

This document comprises a Supplementary Prospectus relating to Baronsmead Venture Trust plc ("BVT") and Baronsmead Second Venture Trust plc ("BSVT" and together with BVT the "Companies"). This document has been approved by the Financial Conduct Authority (the "FCA"), as competent authority under Regulation (EU) 2017/1129. The FCA only approves this document as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129. Such approval should not be considered as an endorsement of the issuers that are the subject of this Supplementary Prospectus, nor should it be considered as an endorsement of the quality of the securities that are the subject of this Supplementary Prospectus. Investors should make their own assessment as to the suitability of investing in the shares. This document will be made available to the public in accordance with the Prospectus Regulation Rules by being made available at www.baronsmeadvcts.co.uk.

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the prospectus published by the Companies on 3 October 2019 relating to the Offers for Subscription to raise up to £40 million in aggregate in relation to the 2019/20 tax year together with an over-allotment facility to raise up to a further £10 million in aggregate (the "**Prospectus**"). Except as expressly stated herein, or unless the context otherwise requires, the definitions used or referred to in the Prospectus also apply in this Supplementary Prospectus.

The Directors of the Companies and the Companies each accept responsibility for the information contained in this Supplementary Prospectus and the Prospectus. To the best of the knowledge of the Directors and the Companies the information contained in this Supplementary Prospectus and the Prospectus is in accordance with the facts and this Supplementary Prospectus and the Prospectus do not omit anything likely to affect the import of such information.

BARONSMEAD VENTURE TRUST PLC

(a company incorporated in England and Wales with registered number 03504214)

and

BARONSMEAD SECOND VENTURE TRUST PLC

(a company incorporated in England and Wales with registered number 04115341)

Supplementary Prospectus relating to the Offers for Subscription to raise up to £40 million in aggregate in relation to the 2019/20 tax year together with an over-allotment facility to raise up to a further £10 million in aggregate

The distribution of this Supplementary Prospectus and the Prospectus and the offering of New Shares in jurisdictions other than the United Kingdom may be restricted by law or regulation and accordingly persons into whose possession this Supplementary Prospectus and/or the Prospectus come are required to inform themselves about and observe any such restrictions. No action has been taken to permit the distribution of this Supplementary Prospectus and the Prospectus and the offering of New Shares in any jurisdiction outside the United Kingdom where such action is required to be taken.

This Supplementary Prospectus and the Prospectus do not constitute, and may not be used for the purposes of, an offer to sell, or the solicitation of an offer to acquire or subscribe for, New Shares in any jurisdiction in which such offer or solicitation is unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements on the Companies, the Sponsor, or the Investment

Manager or to any person to whom it is unlawful to make such offer or solicitation. The offer and sale of the New Shares is not being made, directly or indirectly, in or into, or by the use of the mails, or by any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of the United States, Canada, Australia, Japan, the Republic of South Africa or any other Restricted Jurisdiction. Accordingly, copies of this Supplementary Prospectus and the Prospectus are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from, or to any resident of, the United States, Canada, Australia, Japan, the Republic of South Africa or any other Restricted Jurisdiction and persons receiving this Supplementary Prospectus and/or the Prospectus (including custodians, nominees and trustees) must not mail or otherwise distribute or send the document(s) in, into or from such jurisdictions. The New Shares have not been, and will not be, registered under the US Securities Act or under any of the relevant securities laws of, or with any securities regulatory authority of, any state of the United States or of Canada, Australia, Japan or the Republic of South Africa. Accordingly, unless an exemption under such act or laws is applicable, the New Shares may not be offered, sold or delivered, directly or indirectly, in or into the United States, Canada, Australia, Japan or the Republic of South Africa or to, or for the account or benefit of, any resident of the United States, Canada, Australia, Japan or the Republic of South Africa. The Companies have not been and will not be registered under the US Investment Company Act and recipients of this document and investors will not be entitled to the benefits of that Act.

Dickson Minto W.S. which is authorised and regulated in the United Kingdom by the FCA, is the Sponsor to the Companies in relation to the Offers and is acting for the Companies and is not advising any other person or treating any other person as its client in relation to the Offers or the matters referred to in this Supplementary Prospectus or the Prospectus and will not be responsible to anyone other than the Companies for providing the protections afforded to its clients nor for providing advice in relation to the Offers or the matters referred to in this Supplementary Prospectus or the Prospectus.

Apart from the responsibilities and liabilities, if any, which may be imposed on Dickson Minto W.S. under FSMA, or the regulatory regime established thereunder, Dickson Minto W.S. does not make any representation, express or implied, or accept any responsibility whatsoever for the contents of this Supplementary Prospectus or the Prospectus or for any statement made or purported to be made by it or on its behalf in connection with the Companies, the Investment Manager, the Ordinary Shares or the Offers. Accordingly, Dickson Minto W.S., to the fullest extent permitted by law, disclaims all and any responsibility and liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this Supplementary Prospectus or the Prospectus or any such statement.

If you are in any doubt about the contents of this Supplementary Prospectus or the Prospectus, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser before investing in the Companies.

25 November 2019

Events arising since publication of the Prospectus

This Supplementary Prospectus is being published in relation to the Offers. This Supplementary Prospectus is a regulatory requirement under the Prospectus Regulation Rules following the publication of the Companies' respective annual financial reports and accounts for the year ended 30 September 2019 (the "**Annual Reports**"). This Supplementary Prospectus has been approved for publication by the FCA.

Significant new factor

On 21 November 2019, the Companies announced that they had published their Annual Reports. By virtue of this document, certain parts of the Annual Reports are incorporated into, and form part of, the Prospectus. The non-incorporated parts of the Annual Reports are either not relevant to investors or covered elsewhere in the Prospectus.

The Companies' auditor, KPMG LLP, Saltire Court, 20 Castle Terrace, Edinburgh EH1 2EG has made respective unqualified reports in respect of the Annual Reports under Chapter 3 of Part 16 of the Companies Act 2006.

Supplements to the summary

As a result of the publication of the Annual Reports, the summary document which forms part of the Prospectus is hereby supplemented as follows:

What is the key financial information regarding the issuers?

BVT

Selected financial information relating to BVT which summarises the financial condition of BVT for the financial year ended 30 September 2019 is set out in the following table.

	Annual financial report for the year ended 30 September 2019
Net asset value (figures as at 30 September 2019)	
Number of Ordinary Shares in issue	220,533,675
Net assets (£'000)	151,069
Net asset value per Ordinary Share (p)	75.05
Ordinary Share price (p)	72.50
Income	
Total income before operating expenses (£'000)	2,665
Net profit/(loss) (£'000)	(17,052)
Performance fee (accrued/paid) (£'000)	-
Investment Manager's fee charged to revenue (accrued/paid) (£'000)	735
Any other material fees (accrued/paid) to service providers (£'000)	597
Revenue return per Ordinary Share (p)	0.64
Dividend per Ordinary Share (p)	6.50
Ongoing charges	
As a percentage of average total Shareholders' funds (%)	2.21

Portfolio summary

Shareholders' funds (£'000)	151,069
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BSVT

Selected financial information relating to BSVT which summarises the financial condition of BSVT for the financial year ended 30 September 2019 is set out in the following table.

	Annual financial report for the year ended 30 September 2019
Net asset value (figures as at 30 September 2019)	
Number of Ordinary Shares in issue	248,020,328
Net assets (£'000)	175,376
Net asset value per Ordinary Share (p)	77.05
Ordinary Share price (p)	74.50
Income	
Total income before operating expenses (£'000)	3,258
Net profit/(loss) (£'000)	(16,194)
Performance fee (accrued/paid) (£'000)	-
Investment Manager's fee charged to revenue (accrued/paid) (£'000)	1,079
Any other material fees (accrued/paid) to service providers (£'000)	695
Revenue return per Ordinary Share (p)	0.78
Dividend per Ordinary Share (p)	6.50
Ongoing charges	
As a percentage of average total Shareholders' funds (%)	2.7
Portfolio summary	
Shareholders' funds (£'000)	175,376

Supplements to Part 5 – Financial Information (Including Portfolio Information)

As a result of the publication of the Annual Reports, Part 5 of the Prospectus is hereby supplemented as follows:

Baronsmead Venture Trust**Historical financial information**

Historical financial information relating to BVT on the matters referred to below is included in the Annual Report of BVT for the financial year ended 30 September 2019 as set out in the table below and is incorporated by reference into this document. The non-incorporated parts of the Annual Report are either not relevant to investors or covered elsewhere in this document.

**Annual financial report for
the year ended 30 September
2019**

Nature of information	Page No.
Financial Headlines	2
Independent auditor's report	39
Income statement	45
Statement of changes in equity	46
Balance sheet	47
Statement of cash flows	48
Notes to the financial statements	49

Selected financial information

The information regarding BVT in this paragraph has been extracted directly from the financial information referred to in the paragraph above entitled "Historical financial information". Selected historical financial information relating to BVT which summarises the financial condition of BVT for the financial year ended 30 September 2019 is set out in the following table:

**Annual financial report for
the year ended 30 September
2019**

Net asset value (figures as at 30 September 2019)

Number of Ordinary Shares in issue	220,533,675
Net assets (£'000)	151,069
Net asset value per Ordinary Share (p)	75.05
Ordinary Share price (p)	72.50

Income

Total income before operating expenses (£'000)	2,665
Net profit/(loss) (£'000)	(17,052)
Performance fee (accrued/paid) (£'000)	-
Investment Manager's fee charged to revenue (accrued/paid) (£'000)	735
Any other material fees (accrued/paid) to service providers (£'000)	597
Revenue return per Ordinary Share (p)	0.64
Dividend per Ordinary Share (p)	6.50

Ongoing charges

As a percentage of average total Shareholders' funds (%)	2.21
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Portfolio summary

Shareholders' funds (£'000)	151,069
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Operating and financial review

A description of changes in the performance of BVT, both capital and revenue, and changes to BVT's portfolio of investments is set out in the sections headed "Performance Summary", "Chairman's Statement", "Manager's Review" and "Full Investment Portfolio" in the Annual Report as follows:

**Annual financial report for
the year ended 30 September
2019**

Nature of information	Page No.
Performance Summary	3
Chairman's Statement	4
Manager's Review	7
Full Investment Portfolio	66

Significant change

Since 30 September 2019 (being the end of the last financial period of BVT for which financial information has been published), there has been no significant change in the financial position of BVT.

Baronsmead Second Venture Trust

Historical financial information

Historical financial information relating to BSVT on the matters referred to below is included in the Annual Report of BSVT for the financial year ended 30 September 2019 as set out in the table below and is incorporated by reference into this document. The non-incorporated parts of the Annual Report are either not relevant to investors or covered elsewhere in this document.

**Annual financial report for
the year ended 30 September
2019**

Nature of information	Page No.
Financial Headlines	2
Independent auditor's report	38
Income statement	45
Statement of changes in equity	46
Balance sheet	47
Statement of cash flows	48
Notes to the financial statements	49

Selected financial information

The information regarding BSVT in this paragraph has been extracted directly from the financial information referred to in the paragraph above entitled "Historical financial information". Selected historical financial information relating to BSVT which summarises the financial condition of BSVT for the financial year ended 30 September 2019 is set out in the following table:

**Annual financial report for
the year ended 30 September
2019**

Net asset value (figures as at 30 September 2019)	
Number of Ordinary Shares in issue	248,020,328
Net assets (£'000)	175,376

Net asset value per Ordinary Share (p)	77.05
Ordinary Share price (p)	74.50
Income	
Total income before operating expenses (£'000)	3,258
Net profit/(loss) (£'000)	(16,194)
Performance fee (accrued/paid) (£'000)	-
Investment Manager's fee charged to revenue (accrued/paid) (£'000)	1,079
Any other material fees (accrued/paid) to service providers (£'000)	695
Revenue return per Ordinary Share (p)	0.78
Dividend per Ordinary Share (p)	6.50
Ongoing charges	
As a percentage of average total Shareholders' funds (%)	2.7
Portfolio summary	
Shareholders' funds (£'000)	175,376

Operating and financial review

A description of changes in the performance of BSVT, both capital and revenue, and changes to BSVT's portfolio of investments is set out in the sections headed "Performance Summary", "Chairman's Statement", "Manager's Review" and "Full Investment Portfolio" in the Annual Report as follows:

Annual financial report for the year ended 30 September 2019

Nature of information	Page No.
Performance Summary	3
Chairman's Statement	4
Manager's Review	7
Full Investment Portfolio	66

Significant change

Since 30 September 2019 (being the end of the last financial period of BSVT for which financial information has been published), there has been no significant change in the financial or trading position of BSVT.

Withdrawal rights

In accordance with the Prospectus Regulation Rules, where a supplementary prospectus has been published and, prior to publication, a person has agreed to purchase or subscribe for securities to which the supplementary prospectus relates, that have not yet been delivered to the investor at the time of publication of the supplementary prospectus, he may withdraw his acceptance before the end of the period of two working days beginning with the first working day after the date on which the supplementary prospectus is published.

Investors who have submitted an application under the Offers and have not yet been issued New Shares have until 0.01 a.m. on 27 November 2019 to withdraw their applications for New Shares to be issued

pursuant to the Offers. An application not withdrawn in its entirety by this time and in accordance with this process will remain valid and binding. Investors who wish to exercise this right should contact Computershare Investor Services PLC, Corporate Actions 3, Bridgwater Road, Bristol, BS99 6AR (baronsmeadOFS@computershare.co.uk).

Documents available for inspection

Copies of the Annual Reports are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of Gresham House Asset Management Limited, Octagon Point, 5 Cheapside, London EC2V 6AA. Copies of the Annual Reports are also available on the Companies' website at www.baronsmeadvcts.co.uk.

A copy of this Supplementary Prospectus will be available for inspection at the National Storage Mechanism which is located at <http://www.morningstar.co.uk/uk/nsm.do>. This Supplementary Prospectus is also available in electronic form on the Companies' website at www.baronsmeadvctoffer.co.uk and available for collection, free of charge, during normal business hours on any working day (Saturday, Sunday and public holidays excepted) until 1 April 2020 from the offices of Gresham House Asset Management Limited, Octagon Point, 5 Cheapside, London EC2V 6AA.

General

To the extent that there is any inconsistency between any statement in or incorporated by reference into this document and any other statement in or incorporated by reference into the Prospectus, the statements in or incorporated by reference in this document will prevail.

Save as disclosed in this Supplementary Prospectus, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

25 November 2019