

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take you are recommended to seek your own financial advice immediately from an independent financial adviser who specialises in advising on shares or other securities and who is authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") or, if you are not resident in the UK, from another appropriately authorised independent financial adviser in your own jurisdiction.

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**") prepared in accordance with the Prospectus Regulation Rules of the Financial Conduct Authority ("**FCA**") made pursuant to section 73A of the Financial Services and Markets Act 2000 (the "**Second Supplementary Prospectus**").

This Second Supplementary Prospectus has been approved by the FCA as competent authority under Regulation (EU) 2017/1129 and any regulatory or implementing technical standards and other delegated or implementing acts adopted under that Regulation, in each case to the extent that they form part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as may be amended from time to time, including, without limitation, by virtue of the European Union (Withdrawal Agreement) Act 2020) (the "**UK Prospectus Regulation**"). The FCA only approves this Second Supplementary Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of either of the issuers that are the subject of this Second Supplementary Prospectus, nor should it be considered as an endorsement of the quality of the securities that are the subject of this Second Supplementary Prospectus. Investors should make their own assessment as to the suitability of investing in the Ordinary Shares. This document will be made available to the public in accordance with the UK Prospectus Regulation Rules by being made available on the Companies' website at www.baronsmeadvcts.co.uk.

This Second Supplementary Prospectus is supplemental to, and should be read in conjunction with, the prospectus published by the Companies on 4 November 2021 relating to the Offers for Subscription to raise up to £50 million in aggregate, together with an Over-allotment Facility to raise up to a further £25 million in aggregate (the "**Prospectus**") and the supplementary prospectus published by the Companies on 7 December 2021 relating to the Offers (the "**First Supplementary 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 Second Supplementary Prospectus.

BVT and the Directors of BVT each accept responsibility for the information contained in this Second Supplementary Prospectus, other than those parts of the document that specifically relate to BSVT. To the best of the knowledge of the BVT Directors and BVT the information contained in those parts of this Second Supplementary Prospectus for which they are responsible is in accordance with the facts and those parts of this Second Supplementary Prospectus make no omission likely to affect the import of such information.

BSVT and the Directors of BSVT each accept responsibility for the information contained in this Second Supplementary Prospectus, other than those parts of the document that specifically relate to BVT. To the best of the knowledge of the BSVT Directors and BSVT the information contained in those parts of this Second Supplementary Prospectus for which they are responsible is in accordance with the facts and those parts of this Second Supplementary Prospectus make no omission 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)

Second Supplementary Prospectus relating to the Offers for Subscription to raise up to £50 million in aggregate, together with an Over-allotment Facility to raise up to a further £25 million in aggregate

The distribution of this Second Supplementary Prospectus, the First 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 Second Supplementary Prospectus, the First Supplementary Prospectus or the Prospectus comes are required to inform themselves about and observe any such restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction. No action has been taken to permit the distribution of this Second Supplementary Prospectus, the First Supplementary Prospectus or the Prospectus, or the offering of New Shares, in any jurisdiction outside the United Kingdom where such action is required to be taken.

Neither this Second Supplementary Prospectus nor the First Supplementary Prospectus nor the Prospectus constitutes, 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 document 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 Second Supplementary Prospectus, the First Supplementary Prospectus or the Prospectus (including custodians, nominees and trustees) must not mail or otherwise distribute or send it or them in, into or from such jurisdictions. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 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 of 1940 and recipients of this Second Supplementary Prospectus, the First Supplementary Prospectus or the Prospectus, 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 Second Supplementary Prospectus, the First 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 Second Supplementary Prospectus, the First 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 Second Supplementary Prospectus, the First 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 Second Supplementary Prospectus, the First Supplementary Prospectus, the Prospectus or any such statement.

7 March 2022

Events arising since publication of the Prospectus

This document constitutes a supplementary prospectus required under Prospectus Regulation Rules 3.4.1 and 3.4.2 following the publication of the Companies' respective unaudited net asset values as at 28 February 2022, as reported below, which constitute a significant new factor relating to financial information contained in the Prospectus. This Second Supplementary Prospectus has been approved for publication by the FCA.

Significant new factor

As reported in the First Supplementary Prospectus, on 6 December 2021, the Companies announced the publication of their respective annual report and audited financial statements for the financial year ended 30 September 2021 (each a **"2021 Report and Accounts"** and together the **"2021 Reports and Accounts"**). By virtue of the First Supplementary Prospectus, the parts of the 2021 Reports and Accounts referenced in the First Supplementary Prospectus were incorporated into, and form part of, the Prospectus dated 4 November 2021.

The 2021 Reports and Accounts were prepared in accordance with UK Accounting Standards, including FRS 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland and in conformity with the requirements of the Companies Act 2006. They were audited by BDO LLP, whose respective reports were unqualified. BDO LLP is registered to carry on audit work by the Institute of Chartered Accountants in England and Wales.

Baronsmead Venture Trust plc

As reported in the First Supplementary Prospectus, and as set out in BVT's 2021 Report and Accounts, the audited net asset value per BVT Share as at 30 September 2021 was 82.40 pence. A final dividend of 3.5 pence per BVT Share in relation to the financial year ended 30 September 2021, payable on 4 March 2022 to BVT Shareholders on the register as at 4 February 2022, (the **"BVT Final Dividend"**) was approved by shareholders at the BVT annual general meeting held on 16 February 2022.

On 4 February 2022, BVT announced that its unaudited net asset value per BVT Share as at 31 January 2022 was 78.72 pence. The BVT Final Dividend was not deducted from the unaudited net asset value per BVT Share as at 31 January 2022 given that the ex-dividend date was 3 February 2022.

On 3 March 2022, BVT announced an unaudited net asset value per BVT Share as at 28 February 2022 of 71.50 pence (the **"BVT 28 February 2022 NAV"**). This represents a reduction of 13.2 per cent. to the audited net asset value per BVT Share as at 30 September 2021. The reduction in the BVT 28 February 2022 NAV is largely a result of:

- the BVT Final Dividend which went ex-dividend on 3 February 2022 (being approximately 4 per cent. of the audited BVT NAV as at 30 September 2021); and

- a significant reduction in the valuations of BVT's quoted portfolio due to recent volatility in the markets (approximately 9.0 per cent. of the audited BVT NAV as at 30 September 2021).

Baronsmead Second Venture Trust plc

As reported in the First Supplementary Prospectus, and as set out in BSVT's 2021 Report and Accounts, the audited net asset value per BSVT Share as at 30 September 2021 was 87.77 pence. A final dividend of 3.5 pence per BSVT Share in relation to the financial year ended 30 September 2021, payable on 4 March 2022 to BSVT Shareholders on the register as at 4 February 2022, (the "**BSVT Final Dividend**") was approved by shareholders at the BSVT annual general meeting held on 16 February 2022.

On 4 February 2022, BSVT announced that its unaudited net asset value per BSVT Share as at 31 January 2022 was 83.33 pence. The BSVT Final Dividend was not deducted from the unaudited net asset value per BSVT Share as at 31 January 2022 given that the ex-dividend date was 3 February 2022.

On 3 March 2022, BSVT announced an unaudited net asset value per BSVT Share as at 28 February 2022 of 75.68 pence (the "**BSVT 28 February 2022 NAV**") This represents a reduction of 13.8 per cent. to the audited net asset value per BSVT Share as at 30 September 2021. The reduction in the BSVT 28 February 2022 NAV is largely a result of:

- the BSVT Final Dividend which went ex-dividend on 3 February 2022 (being approximately 4 per cent. of the audited BSVT NAV as at 30 September 2021); and
- a significant reduction in the valuations of BSVT's quoted portfolio due to recent volatility in the markets (approximately 9 per cent. of the audited BSVT NAV as at 30 September 2021).

By virtue of this Second Supplementary Prospectus, the BVT 28 February 2022 NAV and the BSVT 28 February 2022 NAV (together the "**28 February 2022 NAVs**") are incorporated into, and form part of, the Prospectus dated 4 November 2021.

Supplements to the summary

As a result of the publication of the 28 February 2022 NAVs, the summary document which forms part of the Prospectus is hereby supplemented as follows:

What is the key financial information regarding the issuers?

BVT

Information relevant to closed-end funds

The unaudited NAV per BVT Share as at 28 February 2022 (being the latest date in respect of which BVT has published its NAV per BVT Share) was 71.50 pence, as published on 3 March 2022.

Balance sheet for closed-end funds

The unaudited NAV per BVT Share as at 28 February 2022 (being the latest date in respect of which BVT has published its NAV per BVT Share) was 71.50 pence, as published on 3 March 2022.

BSVT

Information relevant to closed-end funds

The unaudited NAV per BSVT Share as at 28 February 2022 (being the latest date in respect of which BSVT has published its NAV per BSVT Share) was 75.68 pence, as published on 3 March 2022.

Balance sheet for closed-end funds

The unaudited NAV per BSVT Share as at 28 February 2022 (being the latest date in respect of which BSVT has published its NAV per BSVT Share) was 75.68 pence, as published on 3 March 2022.

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

As a result of the publication of the 28 February 2022 NAVs, Part 5 of the Prospectus is hereby supplemented as follows:

Baronsmead Venture Trust

Selected financial information

The unaudited NAV per BVT Share as at 28 February 2022 (being the latest date in respect of which BVT has published its NAV per BVT Share) was 71.50 pence, as published on 3 March 2022.

Significant change

As at the date of this Second Supplementary Prospectus, there has been no significant change in the financial position of BVT since 30 September 2021 (being the date on which audited financial information was last published) save for:

- the allotment of 22,554,547 BVT Shares for an aggregate subscription price of £18,405,629 on 6 December 2021;
- the buyback of 1,741,614 BVT Shares for an aggregate value of £1,311,610 on 20 December 2021;
- the allotment of 5,340,668 BVT Shares for an aggregate subscription price of £4,374,049 on 22 December 2021;
- the buyback of 242,660 BVT Shares for an aggregate value of £186,848 on 26 January 2022;

- the allotment of 10,557,006 BVT Shares for an aggregate subscription price of £8,575,320 on 28 January 2022;
- the publication of the BVT 28 February 2022 NAV on 3 March 2022; and
- the payment of a final dividend in respect of the financial year ended 30 September 2021 of 3.5 pence per BVT Share on 4 March 2022.

Net Asset Value

The unaudited NAV per BVT Share as at 28 February 2022 (being the latest date in respect of which BVT has published its NAV per BVT Share) was 71.50 pence, as published on 3 March 2022.

Baronsmead Second Venture Trust

Selected financial information

The unaudited NAV per BSVT Share as at 28 February 2022 (being the latest date in respect of which BSVT has published its NAV per BSVT Share) was 75.68 pence, as published on 3 March 2022.

Significant change

As at the date of this Second Supplementary Prospectus, there has been no significant change in the financial position of BSVT since 30 September 2021 (being the date on which audited financial information was last published) save for:

- the allotment of 17,252,487 BSVT Shares for an aggregate subscription price of £14,914,708 on 6 December 2021;
- the buyback of 1,475,978 BSVT Shares for an aggregate value of £1,179,306 on 20 December 2021;
- the allotment of 3,221,826 BSVT Shares for an aggregate subscription price of £2,797,639 on 22 December 2021;
- the buyback of 615,000 BSVT Shares for an aggregate value of £501,102 on 26 January 2022;
- the allotment of 6,459,624 BSVT Shares for an aggregate subscription price of £5,546,399 on 28 January 2022;
- the publication of the BSVT 28 February 2022 NAV on 3 March 2022; and
- the payment of a final dividend in respect of the financial year ended 30 September 2021 of 3.5 pence per BSVT Share on 4 March 2022.

Net Asset Value

The unaudited NAV per BSVT Share as at 28 February 2022 (being the latest date in respect of which BSVT has published its NAV per BSVT Share) was 75.68 pence, as published on 3 March 2022.

Withdrawal rights

In accordance with the UK Prospectus Regulation, 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, they may withdraw their 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 Ordinary Shares have until 0.01 a.m. on 10 March 2022 to withdraw their applications for New Shares to be issued pursuant to the relevant Offer. 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 The City Partnership (UK) Ltd, The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH (baronsmeadvcts@city.uk.com).

Documents available for inspection

This Second Supplementary Prospectus is available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and on the Companies' website www.baronsmeadvcts.co.uk.

General

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

Save as disclosed in this Second Supplementary Prospectus and the First 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.

7 March 2022