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Supplementary Prospectus

Amati VCT plc

(Incorporated in Scotland under the Companies Act 1985 with registered number SC278722)

Amati VCT 2 plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 04138683)

**Offers for Subscription of New Ordinary Shares to raise up to £15,000,000 each
(including subscriptions under the Enhanced Share Buyback and Re-investment
Facilities)
and
Allocation of up to £2,000,000 of New Ordinary Shares each to the Dividend Re-
investment Schemes**

Important Notice

This document constitutes a supplementary prospectus (the "Supplementary Prospectus") prepared in accordance with the Prospectus Rules and approved by the FCA in accordance with the Financial Services and Markets Act 2000 ("FSMA"). This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the prospectus issued by Amati VCT plc and Amati VCT 2 plc dated 6 February 2013 ("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. Save as disclosed in this document, there has been no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus.

Persons receiving this document should note that SPARK Advisory Partners Limited is acting for the Company and no-one else in connection with the Offers and will not be responsible to any other person for providing the protections afforded to customers of SPARK Advisory Partners Limited or for providing advice in connection with the Offer. SPARK Advisory Partners Limited is authorised and regulated by the Financial Conduct Authority.

Responsibility

The Companies and the Directors of each of the Companies accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Companies and the Directors of each of the Companies (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Availability of Supplementary Prospectus and Prospectus

This document and the Prospectus may be viewed on the National Storage Mechanism of the UKLA at <http://www.hemscott.com/nsm.do> and copies of the Supplementary Prospectus and the Prospectus can be obtained from Amati Global Investors' website at http://www.amatiglobal.com/avct_open_offers.php or by contacting Rachel le Derf on 0131 503 9100 or by emailing vct-enquiries@amatiglobal.com or from the offices of SPARK Advisory Partners Limited, 33 Glasshouse Street, London W1B 5DG.

Events arising since publication of the Prospectus

On 1 May 2013 Amati VCT 2 plc published its Annual Report and Accounts for the year ended 31 January 2013 (the "Report"). By virtue of this document, the Report is incorporated in, and forms part of, the Prospectus. The Prospectus and, in particular, the Summary, Part II and paragraph 9.2 of Part VIII (B) of the Prospectus issued by the Companies on 6 February 2013 are supplemented accordingly. A full copy of Amati VCT 2's Report and this Supplementary Prospectus are available free of charge on the Company's website www.amatiglobal.com or by contacting Rachel le Derf on 0131 503 9100 or by emailing vct-enquiries@amatiglobal.com or from the offices of SPARK Advisory Partners Limited, 33 Glasshouse Street, London W1B 5DG.

Supplements to the Summary

The summary section of the Prospectus is supplemented as set out below.

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ELEMENT	DISCLOSURE REQUIREMENT	DISCLOSURE				
B.7	Key financial information	Certain selected historical information of each Company, which has been extracted without material adjustment from the audited and unaudited financial statements referenced in the following tables, is set out below:				
		Amati VCT				
			28 Feb 2010	28 Feb 2011	29 Feb 2012	31 Aug 2012
		Profit/(loss) on ordinary activities before taxation (£'000)				
			8,196	8,228	(3,150)	(2,571)
		Return per Share (p)				
			22.99	21.84	(7.50)	(5.74)
		Dividend declared per Share (p)				
			4.0	5.0	5.0	2.0
		Net assets (£'000)				
	25,769	33,997	33,063	30,905		
NAV per Share (p)						
	71.4	88.8	76.2	67.7		
		The figures in the columns headed 28 Feb 2010, 28 Feb 2011 and 29 Feb 2012 show audited figures to the financial year end. The figures in the column headed 31 August 2012 shows unaudited figures from the half year accounts.				
		Amati VCT 2				
		Amati VCT 2 incorporates shareholders from the three Singer & Friedlander AIM VCTs which were launched between 1998 and 2001, and from Invesco Perpetual AiM VCT plc which was launched in 2004.				
		Amati Global Investors took over the management of ViCTory VCT PLC on 22 March 2010. ViCTory VCT PLC was originally called Singer & Friedlander AIM VCT 3 Plc, merged with Singer & Friedlander AIM VCT Plc and Singer & Friedlander AIM VCT 2 Plc in 2006 and changed its name to ViCTory VCT PLC in 2009. Amati Global Investors took over the management of Invesco Perpetual AiM VCT plc on 11 February 2011, and shortly afterwards it was renamed Amati VCT 2 Plc.				
		On 9 November 2011 (the "relaunch" date) ViCTory VCT PLC and Amati VCT 2 Plc undertook a merger (the "Merger") through a scheme of reconstruction and a share consolidation, designed to mark a relaunch of the merged VCTs and the point at which the Manager felt confident that the portfolio rebalancing had been completed. The combined entity was renamed Amati VCT 2 plc.				
		31 Jan 2010	31 Jan 2011	31 Jan 2012	31 Jul 2012	31 Jan 2013
		Profit/(loss) on ordinary activities before taxation (£'000)				
		(972)	2,362	(403)	334	2,110
		Return per Share (p)				
		(2.23)	5.42	(1.06)	1.20	7.63
		Dividend declared per Share (p)				
		0.0	4.7	5.5	2.5	6.0
		Net assets (£'000)				
		18,330	20,692	28,680	28,390	29,106
		NAV per Share (p)				
		42.1	47.5	103.8	102.4	106.7
		The figures in the columns headed 31 Jan 2010, 31 Jan 2011, 31 Jan 2012 and 31 Jan 2013 show audited figures to the financial year end. The figures shown in the column for 31 Jan 2010 for Return per Share and NAV per Share are those figures as restated in the 31 Jan 2012 audited report and accounts. The figures in the column headed 31 Jul 2012 show unaudited figures from the half year accounts.				
		Invesco Perpetual AiM VCT				
		31 May 2010	31 May 2011			
		Profit on ordinary activities before taxation (£'000)				
		92	2,032			
		Net Assets (£'000)				
		13,881	13,776			
		Not applicable. Other than the Merger there have been no significant changes in the financial condition and operating results of either of Amati VCT or Amati VCT 2 during or subsequent to the period covered by the historical information set out above.				

B.10	Qualifications in the audit reports	Not applicable. There were no qualifications in the audit reports for Amati VCT for the three years ended 29 February 2012. There were no qualifications in the audit reports for Amati VCT 2 for the four years ended 31 January 2013. There were no qualifications in the audit report of Invesco Perpetual AiM VCT for the 2 financial years ended 31 May 2011.

No significant change

Save in respect of the publication of the Report, there has been no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus.

Subject to the following right to withdraw, the Offers are being made on the terms and subject to the conditions set out in full in the Prospectus. The Companies will accept withdrawals of applications made in respect of the Offers until 5.00pm on 13 May 2013 (being the end of the period of 2 working days beginning with the first working day after the date on which the Supplementary Prospectus was published) where these relate to applications which have been submitted for Offer Shares under the Offers, but which have not yet received an allotment of Offer Shares. Investors who wish to withdraw their applications should contact Doreen Nic at The City Partnership (UK) Limited either by telephone on 0131 243 7215 or fax on 0131 777 8086 (no investment advice can be given).

Where references are made above to certain parts of documents being incorporated by reference, the parts of those documents which are not being incorporated by reference are either not relevant for the investor or are covered elsewhere in the Prospectus.

9 May 2013