary liquidation). No other Company is part of a group.
В6	Material shareholders / Different voting rights / Control	As at 28 November 2016 (this being the latest practicable date prior to publication of this document), no Company is aware of any person who, directly or indirectly, has or will have an interest in its share capital or voting rights which is notifiable unde UK law (under which, pursuant to the Act and the Listing Rules and Disclosure and Transparency Rules of the Financial Conduct Authority, a holding of 3 per cent. o more is required to be notified to it).
		All shareholders in each Company have the same voting rights in respect of the existing share capital of that Company.
		As at 28 November 2016 (this being the latest practicable date prior to publication of this document), no Company is aware of any person who directly or indirectly jointly or severally, exercises or could exercise control over a Company.
В7	Selected financial information	Certain selected historical information of each Company, which has been extracted without material adjustment from the audited and unaudited financial statement referenced in the following tables, is set out below:
	and statement of any	Albion Development Financial year to Half-year to 30 VCT Ordinary Shares 31 December (audited) June (unaudited)
	significant changes	2013 2014 2015 2015 201 Profit / loss on ordinary activities before
		taxation (£'000) 1,681 1,473 1,639 1,723 40 Earnings per Share (p) 5.10 4.00 3.10 3.40 0.7 Dividends per Share (p) 5.00 5.00 5.00 2.50 2.50 Net assets (£'000) 25,175 27,440 38,900 39,768 43,40
		NAV per Share (p) 74.10 73.10 71.10 73.70 69.3

Albion Development VCT Former D Shares		ancial yed cember (a			ear to 30 naudited)
Profit/loss on ordinary	2013	2014	2015	2015	2016
activities before					
taxation (£'000)	947	441	N/A	N/A	N/A
Earnings per Share (p)	14.40	7.10	N/A	N/A	N/A
Dividends per Share (p)	5.00	5.00	N/A	N/A	N/A
Net assets (£'000)	6,827	6,995	N/A	N/A	N/A
NAV per Share (p)	107.40	109.50	N/A	N/A	N/A
Albion Enterprise VCT		ancial yed Iarch (aud		_	ear to 30 tember
		2014	2015	2015	2016
Profit / loss on ordinary activities before	2013	2014	2013	2015	2016
taxation (£'000)	2,965	1,483	2,173	1,633	1,583
Earnings per Share (p)	9.00	4.25	5.33	4.10	3.43
Dividends per Share(p)	5.00	5.00	5.00	2.50	2.50
Net assets (£'000)	32,056	34,662	44,470	39,476	44,862
NAV per Share (p)	96.90	96.22	96.41	97.68	97.39
Albion Technology & General VCT		ancial yed			year to
General VC1	31 Dec	Leilibei (u	udited)		udited)
D. C. /lease and the	2013	2014	2015	2015	2016
Profit / loss on ordinary activities before taxation					
(£'000)	3,632	1,576	(3,301)	61	(1,013)
Earnings per Share (p)	7.90	2.04	(4.04)	0.08	(1.14)
Dividends per Share (p)	5.00	5.00	5.00	3.75	3.75
Net assets (£'000)	64,831	64,886	61,791	66,368	62,916
NAV per Share (p)	85.75	82.85	73.92	79.19	69.22
Albion Venture		ancial yea		_	ear to 30
Capital Trust	31 N	1arch (aud	dited)		tember udited)
Profit / loss on ordinary	2013	2014	2015	2015	2016
activities before taxation					
(£'000)	1,144	3,437	4,167	2,707	2,788
		5.33	5.60	3.69	3.40
1	<i>)</i> ()()			٠.٠٠	
Earnings per Share (p)	2.00 5.00				
1	2.00 5.00 42,658	5.00 46,928	5.00 56,955	2.50 51,778	2.50 57,876

		Crown Place VCT		ancial yed		Dec	ear to 31 ember udited)
		Profit / loss on ordinary activities before taxation	2013	2014	2015	2015	2016
		(£'000) Earnings per Share (p) Dividends per Share (p) Net assets (£'000) NAV per Share (p)	1,976 2.28 2.50 29,050 32.04	1,339 1.40 2.50 33,081 30.97	466 0.41 2.50 37,385 28.94	1,366 1.49 1.25 29,506 32.28	576 0.54 1.25 32,943 30.26
		Kings Arms Yard VCT		ancial yed cember (a		30	year to June udited)
		Profit / loss on ordinary activities before	2013	2014	2015	2015	2016
		taxation (£'000) Earnings per Share (p) Dividends per Share (p) Net assets (£'000) NAV per Share (p)  Not applicable. There has operating results of any Place VCT) during or subset out above.	of the Co	mpanies (d	and / or its gr	roup in the case	of Crown
B8	Key pro forma financial information	Not applicable. No pro fo	orma finan	cial inform	ation is includ	ded in the Prospe	ectus.
В9	Profit forecast	Not applicable. There are	e no profit	forecasts i	n the Prospec	tus	
B10	Qualifications in the audit reports	Not applicable. There Development VCT, Albior three years ended 31 De in the audit reports for Al three years ended 31 Mothe audit reports for Crowand 2016.	n Technolo cember 20 bion Enter arch 2014,	gy & Gene 113, 2014 ( prise VCT ( 2015 and	ral VCT and Ki and 2015. The and Albion Ve I 2016. There	ngs Arms Yard Voere were no qual nture Capital Tru were no qualific	CT for the ifications ast for the cations in
B11	Insufficient working capital	Not applicable. Each Co group's working capital, requirements, that is fo Prospectus	in the case	e of Crown	Place VCT) i	s sufficient for it	s present

B34

Investment objective and policy, including investment restrictions The existing investment policy for each of the Companies is set out below.

### Albion Development VCT

Albion Development VCT's investment policy is intended to provide investors with a regular and predictable source of dividend income combined with the prospects of long term capital growth. This is achieved by establishing a diversified portfolio of holdings in smaller, unquoted companies whilst at the same time selecting and structuring investments in such a way as to reduce the risks normally associated with investment in such companies. It is intended that this will be achieved as follows:

- Through investment in a number of higher risk companies with greater growth prospects in sectors such as software and computer services and medical technology.
- This is balanced by investment in more stable, often asset-backed investments that provide a strong income stream. These include freehold-based businesses in the leisure sector, such as pubs and health clubs, as well as stable and profitable businesses in other sectors including business services and healthcare. Such investments will constitute the majority of investments by cost.
- In neither category do portfolio companies normally have any external borrowings with a prior charge ranking ahead of the VCT.
- Up to two-thirds of qualifying investments by cost comprise loan stock secured with a first charge over the portfolio company's assets.

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

As defined by its Articles of Association, Albion Development VCT's maximum exposure in relation to gearing is restricted to 10 per cent. of the adjusted share capital and reserves. The Albion Development VCT Directors do not currently have any intention to utilise long term gearing.

## Albion Enterprise VCT

Albion Enterprise VCT's investment objective is to provide investors with a regular and predictable source of income combined with the prospect of longer term capital growth. The Company intends to achieve this by investing up to 50 per cent. of the net funds raised in an asset-based portfolio of more stable, ungeared businesses (the "Asset-based Portfolio"). The balance of the net funds raised, other than funds retained for liquidity purposes, are invested in a portfolio of higher growth businesses across a variety of sectors of the UK economy. These range from more stable, income producing businesses to higher risk technology companies (the "Growth Portfolio"). In neither category do portfolio companies normally have any external borrowing with a charge ranking ahead of the Company. Up to two-thirds of qualifying investments by cost comprise loan stock secured with a first charge on the portfolio company's assets. Funds held pending investment or for liquidity purposes will be held as cash on deposit or in floating rate notes or similar instruments with banks or other financial institutions with high credit ratings assigned by international credit rating agencies.

The Company's investment portfolio is structured to provide a balance between income and capital growth for the longer term. The Asset-based Portfolio is designed to provide stability and income whilst still maintaining the potential for capital growth. The Growth Portfolio is intended to provide diversified exposure through its portfolio of investments in unquoted UK companies. Stock specific risk will be reduced by the Company's policy of holding a diversified portfolio of Qualifying Investments.

As defined by its Articles of Association, Albion Enterprise VCT's maximum exposure in relation to gearing is restricted to 10 per cent. of the adjusted share capital and reserves. The Directors do not currently have any intention to utilise short term or long term gearing.

#### Albion Technology & General VCT

Albion Technology & General VCT's investment strategy is to provide investors with a regular

and predictable source of dividend income combined with the prospect of longer term capital growth through allowing investors the opportunity to participate in a balanced portfolio of technology and non-technology businesses. It is intended that the Company's investment portfolio will be split approximately as follows:

- 40 per cent. in unquoted UK technology related companies; and
- 60 per cent. in unquoted UK non-technology companies.

This split is subject to the availability of good quality new investment opportunities arising within the UK technology and non-technology sectors.

The Company pursues a longer term investment approach, with a view to providing shareholders with a strong, predictable dividend flow, combined with the prospects of capital growth. This is achieved in two ways. First, controlling the Company's exposure to technology risk by ensuring that many of the companies in the non-technology portfolio have property as their major asset, with no external borrowings. Second, by balancing the investment portfolio by sector, so that those areas such as leisure and business services, which are susceptible to changes in consumer sentiment, are complemented by sectors with more predictable long term characteristics, such as healthcare and the environment.

As defined by its Articles of Association, Albion Technology & General's maximum exposure in relation to gearing is restricted to 10 per cent. of the adjusted share capital and reserves. The Albion Technology & General VCT Directors do not currently have any intention to utilise long term gearing.

## Albion Venture Capital Trust

Albion Venture Capital Trust's investment strategy is to manage the risk normally associated with investments in smaller, unquoted companies whilst maintaining an attractive yield, through allowing investors the opportunity to participate in a balanced portfolio of asset-backed businesses. The Company's investment portfolio will thus be structured to provide a balance between income and capital growth for the longer term.

This is achieved as follows:

- Qualifying unquoted investments are predominantly in specially-formed companies which provide a high level of asset backing for the capital value of the investment;
- The Company invests alongside selected partners with proven experience in the sectors concerned;
- Investments are normally structured as a mixture of equity and loan stock. The loan stock represents the majority of the finance provided and is secured on the assets of the investee company. Funds managed or advised by Albion Ventures typically own 50 per cent. of the equity of the investee company; and
- Other than the loan stock issued to funds managed or advised by Albion Ventures, the Company's policy remains that its portfolio companies should not normally have external borrowings, and for the Company to have first charge over portfolio companies' assets. However, on an exceptional basis, certain portfolio companies may take on external borrowings, where the board considers this will offer significant benefit to the Company.

As defined by its Articles of Association, Albion Venture Capital Trust's maximum exposure in relation to gearing is restricted to 10 per cent. of the adjusted share capital and reserves. The Albion Venture Capital Trust Directors do not currently have any intention to utilise long term gearing.

#### Crown Place VCT

Crown Place VCT's investment policy is to achieve long term capital and income growth principally through investment in smaller unquoted companies in the United Kingdom. In pursuing this policy, the Manager aims to build a portfolio which concentrates on two complementary investment areas. The first are more mature or asset-based investments that can provide a strong income stream combined with a degree of capital protection. These will be balanced by a lesser proportion of the portfolio being invested in higher risk companies with greater growth prospects.

As defined by its Articles of Association, Crown Place VCT's maximum exposure in relation to gearing is restricted to 10 per cent. of the adjusted capital and reserves. The Directors do not currently have any intention to utilise long term gearing.

## Kings Arms Yard VCT

Kings Arms Yard VCT's investment policy is intended to produce a regular and predictable dividend stream with an appreciation in capital value as set out below.

The Company intends to achieve its strategy by adopting an investment policy for new investments which over time will rebalance the portfolio such that approximately 50 per cent. of the portfolio comprises an asset-backed portfolio of more stable, ungeared businesses, principally operating in the healthcare, environmental and leisure sectors (the "Asset-Backed Portfolio"). The balance of the portfolio, other than funds retained for liquidity purposes, will be invested in a portfolio of higher growth businesses across a variety of sectors of the UK economy. These will range from more stable, income producing businesses to a limited number of higher risk technology companies (the "Growth Portfolio").

In neither category would portfolio companies normally have any external borrowing with a charge ranking ahead of the Company. Up to two-thirds of qualifying investments by cost will comprise loan stock secured with a first charge on the portfolio company's assets.

The Company's investment portfolio will thus be structured to provide a balance between income and capital growth for the longer term. The Asset-Backed Portfolio is designed to provide stability and income whilst still maintaining the potential for capital growth. The Growth Portfolio is intended to provide highly diversified exposure through its portfolio of investments in unquoted UK companies.

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

As defined by its Articles of Association, Kings Arms Yard's maximum exposure in relation to gearing is restricted to the amount equal to the Adjusted Capital and Reserves. Gearing will not normally be employed. The Directors do not currently have any intention to utilise long term gearing.

In addition to the investment policy described above, each Company's investment allocation and risk diversification policies are substantially driven by the relevant HMRC rules and, in

order to maintain its status under Venture Capital Trust legislation, it is the intention of each Company to apply the following policies in this respect:

- (1) The Company's income must be derived wholly or mainly from shares and securities;
- (2) At least 70 per cent. of the HMRC value\* of its investments must have been represented throughout the year by shares or securities that are classified as 'qualifying holdings';
- (3) At least 30 per cent. by HMRC value\* of its total qualifying holdings must have been represented throughout the year by holdings of 'eligible shares'. For funds raised after 5 April 2011, the figure is 70 per cent.;

B38	Investments of 20% or more in a single company	Not applicable. No Company has any investments which represent more than 20 per cent. of its gross assets in a single company or group.
B37	Typical investor	The typical investor for whom investment in each Company is designed is an individual retail investor aged 18 or over who is resident and a tax payer in the UK and who already has a portfolio of VCT and non-VCT investments (such as unit trusts, OEICs, investment trusts and direct shareholdings in listed and non-listed companies).
B36	Regulatory status	Not applicable. The Companies are not regulated by the Financial Conduct Authority or any other regulatory body.
		Articles of Association to 10 per cent. of the adjusted capital and reserves.  Kings Arms Yard VCT's maximum exposure in relation to gearing is restricted by its Articles of Association to the amount of the adjusted share capital and reserves.
		Albion Venture Capital Trust's maximum exposure in relation to gearing is restricted by its Articles of Association to 10 per cent. of its adjusted share capital and reserves.  Crown Place VCT's maximum exposure in relation to gearing is restricted by its
		Albion Technology & General's maximum exposure in relation to gearing is restricted by its Articles of Association to 10 per cent. of its adjusted share capital and reserves.
		Albion Enterprise VCT's maximum exposure in relation to gearing is restricted by its Articles of Association to 10 per cent. of its adjusted share capital and reserves.
B35	Borrowing limits	Albion Development VCT's maximum exposure in relation to gearing is restricted by its Articles of Association to 10 per cent. of its adjusted share capital and reserves.
		* In accordance with section 278 of the Income Taxes Act 2007, HMRC value is the original cost of the investment, adjusted to the value at the time of any addition or disposal of that investment.
		(10) For shares issued after 5 April 2014, the Company may not return the capital raised by that issue to its investors before the third anniversary of the end of the accounting period in which the shares were issued.
		(9) The Company must only make qualifying investments or certain permitted non-qualifying investments; and
		(8) The Company must not make an investment in a company which causes that company to receive more than £5 million of State Aid investment (including from VCTs) in the twelve months ending on the date of the investment;
		(7) The Company's shares throughout the year must have been listed in the Official List of the London Stock Exchange;
		(6) Eligible shares must comprise at least 10 per cent. by HMRC value* of the total of the shares and securities that the Company holds in any one portfolio company;
		(5) The Company must not retain more than 15 per cent. of its income earned in the year from shares and securities;
		(4) At no time in the year must the Company's holdings in any one company (other than another VCT) have exceeded 15 per cent. by HMRC value* of its investments;

# B39 Investments of 40% or more in a single company

Not applicable. No Company has any investments which represent more than 40 per cent. of its gross assets in a single company or group.

## B40 Service providers

Albion Ventures LLP ("Albion Ventures") is the investment manager and secretary of the Companies (the "Manager"). Albion Ventures is paid the following fees in respect of its appointment as manager, administrator and secretary of each of the Companies:

#### Albion Development VCT

Albion Ventures is paid an annual management fee equal to 2.25 per cent. of Albion Development VCT's net assets which is paid quarterly in arrears. Albion Ventures is also entitled to a performance fee from Albion Development VCT. No performance fee is payable to the Manager until the total return exceeds 6.5 pence per Albion Development VCT Share per annum from a base on 1 January 2007 of 98.7 pence for the Albion Development VCT Ordinary Shares and 100 pence for the Albion Development VCT D Shares from 6 April 2010. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to the Manager of an amount equal to 20 per cent. of the excess.

## **Albion Enterprise VCT**

Albion Ventures is paid an annual management fee equal to 2.5 per cent. of Albion Enterprise VCT's net assets which is paid quarterly in arrears. Albion Ventures is, in addition, entitled to a performance fee. No performance fee is payable to Albion Ventures until the total return exceeds base rate plus 2 per cent. per annum per Share from the original subscription price of £1. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to Albion Ventures of an amount equal to 20 per cent. of the excess.

## Albion Technology & General VCT

Albion Ventures is paid an annual management fee equal to 2.5 per cent of Albion Technology & General VCT's net assets which is paid quarterly in arrears. Albion Ventures is, in addition, entitled to a performance fee. No performance fee is payable to Albion Ventures until the total return exceeds RPI plus 2 per cent. per annum per Share from the date of first admission to the Official List of the Ordinary Shares, former C Shares and former Albion Income & Growth VCT Plc Shares. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to Albion Ventures of an amount equal to 15 per cent. of the excess.

## Albion Venture Capital Trust

Albion Ventures is paid an annual management fee equal to 1.9 per cent. of Albion Venture Capital Trust's net assets which is paid quarterly in arrears. Albion Ventures is, in addition, entitled to a performance fee. No performance fee is payable to Albion Ventures until the total return exceeds 5 per cent. per annum per Share from a base of 113.1 pence on 31 March 2004. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to Albion Ventures of an amount equal to 8 per cent. of the excess. Albion Ventures is also paid an annual secretarial and administrative fee which amounted to £48,087 in the year to 31 March 2016 and is increased annually by RPI.

		Crown Place VCT Albion Ventures is paid an annual management fee equal to 1.75 per cent. of Crown Place VCT's net assets which is paid quarterly in arrears. Albion Ventures is, in addition, entitled to a performance fee in the event that the returns exceed minimum target levels per Crown Place VCT Share. The target level requires that the aggregate of the growth in the net asset value per Crown Place VCT Share and dividends paid by Crown Place VCT or declared by the Board and approved by the shareholders during the relevant period (both revenue and capital), compared with the previous accounting date, exceeds the average base rate of the Royal Bank of Scotland plc plus 2.0 per cent. If the target return is not achieved in a period, the cumulative shortfall is carried forward to the next accounting period and has to be made up before an incentive fee becomes payable. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to Albion Ventures of an amount equal to 20 per cent. of the excess. Albion Ventures is also paid an administration and secretarial fee of £50,000 per annum.  Kings Arms Yard VCT
		Albion Ventures is paid an annual management fee equal to 2 per cent. of Kings Arms Yard VCT's net assets which is paid quarterly in arrears. Albion Ventures is, in addition, entitled to a performance fee. No performance fee is payable to Albion Ventures until the total return exceeds RPI plus 2 per cent. per annum per Kings Arms Yard VCT Share from the year end or half year on which the net asset value is equal to, or greater than, 20 pence per Kings Arms Yard VCT Share. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to Albion Ventures of an amount equal to 15 per cent. of the excess. Albion Ventures is also paid an administration and secretarial fee of £50,000 per annum.
B41	Regulatory status of the manager / custodian	Albion Ventures acts as investment manager and custodian of each Company and is authorised and regulated by the Financial Conduct Authority as a Small Authorised UK AIFM as required under the EU AIFM Directive that came into force in July 2013.
B42	Calculation of net asset value	Each Company's net asset value is calculated by Albion Ventures quarterly and published on an appropriate regulatory information service. If for any reason valuations are suspended, shareholders will be notified in a similar manner.
В43	Umbrella collective investment scheme	Not applicable. No Company is part of an umbrella collective investment scheme.
B44	Absence of financial statements	Not applicable. Each Company has commenced operations and published financial statements.
B45	Investment portfolio	Each Company invests in a diversified portfolio of UK growth businesses, which are principally unquoted. An unaudited summary of each Company's portfolio (representing at least 50 per cent. of its respective gross assets ("GAV") as at the date of this document (the values of GAV being as at 30 September 2016 for each Company)) is set out below:

		Albion Deve	elopment	VCT	Albion Er	nterprise \	/CT
		Cost £'000		% of GAV	Cost £'000	Book Value	% of GAV
		Unquoted 13,317	22,136	50.9%	Unquoted 14,346	23,432	51.8%
		Albion Technolo	gy & Ger	neral VCT	Albion Vent	ure Capita	ıl Trust
		Cost £'000	Book Value	% of GAV	Cost £'000	Book Value	% of GAV
		Unquoted 29,088	33,392	51.5%	Unquoted 30,175	37,083	63.4%
		Crown	Place VC1	г	Kings Ar	ms Yard V	′CT
		Cost £'000		% of GAV	Cost £'000	Book Value	% of GAV
		Unquoted 16,330	20,979	52.6%	Unquoted 19,937	27,728	50.3 %
B46	Most recent net asset	As at the latest date in respect of which each Company has published its NAV per Share, the unaudited NAV per Share in each Company was:					
	value per Share	Albion Developme Albion Enterprise Albion Technology Albion Venture Ca Crown Place VCT Kings Arms Yard V  *Albion Technology	VCT	97 al VCT 71 st 72 30 20	.9p (as at 30 Septem) .4p (as at 30 Septem) .0p (as at 30 Septem) .9p (as at 30 Septem) .7p (as at 30 Septem) .9p (as at 30 Septem)	ber 2016) ber 2016) ber 2016) ber 2016) ber 2016)	*** ***
		on 31 October 2016 **Albion Venture Ca December 2016. ***Crown Place VCT	i. pital Trust will pay a	vidend of 2.5p per Sho I p per Share on 30 No I a dividend of 0.5p po	are on 30 ovember 2	016.	

С		Securities			
C1	Description and class of securities	The securities being offered pursuant to each Offer are ordinary shares of 1p each in the case of all the Companies other than Crown Place VCT which is offering ordinary shares of 10p each (together, the "Shares") with the following ISIN codes:			
		Albion Development VCT Albion Enterprise VCT Albion Technology & General VCT Albion Venture Capital Trust Crown Place VCT Kings Arms Yard VCT	GB0004832472 GB00B1G3LR35 GB0005581672 GB0002039625 GB0002577434 GB0007174294		
C2	Description and class of securities	The issue is in pounds sterling			

C3	Shares in issue	The issued share capital of Albion Development VCT as at the date of this document is 62,433,874 Ordinary Shares (excluding 6,449,700 Ordinary Shares held in treasury). The issued share capital of Albion Enterprise VCT as at the date of this document is 46,065,367 Shares (excluding 6,029,443 Shares held in treasury).  The issued share capital of Albion Technology & General VCT as at the date of this document is 90,156,164 Shares (excluding 10,515,070 Shares held in treasury).  The issued share capital of Albion Venture Capital Trust as at the date of this document is 79,427,687 Shares (excluding 7,391,188 Shares held in treasury).  The issued share capital of Crown Place VCT as at the date of this document is 127,706,580 Shares (excluding 13,391,410 Shares held in treasury).  The issued share capital of Kings Arms Yard VCT as at the date of this document is 248,345,804 Shares (excluding 35,648,000 Shares held in treasury).  All of the Shares have a nominal value of 1p each (other than the Crown Place VCT Shares which have a nominal value of 10p each) and all of the Shares are fully paid up.
C4	Description of the rights attaching to the securities	<ul> <li>The Ordinary Shares being offered ("the New Shares") by each of the Companies shall rank equally and pari passu with the existing Ordinary Shares issued by that Company and shall have the following rights in relation to the Company which has issued them:</li> <li>holders of the New Shares shall be entitled to receive all dividends and other distributions made, paid or declared by the relevant Company pari passu and equally with each other and with the existing Ordinary Shares of that Company;</li> <li>each New Share carries the right to receive notice of and to attend or vote at any general meeting of the relevant Company;</li> <li>on a winding-up, the holders of the New Shares are entitled to receive back their nominal value and will participate in the distribution of any surplus assets of the relevant Company pro rata with all other Ordinary Shares in the capital of that Company;</li> <li>statutory pre-emption rights on any issue of new Shares or the sale of any existing Shares from treasury for cash unless disapplied in accordance with the Act; and</li> <li>New Shares are not redeemable at the option of the relevant Company or the Shareholder.</li> </ul>
C5	Restrictions on transfer	Not applicable. There are no restrictions on the free transferability of the New Shares.
C6	Admission	Applications have been made to the UK Listing Authority for the New Shares to be listed on the premium segment of the Official List and will be made to the London Stock Exchange for such shares to be admitted to trading on its main market for listed securities. It is anticipated that dealings in the New Shares will commence within three business days following allotment.

C7	Dividend policy	Albion Development VCT The current annual dividend target of Albion Development VCT is 4p per Albion Development VCT Ordinary Share, but this cannot be guaranteed.
		Albion Enterprise VCT The current annual dividend target of Albion Enterprise VCT is 5p per Albion Enterprise VCT Share, but this cannot be guaranteed.
		Albion Technology & General VCT The current annual dividend target of Albion Technology & General VCT is 4p per Albion Technology & General VCT Share, but this cannot be guaranteed.
		Albion Venture Capital Trust The current annual dividend target of Albion Venture Capital Trust is 5p per Albion Venture Capital Trust Share but this cannot be guaranteed.
		Crown Place VCT The current annual dividend target of Crown Place VCT is 2p per Crown Place VCT Share, but this cannot be guaranteed
		Kings Arms Yard VCT The current annual dividend target of Kings Arms Yard VCT is 1p per Kings Arms Yard VCT Share, but this cannot be guaranteed.

D		Risks
D1	Key information on the key risks specific to the Companies	• There can be no guarantee that the respective investment objectives of the Companies will be achieved or that suitable investment opportunities will be available. The success of each Company will depend on the Manager's ability to identify, acquire and realise investments in accordance with each Company's investment policy and there can be no assurance that the Manager will be able to do so.
		<ul> <li>Investment in unquoted companies involves a higher degree of risk than investment in companies traded on the main market of the London Stock Exchange. Smaller companies often have limited product lines, markets or financial resources and may be dependent for their management on a smaller number of key individuals. In addition, the market for stock in smaller companies is often less liquid than that for stock in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such stock. Full information for determining their value or the risks to which they are exposed may also not be available.</li> </ul>
		• Changes in legislation concerning VCTs may limit the number of qualifying investment opportunities, reduce the level of returns which would otherwise have been achievable or result in a Company not being able to meet its investment objective.
		• The value of an investment in a Company, and the dividend stream, may go down as well as up. Shareholders may get back less than the amount originally invested in a Company, even taking into account the available tax reliefs.

D3	Key information on the risks specific to the securities	<ul> <li>The value of Shares in a Company depends on the performance of its underlying assets.</li> <li>The market price of the New Shares may not fully reflect their underlying net asset value.</li> </ul>
		<ul> <li>Trading in VCT shares is not active, so shares tend to be valued at a discount to their net asset value and may be difficult to realise. As a result, Shareholders may be offered a price which is less than the full value of a Company's underlying assets.</li> </ul>
		• It is likely that there will not be a liquid market in the New Shares (which may be partly due to up front tax relief not being available for VCT shares bought in the market and as VCT shares generally trade at a discount to net asset value) and Shareholders may have difficulty in selling their Shares as a result. Shareholders may not be able to realise their investment at Net Asset Value or at all.

Е		Offers			
E1	Offers net proceeds and expenses	The total net proceeds and total expenses of each Offer (assuming each Offer is fully subscribed, but ignoring the over allotment facility and the Manager meets all permissible annual trail commission payments) are set out below:			
		Total Net Proceeds (₤)	Total Costs (₤)		
		Albion Development VCT	3,880,000	120,000	
		Albion Enterprise VCT	3,880,000	120,000	
		Albion Technology & General VCT	3,880,000	120,000	
		Albion Venture Capital Trust	3,880,000	120,000	
		Crown Place VCT	3,880,000	120,000	
		Kings Arms Yard VCT	3,880,000	120,000	
		per cent. for existing Shareholders who qualify for the Early Bird Discount or 2.5 per cent. for new investors who qualify for the Early Bird Discount). The costs of each Offer will be paid by the Manager out of its fee of 3 per cent. of the gross proceeds of the Offer.			
Ε2α	Reasons for the Offers and use of the proceeds	The funds raised by each Company pursuant to its Offer will supplement its capacity to continue to invest across the business cycle in new and existing portfolio companies in accordance with the respective Companies' investment policies.			
E3	Terms and conditions of the Offers	ns of  Albion Development VCT  #/ million			

Each Offer will open on 29 November 2016 and will close at 2p.m. on 29 September 2017. Each Board may close its Company's Offer earlier than this date or may extend its Company's Offer to a date up to and including 28 November 2017. Applications under each Offer will be accepted on a first come, first served basis, subject always to the discretion of the relevant Board. Subscribers must subscribe a minimum in aggregate of £6,000, with a minimum per elected Offer of £1,000 and thereafter in multiples of £1,000 per elected Offer. The first allotments of Shares under the Offers are expected to occur on 31 January 2017.

In relation to each allotment, the Offer Price at which the relevant New Shares will be allotted will be calculated by using the pricing formula set out below and will be announced to the London Stock Exchange through a Regulatory Information Service on the date of allotment.

The number of New Shares to be allotted under each Offer will be determined by dividing the Subscription amount for that Offer by a subscription price calculated on the basis of the following formula ("the Pricing Formula") applied to the relevant Company ("Offer Price"):

Latest published NAV of an existing Share at the time of allotment (adjusted, as necessary, for dividends subsequently paid or in respect of which the record date has passed) divided by 0.97 (to allow for issue costs of 3.0 per cent.) and rounded up to the nearest 0.1p per Share.

The number of New Shares to be issued under each Offer will be rounded down to the nearest whole number and fractions of New Shares will not be allotted. If there is a surplus of funds from an investor's subscription amount, the balance will be returned (without interest) in the form of a cheque or by bank transfer, save where the surplus amount per Offer is less than £1, in which case such surplus will be retained by the relevant Company.

## **Early Bird Discount**

Investors for the first £7.5 million who apply by 2p.m. on 31 January 2017 will be eligible for an Early Bird Discount as follows:

- Existing Shareholders in any of the Albion VCTs will benefit from a 1 per cent. discount, such that the issue price of their shares will be calculated by reference to the latest net asset value per share divided by 0.98.
- New investors who are not existing Shareholders in any Albion VCTs will benefit from a 0.5 per cent. discount, such that the issue price of their shares will be calculated by reference to the latest net asset value per share divided by 0.975.

# E4 Description of any interest that is material to the issue

Not applicable. There are no interests that are material to the issue.

E5 Name of persons selling

Not applicable. No person or entity is selling securities in the Companies under the Offers.

# E6 Amount and percentage of dilution

Assuming full subscription under its Offer (ignoring the over allotment facility) and an issue price of 71.1p, 5,625,879 Shares would be issued by Albion Development VCT. If 5,625,879 Shares were to be issued by Albion Development VCT, the existing 62,433,874 Ordinary Shares (ignoring those held in treasury) would represent 91.7 per cent. of the enlarged issued share capital of Albion Development VCT.

Assuming full subscription under its Offer (ignoring the over allotment facility) and an issue price of 100.5p, 3,980,099 Shares would be issued by Albion Enterprise VCT. If 3,980,099 Shares were to be issued by Albion Enterprise VCT, the existing 46,065,367 Shares (ignoring those held in treasury) would represent 92.0 per cent. of the enlarged issued share capital of Albion Enterprise VCT.

Assuming full subscription under its Offer (ignoring the over allotment facility) and an issue price of 72.0p, 5,555,555 Shares would be issued by Albion Technology & General VCT. If 5,555,555 Shares were to be issued by Albion Technology & General VCT, the existing 90,156,164 Shares (ignoring those held in treasury) would represent 94.2 per cent. of the enlarged issued share capital of Albion Technology & General VCT.

Assuming full subscription under its Offer (ignoring the over allotment facility) and an issue price of 72.6p, 5,509,641 Shares would be issued by Albion Venture Capital Trust. If 5,509,641 Shares were to be issued by Albion Venture Capital Trust, the existing 79,427,687 Shares (ignoring those held in treasury) would represent 93.5 per cent. of the enlarged issued share capital of Albion Venture Capital Trust.

Assuming full subscription under its Offer (ignoring the over allotment facility) and an issue price of 30.7p, 13,029,315 Shares would be issued by Crown Place VCT. If 13,029,315 Shares were to be issued by Crown Place VCT, the existing 127,706,850 Shares (ignoring those held in treasury) would represent 90.7 per cent. of the enlarged issued share capital of Crown Place VCT.

Assuming full subscription under its Offer (ignoring the over allotment facility) and an issue price of 21.1p, 18,957,345 Shares would be issued by Kings Arms Yard VCT. If 18,957,345 Shares were to be issued by Kings Arms Yard VCT, the existing 248,345,804 Shares (ignoring those held in treasury) would represent 92.9 per cent. of the enlarged issued share capital of Kings Arms Yard VCT.

# E7 Expenses charged to investors

All expenses of the Offers will be paid by the Manager out of the gross proceeds of the Offers. To the extent that the expenses of an Offer exceed 3.0 per cent. of the total proceeds of that Offer, Albion Ventures will bear the excess. However, investors will indirectly bear the costs of the Offers in which they participate through the application of the Pricing Formula which determines the Offer Price to be paid for the New Shares for which an investor subscribes and includes an allowance for issue costs of 3.0 per cent. (or 2.0 or 2.5 per cent. in respect of applications which qualify for the Early Bird Discount).

For financial intermediaries who act on an "execution only" basis, i.e. do not provide financial advice to their clients, permissible trail commission can be paid which will be borne by Albion Ventures.

Dated: 29 November 2016

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## **ALBION**VENTURES

