



AlbionCapital

# Securities Note

Albion VCTs Prospectus  
Top Up Offers

2021/22



# Albion VCTs Prospectus Top Up Offers 2021/2022

---

Offers for Subscription to raise, in aggregate, up to £80 million\*

(\* together with over-allotment facilities of up to a further £20 million in aggregate)

Albion Development VCT Offer to raise up to £15 million\*

Albion Enterprise VCT Offer to raise up to £20 million\*

Albion Technology & General VCT Offer to raise up to £20 million\*

Albion Venture Capital Trust Offer to raise up to £10 million

Crown Place VCT Offer to raise up to £7 million\*

Kings Arms Yard VCT Offer to raise up to £8 million\*

\*Albion Development VCT may elect to raise up to an additional £6 million, Albion Enterprise VCT may elect to raise up to an additional £3 million, Albion Technology & General VCT may elect to raise up to an additional £4 million, Crown Place VCT may elect to raise up to an additional £5 million and Kings Arms Yard VCT may elect to raise up to an additional £2 million, in each case pursuant to over-allotment facilities.

SECURITIES NOTE

6 January 2022

This page is left intentionally blank

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

THIS DOCUMENT CONSTITUTES A SECURITIES NOTE (SECURITIES NOTE) ISSUED BY ALBION DEVELOPMENT VCT PLC, ALBION ENTERPRISE VCT PLC, ALBION TECHNOLOGY & GENERAL VCT PLC, ALBION VENTURE CAPITAL TRUST PLC, CROWN PLACE VCT PLC AND KINGS ARMS YARD VCT PLC (THE COMPANIES). ADDITIONAL INFORMATION RELATING TO THE COMPANIES IS CONTAINED IN A REGISTRATION DOCUMENT ISSUED BY THE COMPANIES (REGISTRATION DOCUMENT). THIS SECURITIES NOTE, THE REGISTRATION DOCUMENT AND A SUMMARY (SUMMARY) HAVE BEEN PREPARED IN ACCORDANCE WITH THE PROSPECTUS RULES AND HAVE BEEN APPROVED BY THE FINANCIAL CONDUCT AUTHORITY (FCA), AS COMPETENT AUTHORITY UNDER THE UK VERSION OF REGULATION (EU) 2017/1129 AS IT FORMS PART OF UK LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (THE UK PROSPECTUS REGULATION) AND CONSTITUTE A PROSPECTUS ISSUED BY THE COMPANIES DATED 6 JANUARY 2022. YOU ARE ADVISED TO READ THE PROSPECTUS IN FULL. THE FCA ONLY APPROVES THIS SECURITIES NOTE AS MEETING THE STANDARDS OF COMPLETENESS, COMPREHENSIBILITY AND CONSISTENCY IMPOSED BY THE UK PROSPECTUS REGULATION. SUCH APPROVAL SHOULD NOT BE CONSIDERED AN ENDORSEMENT OF THE QUALITY OF THE SECURITIES THAT ARE THE SUBJECT OF THIS SECURITIES NOTE. INVESTORS SHOULD MAKE THEIR OWN ASSESSMENT AS TO THE SUITABILITY OF INVESTING IN THE SECURITIES. THIS SECURITIES NOTE HAS BEEN DRAWN UP AS PART OF A SIMPLIFIED PROSPECTUS IN ACCORDANCE WITH ARTICLE 14 OF THE UK PROSPECTUS REGULATION.

THIS DOCUMENT HAS BEEN PREPARED FOR THE PURPOSES OF COMPLYING WITH THE UK PROSPECTUS REGULATION, ENGLISH LAW AND THE RULES OF THE FCA AND THE INFORMATION DISCLOSED MAY NOT BE THE SAME AS THAT WHICH WOULD BE DISCLOSED IF THIS DOCUMENT HAD BEEN PREPARED IN ACCORDANCE WITH THE LAWS OF A JURISDICTION OUTSIDE ENGLAND.

Each Company and the Directors of each of the Companies (whose names are set out on page 54) accept responsibility for the information contained in the Prospectus. To the best of the knowledge of each Company and its Directors the information contained in the Prospectus is in accordance with the facts and the Prospectus makes no omission likely to affect its import.

---

## Albion Development VCT PLC

(Incorporated in England and Wales with registered number 03654040)

## Albion Enterprise VCT PLC

(Incorporated in England and Wales with registered number 05990732)

## Albion Technology & General VCT PLC

(Incorporated in England and Wales with registered number 04114310)

## Albion Venture Capital Trust PLC

(Incorporated in England and Wales with registered number 03142609)

## Crown Place VCT PLC

(Incorporated in England and Wales with registered number 03495287)

## Kings Arms Yard VCT PLC

(Incorporated in England and Wales with registered number 03139019)

## Offers for Subscription

**to raise, in aggregate, up to £80 million by way of an issue of New Shares  
together with over-allotment facilities of up to a further £20 million in aggregate  
Sponsored by Howard Kennedy Corporate Services LLP**

---

Howard Kennedy Corporate Services LLP (Howard Kennedy), which is authorised and regulated in the United Kingdom for the conduct of investment business by the FCA, is acting exclusively for the Companies and for no one else in connection with the Offers and, subject to the responsibilities and liabilities imposed by FSMA or the regulatory regime established thereunder, will not be responsible to any person other than the Companies for providing the protections afforded to customers of Howard Kennedy or for providing advice to them in relation to the Offers or any other matter referred to in this document. Howard Kennedy is not making any representation or warranty, express or implied, as to the contents of this document.

Each Company's existing Shares are listed on the premium segment of the Official List of the FCA and traded on the London Stock Exchange's main market for listed securities. Applications will be made to the FCA for the New Shares to be admitted to the Official List and to the London Stock Exchange for such New Shares to be admitted to trading on its main market for listed securities. It is expected that admission to the Official List will become effective and that dealings in the New Shares will commence within three Business Days following allotment.

Copies of this Securities Note, the Registration Document and the Summary (and any supplementary prospectus published by the relevant Company or Companies) are available free of charge from the offices of the Companies' investment manager, Albion Capital Group LLP, 1 Benjamin Street, London EC1M 5QL and the Albion Capital website: [www.albion.capital](http://www.albion.capital).

The New Shares have not been, nor will they be, registered in the United States under the United States Securities Act of 1933, as amended, (Securities Act) or under the securities laws of Canada, Australia, Japan or South Africa (each a Restricted Territory) and they may not be offered or sold directly or indirectly within the United States or any of the Restricted Territories or to, or for the account or benefit of, US Persons (as defined in Regulation S made under the Securities Act) or any national, citizen or resident of the United States or any of the Restricted Territories. The Offers are not being made, directly or indirectly, in or into the United States or any of the Restricted Territories or in any other jurisdiction where to do so would be unlawful. The distribution of this document in jurisdictions other than the UK may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe any of these restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities law of any such jurisdiction. The Application Form is not being and must not be forwarded to or transmitted in or into the United States or a Restricted Territory. Any person (including, without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation to forward this document and/or the Application Form should read the paragraph entitled "Overseas Investors" on page 100 of the Registration Document before taking any action.

None of the Securities Note, the Registration Document and the Summary constitute a KID (key information document) for the purposes of the UK PRIIPS Laws ("PRIIPs").

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

# Contents

---

|                                  |           |
|----------------------------------|-----------|
| Risk Factors                     | <b>4</b>  |
| Expected Timetable               | <b>6</b>  |
| Statistics for the Offers        | <b>7</b>  |
| Part I: Letter from the Chairmen | <b>8</b>  |
| Part II: The Offers              | <b>10</b> |
| Part III: The Companies          | <b>16</b> |
| Part IV: Additional Information  | <b>31</b> |
| Part V: Taxation Considerations  | <b>40</b> |
| Part VI: Definitions             | <b>44</b> |
| APPLICATION PROCEDURE            | <b>48</b> |
| TERMS AND CONDITIONS             | <b>49</b> |
| Directors, Manager and Advisers  | <b>54</b> |

# Risk Factors

---

The following are those risk factors which are material to each Company's Shares and of which each Company's respective Directors are aware. Material risk factors relating to the Companies are contained in the Registration Document. Additional factors which are not presently known to the Directors, or that the Directors currently deem immaterial, may also have an effect on the market risk attaching to their respective Company's Shares.

- Investors should be aware of the changes introduced in the Finance Act 2018, focusing investment in innovative growth companies. This is leading to a reduction in asset-based businesses and may lead to increased volatility in the value of the Companies' Shares. The reduction in asset-based businesses is also leading to an increasing reliance on capital profits to pay dividends.
- Three portfolio companies accounted for approximately 23.4 per cent. of the Albion VCTs' net asset value at 30 September 2021. A material diminution in the value of one or more of these companies could result in a reduction in the value of investors' shares.
- The disposal of New Shares within five years of their issue will result in some or all of the 30 per cent. income tax relief available upon investment becoming repayable. On this basis, investing in New Shares should be considered a long-term investment. The availability of income tax relief on a subscription for shares in a VCT issued after 5 April 2014 is restricted where it is 'linked' to a sale of shares in the same VCT or in another VCT which is known to be merging with the VCT. For these purposes, linked means (i) the sale of the shares in the VCT was conditional on the subscription for shares in the same VCT (or vice versa) or (ii) the subscription for shares in the VCT and the sale of shares in the same VCT were within six months of each other (irrespective of which comes first). If the subscription is 'linked', the amount on which VCT income tax relief can be claimed will be reduced by the amount of the consideration of any linked sales.
- The ongoing consequences of the UK's withdrawal from the EU and the completion of the transition period on 31 December 2020 continue to unfold and may still have an impact on the business models, business operations and financial results of, or sales demand, material and labour costs, availability and cost of finance for, the businesses in which the Albion VCTs invest, resulting in a reduction in the value of investors' shares.
- The tax rules, or their interpretation, in relation to an investment in a Company and/or the rates of tax may change during the life of a Company and may apply retrospectively, which may adversely affect an investment in a Company. In 2015 a "sunset clause" for VCT income tax was introduced. This provides that income tax relief will no longer be given to subscriptions made on or after 6 April 2025, unless the legislation is renewed by an HM Treasury order. The Companies are monitoring this risk and the potential impact on investors, the tax reliefs available after 6 April 2025, and the potential impact on the value of and returns from the Shares.
- The COVID-19 pandemic and measures taken by the UK Government to contain the spread of the virus have resulted in significant disruption and ongoing uncertainty for businesses and consumers, and the effects of the pandemic are expected to continue to present significant challenges going forward. The impact that this has on existing portfolio companies, and those in which the Albion VCTs may invest in the medium and long term, is difficult to predict. Existing and future portfolio companies may lose value or fail as a result of the ongoing effects or aftermath of the pandemic, resulting in a reduction in the value of investors' shares.
- The Articles provide that Shareholders of Albion Development VCT and Kings Arms Yard VCT will vote at their annual general meetings held in 2025 as to whether the Companies are to continue as VCTs. In the event that the relevant Shareholders vote for one or more of the Companies not to continue as a VCT, proposals could be implemented such that Shareholders would not be able to achieve the minimum five-year holding period for their New Shares and which would result in the loss of the tax reliefs as further explained in Part V.
- The secondary market for VCT shares is generally illiquid, 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. The spread between the buying and selling price of such shares may be wide and thus the price used for valuation may not be achievable.

# Forward Looking Statements

---

Investors should not place undue reliance on forward-looking statements. This document includes statements that are (or may be deemed to be) “forward looking statements”, which can be identified by the use of forward-looking terminology including the various terms “believes”, “continues”, “expects”, “intends”, “aims” “may”, “will”, “would”, “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. Forward looking statements involve risk and uncertainty because they relate to future events and circumstances. Save in relation to statements concerning working capital adequacy, forward-looking statements contained in this document, based on past trends or activities, should not be taken as a representation that such trends or activities will continue in the future. These statements will be updated as and when required by the Prospectus Rules, the Listing Rules and the DGTR, as appropriate.

## Governing Law

---

Unless otherwise stated, statements made in this Prospectus are based on the law and practice currently in force in England and Wales.

## Non-Mainstream Pooled Investment Status And UK MIFID Laws

---

As the Companies are closed-ended investment companies, the Shares will be “excluded securities” under the FCA’s rules on non-mainstream pooled investments. Accordingly, the promotion of the Shares is not subject to the FCA’s restriction on the promotion of non-mainstream pooled investments. The Companies each intend to conduct their affairs so that the Shares can be recommended by financial managers to retail investors in accordance with the rules on the distribution of financial instruments under the UK MiFID Laws. The Directors consider that the Shares should be considered “non-complex” for the purposes of UK MiFID Laws.

## Websites

---

Without limitation, neither the contents of the Companies’ or the Manager’s website (or any other website referred to in this Prospectus) nor the content of any website accessible from hyperlinks on the Companies’ or the Manager’s website (or any other website referred to in this Prospectus) is incorporated into, or forms part of this Prospectus.

## Withdrawal

---

The Companies may update the information provided in this Prospectus by means of a supplement if a significant new factor that may affect the evaluation by prospective investors occurs after the publication of this Prospectus or if this Prospectus contains any material mistake or substantial inaccuracy. Any such supplement will be subject to approval by the FCA and will be made public in accordance with the Prospectus Regulations. In the event that the Companies are required to publish a supplement prospectus prior to Admission, applicants who have applied for New Shares shall have the right to withdraw their applications for Shares made prior to the publication of the supplement prospectus. Such withdrawal must be made within the time limits and in the manner set out in any such supplement prospectus (which shall be at least two clear Business Days following the publication of the relevant supplement prospectus). If the application is not withdrawn within the stipulated period, any offer to apply for New Shares will remain valid and binding.

# Expected Timetable

---

|                                          |                                            |
|------------------------------------------|--------------------------------------------|
| Offers open                              | 6 January 2022                             |
| First allotment for 2021/2022            | 25 February 2022                           |
| Second allotment for 2021/2022           | 31 March 2022                              |
| Final allotment for 2021/2022            | 5 April 2022                               |
| First allotment for 2022/2023            | 13 April 2022                              |
| Offers close                             | 2 p.m. on 30 September 2022                |
| Dealings in New Shares commence          | within 3 Business Days following allotment |
| Definitive share certificates dispatched | within 30 Business Days of allotment       |

Note:

Each Board may close its respective Company's Offer earlier than the date stated above if it is fully subscribed by an earlier date or may extend such Offer to a date up to and including 12 December 2022. Each Board further reserves the right to accept Application Forms and to allot and arrange for the listing of New Shares in its Company in respect of Subscriptions received for its Company's Offer on or prior to the closing date of such Offer as the relevant Board sees fit, which may not be on the dates stated above.

# Statistics for the Offers

The number of New Shares to be allotted in each Offer will be determined by each Company's respective Offer Price as set out below. 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.

The Offer Price at which the New Shares will be allotted in respect of each Offer will be calculated on the basis of the following formula (Pricing Formula):

**Latest published NAV of an existing Share (adjusted as necessary for dividends subsequently paid or in respect of which the record date has passed) at the time of allotment divided by 0.975 (to allow for issue costs of 2.5 per cent.) and rounded up to the nearest 0.1p per Share.**

## Early Bird Offers

Investors for the first £10 million who apply by 2 p.m. on 25 February 2022 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 0.985.
- New investors who are not existing Shareholders in any Albion VCT 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 0.98.

Any application made under the Offers must be based on the information provided in the Prospectus, being this Securities Note, the Summary and the Registration Document all dated 6 January 2022, and any Supplementary Prospectus, copies of which may be found on the website of Albion Capital at [www.albion.capital](http://www.albion.capital).

|                                       | <b>Maximum gross<br/>amount to be<br/>raised under<br/>each Offer*</b> | <b>Net proceeds<br/>(assuming full<br/>subscription)<br/>under each Offer</b> |
|---------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| Albion Development VCT Offer          | £15 million                                                            | £14.625 million                                                               |
| Albion Enterprise VCT Offer           | £20 million                                                            | £19.500 million                                                               |
| Albion Technology & General VCT Offer | £20 million                                                            | £19.500 million                                                               |
| Albion Venture Capital Trust Offer    | £10 million                                                            | £9.750 million                                                                |
| Crown Place VCT Offer                 | £7 million                                                             | £6.825 million                                                                |
| Kings Arms Yard VCT Offer             | £8 million                                                             | £7.800 million                                                                |

\* In addition, Albion Development VCT may elect to raise up to a further £6 million, Albion Enterprise VCT may elect to raise up to a further £3 million, Albion Technology & General VCT may elect to raise up to a further £4 million, Crown Place VCT may elect to raise up to a further £5 million and Kings Arms Yard VCT may elect to raise up to a further £2 million, in each case pursuant to over-allotment facilities.

### **Minimum aggregate Subscription under one or more of the Offers**

**£6,000**

Minimum Subscription under each Offer

£1,000

Costs of each Offer

2.5 per cent. of the amount raised

# Part I: Letter from the Chairmen

---

Dear Investor

6 January 2022

We are pleased to offer new investors and existing Shareholders the opportunity to acquire New Shares in all six Albion VCTs through the Albion Offers.

The Offers (where equal amounts are invested in each Offer) are designed to provide investors with an investment in a broad, balanced portfolio of UK private companies, increasingly focused on healthcare and technology.

Despite the recent unprecedented and challenging times caused by disruption from the coronavirus (Covid-19) pandemic, we are pleased that, overall, the Companies' portfolios remained relatively resilient. This was assisted by the repositioning of the portfolios over recent years away from consumer facing businesses, together with the Companies' renewable energy investments being largely unaffected and a number of the Albion VCTs' healthcare and technology companies achieving strong performance.

Investment activity has been increasingly focused on healthcare, in particular 'digital healthcare', providing healthcare services in a digital age, and business to business software, in areas such as data security and infrastructure, providing mission critical software to enterprises at a time when there has been a significant move to more remote working. Often such businesses generate significant levels of recurring income with strong gross margins from their SAAS ("software as a service") business models in a capital efficient manner.

Investment in early stage businesses may lead to more volatility in valuations but, increasingly, the Companies' aim is to invest in a number of rounds as portfolio companies prove themselves and grow. When successful, investment in early stage businesses can generate significant returns, for example the investments in Quantexa, Proveca and Egress whose combined book valuation has grown from £79 million to £127 million over the twelve months to 30 September 2021 and now represent 23.4 per cent. of the combined VCTs' portfolio.

Venture Capital Trusts provide a vital source of patient capital and support to innovative small companies as they enter new markets and develop new products. The companies supported by the six Albion VCTs currently employ approximately 3,500 people and the 15 largest healthcare and technology companies grew their revenues by 35 per cent. over the last year to a combined total in excess of £120 million.

The following table shows the maximum amount each Company may raise under the Albion Offers:

|                                 | <b>Maximum amounts under these prospectus Offers*</b> |
|---------------------------------|-------------------------------------------------------|
| Albion Development VCT          | £15 million                                           |
| Albion Enterprise VCT           | £20 million                                           |
| Albion Technology & General VCT | £20 million                                           |
| Albion Venture Capital Trust    | £10 million                                           |
| Crown Place VCT                 | £7 million                                            |
| Kings Arms Yard VCT             | £8 million                                            |

\* In addition, Albion Development VCT may elect to raise up to a further £6 million, Albion Enterprise VCT may elect to raise up to a further £3 million, Albion Technology & General VCT may elect to raise up to a further £4 million, Crown Place VCT may elect to raise up to a further £5 million and Kings Arms Yard VCT may elect to raise up to a further £2 million pursuant to over-allotment facilities, if applications are received in excess of the maximum amount and the relevant Boards wish to accept those applications. The maximum amount for each VCT including the over-allotment facility is £21 million for Albion Development VCT, £23 million for Albion Enterprise VCT, £24 million for Albion Technology & General VCT, £10 million for Albion Venture Capital Trust, £12 million for Crown Place VCT and £10 million for Kings Arms Yard VCT.

Amounts subscribed under each Offer will be invested directly in New Shares in the relevant Company. This will enable investors to participate in the investment returns of that Company's existing investment portfolio and to receive all dividends declared by the relevant Company that have a record date after the allotment of the relevant New Shares.

The Companies' dividend policy is to pay variable dividends of approximately 2.5 per cent. of the latest reported net asset value twice a year. Investors should, therefore, receive an approximate target dividend yield of around 5 per cent. per annum (equivalent to approximately 7.1 per cent. on net cost after tax relief). These dividend yields are targets, and no profit forecast is intended or implied, and there is no guarantee that such targets will be achieved. These dividends are normally tax free and can be reinvested under the dividend reinvestment schemes of each of the Companies by ticking the relevant box on the Application Form. Reinvestment of dividends allows investors who are taxpayers to obtain additional tax relief on the amount of the dividend reinvested, provided that the shares are held for a minimum of five years.

The minimum aggregate investment in the Offers is £6,000 and the minimum investment in each individual Offer selected is £1,000. The maximum subscription that is eligible for 30 per cent. income tax relief, provided the Shares are held for five years, is £200,000 per person per tax year. Further information on VCT tax reliefs is set out in Part V of this Securities Note.

Investors may elect to invest equally in all of the Offers or invest different amounts under one or more of the Offers, subject to the Offers not having closed by the time their Application Form is processed. The Offer Price at which the New Shares will be issued will be calculated by way of the Pricing Formula, which is based on the latest published NAV per Share of the relevant Company as at the time of allotment, adjusted as necessary for dividends subsequently paid or in respect of which the record date has passed and the costs of the Offer. Existing shareholders and new investors who subscribe for the first £10 million by 2 p.m. on 25 February 2022 will benefit from the "Early Bird" discounts, described in Part II. **Prospective investors should be aware that the monetary limit for the Early Bird Offer is often reached well in advance of the deadline.**

Investors are reminded that legislation was introduced in 2014 restricting tax relief on subscription for shares in a venture capital trust after 5 April 2014 where, within six months of subscription, the investor has disposed of shares in that venture capital trust or in another venture capital trust which is known to be merging with the that venture capital trust.

We continue to encourage Shareholders to receive communications electronically and investors who subscribe will be deemed to consent to electronic communication unless the box on the Application Form requesting hard copy documentation is ticked. By way of further incentive, Albion Capital will donate £1, half of which will be given to Whizz-Kidz and half to Generating Genius, for each application that does not opt out of electronic communication.

We would also like to remind Shareholders who receive share certificates, rather than holding their shares in CREST, not to lose their certificates as registrars normally charge for issuing replacements and indemnity insurance may be required.

Further details of the Offers are set out in Part II of this Securities Note and in the Terms and Conditions. Further details on the Companies are set out in Parts III and IV of this Securities Note.

Yours faithfully

**Ben Larkin**

Chairman, Albion Development VCT PLC

**Robin Archibald**

Chairman, Albion Technology & General VCT PLC

**Penny Freer**

Chairman, Crown Place VCT PLC

**Maxwell Packe**

Chairman, Albion Enterprise VCT PLC

**Richard Glover**

Chairman, Albion Venture Capital Trust PLC

**Fiona Wollocombe**

Chairman, Kings Arms Yard VCT PLC

# Part II: The Offers

## Amount to be raised

The amount each Company is seeking to raise through its own Offer is shown in the table below; the amount to be raised in aggregate across the Offers is £80 million (before costs) (although the Directors of the VCTs may resolve to extend the Offers by up to a further £20 million in aggregate). The Offers are not underwritten.

| Amount to be raised (before costs) |                    |
|------------------------------------|--------------------|
| Albion Development VCT             | up to £15 million* |
| Albion Enterprise VCT              | up to £20 million* |
| Albion Technology & General VCT    | up to £20 million* |
| Albion Venture Capital Trust       | up to £10 million  |
| Crown Place VCT                    | up to £7 million*  |
| Kings Arms Yard VCT                | up to £8 million*  |

\*In addition, Albion Development VCT may elect to raise up to a further £6 million, Albion Enterprise VCT may elect to raise up to a further £3 million, Albion Technology & General VCT may elect to raise up to a further £4 million, Crown Place VCT may elect to raise up to a further £5 million and Kings Arms Yard VCT may elect to raise up to a further £2 million pursuant to over-allotment facilities, if applications are received in excess of the maximum amount and the relevant Boards wish to accept those applications.

The maximum amount for each VCT including the over-allotment facility is £21 million for Albion Development VCT, £23 million for Albion Enterprise VCT, £24 million for Albion Technology & General VCT, £10 million for Albion Venture Capital Trust, £12 million for Crown Place VCT and £10 million for Kings Arms Yard VCT.

The amounts to be raised will be pursuant to existing shareholder authorities granted at the most recent general meetings of each Company (or pursuant to the extension or renewal of such authorities).

## Terms of the Offers

Subscribers may elect to invest equally in all of the Offers or invest different amounts under one or more of the Offers, subject to the Offers not having closed by the time the Application Form is processed as detailed in the application procedure on page 48. The minimum aggregate investment in the Offers is £6,000 and the minimum investment in each individual Offer selected is £1,000. Applications must be in multiples of £1,000 per elected Offer.

The New Shares will rank *pari passu* with the existing Shares from the date of issue save in respect of any dividends for which the record date has already passed. There is no maximum amount for which a Subscriber may subscribe under the Offers. However, a Subscriber should take account of the annual VCT allowance of £200,000 per Qualifying Investor, as detailed in Part V of this Securities Note, and the acquisition of other shares in VCTs that may have been made prior to subscribing to the Offers during the current tax year and which would count towards this annual allowance.

## Pricing Formula

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

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 0.975 (to allow for issue costs of 2.5 per cent.) and rounded up to the nearest 0.1p per Share.

## Early Bird Offers

Investors who apply for the first £10 million by 2 p.m. on 25 February 2022 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 0.985.
- New investors 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 0.98.

**Prospective investors should be aware that the monetary limit for the Early Bird Offers is often reached well in advance of the date deadline.** An announcement will be made on the Albion website as soon as possible after the Early Bird Offers have closed. However, there is no guarantee that particular Offers or the Early Bird Offers remain available even if their closure has not yet been announced as a delay between receiving and processing Application Forms is unavoidable. Investors should ensure that an investment in the Shares is suitable for them regardless of the availability of the Early Bird Offers.

The number of New Shares to be issued under each Offer will be rounded down to the nearest whole number (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) by bank transfer (save where the amount is less than £2 per Offer, in which case it will be retained by the relevant Company).

## An illustration of the Pricing Formula

Set out below is an illustration of the application of the Pricing Formula based on the latest published NAV (unaudited) of each Company:

|                                 | Latest published<br>NAV per Share<br>(unaudited) (p)* | Latest published NAV<br>per Share (adjusted for<br>dividends) (p)** | Illustrative Offer Price<br>per New Share<br>(p)*** |
|---------------------------------|-------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|
| Albion Development VCT          | 92.52                                                 | 92.52                                                               | 94.9                                                |
| Albion Enterprise VCT           | 128.85                                                | 125.63                                                              | 128.9                                               |
| Albion Technology & General VCT | 81.16                                                 | 79.21                                                               | 81.3                                                |
| Albion Venture Capital Trust    | 58.80                                                 | 50.33                                                               | 51.7                                                |
| Crown Place VCT                 | 35.62                                                 | 33.25                                                               | 34.2                                                |
| Kings Arms Yard VCT             | 24.30                                                 | 22.56                                                               | 23.2                                                |

\* The latest published NAV per Share for each of the Companies is as at 30 September 2021.

\*\* Subsequent to 30 September 2021, Kings Arms Yard VCT paid dividends totalling 1.74p per Share on 29 October 2021, Crown Place VCT paid dividends totalling 2.37p per Share on 30 November 2021, Albion Technology & General VCT paid a dividend of 1.95p per Share on 31 December 2021, Albion Venture Capital Trust paid a dividend of 7p per Share on 31 December 2021 and will pay a dividend of 1.47p per Share on 31 January 2022 and Albion Enterprise VCT will pay a dividend of 3.22p per Share on 28 February 2022.

\*\*\*The Offer Prices used above are for illustrative purposes only as the NAV per Share for each Company is likely to be different for the purposes of calculating the actual Offer Prices applicable to each allotment of New Shares under each Offer (which may be higher or lower than in the examples above depending on when the allotment is made). In all cases the Offer Price will be rounded up to one decimal place. The number of New Shares issued will be rounded down to the nearest whole number.

## Timetable

Each Offer will open on 6 January 2022 and close on 30 September 2022. However, each Board may close its Company's Offer earlier than the date stated above or may extend such Offer to a date up to and including 12 December 2022, at the relevant Board's absolute discretion. Subscriptions will be allocated in order of receipt as far as practicably possible.

The first allotments of New Shares under the Offers are expected to occur on 25 February 2022 but the right is reserved by the Companies to allot New Shares, for which valid applications under the Offers are received, at any time. In relation to each allotment, an announcement will be released by each Company through a Regulatory Information Service, including details of the number of New Shares allotted in that Company and the relevant Offer Price for the allotment. The total amount subscribed for each Offer will be announced through a Regulatory Information Service once the relevant Offer has closed.

## Effect of the Offers

The impact of the Offers on each Company's NAV per share, on the basis that the associated costs are incorporated into the Pricing Formula used to calculate the Offer Price, will be neutral. Each Company's assets will be increased by the net proceeds of its Offer. The impact of the Offers on each Company's earnings is expected to be immaterial.

## Use of 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 and provide additional working capital.

## Costs of the Offers

The costs of the Offers, payable by the Companies, are limited to 2.5 per cent. of the gross proceeds of each Company's Offer. No expenses or taxes are directly charged to subscribers.

On this basis, and assuming that each Offer is fully subscribed (but ignoring the over-allotment facilities), the total costs of each Offer and the net amount of each Offer would be:

|                                 | <b>Total costs</b> | <b>Net amount</b> |
|---------------------------------|--------------------|-------------------|
| Albion Development VCT          | £0.375 million     | £14.625 million   |
| Albion Enterprise VCT           | £0.500 million     | £19.500 million   |
| Albion Technology & General VCT | £0.500 million     | £19.500 million   |
| Albion Venture Capital Trust    | £0.250 million     | £9.750 million    |
| Crown Place VCT                 | £0.175 million     | £6.825 million    |
| Kings Arms Yard VCT             | £0.200 million     | £7.800 million    |

## Intermediary commissions

The Manager has agreed to pay a trail commission to execution-only intermediaries, normally of 0.4 per cent. per annum for five years until 31 March 2027.

The annual trail commission will cease to be payable if the Shares are sold by the relevant investors, if the relevant Company is wound up, if the Manager is no longer the investment manager of the relevant Company or if the Manager is no longer permitted under the FCA rules to make such a payment. Intermediaries must substantiate the interests of investors who hold their Shares through nominees to the satisfaction of the Manager.

## Investment by the Directors and the Manager

Directors of the Albion VCTs and partners and staff of the Manager hold over £5 million by value in the VCTs managed by Albion Capital.

Partners and employees of Albion Capital and directors of the Albion VCTs and their connected parties have indicated they are likely to subscribe over £1 million under the Offers.

## Application procedure

Subscribers may elect to invest equally in all of the Offers or invest different amounts under one or more of the Offers, subject to the Offers being open at the time their Application Forms are processed. The minimum aggregate investment in the Offers is £6,000 and the minimum investment in each individual Offer selected is £1,000. Applications must be in multiples of £1,000 per elected Offer.

**Where Subscribers have elected to invest equally in all of the Offers, as far as practically possible, the following will apply at the time their Application Forms are processed:**

- If all of the Offers remain open, the Subscriptions will be invested equally in all of the Offers.
- If one or more of the Offers has closed, the Subscriptions will be invested equally in all of the Offers which remain open.
- If all of the Offers have closed, the total amount subscribed will be returned (without interest).

**Where Subscribers have elected to invest different amounts under one or more of the Offers, as far as practically possible, the following will apply at the time their Application Forms are processed:**

- If all of the chosen Offers remain open, the Subscriptions will be invested as elected on the Application Form.
- If one or more, but not all, of the chosen Offers have closed, Subscribers may elect to have either:
  - (1) their Subscriptions, in respect of the closed Offer(s), re-allocated equally to the other Offers that they have subscribed to that remain open; or
  - (2) their Subscriptions, in respect of the closed Offer(s), re-allocated equally to any Offers that remain open; or
  - (3) their Subscriptions, in respect of the closed Offer(s), returned; or
  - (4) their Subscriptions returned in full (i.e. no Subscription will be made).
- If all of the Offers have closed, the total amount subscribed will be returned (without interest).

Applications under each Offer will, as far as practically possible, be accepted on a first come, first served basis, subject always to the discretion of the relevant Board. Subscribers are encouraged to submit their Application Form early in order to be confident that their application will be successful.

Subscription monies should be paid electronically from the investor's personal current account into the Albion Venture Capital Trust bank account within 24 hours of submission of the Application Form. The Application Form will not be accepted until funds have been received in the bank. Multiple applications under the Offers from the same Subscriber will be processed in order of receipt. Applicants should expect a reasonable period of delay before any Subscriptions are returned.

The Terms and Conditions of Subscription for the New Shares under each Offer are set out on pages 49 and 50 of this Securities Note. By submitting the Application Form, Subscribers will be declaring that they have read the Terms and Conditions of Subscription and agree to be bound by them.

Subscribers are advised to read the Notes on how to complete the Application Form on pages 51, 52 and 53 of this document, in particular in respect of how to make elections as to investing in all or specific Offers and the consequences of one or more of the Offers already being fully subscribed or deemed to have closed by the time the Application Form is processed.

Each Company and its respective Directors consent to the issue of the Prospectus, and accept responsibility for the content of the Prospectus, with respect to subsequent resale or final placement of New Shares by financial intermediaries. The offer period within which subsequent resale or final placement of New Shares by financial intermediaries can be made and for which consent to use the Prospectus is given is from the date of the Prospectus until 30 September 2022, unless previously closed or extended by the Directors to a date not later than 12 December 2022. There are no conditions attaching to this consent. Financial intermediaries may only use the Prospectus in the UK.

**Information on the terms and conditions of the offer by the financial intermediary will be given to Subscribers by financial intermediaries at the time the offer is made to them by the financial intermediary. Any financial intermediary using the Prospectus must state on its website that it is using the Prospectus in accordance with the consent set out above.**

## Other key information

### Application Forms

**The online Application Form can be accessed on the Albion Capital website ([www.albion.capital](http://www.albion.capital)).** In the event of difficulty submitting an application using the online Application Form, please email [applications@albion.capital](mailto:applications@albion.capital).

Applicants are required to acknowledge the existence of the Key Information Documents for the Companies on the Manager's website.

### Payment details

Payment should be made by bank transfer within 24 hours of submission of the Application Form to:

Sort code: 50-00-00

Account number: 21655081

Account name: Albion Venture Capital Trust

Pending allotment, Albion Venture Capital Trust will retain the Subscription monies in a separate bank account, on trust for the relevant Companies to which the Subscription relates.

## Applications

Your application should be submitted using the online Application Form. In the event of difficulty submitting an application using the online Application Form, please email [applications@albion.capital](mailto:applications@albion.capital). The amount subscribed should be remitted by bank transfer within 24 hours of submission. **Postal applications and cheques will not be accepted.** Applications will be acknowledged by email to the applicant or their adviser, as applicable, and applicants advised of the number of New Shares they have been allotted within 30 Business Days of allotment. Dealings in the New Shares may commence before then.

## Share and tax certificates

The Registrars, Computershare Investor Services PLC, will send share and tax certificates within 30 Business Days after the allotment of the New Shares. These documents are important and should be kept in a safe place. Significant administration and other fees are likely to be charged for replacement share and tax certificates. You can provide your CREST details if you would like any New Shares which are allotted to you to be credited to your CREST account.

The first allotments are expected to take place on 25 February 2022. However, allotments can take place earlier or at any other time by each Company at the discretion of its Board. Allotments will be announced through a Regulatory Information Service.

## Helpline

Please call Albion at any time during office hours on **0207 601 1850**. Please note that Albion cannot give any personal tax, legal, investment or financial advice.

## Part III: The Companies

---

### Investment objectives

Each Company is a tax-efficient listed company which aims to achieve long-term investment returns for private investors. Funds raised under the Offers will supplement the Companies' capacity to continue to invest across the business cycle in new and existing portfolio companies in accordance with the Companies' published investment policies. The Companies normally co-invest with each other, enabling them to invest in larger transactions and into a wider range of unquoted companies.

### Investment policies

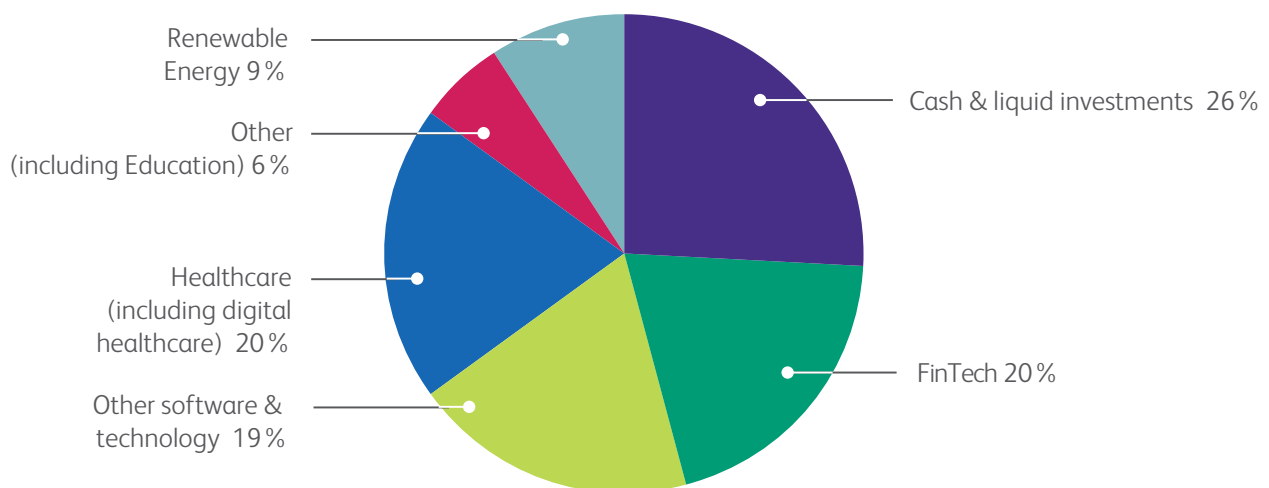
Each Company's investment policy is to invest primarily in a diverse portfolio of unquoted UK growth businesses. The investment policy of each Company as at the date of this document is set out in full in Part II of the Registration Document.

### Established companies with invested portfolios

The Companies were established between 1995 and 2006 and together had a combined unaudited net asset value at 30 September 2021 of approximately £545 million.

Through investment in all of the Offers, investors will have exposure to approximately 70 unquoted smaller UK businesses, in most of which a number of the Albion VCTs have co-invested. This will give investors the opportunity to participate in a balanced portfolio.

The following chart provides an analysis of the portfolio by sector as at 30 September 2021:



These percentages will vary from Company to Company. Further analysis by Company and further details of the VCTs' investment portfolios can be found in the Registration Document.

A summary of each Company's unaudited investment portfolio as at 30 September 2021 is shown in the following table:

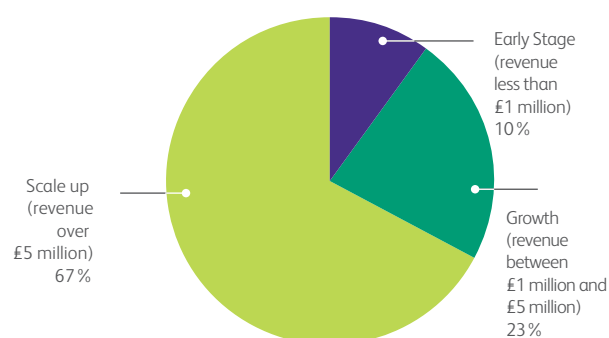
| Company                         | Asset-based companies<br>(% of NAV) | Growth companies<br>(% of NAV) | Cash and deposits less<br>current liabilities*<br>(% of NAV) |
|---------------------------------|-------------------------------------|--------------------------------|--------------------------------------------------------------|
| Albion Development VCT          | 15                                  | 69                             | 16                                                           |
| Albion Enterprise VCT           | 11                                  | 73                             | 16                                                           |
| Albion Technology & General VCT | 19                                  | 64                             | 17                                                           |
| Albion Venture Capital Trust*   | 25                                  | 33                             | 42                                                           |
| Crown Place VCT*                | 15                                  | 53                             | 32                                                           |
| Kings Arms Yard VCT*            | 11                                  | 51                             | 38                                                           |

\* Subsequent to 30 September 2021 Albion Venture Capital Trust, Crown Place VCT and Kings Arms Yard VCT have paid special dividends, reducing the percentage of cash held.

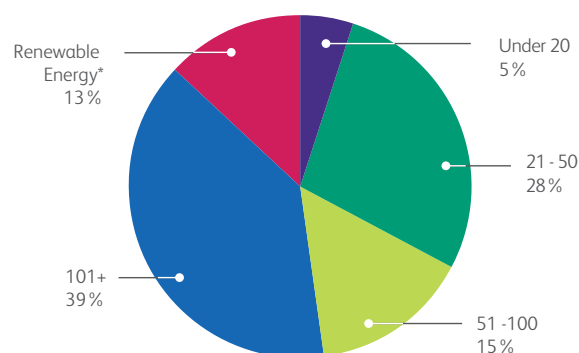
Following changes in VCT legislation and the consequent changes to the Companies' investment policies, the asset-based percentage of each Company's portfolio is expected to diminish over time. It is important for the Companies to maintain a sufficient level of cash to make new and follow on investments and enable the payment of dividends and share buybacks.

The following charts show analyses of the combined investment portfolio (excluding cash and liquid investments) by value at 30 September 2021 by stage of company and number of employees. Early stage companies have revenue of less than £1 million, growth companies have revenue between £1 million and £5 million and scale up companies have revenue of over £5 million.

Portfolio analysis by stage  
of investment



Portfolio analysis by number  
of employees



\* Renewable energy companies have no employees

Further analysis by Company can be found in the Registration Document.

## Largest portfolio companies

The top three portfolio companies as at 30 September 2021 were as follows:

| Top three portfolio companies                                                     | Business                                                                                                                                                  | Cost   | Holding value (unaudited) at 30 September 2021 |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|--------|------------------------------------------------|
|  | Uses the latest advances in big data analytics and artificial intelligence to help its banking, insurance and government customers detect financial crime | £10.0m | £65.6m                                         |
|  | European specialty pharmaceutical company focused on children's medicines                                                                                 | £7.7m  | £31.9m                                         |
|  | A leading cloud encryption platform ensuring data security for email, file transfer and collaboration environments                                        | £8.4m  | £29.9m                                         |

Together, these accounted for approximately 23.4 per cent. of the Albion VCTs' combined net asset value at 30 September 2021.

## Recent investments and exits

In the period from 1 January 2020 to 31 December 2021 the Albion VCTs invested over £75 million in 28 new and existing investee companies across a range of sectors. Examples of recent investments made are as follows:

| Recent investments in new investee companies                                        | Business                                                                                                          |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
|  | Provider of data lineage software to enterprise customers in regulated sectors                                    |
|  | Provider of platforms to control complex operational, data and application system software                        |
|  | Provider of a data acquisition, analytics and reporting solution for private market investors and asset servicers |
|  | Digital health company focused on people suffering from respiratory conditions                                    |
|  | Provider of an AI and open source relational database for Graphics Processing Unit ("GPU") powered data analytics |

Investments in existing investee companies in the period amounted to over £40 million.

In the period from 1 January 2020 to 31 December 2021 the Albion VCTs received or contracted proceeds of over £99 million from exits, the most notable being the sale of the Companies' three care homes for proceeds of over £51 million and the sale of G.Network Communications for over £16 million. Other significant exits during the period include Clear Review, SBD Automotive, Omprompt Holdings, Antenova, MPP Global Solutions and Innovation Broking. Further details of the existing portfolios of each Company are set out in Part IV of the Registration Document.

## Future performance

The future performance of each Company's portfolio will be determined in the short to medium term by their existing investment portfolios. As investments are sold and new investments made, the longer term performance of each Company's portfolio will be determined by Albion's ability to find, select and manage investments in innovative, growing businesses. Investments in smaller unquoted companies are often less liquid than those in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such investments. In addition, past performance is no indication of future performance.

## Track record

The Albion team manages approximately £545 million in VCTs and over the past five years the VCTs under Albion's management have returned over £154 million in dividends and over £38 million in buy-backs to shareholders. Cumulatively, since inception of the VCTs or since Albion took over management, the Albion VCTs have returned over £342 million in dividends and over £107 million in buy-backs.

The following table sets out the (unaudited) average annual return of the Albion VCTs for the one, three, five and ten year periods to 30 September 2021, comprising dividends paid and change in net asset value:

|                    | <b>1 year</b> | <b>3 years</b> | <b>5 years</b> | <b>10 years</b> |
|--------------------|---------------|----------------|----------------|-----------------|
| Albion VCT returns | 19.5 %        | 8.4 %          | 10.3 %         | 8.4 %           |

The returns do not include tax relief.

An analysis of each individual Company's performance is provided on page 41 of the Registration Document.

The cumulative results for all the previous top up offers for the period to 30 September 2021, assuming investment across the relevant VCTs on the first allotment date, are as follows:

|                                            | <b>Year of launch</b> | <b>Total return since launch</b> | <b>Total return with tax relief</b> | <b>Dividends in last 12 months*</b>                         |
|--------------------------------------------|-----------------------|----------------------------------|-------------------------------------|-------------------------------------------------------------|
| Albion VCTs Linked Top Up Offers 2010/2011 | 2010                  | 164.11p                          | 194.11p                             | 12.92p for every £1 invested                                |
| Albion VCTs Linked Top Up Offers 2011/2012 | 2011                  | 164.38p                          | 194.38p                             | 13.39p for every £1 invested                                |
| Albion VCTs Top Up Offers 2012/2013        | 2012                  | 162.48p                          | 192.48p                             | 11.78p for every £1 invested                                |
| Albion VCTs Top Up Offers 2013/2014        | 2013                  | 161.68p                          | 191.68p                             | 11.45p for every £1 invested                                |
| Albion VCTs Top Up Offers 2014/2015        | 2014                  | 157.28p                          | 187.28p                             | 11.74p for every £1 invested                                |
| Albion VCTs Top Up Offers 2015/2016        | 2015                  | 151.81p                          | 181.81p                             | 11.78p for every £1 invested                                |
| Albion VCTs Top Up Offers 2016/2017        | 2016                  | 147.81p                          | 177.81p                             | 12.03p for every £1 invested                                |
| Albion VCTs Top Up Offers 2017/2018        | 2017                  | 141.73p                          | 171.73p                             | 8.95p for every £1 invested                                 |
| Albion VCTs Top Up Offers 2018/2019        | 2018                  | 117.89p                          | 147.89p                             | 10.67p for every £1 invested                                |
| Albion VCTs Top Up Offers 2019/2020        | 2019                  | 112.49p                          | 142.49p                             | 9.73p for every £1 invested                                 |
| Albion VCTs Top Up Offers 2020/2021        | 2021                  | 114.78p                          | 144.78p                             | 3.06p for every £1 invested in the 7 months since allotment |

\* Dividends in the last 12 months included special dividends. The dividend policy of each Company targets an annual dividend yield of around 5 per cent. of each Company's net asset value.

The following table sets out the total returns for each VCT to 30 September 2021:

| Fund                                        | Launch date                   | Total dividends paid (p) | Total return since launch (excluding tax relief)† (p) | Total return (with tax relief) (p) |
|---------------------------------------------|-------------------------------|--------------------------|-------------------------------------------------------|------------------------------------|
| <b>Albion Venture Capital Trust</b>         |                               |                          |                                                       |                                    |
| - Ordinary Shares                           | April 1996                    | 180.87                   | 239.67                                                | 259.67                             |
| - former C Shares*                          | April 1997                    | 169.32                   | 228.12                                                | 248.12                             |
| - former Albion Prime VCT Shares*           | April 1997                    | 100.50                   | 152.25                                                | 172.25                             |
| <b>Albion Development VCT</b>               |                               |                          |                                                       |                                    |
| - Ordinary Shares                           | January 1999                  | 108.86                   | 201.38                                                | 221.38                             |
| - former C Shares*                          | October 2002/<br>January 2004 | 98.99                    | 198.12                                                | 218.12                             |
| - former D Shares*                          | December 2009                 | 63.59                    | 202.14                                                | 232.14                             |
| <b>Albion Technology &amp; General VCT</b>  |                               |                          |                                                       |                                    |
| - Ordinary Shares                           | January 2001                  | 117.68                   | 198.84                                                | 218.84                             |
| - former C Shares*                          | January 2006                  | 55.59                    | 118.73                                                | 158.73                             |
| - former Albion Income & Growth VCT Shares* | October 2004                  | 59.26                    | 122.67                                                | 162.67                             |
| <b>Albion Enterprise VCT</b>                | April 2007                    | 59.16                    | 188.01                                                | 218.01                             |
| <b>Crown Place VCT**</b>                    | April 1998                    | 38.41                    | 170.58                                                | n/a                                |
| <b>Kings Arms Yard VCT**</b>                | April 1996                    | 10.78                    | 211.33                                                | n/a                                |

† Dividends paid plus latest announced NAV. This excludes all tax reliefs.

\*The Albion Venture Capital Trust C shares were converted to Ordinary shares at a rate of 1 Ordinary share for each C share. Albion Prime VCT PLC merged with Albion Venture Capital Trust at a ratio of 0.8801 Albion Venture Capital Trust shares for each Albion Prime VCT PLC share. Albion Development VCT C shares were converted to Ordinary shares at a rate of 1.0715 Ordinary shares for each C share. Albion Development VCT D shares were converted to Ordinary shares at a rate of 1.4975 Ordinary shares for each D share. Albion Technology & General VCT C shares were converted to Ordinary shares at a rate of 0.7779 Ordinary shares for each C share. Albion Income & Growth VCT PLC merged with Albion Technology & General VCT at a rate of 0.7813 Albion Technology & General VCT shares for each Albion Income & Growth VCT PLC share.

\*\*Albion Capital took over the management of Crown Place VCT in April 2005 and Kings Arms Yard VCT in January 2011. Total dividends paid are calculated from when Albion Capital took over the management. The NAV for both companies has been rebased to 100 as at these dates.

Further details regarding the financial performance of each of the Companies, including the most recent Chairman's statements for each of the Companies, can be found in the Financial Reports which are incorporated by reference in the Prospectus in Part III of the Registration Document. Past performance is not a guide to future performance.

## Dividends

The dividend policy of each Company is targeting the payment of two dividends a year of approximately 2.5 per cent. of the most recently announced net asset value per Share when the dividend is announced, thereby targeting an annual dividend yield of around 5 per cent. This is a target, and no forecast or projection is expressed or implied.

## Dividend Re-investment Scheme

Investors who would prefer a capital growth option can re-invest their dividends through the Companies' dividend reinvestment schemes to obtain more shares in the Companies. Any amounts reinvested should be eligible for income tax relief of 30 per cent., subject to the current VCT restrictions. Investors wishing to take advantage of this opportunity should read the rules of the dividend reinvestment schemes on the Albion Capital website and tick the relevant box on the Application Form.

The ability of each Company to meet its dividend policy objective cannot be guaranteed. The value of the investment in, and the dividend stream from, a Company can rise and fall.

## Outlook for the Companies

The key drivers for returns within the portfolio are those sectors that have exposure to longer term growth trends. These include healthcare, with both an ageing population and a greater focus on digital healthcare, particularly in light of the current coronavirus pandemic, and the developing use of technology, particularly software, in an environment of universal data and focus on improved IT infrastructure. The portfolio is well diversified. The Companies have made a wide variety of investments over the past year and continue to seek attractive new investment opportunities. The Boards view the VCTs as long term tax-efficient investment products and, in this context, the Directors consider that the Companies remain well positioned to deliver long term shareholder value.

## The Manager

Albion is the investment manager of each Company and has managed VCTs since the launch of Albion Venture Capital Trust in 1996. As at 30 September 2021, Albion managed approximately £545 million on behalf of the Albion VCTs and is, therefore, one of the largest VCT managers.

Albion also provides staff to manage the UCL Technology Fund and UCL Technology Fund 2, which have raised £122 million to date to commercialise University College London's world class research output, to run Albion Community Power, a fund invested in a renewable energy power generation business, to provide administration services to Albion Care Communities, which develops luxury care homes for the elderly and to manage the Albion Real Assets Fund. Across its businesses, Albion has over 40 staff.

## The Manager's VCT team

Details of the senior members of the Manager's VCT team are set out below:



**Will Fraser-Allen, BA (Hons), FCA**, is the managing partner of Albion Capital and chairs the investment committee. He is deputy chairman of the VCT Association, chairing its Public Policy Committee, and sits on the Venture Capital Committee of the BVCA. He joined Albion Capital in 2001, became deputy managing partner in 2009 and managing partner in 2019. He has 20 years' experience investing in healthcare, leisure, media and technology enabled businesses. Prior to joining Albion, he qualified as a chartered accountant and has a BA in History from Southampton University.



**Patrick Reeve, MA, FCA**, was formerly the managing partner of Albion Capital and became chairman on 1 April 2019. He is a director of Albion Development VCT, Albion Technology & General VCT and Albion Enterprise VCT. He is also a director of the Association of Investment Companies. He joined Close Brothers Group plc in 1989 before establishing Albion Capital (formerly Albion Ventures LLP) in 1996. Prior to Close he qualified as a chartered accountant before joining Cazenove & Co. He has an MA in Modern Languages from Oxford University.



**Dr Andrew Elder, MA, FRCS**, initially practised as a neurosurgeon before starting his career in investment. He now focuses on medical technologies, digital health and the life-science sector. He is head of healthcare investing and became deputy managing partner of Albion Capital in 2019. He joined Albion Capital in 2005 and became a partner in 2009. He graduated with an MA plus Bachelors of Medicine and Surgery from Cambridge University and practised as a surgeon for six years. He is a Fellow of the Royal College of Surgeons (England).



**Adam Chirkowski, MA (Hons)**, is responsible primarily for investments in the asset-based portfolios of the Companies. He is an investment director at Albion Capital and invests across a number of sectors including digital infrastructure, healthcare and renewable energy. He graduated from Nottingham University with a first class degree in Industrial Economics and a Masters in Corporate Strategy and Governance. Prior to joining Albion Capital in 2013, Adam spent five years working in corporate finance at Rothschild.



**Emil Gigov, BA (Hons), FCA**, has been an early-stage investor for over 20 years, supporting more than 30 companies spanning software technology, advanced manufacturing, education and healthcare. More recently he has focused on B2B SaaS businesses across a range of sectors including data management, fintech and marketing technologies. He joined Albion Capital in 2000 and became a partner in 2009. He graduated from the European Business School, London, with a BA (Hons) Degree in European Business Administration.



**Vikash Hansrani, BA (Hons), FCA**, oversees the finance and administration of the funds under Albion's management and is on the AIC's VCT Technical Committee. He qualified as a chartered accountant with RSM Tenon plc and latterly worked in its corporate finance team, before joining Albion Capital in 2010, where he is operations partner for the group. He has a BA in Accountancy & Finance from Nottingham Business School.



**Ed Lascelles, BA (Hons)**, heads up the technology investment team at Albion, focusing on B2B software and disruptive tech services. He joined Albion Capital in 2004, having started his career advising public companies during the 'dotcom' boom, and became a partner in 2009. He graduated from University College London with a first class honours degree in Philosophy.



**Paul Lehair MSc, MA**, joined Albion in 2019 with 10 years of experience in tech start-ups and investment banking. He joined Albion Capital from Citymapper where he was finance director for 5 years having joined when Citymapper had fewer than ten employees. He also worked in business operations at Viagogo and in M&A TMT at Citigroup. He is an investment manager at Albion Capital specialising in technology investing. He has a dual Masters degree in European Political Economy from the London School of Economics and Political Science and Sciences Po Paris.



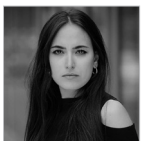
**Catriona McDonald, BA (Hons)**, joined Albion Capital in 2018 from Goldman Sachs where she worked on IPOs, M&A and leveraged buyouts in New York and London. Her time in banking gave her experience of implementing proven systems and running detailed analysis. She is now an investment manager at Albion Capital specialising in technology investing. She graduated from Harvard University, majoring in Economics.



**Jane Reddin, BA (Hons)**, is the talent director of Albion Capital. She helps the Albion VCTs invest in strong founders, by assessing leadership potential, and accelerating the scaling of portfolio companies. In her 25 year career, she has transacted over 500 senior hires, built international, new-market and fund teams and helped over 70 start-ups build high performing teams. Prior to joining Albion Capital, she spent six years as Talent Adviser at Balderton Capital and then co-founded The Talent Stack, a talent management consulting company for start-ups. She joined Albion Capital in 2021. The talent platform she is developing at Albion Capital enables the sharing of talent and leadership development expertise with Albion Capital's early-stage community. She graduated from Durham University with a BA in French and German.



**Dr Christoph Ruedig, MBA**, practised radiology and strategy consulting before becoming an investor in healthcare. He joined Albion Capital in 2011 and became a partner in 2014. At Albion he focuses on digital health, with investments ranging from clinical trial software to chronic disease management. Prior to joining Albion, he worked at General Electric UK, where he was responsible for mergers and acquisitions in healthcare, following a role in venture capital with 3i plc. He holds a degree in medicine from Ludwig-Maximilians University, Munich and an MBA from INSEAD.



**Nadine Torbey, MSc, BEng**, joined Albion in 2018 from Berytech Fund Management, one of the first VC funds in the Middle East. She has been a venture capitalist for seven years and her investing experience includes: AI/Data Platforms and Infrastructure, CX, Digital Networks and Hardware. She is an investment manager at Albion Capital specialising in technology investing. She graduated from the American University of Beirut with a BSc in Electrical and Computer Engineering, and followed this with an MSc in Innovation Management and Entrepreneurship from Brown University.



**Robert Whitby-Smith, BA (Hons), FCA**, has been in venture capital for 16 years following a background in corporate finance at KPMG, Credit Suisse First Boston and ING Barings, after qualifying as a chartered accountant. He joined Albion Capital in 2005 and became a partner in 2009 and specialises in software investing. He graduated from Reading University with a BA in History.



**Jay Wilson MBA, MMath**, comes from an advisory background and is focused on partnering with management teams. He joined Albion in 2019 from Bain & Company, where he had been a consultant since 2016 and is an investment director at Albion Capital specialising in technology investing. Prior to this he graduated from London Business School with an MBA having spent eight years as a broker at ICAP Securities.



**Marco Yu, PhD, MRICS**, specialises in energy related investment and has in-depth knowledge and understanding of energy generation, distribution, balancing, storage as well as servicing the sector. He is an investment director at Albion Capital, has a first class degree in economics from Cambridge, a PhD in construction economics from UCL and has led over 20 investments to date. Prior to joining Albion in 2007 he qualified as a Chartered Surveyor with Bouygues (UK), and advised on large capital projects with EC Harris.

## Co-investment between VCTs

Investments are allocated between the Albion VCTs principally according to the level of cash available in each VCT at the time of investment, provided an investee company meets the Companies' investment criteria, pursuant to an allocation agreement between the Albion VCTs.

## Shareholder communications

The Directors are committed to a policy of regular and open communication with Shareholders and this is expressed not only in the statutory accounts but also through quarterly announcements, annual general meetings, Shareholder events, Albion News newsletters and the availability of information on the Albion Capital website.

**Shareholders are strongly encouraged to elect to receive the majority of communications electronically by notifying the Registrar. Investors who subscribe for Shares under the Offers will be deemed to choose electronic communications unless they opt not to do so by ticking the relevant box on the Application Form.** Albion Capital will donate £1 for each application that does not opt out of electronic communication, half of which will be given to Whizz-Kidz and half to Generating Genius.

## Share buy-back policies

The Boards of the Albion VCTs have established policies to buy back shares in the market, subject to the overall constraint that such purchases are in the Company's interest, including the maintenance of sufficient resources for investment in existing and new portfolio companies and the continued payment of dividends to shareholders, available cash reserves and regulation. It is the stated policy of the Companies that the Boards will target such buy-backs to be in the region of a 5 per cent. discount to net asset value.

Shareholders should note that legislation was introduced in 2014, relating to 'linked' subscriptions and sales of VCT shares, restricting the availability of VCT income tax relief on a subscription for shares in a VCT issued after 5 April 2014 where the subscription for shares in the VCT and the sale of shares in the same VCT (or another VCT which is known to be merging with that VCT) were within six months of each other (irrespective of which comes first). If the subscription is so 'linked', the amount on which VCT income tax relief can be claimed will be reduced by the amount of the consideration of any linked sales.

## The Boards

The Directors of each Company have overall responsibility for that Company's affairs and operate within the guidelines of the UK Corporate Governance Code, including its provisions on board composition and independence, and seek to follow the AIC Code on Corporate Governance as a 'Best Practice' standard.

The Directors of each Company, in conjunction with the Manager, are determined to maintain the VCT status of the relevant Company and in this regard recognise its critical importance to existing and potential Shareholders. Each Board is also responsible for monitoring and managing the controllable risks to profits and assets in its respective Company. They have established an ongoing formal process to ensure that risk exposure is reviewed regularly. As part of this regular review, each Board assesses its service providers in order to improve both service standards and value for money.

The Directors, all of whom are non-executive and independent of the Manager (with the exception of Patrick Reeve, who is chairman of Albion Capital and, as such, has a conflict of interest), together have relevant experience of similar investment funds, regulatory organisations, corporate governance of listed companies, the private equity industry and investee companies. Details of the Directors of each Company are set out in the Registration Document. Other than Patrick Reeve, no other Director has a conflict of interest which is material to any Company or the Offers.

## Environmental, Social and Governance (“ESG”) considerations

Albion Capital became a signatory of the UN Principles for Responsible Investment (“UN PRI”) on 14 May 2019. The UN PRI is the world’s leading proponent of responsible investment, working to understand the environmental, social and governance factors and to support its international network of investor signatories in incorporating these factors into their investment and ownership decisions.

The Boards and the Manager exercise conscious principles in making responsible investments, not least in providing finance for promising companies in a variety of important sectors such as technology, healthcare and renewable energy. In making investments, the Manager is directly involved in the oversight and governance of these investments, including ensuring standards of reporting and visibility on business practices. By their nature, not least in making qualifying investments which fulfil the criteria set by HMRC, the Companies have focused on sustainable and longer-term investment propositions, some of which will grow and serve important societal demands. One of the most important drivers of performance is the quality of the investment portfolio, which goes beyond the individual valuations and examines the prospects of each of the portfolio companies, as well as the sectors in which they operate – all requiring a longer-term view.

In the nature of venture capital investment, the Manager is more intimately involved in the affairs of portfolio companies than might be the case for funds invested in listed securities. As such, the Manager is in a position to influence good governance and behaviour in the portfolio companies, many of which are relatively small companies without the support of a larger company’s administration and advisory infrastructure.

The Companies adhere to the principles of the AIC Code of Corporate Governance and are also aware of other governance and corporate conduct guidance which they meet as far as practical, including in the constitution of diversified and independent Boards capable of providing constructive challenge.

The Companies’ portfolios are currently invested in healthcare, renewable energy, education, FinTech, software and other technology (which includes cyber security and data protection), with the most significant percentage of the Companies’ portfolios invested in sectors and companies which would be seen by many measures to be both sustainable and socially aware in respect of the services they render.

The Manager incorporates ESG considerations into its investment decisions. These form part of its process to create value for investors and develop sustainable long-term strategies for portfolio companies. The Manager reports ESG criteria to UN PRI annually and to the Boards quarterly.

ESG principles are integrated at the pre-investment, investment and exit stages. This is reflected in transparency of reporting, governance principles adopted by the Companies and the portfolio companies, and increasingly in the positive environmental or socially impactful nature of investments made.

### **Pre-investment stage**

An exclusion list is used to rule out investments in unsustainable areas, or in areas which might be perceived as socially detrimental. ESG due diligence is performed on each potential portfolio company to identify any sustainability risks associated with the investment. Identified sustainability risks are ranked from low to high and are reported to the relevant investment committee. The investment committee considers each potential investment. If sustainability risks are identified, mitigations are assessed and, if necessary, mitigation plans are put in place. If this is not deemed sufficient, the committee would consider the appropriate level and structure of funding to balance the associated risks. If this is not possible, investment committee approval will not be provided, and the investment will not proceed.

### **Investment stage**

New and existing portfolio companies are asked to report against an ESG Balanced Score Card annually. The ESG Balanced Score Card contains a number of sustainability factors against which a portfolio company will be assessed in order to determine the potential sustainability risks and opportunities arising from the investment. The score cards form part of the Manager’s internal review meetings alongside discussions around other risk factors, and any outstanding issues are addressed in collaboration with the portfolio companies’ senior management.

### **Exit stage**

The Manager aims to ensure that good ESG practices remain in place following exit. For example, by ensuring that the portfolio company creates a self-sustaining ESG management system during our period of ownership, wherever feasible.

## **Management and administration arrangements**

Albion is the manager, administrator and secretary of each Company.

Albion is paid the following fees in respect of its appointment as manager, administrator and secretary of each of the Companies:

### **ALBION DEVELOPMENT VCT**

#### **Annual management fee**

Albion is paid an annual management fee equal to 2.25 per cent. of the Company's net assets which is paid quarterly in arrears. The total annual running costs of the Company, including fees payable to Albion, Directors' fees, professional fees and the costs incurred by the Company in the ordinary course of business (but excluding any exceptional items and performance fees payable to Albion) are capped at an amount equal to 2.5 per cent. of the Company's net assets, with any excess being met by Albion by way of a reduction in management fees.

#### **Performance fee**

Albion is also entitled to a performance fee. No performance fee is payable to the Manager until the total return exceeds RPI plus 2 per cent. per annum per Share from a base on 1 January 2019 of 84.7 pence. If the target return is not achieved in a period, the cumulative shortfall is carried forward to the next accounting period and has to be made up before an incentive fee becomes payable. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to the Manager of an amount equal to 20 per cent. of the excess. For the year ended 31 December 2020 a performance fee of £43,000 (2019: £nil) was paid. As at 30 September 2021, the unaudited total return since 1 January 2019 was 105.63 pence and the management hurdle was 96.08 pence.

#### **Administration and secretarial fee**

There is no additional administration and secretarial fee payable by Albion Development VCT.

### **ALBION ENTERPRISE VCT**

#### **Annual management fee**

Albion is paid an annual management fee equal to 2.0 per cent. of the Company's net assets which is paid quarterly in arrears. The total annual running costs of the Company, including fees payable to Albion, Directors' fees, professional fees and the costs incurred by the Company in the ordinary course of business (but excluding any exceptional items and performance fees payable to Albion) are capped at an amount equal to 2.5 per cent. of the Company's net assets, with any excess being met by Albion by way of a reduction in management fees.

#### **Performance fee**

Albion is also entitled to a performance fee. Since 1 October 2019 no performance fee is payable to the Manager until the total return exceeds the higher of (i) RPI plus 2 per cent per annum per Share and (ii) base rate plus 2 per cent. per annum per Share. If the target return is not achieved in a period, the cumulative shortfall is carried forward to the next accounting period and has to be made up before an incentive fee becomes payable. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to the Manager of an amount equal to 20 per cent. of the excess. For the year ended 31 March 2021 a performance fee of £288,000 (2020: £nil) was paid. As at 30 September 2021, the total return since launch was 188.01 pence and the management hurdle was 173.87 pence.

### **Administration and secretarial fee**

Since 1 October 2019 Albion has been paid an annual secretarial and administration fee of 0.2 per cent. of Albion Enterprise VCT's net assets.

## **ALBION TECHNOLOGY & GENERAL VCT**

### **Annual management fee**

Albion is paid an annual management fee equal to 2.5 per cent. of the Company's net assets which is paid quarterly in arrears. The total annual running costs of the Company, including fees payable to Albion, Directors' fees, professional fees and the costs incurred by the Company in the ordinary course of business (but excluding any exceptional items and performance fees payable to Albion) are capped at an amount equal to 2.75 per cent. of the Company's net assets, with any excess being met by Albion by way of a reduction in management fees.

### **Performance fee**

Albion is also entitled to a performance fee. No performance fee is payable to the Manager until the total return exceeds £1 as increased at the rate of 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 Shares. If the target return is not achieved in a period, the cumulative shortfall is carried forward to the next accounting period and has to be made up before an incentive fee becomes payable. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to the Manager of an amount equal to 15 per cent. of the excess. For the year ended 31 December 2020 no performance fee (2019: £nil) was paid. As at 30 September 2021, the total return since launch was 198.84 pence for the Ordinary Shares, 118.73 pence for the former C shares and 122.67 pence for the former Albion Income & Growth VCT Shares, and the hurdle was 208.89 pence for Ordinary Shares, 182.09 pence for the former C Shares and 187.89 pence for the former Albion Income & Growth VCT PLC shares.

The Company's Management Performance Incentive scheme has been in place since the Company launched in 2000, with the last changes to the scheme being in 2013. The circumstances of the Company and markets in general have changed dramatically since 2000, not least in the ownership of the Company through Top Up Offers, a merger in 2013 and share buy-backs. The portfolio of the Company, and the demands on managing such a portfolio, are quite different from two decades ago, as is the VCT market more generally, with technology and sector specialisation becoming more important, and against more stringent VCT eligibility requirements. Consequently, the Board and Manager recognise that the current Management Performance Incentive scheme is not designed for the Company's current and future circumstances. Accordingly, **the Board has agreed with the Manager to review the current arrangements and to make a proposal to shareholders, which will require shareholder approval, at the time of the publication of the Annual Report and Financial Statements for the year ended 31 December 2021.** The proposal will include full detail and explanation of the changed circumstances and the impact of what is being proposed. It continues to be the Board's belief that an appropriate incentive fee structure is an important tool for ensuring efficiency of returns for investors and for attracting and retaining good investment management skills, and aligning these two related ingredients in the best interests of shareholders.

### **Administration and secretarial fee**

There is no additional administration and secretarial fee payable by Albion Technology & General VCT.

## **ALBION VENTURE CAPITAL TRUST**

### **Annual management fee**

Albion is paid an annual management fee equal to 1.9 per cent. of the Company's net assets which is paid quarterly in arrears. The total annual running costs of the Company, including fees payable to Albion, Directors' fees, professional fees and the costs incurred by the Company in the ordinary course of business (but excluding any exceptional items and performance fees payable to Albion) are capped at an amount equal to 2.5 per cent. of the Company's net assets, with any excess being met by Albion by way of a reduction in management fees.

**Performance fee**

Albion is also entitled to a performance fee. No performance fee is payable to the Manager until the total return exceeds RPI plus 2 per cent. per annum per Share from a base of 79 pence at 1 April 2019. If the target return is not achieved in a period, the cumulative shortfall is carried forward to the next accounting period and has to be made up before an incentive fee becomes payable. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to the Manager of an amount equal to 15 per cent. of the excess. For the year ended 31 March 2021 no performance fee (2020: £nil) was paid. As at 30 September 2021, the total return since 1 April 2019 was 84.87 pence and the management hurdle was 88.70 pence.

**Administration and secretarial fee**

Albion is also paid an annual secretarial and administrative fee which amounted to £54,000 in the year to 31 March 2021 and is increased annually by RPI.

**CROWN PLACE VCT****Annual management fee**

Albion is paid an annual management fee equal to 1.75 per cent. of the Company's net assets which is paid quarterly in arrears. The total annual running costs of the Company, including fees payable to Albion, Directors' fees, professional fees and the costs incurred by the Company in the ordinary course of business (but excluding any exceptional items and performance fees payable to Albion) are capped at an amount equal to 3.0 per cent. of the Company's net assets, with any excess being met by Albion by way of a reduction in management fees.

**Performance fee**

Albion is also entitled to a performance fee. No performance fee is payable to the Manager until the total return exceeds base rate plus 2 per cent. per annum per Share from the latest accounting reference date in respect of which a performance fee was paid. If the target return is not achieved in a period, the cumulative shortfall is carried forward to the next accounting period and has to be made up before an incentive fee becomes payable. To the extent that the total return exceeds the threshold over the relevant period, a performance fee will be paid to the Manager of an amount equal to 20 per cent. of the excess. For the year ended 30 June 2021 a performance fee of £823,000 (2020: £nil) was paid. As at 30 September 2021, the total return (comprising NAV per Share and dividends paid since Albion took over management) was 35.69 pence and the management hurdle was 35.34 pence.

**Administration and secretarial fee**

Albion is also paid an administration and secretarial fee of £50,000 per annum.

**KINGS ARMS YARD VCT****Annual management fee**

Albion is paid an annual management fee equal to 2 per cent. of the Company's net assets which is paid quarterly in arrears. The total annual running costs of the Company, including fees payable to Albion, Directors' fees, professional fees and the costs incurred by the Company in the ordinary course of business (but excluding any exceptional items and performance fees payable to Albion) are capped at an amount equal to 3.0 per cent. of the Company's net assets, with any excess being met by Albion by way of a reduction in management fees. .

**Performance fee**

Albion is also entitled to a performance fee. The performance hurdle is equal to the greater of the starting NAV of 20 pence per share, increased by the increase in RPI plus 2 per cent per annum from 1 January 2014 (calculated on a simple and not compound basis) and the highest total return for any earlier period after 1 January 2014 (the 'high watermark'). An annual fee (in respect of each share in issue) of an amount equal to 15 per cent of any excess of the total return (this being NAV per share plus dividends paid after 1 January 2014) as at the end of the relevant accounting period over the performance hurdle will be due to Albion. For the year ended 31 December 2020 no performance fee was paid (2019: £nil). As at 30 September 2021, the total return since 31 December 2013 was 32.41 pence and the management hurdle was 30.65 pence.

**Administration and secretarial fee**

Albion is also paid an administration and secretarial fee of £50,000 per annum.

**Other fees received by the Manager**

In addition to the fees described above, which are paid by the Companies, the Manager receives arrangement fees in connection with new investments which are paid by the relevant investee company. Where expenses have been incurred and the investment does not proceed, the Manager pays any abort fees. The Manager also receives monitoring fees from unquoted portfolio companies.

Under the January 2022 Offer Agreement, each Company has agreed to pay the Manager a fee of an amount equal to 2.5 per cent. of the gross proceed of the Offers received by the Company out of which the Manager will bear all of the costs of the Offers. Any excess will be retained by the Manager.

**Advice by Financial Intermediaries**

Each Company currently conducts its affairs so that its Shares can be recommended by financial intermediaries to ordinary retail investors in accordance with the FCA's rules in relation to non-mainstream investment products and intends to continue to do so for the foreseeable future. The FCA's restrictions which apply to non-mainstream investment products do not apply to any of the Shares because they are shares in a VCT which, for the purposes of the rules relating to non-mainstream investment products, are excluded securities and may be promoted to ordinary retail investors without restriction.

# Part IV: Additional Information

---

## Incorporation

### **Albion Development VCT**

Albion Development VCT was incorporated and registered in England and Wales as a public company with limited liability on 21 October 1998, registered number 03654040. Albion Development VCT operates under CA 2006 and the regulations made thereunder.

### **Albion Enterprise VCT**

Albion Enterprise VCT was incorporated and registered in England and Wales as a public company with limited liability on 7 November 2006, registered number 05990732. Albion Enterprise VCT operates under CA 2006 and the regulations made thereunder.

### **Albion Technology & General VCT**

Albion Technology & General VCT was incorporated and registered in England and Wales as a public company with limited liability on 21 November 2000, registered number 04114310. Albion Technology & General VCT operates under CA 2006 and the regulations made thereunder.

### **Albion Venture Capital Trust**

Albion Venture Capital Trust was incorporated and registered in England and Wales as a public company with limited liability on 22 December 1995, registered number 03142609. Albion Venture Capital Trust operates under CA 2006 and the regulations made thereunder.

### **Crown Place VCT**

Crown Place VCT was incorporated and registered in England and Wales as a public company with limited liability on 14 January 1998, registered number 03495287. Crown Place VCT operates under CA 2006 and the regulations made thereunder.

### **Kings Arms Yard VCT**

Kings Arms Yard VCT was incorporated and registered in England and Wales as a public company with limited liability on 18 December 1995, registered number 03139019. Kings Arms Yard VCT operates under CA 2006 and the regulations made thereunder.

## Working capital statements

### **Albion Development VCT**

Albion Development VCT is of the opinion that its working capital is sufficient for its present requirements, that is for at least the twelve month period from the date of this document.

### **Albion Enterprise VCT**

Albion Enterprise VCT is of the opinion that its working capital is sufficient for its present requirements, that is for at least the twelve month period from the date of this document.

### **Albion Technology & General VCT**

Albion Technology & General VCT is of the opinion that its working capital is sufficient for its present requirements, that is for at least the twelve month period from the date of this document.

### **Albion Venture Capital Trust**

Albion Venture Capital Trust is of the opinion that its working capital is sufficient for its present requirements, that is for at least the twelve month period from the date of this document.

**Crown Place VCT**

Crown Place VCT is of the opinion that its working capital is sufficient for its present requirements, that is for at least the twelve month period from the date of this document.

**Kings Arms Yard VCT**

Kings Arms Yard VCT is of the opinion that its working capital is sufficient for its present requirements, that is for at least the twelve month period from the date of this document.

## Statements of indebtedness and capitalisation

**Albion Development VCT**

As at 5 January 2022 (the latest practicable date prior to publication of this document), Albion Development VCT had no indebtedness, whether guaranteed, unguaranteed, secured, unsecured, direct and/or contingent and there is no current intention of incurring any such indebtedness for at least the twelve month period from the date of this document.

**Albion Enterprise VCT**

As at 5 January 2022 (the latest practicable date prior to publication of this document), Albion Enterprise VCT had no indebtedness, whether guaranteed, unguaranteed, secured, unsecured, direct and/or contingent and there is no current intention of incurring any such indebtedness for at least the twelve month period from the date of this document.

**Albion Technology & General VCT**

As at 5 January 2022 (the latest practicable date prior to publication of this document), Albion Technology & General VCT had no indebtedness, whether guaranteed, unguaranteed, secured, unsecured, direct and/or contingent and there is no current intention of incurring any such indebtedness for at least the twelve month period from the date of this document.

**Albion Venture Capital Trust**

As at 5 January 2022 (the latest practicable date prior to publication of this document), Albion Venture Capital Trust had no indebtedness, whether guaranteed, unguaranteed, secured, unsecured, direct and/or contingent and there is no current intention of incurring any such indebtedness for at least the twelve month period from the date of this document.

**Crown Place VCT**

As at 5 January 2022 (the latest practicable date prior to publication of this document), Crown Place VCT had no indebtedness, whether guaranteed, unguaranteed, secured, unsecured, direct and/or contingent and there is no current intention of incurring any such indebtedness for at least the twelve month period from the date of this document.

**Kings Arms Yard VCT**

As at 5 January 2022 (the latest practicable date prior to publication of this document), Kings Arms Yard VCT had no indebtedness, whether guaranteed, unguaranteed, secured, unsecured, direct and/or contingent and there is no current intention of incurring any such indebtedness for at least the twelve month period from the date of this document.

The capitalisation of the Companies as at 30 June 2021 for Albion Development VCT, Albion Technology & General VCT, Crown Place VCT and Kings Arms Yard VCT and as at 30 September 2021 for Albion Enterprise VCT and Albion Venture Capital Trust (being the latest dates the Companies have published audited accounts or unaudited interim accounts) is set out in the table below:

|                             | <b>Albion<br/>Development<br/>VCT</b> | <b>Albion<br/>Enterprise<br/>VCT</b> | <b>Albion<br/>Technology<br/>&amp; General<br/>VCT</b> | <b>Albion<br/>Venture<br/>Capital<br/>Trust</b> | <b>Crown<br/>Place<br/>VCT</b> | <b>Kings<br/>Arms<br/>Yard<br/>VCT</b> |
|-----------------------------|---------------------------------------|--------------------------------------|--------------------------------------------------------|-------------------------------------------------|--------------------------------|----------------------------------------|
|                             | <b>30<br/>June<br/>2021</b>           | <b>30<br/>September<br/>2021</b>     | <b>30<br/>June<br/>2021</b>                            | <b>30<br/>September<br/>2021</b>                | <b>30<br/>June<br/>2021</b>    | <b>30<br/>June<br/>2021</b>            |
|                             | <b>£'000</b>                          | <b>£'000</b>                         | <b>£'000</b>                                           | <b>£'000</b>                                    | <b>£'000</b>                   | <b>£'000</b>                           |
| Called up share capital     | 1,163                                 | 859                                  | 1,530                                                  | 1,192                                           | 2,521                          | 5,051                                  |
| Capital redemption reserve  | 12                                    | 104                                  | 48                                                     | 25                                              | -                              | 11                                     |
| Share premium account       | 54,961                                | 54,009                               | 52,293                                                 | 43,061                                          | 23,011                         | 59,774                                 |
| Capital reserve             | 10,432                                | 12,619                               | 23,752                                                 | 4,816                                           | 9,905                          | 14,654                                 |
| Revaluation reserve         | 31,267                                | 33,133                               | 27,619                                                 | 6,355                                           | 18,643                         | 24,076                                 |
| Other distributable reserve | (2,495)                               | (4,676)                              | (1,023)                                                | 4,538                                           | 23,570                         | 2,033                                  |
| <b>Total</b>                | <b>95,340</b>                         | <b>96,048</b>                        | <b>104,219</b>                                         | <b>59,987</b>                                   | <b>77,650</b>                  | <b>105,599</b>                         |

There has been no material change in the capitalisation of the Companies since 30 June 2021 (in the case of Albion Development VCT, Albion Technology & General VCT, Crown Place VCT and Kings Arms Yard VCT) and since 30 September 2021 (in the case of Albion Enterprise VCT and Albion Venture Capital Trust) to the date of this document save for the payments of special dividends by Kings Arms Yard VCT on 29 October 2021, Crown Place VCT on 30 November 2021 and Albion Venture Capital Trust on 31 December 2021 which amounted to approximately £4.2 million, £2.8 million and £6.1 million respectively net of dividends reinvested, and the cancellation of Albion Development VCT's and Albion Venture Capital Trust's share premium account and capital redemption reserve and their redesignation as other distributable reserves. The shareholders of Kings Arms Yard VCT have voted to do likewise and the Board of Albion Enterprise VCT has convened a general meeting to approve a similar proposal.

## Issued share capital and dilution

### **Albion Development VCT**

The issued share capital of Albion Development VCT as at the date of this document is 102,800,919 Shares (excluding 13,946,475 Shares held in treasury). Assuming an issue price of 94.9p, the maximum number of Shares which may be issued by Albion Development VCT under its Offer (ignoring the over-allotment facility) is 15,806,111 Shares. If 15,806,111 Shares were to be issued by Albion Development VCT pursuant to the Offer, the existing 102,800,919 Shares (ignoring those held in treasury) would represent 86.7 per cent. of the enlarged issued share capital of Albion Development VCT.

### **Albion Enterprise VCT**

The issued share capital of Albion Enterprise VCT as at the date of this document is 74,249,145 Shares (excluding 11,641,941 Shares held in treasury). Assuming an issue price of 128.9p, the maximum number of Shares which may be issued by Albion Enterprise VCT under its Offer (ignoring the over-allotment facility) is 15,515,903 Shares. If 15,515,903 Shares were to be issued by Albion Enterprise VCT pursuant to the Offer, the existing 74,249,145 Shares (ignoring those held in treasury) would represent 82.7 per cent. of the enlarged issued share capital of Albion Enterprise VCT.

### **Albion Technology & General VCT**

The issued share capital of Albion Technology & General VCT as at the date of this document is 132,659,093 Shares (excluding 20,904,204 Shares held in treasury). Assuming an issue price of 81.3p, the maximum number of Shares which may be issued by Albion Technology & General VCT under its Offer (ignoring the over-allotment facility) is 24,600,246 Shares. If 24,600,246 Shares were to be issued by Albion Technology & General VCT pursuant to the Offer, the existing 132,659,093 Shares (ignoring those held in treasury) would represent 84.4 per cent. of the enlarged issued share capital of Albion Technology & General VCT.

### **Albion Venture Capital Trust**

The issued share capital of Albion Venture Capital Trust as at the date of this document is 103,592,976 Shares (excluding 17,153,431 Shares held in treasury). Assuming an issue price of 51.7p, the maximum number of Shares which may be issued by Albion Venture Capital Trust under its Offer (ignoring the over-allotment facility) is 19,342,359 Shares. If 19,342,359 Shares were to be issued by Albion Venture Capital Trust pursuant to the Offer, the existing 103,592,976 Shares (ignoring those held in treasury) would represent 84.3 per cent. of the enlarged issued share capital of Albion Venture Capital Trust.

### **Crown Place VCT**

The issued share capital of Crown Place VCT as at the date of this document is 223,438,460 Shares (excluding 31,228,496 Shares held in treasury). Assuming an issue price of 34.2p, the maximum number of Shares which may be issued by Crown Place VCT under its Offer (ignoring the over-allotment facility) is 20,467,836 Shares. If 20,467,836 Shares were to be issued by Crown Place VCT pursuant to the Offer, the existing 223,438,460 Shares (ignoring those held in treasury) would represent 91.6 per cent. of the enlarged issued share capital of Crown Place VCT.

### **Kings Arms Yard VCT**

The issued share capital of Kings Arms Yard VCT as at the date of this document is 441,702,208 Shares (excluding 68,609,325 Shares held in treasury). Assuming an issue price of 23.2p, the maximum number of Shares which may be issued by Kings Arms Yard VCT under its Offer (ignoring the over-allotment facility) is 34,482,758 Shares. If 34,482,758 Shares were to be issued by Kings Arms Yard VCT pursuant to the Offer, the existing 441,702,208 Shares (ignoring those held in treasury) would represent 92.8 per cent. of the enlarged issued share capital of Kings Arms Yard VCT.

**VCT status**

The Board of each Company has managed and intends to continue to manage the affairs of its Company in order that it complies with the legislation applicable to VCTs. Each Company has continued to conduct its affairs so as to comply with section 274 of ITA 2007 for its current financial year and will continue to do so for subsequent periods. However, there can be no guarantee that VCT status will be maintained and investors' attention is drawn to Part V of this document.

**Settlement and dealings**

Definitive share certificates, together with certificates to claim income tax relief, are expected to be dispatched by post within 30 Business Days of the allotment of the New Shares. Temporary documents of title will not be issued in connection with the Offers.

Shares are capable of being transferred by means of the CREST system. Shareholders who wish to take advantage of the ability to trade in shares in uncertificated form, and who have access to a CREST account, may arrange with their CREST sponsor to convert their holdings into dematerialised form. You should provide your CREST details on the Application Form if you would like any New Shares which are allotted to you to be credited directly to your CREST account.

Each Company's existing Shares are listed on the premium segment of the Official List and are admitted to trading on the main market for listed securities of the London Stock Exchange. Applications will be made to the FCA and the London Stock Exchange for the New Shares to be issued pursuant to the Offers to be admitted to the premium segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange. The New Shares will be in registered form and will be freely transferable.

All of the Shares being offered under the Offers are ordinary shares denominated in sterling. The ISIN numbers of the New Shares to be issued by each Company are set out below:

|                                 |              |
|---------------------------------|--------------|
| Albion Development VCT          | GB0004832472 |
| Albion Enterprise VCT           | GB00B1G3LR35 |
| Albion Technology & General VCT | GB0005581672 |
| Albion Venture Capital Trust    | GB0002039625 |
| Crown Place VCT                 | GB0002577434 |
| Kings Arms Yard VCT             | GB0007174294 |

## Shareholder authorities

### **Albion Development VCT**

The following resolutions were passed at the annual general meeting of Albion Development VCT held in May 2021:

That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) to allot shares in the Company up to an aggregate nominal amount of £230,577 for Ordinary shares provided that this authority shall expire 15 months from the date that this resolution is passed, or, if earlier, the conclusion of the next Annual General Meeting of the Company but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

That the Directors be empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash and/or sell Ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale.

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

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

### **Albion Enterprise VCT**

The following resolutions were passed at the annual general meeting of Albion Enterprise VCT held in August 2021:

That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) to allot Ordinary shares in the capital of the Company up to an aggregate nominal amount of £171,231 (which comprises approximately 20% of the Company’s issued Ordinary shares at the date of this notice) provided that this authority shall expire 15 months from the date that this resolution is passed, or, if earlier, at the conclusion of the next Annual General Meeting of the Company, but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

That the Directors be empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale.

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

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

### **Albion Technology & General VCT**

The following resolutions were passed at the annual general meeting of Albion Technology & General VCT held in May 2021:

That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) to allot shares in the Company up to an aggregate nominal amount of £303,665 (representing approximately 20 per cent. of the issued share capital as at the date of this notice), provided that this authority shall expire 15 months from the date that this resolution is passed, or, if earlier, at the conclusion of the next Annual General Meeting, but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares pursuant to such an offer or agreement as if the authority had not expired.

That the Directors be empowered, pursuant to section 570 and 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale.

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

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

### **Albion Venture Capital Trust**

The following resolutions were passed at the annual general meeting of Albion Venture Capital Trust held in September 2021:

That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) to allot shares in the Company up to an aggregate nominal amount of £233,099 (which comprises approximately 20% of the issued share capital as at the date of this notice), provided that this authority shall expire 15 months from the date that this resolution is passed, or at the conclusion of the next Annual General Meeting, whichever is earlier, but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of such period and the Directors may allot shares pursuant to such an offer or agreement as if the authority had not expired.

That the Directors be empowered, pursuant to section 570 and 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale.

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

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

### **Crown Place VCT**

The following resolutions were passed at the annual general meeting of Crown Place VCT held in November 2021:

That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) to allot Ordinary shares in the capital of the Company (“Ordinary shares”) up to an aggregate nominal amount of £504,240 (which comprises approximately 20 per cent of the Company’s issued Ordinary shares as at the date of this notice) provided that this authority shall expire 15 months from the date that this resolution is passed, or, if earlier, at the conclusion of the next Annual General Meeting of the Company, but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

That the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash and/or to sell Ordinary shares held by the Company as treasury shares as if section 561(1) of the Act did not apply to any such allotment or sale.

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

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

### **Kings Arms Yard VCT**

The following resolutions were passed at the annual general meeting of Kings Arms Yard VCT held in June 2021:

The Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (“the Act”) to allot Ordinary shares of nominal value 1 penny per share in the Company up to a maximum aggregate nominal amount of £1,002,569 (representing approximately 20 per cent. of the issued share capital as at the date of this notice) provided that this authority shall expire 15 months from the date that this resolution is passed, or, if earlier, the conclusion of the next Annual General Meeting of the Company, but so that the Company may, before the expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if the authority had not expired.

That the Directors be empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale.

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

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

## Rights attaching to the New Shares

The New Shares to be issued by each of the Companies shall rank equally and pari passu with the existing Shares issued by that Company and shall have the following rights in relation to the Company which has issued them:

- (a) as to dividends and other distributions:** 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 Shares;
- (b) as to voting:** each New Share carries the right to receive notice of and to attend or vote at any general meeting of the Company. Subject to disenfranchisement in the event of non-compliance with any default notice or to any special terms as to voting upon which any shares may be issued or may be held, on a show of hands, every member present in person or by proxy and entitled to vote shall have one vote and, on a poll, every member present in person or by proxy and entitled to vote shall have one vote for every Share held by him;
- (c) as to capital and surplus profits:** 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 Shares in the capital of the Company;
- (d) as to transfers:** the New Shares are freely transferable by instrument of transfer in writing in any usual form or in any form approved by the Board of that Company and are capable of being transferred by means of the CREST system, save that the Board may, in its absolute discretion, refuse to register a share transfer unless:
  - (i) it is in respect of a share which is fully paid up;
  - (ii) it is in respect of only one class of shares;
  - (iii) it is in favour of a single transferee or not more than four joint transferees;
  - (iv) it is duly stamped (if so required); and
  - (v) it is delivered for registration to the registered office of the Company or such other place as the Board may from time to time determine, accompanied (save in certain circumstances) by the certificate for the shares to which it relates and such other evidence as the Board of that Company may reasonably require to prove the title of the transferor and the due execution of the transfer by him or, if the transfer is executed by some other person on his behalf, the authority of that person to do so;
- (e) as to pre-emption rights:** holders of the New Shares are entitled to the statutory pre-emption rights on any issue of new Shares or the sale of any existing Shares from treasury for cash, save to the extent such rights have been disapplied by a special resolution of Shareholders in accordance with CA 2006; and
- (f) as to redemption:** the New Shares are not redeemable at the option of the relevant Company or the Shareholders.
- (g) as to conversion:** the New Shares are not convertible.

## Mandatory bids, squeeze-out and sell-out rules relating to the Shares

Each Company and its Shareholders are subject to the provisions of the City Code on Takeovers and Mergers and CA 2006 which require shares to be acquired/transferred in certain circumstances.

## Consent

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

# Part V: Taxation Considerations

---

## Tax position of investors

### 1 Tax reliefs

**The following is only a summary of the current law concerning the tax position of individual Qualifying Investors in VCTs. Potential investors are recommended to consult a duly authorised independent financial adviser as to the taxation consequences of an investment in a VCT. The tax rules or their interpretation in relation to an investment in the Companies and / or rates of tax may change during the life of the Companies and can be retrospective.**

The tax reliefs set out below are those currently available to individuals aged 18 or over who subscribe for New Shares under the Offers and will be dependent on personal circumstances. 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 does not exceed £200,000. Qualifying Investors who intend to invest more than £200,000 in VCTs in any one tax year should consult their professional advisers.

#### (a) Income tax

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

A Qualifying Investor subscribing for New Shares will be entitled to claim VCT income tax relief on amounts subscribed up to a maximum of £200,000 invested in VCTs in any tax year.

To obtain VCT income tax relief a Qualifying Investor must subscribe on his own behalf although the New Shares may be subscribed for via a nominee.

The relief is given at the rate of 30 per cent. on the amount subscribed regardless of whether the Qualifying Investor is a higher rate, additional rate or basic rate tax payer, provided that the relief is limited to the amount which reduces the Qualifying Investor's income tax liability to nil. Investments to be used as security for or financed by loans may not qualify for relief, depending on the circumstances.

As set out in section 4 below, income tax relief is restricted where within six months of the subscription for VCT shares, the investor disposes of shares in the same VCT or another VCT which is known to be merging with the VCT (irrespective of whether the subscription or the disposal comes first). Shares subscribed for under a dividend reinvestment scheme are not affected by this restriction.

##### (ii) Dividend relief

A Qualifying Investor, who acquires shares in VCTs in any tax year having a value of up to a maximum of £200,000, will not be liable to income tax on dividends paid on those shares and there is no withholding tax thereon.

##### (iii) Purchases in the market

A Qualifying Investor who purchases existing shares in the market will be entitled to claim dividend relief (as described in paragraph 1(a)(ii) above) but not relief from income tax on investment (as described in paragraph 1(a)(i) above).

##### (iv) Withdrawal of relief

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

Dividend relief ceases to be available once the Qualifying Investor ceases to be beneficially entitled to the dividend or if the VCT loses its approval within the accounting period in which the dividend is paid.

b) Capital gains tax

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

A disposal by a Qualifying Investor of VCT 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) Purchases in the market

An individual purchaser of existing shares in the market will be entitled to claim relief from capital gains tax on disposal (as described in paragraph 1b(i) above).

(c) Loss of VCT approval

For a company to be fully approved as a VCT it must meet the various requirements for full approval as set out below.

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. 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.

## 2 Illustration of effect of tax relief for Qualifying Investors

The table below has been prepared for illustrative purposes only and does not form part of the summary of the tax reliefs contained in this section. The table shows how the VCT income tax relief available on subscription for new VCT shares can reduce the effective cost of an investment of £10,000 in a VCT by a Qualifying Investor subscribing for VCT shares to only £7,000:

|                                                              | Effective cost | Tax relief |
|--------------------------------------------------------------|----------------|------------|
| Investors unable to claim any tax reliefs                    | £10,000        | Nil        |
| Qualifying Investor able to claim full 30% income tax relief | £7,000         | £3,000     |

## 3 Obtaining tax reliefs

The Companies will provide to each Qualifying Investor a certificate which the Qualifying 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.

## 4 Restriction on income tax relief

Legislation was introduced in 2014 relating to linked subscriptions and sales of VCT shares, restricting the availability of income tax relief on a subscription for shares in a VCT issued after 5 April 2014 where it is 'linked' to a sale of shares in the same VCT. For these purposes, linked means (i) the sale of the shares in the VCT was conditional on the subscription for shares in the same VCT (or vice versa) or (ii) the subscription for shares in the VCT and the sale of shares in the same VCT (or in another VCT where it is known that there is an intention for the two VCTs to merge) was within six months of each other (irrespective of which comes first). If the subscription is so 'linked', the amount on which VCT income tax relief can be claimed will be reduced by the amount of the consideration of any linked sales.

In addition, the VCT legislation prevents the share capital or share premium accounts arising from shares issued after 5 April 2014 from being used to make payments and distributions such as dividends to shareholders before the third anniversary of the end of the accounting period in which the issue of shares occurs.

## Tax position of the Companies

The Companies each have to satisfy a number of tests to qualify as a VCT. A summary of these tests is set out below.

### 1 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 listed on a regulated market;
- (c) derive its income wholly or mainly from shares or securities;
- (d) have at least 80 per cent. by VCT Value of its investments in shares or securities in Qualifying Investments;
- (e) have at least 70 per cent. of its Qualifying Investments in eligible shares (investments made before 6 April 2018 from funds raised before 6 April 2011 are excluded);
- (f) invest at least 30 per cent. of funds raised in accounting periods beginning after 5 April 2018 in Qualifying Investments by the anniversary of the accounting period in which the funds were raised.
- (g) have at least 10 per cent. by VCT Value of each Qualifying Investment in eligible shares;
- (h) not have more than 15 per cent. by VCT Value of its investments in a single company or group (other than a VCT or a company which would, if its shares were listed, qualify as a VCT);
- (i) not retain more than 15 per cent. of its income derived from shares and securities in any accounting period;
- (j) not make an investment in a company which causes that company to receive more than £5 million (£10 million if the company is deemed to be a “knowledge intensive” company) of State Aid investment (including from VCTs) in the twelve months ending on the date of this investment;
- (k) not making any investment other than a Qualifying Investment or certain permitted non-qualifying investments;
- (l) not return capital to shareholders before the third anniversary of the end of the accounting period during which the subscription for shares occurs;
- (m) not make an investment in a company which causes that company to receive more than £12 million (£20 million if the company is deemed to be a “knowledge intensive” company) of State Aid Risk Finance investment (including from VCTs) over the company’s lifetime;
- (n) not make an investment in a company whose first commercial sale was more than 7 years prior to date of investment, except where previous State Aid Risk Finance was received by the company within 7 years (10 years for a “knowledge intensive” company) or where a turnover test is satisfied and the company is entering a new market; and
- (o) not allow an investment into a company to be used to acquire another existing business or trade.

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

## **2 Qualifying Investments**

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

The conditions are detailed, but include that the company must be a Qualifying Company, have gross assets not exceeding £15 million immediately before and £16 million immediately after the investment, have fewer than 250 full-time (or full-time equivalent) employees (fewer than 500 for a “knowledge intensive” company), apply the money raised for the purposes of a qualifying trade within a certain time period, cannot be controlled by another company and at the time of investment does not obtain more than £5 million (£10 million for a company deemed to be a “knowledge intensive” company) of investment from EU state aided risk capital measures in the 12 month period ending on the date of the investment by the VCT, and does not obtain a total of more than £12 million of such investment (£20 million for a company deemed to be a “knowledge intensive” company).

## **3 Qualifying Companies**

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

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

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

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

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

## **4 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, where a VCT raises further funds, VCTs are given grace periods to invest those funds before such further funds become subject to the tests.

Each Company has received approval as a VCT from HMRC.

## **5 Withdrawal of approval**

Approval of a VCT may be withdrawn by HMRC if the various tests set out above are not satisfied. The exemption from corporation tax on capital gains will not apply to any gain realised after the point at which VCT status is lost.

Withdrawal of approval generally has effect from 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.**

# Part VI: Definitions

---

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

|                                                            |                                                                                                                                                                                                                             |
|------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Admission</b>                                           | the respective date on which the New Shares allotted pursuant to the Offers are listed on the premium segment of the Official List and admitted to trading on the London Stock Exchange's main market for listed securities |
| <b>AIC</b>                                                 | Association of Investment Companies                                                                                                                                                                                         |
| <b>AIM</b>                                                 | the AIM Market of the London Stock Exchange                                                                                                                                                                                 |
| <b>Albion, Albion Capital, the Manager or the Promoter</b> | Albion Capital Group LLP (formerly Albion Ventures LLP), which is authorised and regulated by the FCA, or its predecessor business                                                                                          |
| <b>Albion Development VCT</b>                              | Albion Development VCT PLC                                                                                                                                                                                                  |
| <b>Albion Development VCT Offer</b>                        | the offer for subscription of New Shares in Albion Development VCT contained in this document                                                                                                                               |
| <b>Albion Enterprise VCT</b>                               | Albion Enterprise VCT PLC                                                                                                                                                                                                   |
| <b>Albion Enterprise VCT Offer</b>                         | the offer for subscription of New Shares in Albion Enterprise VCT contained in this document                                                                                                                                |
| <b>Albion Technology &amp; General VCT</b>                 | Albion Technology & General VCT PLC                                                                                                                                                                                         |
| <b>Albion Technology &amp; General VCT Offer</b>           | the offer for subscription of New Shares in Albion Technology & General VCT contained in this document                                                                                                                      |
| <b>Albion VCTs</b>                                         | the VCTs managed by Albion                                                                                                                                                                                                  |
| <b>Albion Venture Capital Trust</b>                        | Albion Venture Capital Trust PLC                                                                                                                                                                                            |
| <b>Albion Venture Capital Trust Offer</b>                  | the offer for subscription of New Shares in Albion Venture Capital Trust contained in this document                                                                                                                         |
| <b>Application Form</b>                                    | the application form for use in connection with the Offers which can be accessed on the Albion Capital website                                                                                                              |
| <b>Boards</b>                                              | the boards of Directors of the Companies (and each a Board)                                                                                                                                                                 |
| <b>Business Day</b>                                        | any day (other than a Saturday or Sunday) on which clearing banks are open for normal banking business in sterling                                                                                                          |
| <b>CA 2006</b>                                             | the Companies Act 2006 (as amended)                                                                                                                                                                                         |
| <b>Chairmen</b>                                            | the chairmen of the Companies (and each a Chairman or Chair)                                                                                                                                                                |
| <b>Companies</b>                                           | Albion Development VCT, Albion Enterprise VCT, Albion Technology & General VCT, Albion Venture Capital Trust, Crown Place VCT and Kings Arms Yard VCT (and each a Company)                                                  |
| <b>CREST</b>                                               | the computerised settlement system to facilitate the transfer of title to securities in uncertificated form operated by Euroclear UK & Ireland Limited                                                                      |
| <b>CREST Regulations</b>                                   | the Uncertificated Securities Regulations 2001 (SI 2001/3755)                                                                                                                                                               |
| <b>Crown Place VCT</b>                                     | Crown Place VCT PLC                                                                                                                                                                                                         |

|                                                 |                                                                                                                                                                                                                                                                                   |
|-------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Crown Place VCT Offer</b>                    | the offer for subscription of New Shares in Crown Place VCT contained in this document                                                                                                                                                                                            |
| <b>DGTR</b>                                     | the disclosure guidance and transparency rules, being the rules published by the FCA from time to time and relating to the disclosure of information in respect of financial instruments                                                                                          |
| <b>Early Bird Discount or Early Bird Offers</b> | the discount to be given in respect of the first £10 million of applications received by 25 February 2022 as set out in Part II                                                                                                                                                   |
| <b>FCA</b>                                      | the Financial Conduct Authority                                                                                                                                                                                                                                                   |
| <b>FSMA</b>                                     | the Financial Services and Markets Act 2000                                                                                                                                                                                                                                       |
| <b>HMRC</b>                                     | Her Majesty's Revenue and Customs                                                                                                                                                                                                                                                 |
| <b>ITA 2007</b>                                 | the Income Tax Act 2007 (as amended)                                                                                                                                                                                                                                              |
| <b>Key Information Documents</b>                | documents required by The Packaged Retail and Insurance-based Investment Products regulation to be made available to retail investors prior to investment decisions being made (information in such documents is stipulated by EU rules and may not reflect future performance)   |
| <b>Kings Arms Yard VCT</b>                      | Kings Arms Yard VCT PLC                                                                                                                                                                                                                                                           |
| <b>Kings Arms Yard VCT Offer</b>                | the offer for subscription of New Shares in Kings Arms Yard VCT contained in this document                                                                                                                                                                                        |
| <b>Listing Rules</b>                            | the listing rules made by the FCA under section 74 of FSMA                                                                                                                                                                                                                        |
| <b>LLP</b>                                      | a limited liability partnership                                                                                                                                                                                                                                                   |
| <b>London Stock Exchange</b>                    | London Stock Exchange plc                                                                                                                                                                                                                                                         |
| <b>NAV or net asset value</b>                   | in relation to a share, the net asset value of a share calculated in accordance with the relevant Company's accounting policies and, in relation to a Company, the aggregate net asset value attributable to that Company's issued shares (excluding any shares held in treasury) |
| <b>New Shares</b>                               | new Shares in a Company to be issued under its Offer                                                                                                                                                                                                                              |
| <b>Offer Price</b>                              | the subscription price of the New Shares under each Offer as calculated in accordance with the Pricing Formula                                                                                                                                                                    |
| <b>Offers or Albion Offers</b>                  | the Albion Development VCT Offer, the Albion Enterprise VCT Offer, the Albion Technology & General VCT Offer, the Albion Venture Capital Trust Offer, the Crown Place VCT Offer and the Kings Arms Yard VCT Offer (and each an Offer)                                             |
| <b>Official List</b>                            | the official list of the FCA                                                                                                                                                                                                                                                      |
| <b>Pricing Formula</b>                          | the formula to be used to calculate the Offer Price of the New Shares under each Offer as set out in this document                                                                                                                                                                |
| <b>Prospectus</b>                               | this Securities Note, the Registration Document and the Summary, each dated 6 January 2022                                                                                                                                                                                        |
| <b>Prospectus Rules</b>                         | the Prospectus Rules issued by the FCA and made under Part VI of FSMA                                                                                                                                                                                                             |
| <b>Qualifying Company</b>                       | an unquoted (including an AIM-traded) company which satisfies the requirements of Part 4 of Chapter 6 of ITA 2007                                                                                                                                                                 |
| <b>Qualifying Investment</b>                    | shares in, or securities of, a Qualifying Company held by a VCT which meet the requirements of Part 4 of Chapter 6 of ITA 2007                                                                                                                                                    |

|                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|----------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Qualifying Investor</b>                   | an individual aged 18 or over who satisfies the conditions of eligibility for tax relief available to investors in a VCT                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Registrars</b>                            | Computershare Investor Services PLC                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Registration Document</b>                 | the registration document issued by the Companies dated 6 January 2022 in connection with the Offers                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Regulatory Information Service</b>        | a regulatory information service approved by the FCA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Restricted Territories</b>                | Canada, Australia, Japan and South Africa (and each a Restricted Territory)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Securities Act</b>                        | the United States Securities Act of 1933, as amended                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Securities Note</b>                       | this document dated 6 January 2022                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Shareholders</b>                          | holders of Shares in any one or more of the Companies (and each a Shareholder)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Shares</b>                                | ordinary shares of 1p each in the capital of a Company (and each a Share)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Subscriber</b>                            | a person whose name appears as such in an Application Form for use in connection with the Offers                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Subscriptions</b>                         | offers by Subscribers pursuant to each Offer and made by completing the online Application Form, or emailing Application Forms to Albion (and each a Subscription)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Summary</b>                               | the summary issued by the Companies dated 6 January 2022 in connection with the Offers                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Terms and Conditions of Subscriptions</b> | the terms and conditions of Subscriptions set out in this document                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>this document</b>                         | the Securities Note, including the Terms and Conditions of Subscriptions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>UK MiFID Laws</b>                         | (i) the Financial Services and Markets Act 2000 (Markets in Financial Instruments) Regulations 2017 (SI 2017/701), The Data Reporting Services Regulations 2017 (SI 2017/699) and the Financial Services and Markets Act 2000 (Regulated Activities) (Amendment) Order 2017 (SI 2017/488), and any other implementing measure which operated to transpose EU MiFID II in to UK law before 31 January 2020 (as amended and supplemented from time to time including by: (1) Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2018; (2) The Financial Regulators' Powers (Technical Standards etc.) and Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2019 (SI 2019/576); (3) The Financial Services (Miscellaneous) (Amendment) (EU Exit) Regulations 2019; and (4) The Financial Services (Electronic Money, Payment Services and Miscellaneous Amendments) (EU Exit) Regulations 2019; and (ii) the UK version of Regulation (EU) No 600/2014 of the European Parliament, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time including by: (a) Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2018; (b) The Financial Regulators' Powers (Technical Standards etc.) and Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2019 (SI 2019/576); (c) The Financial Services (Miscellaneous) (Amendment) (EU Exit) Regulations 2019; and (d) The Financial Services (Electronic Money, Payment Services and Miscellaneous Amendments) (EU Exit) Regulations 2019 |

|                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>UK PRIIPs Laws</b>               | The UK version of the EU Packaged Retail Investment and Insurance Products Regulations which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time including by the Packaged Retail and Insurance-based Investment Products (Amendment) (EU Exit) Regulations 2019 (February 2019) and the Cross-Border Distribution of Funds, Proxy Advisors, Prospectus and Gibraltar (Amendment) (EU Exit) Regulations 2019 |
| <b>United States</b>                | the United States of America, its states, territories and possessions (including the District of Columbia)                                                                                                                                                                                                                                                                                                                                                                      |
| <b>VCT Value</b>                    | the value of an investment calculated in accordance with section 278 of ITA 2007                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Venture Capital Trust or VCT</b> | a venture capital trust as defined in section 259 of ITA 2007                                                                                                                                                                                                                                                                                                                                                                                                                   |

# Albion VCTs Prospectus Top Up Offers 2021/2022

---

## Application procedure

The online Application Form can be accessed on the Albion Capital website ([www.albion.capital](http://www.albion.capital)). In the event of difficulty submitting an application using the online Application Form, please email [applications@albion.capital](mailto:applications@albion.capital).

The issue price for each New Share will be based on the most recently announced net asset value per share of the relevant Company, divided by 0.975 to allow for the issue costs.

### Early Bird Offers

Investors who apply for the first £10 million by 2 p.m. on 25 February 2022 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 0.985.
- New investors 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 0.98.

Where the share price for a Company has been declared ex-dividend on the London Stock Exchange, the NAV used for pricing under the relevant Offer will be ex-dividend. In all cases, the Offer Price per share will be rounded up to one decimal place. The number of shares issued will be rounded down to the nearest whole number. Fractional entitlements of less than £2 will be retained by the relevant Company. Fractional entitlements in excess of £2 will be refunded to investors' bank accounts. Investors will be issued share certificates in the relevant Company or their accounts will be credited under CREST. The NAV of each Company is announced quarterly to the London Stock Exchange and can be found on the website [www.albion.capital](http://www.albion.capital) under the "VCT HUB", "Albion VCTs" section.

The costs of the Offers are limited to 2.5 per cent. of the amounts raised. In addition, the Manager will pay a trail commission to execution-only intermediaries, normally of 0.4 per cent. for five years until 31 March 2027.

Unless closed earlier or extended (to a date not later than 12 December 2022), the Offers will be open for the 2021/2022 and 2022/2023 tax years with a final closing on 30 September 2022.

The Offer Price will not exceed or be less than the price as determined by the Pricing Formula.

### Allocation of Subscriptions under the Offers

Unless otherwise directed, Subscriptions will be allocated equally across the six Companies.

However, investors may, if they so wish, invest different amounts in each Offer. This is subject to the relevant Offers being open at the time that the Application Form is received by Albion Capital.

The total minimum individual subscription under the Offers is £6,000, with a minimum of £1,000 in each Offer selected, and in multiples of £1,000 thereafter.

Where subscribers apply to invest in the Offers equally, but one or more of the Offers have closed or has insufficient shareholder authority, the subscription will be invested equally in the Offers that remain open.

Where subscribers apply to invest different amounts in each Offer, but one or more of the Offers have closed or has insufficient shareholder authority, investors may choose to have their subscription:

- (a) re-allocated across the Offers that they have selected and that remain available, in proportion to the original application; OR
- (b) re-allocated equally across all Offers that remain available; OR
- (c) have their subscription for unavailable Offers returned; OR
- (d) have their subscription returned in full.

If all of the Offers have been closed, the subscription will be returned in full.

# Terms & conditions

---

- (a) Albion reserves the right to reject, in whole or in part, any application. 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 refunded to the investor's bank account from which the funds were received.
- (b) The right is reserved by the Companies to allot New Shares, for which valid applications under the Offers have been received, at any time up to the final closing date of the Offers. The Directors of each Company reserve the right to withdraw the Company's Offer at any time, in which event applications received after that date will be allocated in accordance with the section "Allocation of Subscriptions under the Offers" on page 48 of the Securities Note.
- (c) By completing and submitting an Application Form you:
  - (i) offer to subscribe for the number of New Shares calculated by applying the Pricing Formula regardless of whether your application is eligible for the Early Bird Discount;
  - (ii) agree that, in consideration of each of the Companies agreeing that they will not issue or allot any New Shares which are subject to the Offers to any person other than by means of the procedures referred to in this document, your application shall not be revoked until after the closing dates of the Offers, and this paragraph shall constitute a collateral contract between you and each Company which you have applied to which will become binding upon submission to or receipt by Albion of your Application Form;
  - (iii) agree that you will not be entitled to receive a share certificate or have your CREST account credited in respect of the New Shares applied for unless and until you make payment in cleared funds for such New Shares and such payment is accepted by the relevant Companies in their absolute discretion (which acceptance may be on the basis that you indemnify that Company against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of your remittance) and you agree that, at any time prior to the unconditional acceptance by the relevant Companies, they may (without prejudice to other rights) avoid the agreement to allot such New Shares and may allot such New Shares to some other person, in which case you will not be entitled to any payment in respect of such New Shares;
  - (iv) agree that, in respect of those New Shares for which your application has been received and is not rejected, acceptance of your application shall be constituted, at the election of Albion either (i) by notification to the FCA of the basis of allocation (in which case acceptance shall be on that basis) or (ii) by notification of acceptance thereof to you by Albion; dealings in the New Shares may not begin before notification is made;
  - (v) agree that any monies returnable to you may be retained by Albion pending completion of any verification of identity required by the Money Laundering Regulations 2017 (the "Regulations") and that such monies will not bear interest;
  - (vi) subject as provided in paragraphs (iii), (iv) and (v) above, authorise Albion to send a share certificate or arrange for your CREST account to be credited in respect of the number of New Shares for which your application is accepted, by post, at the risk of the person entitled thereto, to the address of the person named as the applicant in the Application Form and/or refund any monies returnable to the investor's bank account from which the funds were received;
  - (vii) warrant that if you sign the Application Form on behalf of somebody else you have due authority to do so on behalf of that other person and such person will also be bound accordingly and will be deemed also to have given the confirmations, warranties and undertakings contained herein and undertake to enclose your power of attorney or a copy thereof duly certified by a solicitor with the Application Form;
  - (viii) agree that all applications, acceptances of applications and contracts resulting therefrom under the Offers shall be governed by and construed 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 any of the Companies to bring any action, suit or proceedings arising out of or in connection with any such applications, acceptances of applications and contracts in any other manner permitted by law or in 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 Companies other than the information contained in the Prospectus and accordingly you agree that no person responsible solely or jointly for the Prospectus or any part thereof or involved in the preparation thereof shall have any liability for any such other information or representation;
  - (x) authorise Albion, or any persons authorised by it, as your agent, to do all things necessary to effect registration of any New Shares subscribed by you into your name and authorise any representative of Albion to execute any document required therefor;
  - (xi) agree that, having had the opportunity to read the Prospectus, you shall be deemed to have had notice of all information and representations concerning the Companies contained therein;
  - (xii) confirm that you have read the restrictions contained in paragraph (e) below and warrant as provided therein;
  - (xiii) warrant that you are not under the age of 18;
  - (xiv) agree that all documents sent by post or email to, by or on behalf of the Companies or Albion, will be sent at the risk of the person(s) entitled thereto; and
  - (xv) agree that future dividend payments in respect of New Shares subscribed for will be paid direct into your bank or building society account.

- (d) It is a term of the Offers that, to ensure compliance with the Regulations, Albion may at its absolute discretion require verification of identity or information relating to the source of funds from any person lodging an Application Form (the “Applicant”) and, without prejudice to the generality of the foregoing, in particular any person who either (i) tenders payment by way of a bank transfer from an account in the name of a person or persons other than the Applicant, (ii) appears to be acting on behalf of some other person or (iii) who subscribes for in excess of the sterling equivalent of €15,000 (under the Regulations). In these cases, verification of the identity of the Applicant or of any person on whose behalf the Applicant appears to be acting or of the source of funds, may be required. In addition, Albion may use the services of a credit reference agency which will record that an enquiry has been made.

If within a reasonable period of time following a request for verification of identity or source of funds and in any case by no later than 4 p.m. on the relevant date of allotment Albion has not received evidence satisfactory to it as aforesaid, Albion, at its absolute discretion, may reject any such application in which event the remittance submitted in respect of that application will be returned to the Applicant (without prejudice to the rights of any of the Companies to undertake proceedings to recover any loss suffered by them as a result of the failure to produce satisfactory evidence of identity).

Applicants must make payment by online bank transfer from a personal bank account in the name of the Applicant or their nominee custodian or financial intermediary.

The completion by an authorised financial intermediary of the relevant section on the Application Form confirms that the requirements of the Regulations for the identification and verification of the Applicant (including, if required, in relation to source of funds) have been complied with by the intermediary.

- (e) No person receiving a copy of this document or an Application Form in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use such Application Form unless, in the relevant territory, such an invitation or offer could lawfully be made to him or her or such Application Form could lawfully be used without contravention of any registration or other legal requirements. It is the responsibility of any person outside the United Kingdom wishing to make an application hereunder to satisfy himself or herself 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 required to be observed in such territory and paying any issue, transfer or other taxes required to be paid in such territory.

The New Shares have not been, nor will they be, registered in the United States under the United States Securities Act of 1933, as amended, (Securities Act) or under the securities laws of Canada, Australia, Japan or South Africa (each a Restricted Territory) and they may not be offered or sold directly or indirectly within the United States or any of the Restricted Territories or to, or for the account or benefit of, US Persons (as defined in Regulation S made under the Securities Act) or any national, citizen or resident of the United States or any of the Restricted Territories. The Offers are not being made, directly or indirectly, in or into the United States or any of the Restricted Territories or in any other jurisdiction where to do so would be unlawful. The distribution of this document in jurisdictions other than the UK may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe any of these restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities law of any such jurisdiction. The Application Form is not being and must not be forwarded to or transmitted in or into the United States or a Restricted Territory. Any person (including, without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation to forward this document and/or the Application Form should read the paragraph entitled “Overseas Investors” on page 100 of the Registration Document before taking any action.

- (f) Applicants are encouraged to submit their Application Forms early in order to be confident that their applications will be successful. In the event that applications are received for an amount in excess of the maximum subscription under an Offer, the Directors reserve the right to exercise their discretion in the allocation of successful applications although the allocation will usually be on a first come first served basis. The right is also reserved to reject in whole or in part any application or any part thereof and to treat as valid any application not in all respects completed in accordance with the instructions relating to the Application Form.

- (g) Save where the context otherwise requires, words and expressions defined in this document have the same meaning when used in the Application Form and any explanatory notes in relation thereto.

It is essential that you complete all parts of the Application Form in accordance with the following instructions. Authorised Financial Intermediaries, Independent Financial Advisers and Execution-Only Brokers MUST read the relevant sections of the notes on pages 52 and 53 of the Securities Note..

# Notes on completion of the application form

---

## **Completion of application forms**

The Application Form may only be completed by someone other than the named applicant if duly authorised to do so.

## **Personal details**

Insert your full name, address, date of birth and National Insurance Number. Please provide telephone numbers and email address in case of query. Your National Insurance number is required to ensure that you can obtain income tax relief.

Please indicate whether you are an existing shareholder in any of the Albion VCTs.

If you are an existing shareholder in the Albion VCTs, the existing name, banking and dividend reinvestment (if any) details may be applied to your application. If you are a new shareholder, please tick the box for Option A and complete the bank account details in order to receive dividends in cash or tick the box for Option B if you wish your dividends to be reinvested.

Existing shareholders' dividend payment/reinvestment details will not be altered as a result of New Shares being issued to them in respect of the relevant Companies in which they are already invested. Should an existing shareholder wish to change any of the existing instructions with regard to the administration of the existing shareholder account(s) they should do so separately by contacting the Registrars, Computershare Investor Services PLC or by registering via their shareholder portal [www.investorcentre.co.uk](http://www.investorcentre.co.uk).

Investors will be sent Company information electronically unless the opt out box for paper communications is ticked. Please tick the relevant box if you wish to be included on the Albion Capital mailing list.

Please note that joint applications cannot be accepted.

You can make multiple Subscriptions using more than one Application Form. If you submit more than one Application Form, each Application Form will be dealt with in order of receipt. The first form you submit must be for a minimum aggregate subscription of £6,000 but any subsequent Application Form that you submit need only be for a minimum of £1,000 and multiples of £1,000 thereafter. The Application Form can be accessed on the Albion Capital website ([www.albion.capital](http://www.albion.capital)). In the event of difficulty submitting an application using the online Application Form, please email [applications@albion.capital](mailto:applications@albion.capital).

## **Tax residency status**

The law requires us to collect, retain and report certain information about our investors, including their tax residence. For this purpose, the investor is the person whose name appears on the share register. This may not necessarily be the same as the person who is entitled to dividends or the sale proceeds of the shares, for example where shares are held by nominee. For further information, please see HMRC's Quick Guide: Automatic Exchange of Information – information for account holders: <https://www.gov.uk/government/publications/exchange-of-information-account-holders>.

## **Application**

Insert the amount of money which you wish to subscribe. Your application must be for a minimum value of £6,000 and in multiples of £1,000, subject to a maximum investment of £200,000 per tax year.

Please note that the allocation of subscriptions as detailed on page 13 will be applied in the event that one or more Offers selected have closed.

## **Dividend options**

Please complete option A, providing your personal current account details (savings accounts cannot be accepted), if you wish dividends to be paid in cash or option B if you would like to have your dividends reinvested.

### **Crest details**

Please complete the relevant section if you would like your shares to be held in CREST.

### **Data protection notice**

The Albion VCTs in which you wish to subscribe will be the controllers of the personal data provided in this form and you should read our privacy notice, in particular the section entitled “Shareholders and Investors” which is available at <https://www.albion.capital/disclaimer>. This explains why the Albion VCTs process your personal data, what it is used for, who they share data with, how long it is kept for and who to contact if you have a query relating to your personal data. It also sets out your data protection rights including a right to object to some of the processing carried out. The Albion VCTs will share your personal data with service providers such as Albion Capital Group LLP (as manager, adviser or receiving agent).

If you opt into Albion Capital’s mailing list, Albion Capital Group LLP will be the controller of your personal data for that purpose and will use your personal data to provide you with periodic business updates and invite you to events. You can unsubscribe from the mailing lists at any time. Albion Capital may share your personal data with data processors such as providers of contact management systems.

### **Submission of application forms**

Completed Application Forms should be submitted online with online payment made within 24 hours of submission. For each application submitted which does not opt out of electronic communication, Albion Capital will donate £1, half of which will be given to Whizz-Kidz and half to Generating Genius. Postal applications will not be accepted.

### **Payment**

Payments must be made by electronic bank transfer from a personal current account (business accounts cannot be accepted) in the name of the applicant or their nominee custodian or financial intermediary within 24 hours of submission or emailing of the Application Form to:

Sort code: 50-00-00

Account number: 21655081

Account name: Albion Venture Capital Trust

**Cheques will not be accepted.**

## **NOTES FOR AUTHORISED FINANCIAL INTERMEDIARIES ONLY**

### **Financial intermediary details**

Intermediaries must complete the relevant section giving their full company name and address, a contact name, telephone number, email address and details of their authorisation under the FSMA. The right is reserved to reject any application or withhold any payment of fees or commission if Albion is not, at its sole discretion, satisfied that the intermediary is authorised or is unable to identify the intermediary on the basis of the information provided.

Please note: Commission payments will be made only in accordance with the details submitted.

### **Advisory fees and trail commission**

The relevant section should be completed to show the fees to be received.

Payments will only be issued in accordance with the details submitted on the Application Form. No other form of instruction will be accepted.

## **AUTHORISED FINANCIAL INTERMEDIARY'S DECLARATION**

### **Money Laundering Regulations**

When you complete the relevant section you are warranting that the applicant is known to you and that you have completed all the verification procedures as required by the relevant rules and guidance of the FCA, the Joint Money Laundering Steering Group Guidance Notes and other anti-money laundering laws and regulations as may be considered appropriate.

You also confirm that this information can be relied upon by Albion and will, subject to reasonable notice, be made available to the Companies or Albion for inspection upon request.

In the event of delay or failure to produce such information, a Company may refuse to accept an application under the Offers.

### **Please call us at any time during office hours concerning your application on 0207 601 1850**

(Calls are recorded).

For legal reasons, the Helpline will not be able to provide advice on the merits of the Offers or give any personal tax, legal, investment or financial advice.

In the event of difficulty submitting an application using the online Application Form, please email [applications@albion.capital](mailto:applications@albion.capital).

# Directors, Manager and Advisers

---

## **Directors of Albion Development VCT PLC**

Ben Larkin  
Lyn Goleby  
Lord O'Shaughnessy  
Patrick Reeve

## **Directors of Albion Technology & General VCT PLC**

Robin Archibald  
Mary Anne Cordeiro  
Margaret Payn  
Patrick Reeve

## **Directors of Crown Place VCT PLC**

Penny Freer  
James Agnew  
Pam Garside  
Ian Spence

## **Manager, Secretary and Promoter**

Albion Capital Group LLP  
1 Benjamin Street  
London  
EC1M 5QL  
Telephone: 020 7601 1850

## **Companies' Website**

[www.albion.capital](http://www.albion.capital)

## **Solicitors to the Offers and to the Companies**

Bird & Bird LLP  
12 New Fetter Lane  
London  
EC4A 1JP

## **Auditors to the Companies**

BDO LLP  
55 Baker Street  
London  
W1U 7EU

## **Registrar**

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol BS99 6ZZ  
Telephone: 0370 702 0000

## **Directors of Albion Enterprise VCT PLC**

Maxwell Packe  
Christopher Burrows  
Rhodri Whitlock  
Philippa Latham  
Patrick Reeve

## **Directors of Albion Venture Capital Trust PLC**

Richard Glover  
John Kerr  
Ann Berresford  
Richard Wilson

## **Directors of Kings Arms Yard VCT PLC**

Fiona Wollocombe  
Thomas Chambers  
Martin Fiennes  
Swarupa Pathakji  
John Chiplin

## **Sponsor**

Howard Kennedy Corporate Services LLP  
No.1 London Bridge  
London  
SE1 9BG

## **Corporate Broker**

Panmure Gordon (UK) Limited  
One New Change  
London  
EC4M 9AF

## **Taxation Adviser**

Philip Hare & Associates LLP  
Hamilton House  
1 Temple Avenue  
London EC4Y 0HA

## **Depository**

Ocorian Depository (UK) Limited  
Level 5, 20 Fenchurch Street  
London  
EC3M 3BY



This document is printed on Revive offset a totally recycled paper produced using 100 % recycled waste at a mill that has been awarded the ISO 14001 certificate for environmental management. The pulp is bleached using a totally chlorine free (TCF) process.



# AlbionCapital

1 Benjamin Street, Farringdon, London EC1M 5QL  
T 020 7601 1850  
[www.albion.capital](http://www.albion.capital)