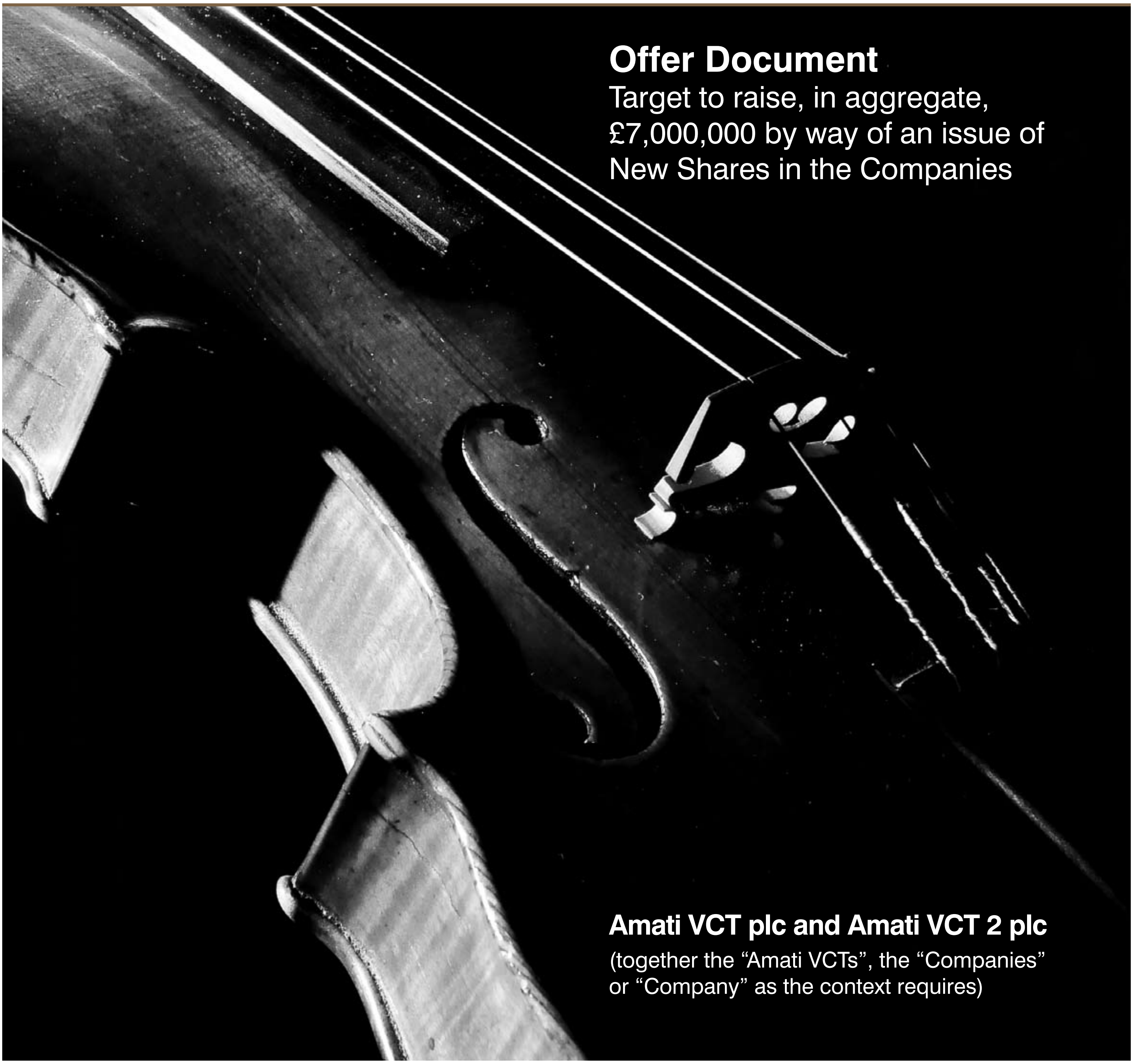
Finely crafted investments

Amati
Global Investors

Amati VCTs
Top Up Offers 2014/2015



Offer Document

Target to raise, in aggregate, £7,000,000 by way of an issue of New Shares in the Companies

Amati VCT plc and Amati VCT 2 plc

(together the "Amati VCTs", the "Companies" or "Company" as the context requires)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document, you should seek your own financial advice from a person authorised under the Financial Services and Markets Act 2000 ("FSMA").

Your attention is drawn to the Risk Factors set out on page 4 of this document.

This document (the "Offer Document"), which is a financial promotion and not a prospectus, is issued by the Companies and has been approved for the purposes of section 21 of the Financial Services and Markets Act 2000 by Amati Global Investors Limited ("Amati", the "Investment Manager" or "Manager"), which is authorised and regulated by the Financial Conduct Authority ("FCA") (registration number FRN198024), on behalf of the Companies. Any decision should be based on a reading of the whole of this document.

This document contains details of the Amati VCTs Top Up Offers 2014/15 (the "Offers", which consists of an individual "Offer" from each of the Amati VCTs) for new ordinary shares (the "New Shares") in the Companies.

The Offers are not being made, directly or indirectly, in or into the United States, Canada, Australia, Japan or the Republic of South Africa or their respective territories or possessions, and documents related to the Offers should not be distributed, forwarded or transmitted in or into such territories. The New Shares have not been and will not be registered under the United States Securities Act of 1933 (as amended) or the US Investment Company Act of 1940 (as amended) or the US Investment Advisers Act of 1940 (as amended) and 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.

Amati is acting exclusively for the Companies in connection with the Offers and will not be responsible to anyone other than the Companies for providing the protections afforded to clients in accordance with the rules of the Financial Conduct Authority or for advising any such person in connection with the Offers.

Application will be made to the UK Listing Authority for all the New Shares issued under the Offers to be admitted to the premium segment of the Official List of the UK Listing Authority (the "Official List"). Application will also be made to the London Stock Exchange for all such shares to be admitted to trading on the London Stock Exchange's Main Market for Listed Securities. It is expected that admission of those shares will become effective and dealings will commence 2 business days following allotment.

This document as well as an Investor Guide can be viewed on Amati's website, **www.amatiglobal.com**, and can be requested free of charge by calling Amati Global Investors on 0131 503 9100, or by sending an email request to **vct-enquiries@amatiglobal.com**.

The terms and conditions are set out on pages 27 to 30 of this document, together with the subscription procedure and a subscription form for use in connection with the Offers. The minimum subscription per investor is £3,000 per tax year per Company, or £5,000 (£2,500 in each Company) if applying for both Amati VCT plc and Amati VCT 2 plc. The completed Subscription Form(s) in respect of the Top-Up Offer(s) should be sent by post or delivered to: The City Partnership (UK) Limited, Thistle House, 21 Thistle Street, Edinburgh EH2 1DF by no later than noon on 4 April 2014 in respect of the 2013/14 tax year and noon on 30 January 2015 in respect of the 2014/15 tax year. Amati may, at its absolute discretion, decide to extend the Offers.

Contents

Timetable

Offers open on	7 February 2014.
Allotment Dates	At the Manager's discretion.
Listing and dealings commence	On the second business day following allotment.
Share certificates issued	Within 10 business days of allotment.
Offers close in respect of tax year 2013/2014	Noon on Friday, 4 April 2014.
Offers close in respect of tax year 2014/2015	Noon on Friday, 30 January 2015.

Either of the Offers will close earlier than indicated if the maximum subscription is received. They may also be extended at the absolute discretion of the Directors.

Issue Pricing and Costs

Offer Costs	5%.
Offer Price	Last published net asset value per share, divided by 0.95.
Shareholder Offer	3% rebated in the form of extra shares.
Applications via an Advisory Intermediary	3% rebated in the form of extra shares. Advisory fees can be facilitated through the application process.
Application via Execution Only Intermediaries (not applicable to applications after 5th April 2014 made on a fund platform)	3% commission which can be rebated in the form of extra shares. Trail commissions of 0.375% per annum payable by the Manager for five years.
Earlybird Discount	All applications are entitled to an additional 1% rebate in the form of extra shares if applications are received before 13th March 2014.
Minimum Subscription Level	£3,000 per Company, or £5,000 if applying for shares in both Companies (£2,500 in each Company).
Minimum size of Offers	There is no minimum size of the Offers, as both VCTs are already well established.

For full details please see the Terms and Conditions on page 27.

Risk Factors

In considering an investment under these Offers, prospective investors should review the following risk factors which, at the date of this document, the Directors of the Amati VCTs (the "Directors") believe to be material, and which may affect the Companies' performance and/or the availability of tax reliefs. Any decision to invest in either of the Companies should be based on consideration of this document as a whole by an investor. An investment in either of the Companies is only suitable for investors who are capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which might result from such investments.

Investment in either of the Companies should be regarded as long-term in nature and is not suitable for all individuals. Potential investors should consult a suitably qualified financial adviser authorised under the FSMA before deciding whether to, and how much to, invest in either of the Companies.

GENERAL RISKS

The market price of the ordinary shares in the Companies or either of them (the "Ordinary Shares") may not fully reflect their underlying net asset value ("Net Asset Value" or "NAV"). There is a limited secondary market for shares in VCTs primarily because the initial income tax relief is only available to those subscribing for newly issued shares.

Although the Ordinary Shares will be listed on the premium segment of the Official List and admitted to trading on the London Stock Exchange, it is possible that there may not be a liquid market in the Ordinary Shares and Shareholders may have difficulty in selling their Ordinary Shares. Potential new investors in either of the Companies may be less willing to acquire Ordinary Shares which are already in issue than to subscribe for New Shares because of the tax reliefs which attach to new subscriptions.

The past performance of the Companies or other companies or funds managed or advised by Amati is not necessarily a guide to the future performance of either of the Companies.

The value of an investment in Amati VCT or Amati VCT 2 may go down as well as up. Shareholders may get back less than the amount originally invested in a Company, even taking into account the available tax reliefs.

An investor may lose his or her entire investment and his or her capital is at risk.

Under the Prospectus Rules and the FSMA, VCTs are not required to issue a full prospectus for the Offers provided that the number of New Shares issued in any twelve month period does not exceed the lower of 10 per cent of the issued share capital of the Company, or EUR 5m. The Offers will be managed in such a way as to make the maximum use of this allowance, and this means that it is not possible to determine the exact maximum number of shares that may be issued for each Company under the Offers, and that it may be necessary to reject applications made where accepting them would mean breaching the limits imposed by these restrictions.

INVESTMENT RISKS

The rules regarding qualifying investments ("Qualifying Investments"), as set out in the Income Tax Act 2007 as amended ("ITA"), are complex and restrictive, and are aimed at steering the Manager to invest in smaller, more immature businesses. This tends to raise the overall risk profile of the investment portfolio. These rules have changed in the past and may change again in the future.

The fact that a share is traded on the Alternative Investment Market, operated by the London Stock Exchange ("AIM") or the ICAP Securities Derivatives Exchange ("ISDX") does not guarantee its liquidity. 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. Realisations of investments in AIM-traded or ISDX-traded companies and unquoted investments can sometimes be more difficult and can take more time than realisations of investments in companies quoted on the Official List. The valuation of a Company's portfolio and opportunities for realisation may also depend on stock market conditions.

The ability of either Company to obtain maximum value from its investments (for example, through a sale or takeover) may be restricted because of the requirement to satisfy certain conditions necessary for it to maintain its VCT status (such as the condition that not less than 70% by value of its investments must be in Qualifying Investments).

AIM is designed primarily for emerging or smaller companies. Such companies may, in comparison to companies quoted on the Official List, have less mature businesses, a more restricted depth of management and a higher risk profile. The rules of the AIM market are, in relation to admission and continuing obligations, less demanding than those of the Official List.

There can be no guarantee that the investment objectives of the Companies will be achieved or that suitable investment opportunities will be available. The success of each Company will depend on the Manager's ability to identify, acquire and realise investments in accordance with each Company's investment policy and there can be no assurance that the Manager will be able to do so. If the investment objectives of the Companies are not achieved and/or the Companies are unable to identify, acquire and realise investments in accordance with their investment policies, the impact on the Companies' value and performance may be negative. In particular (i) the Companies may be left with a larger cash pool than they would wish which may act as a drag on investment returns, (ii) the Companies may be forced to make Qualifying Investments which they would not ideally hold, or which fall outside the scope of the investment policy, in order to comply with the VCT regulations (though in this circumstance the Companies would require to obtain shareholders' approval in general meeting to allow them to undertake this), (iii) the Companies may be forced to sell attractive investments which are liquid, in preference to less attractive investments which are illiquid, (iv) the Companies may not be able to realise enough cash to support their target dividend payments, and (v) the Companies may not be able to sell investments at times they believe most opportune. In any of these cases, the impact on the Companies may include a reduction in the value of their assets, a reduction in their investment performance, an inability to continue to pay dividends at the target rate, and an inability to reinvest funds on an optimum basis. The impact on an investor may include a reduction or cessation of dividend payments by the relevant Company and a reduction in that Company's underlying NAV per share and/or the trading price of Ordinary Shares in that Company.

The spread between the bid price and the offer price of AIM-traded companies' shares may be wide and, therefore, the price of such shares for valuation purposes may not reflect the price at which such shares may be sold. Unquoted shares are inherently more difficult to value and, as a result, valuations are subject to uncertainty.

In relation to unquoted companies, proper information for determining the value of either of the Companies' underlying investments, or the risks to which they are exposed, may also not be available. This is because, although these companies generally provide accurate and timely information to the Manager, they are not necessarily required to do so. As such, valuations may have to be done on historical information presented in a summary form and without having the benefit of direct discussions with management and/or the ability to require disclosure of additional information which may be necessary or desirable in order to come to a more accurate valuation. Quoted companies are generally subject to enhanced disclosure requirements including an obligation to make announcements to the market in respect of price sensitive information. However, such announcements may be limited in details and scope. In addition, financial information, when released, will usually be historical and limited in detail. There is also no obligation for an individual quoted company's management team to have direct discussions with investors, although it is normal practice to do so.

The ability of the Amati VCTs to manage the discount to NAV at which the shares trade through share buybacks is dependent on the availability of distributable reserves. In the absence of such buybacks, it is likely that there will not be a liquid market in the Ordinary Shares, and Shareholders may only be able to realise their investment at a wide discount to NAV per share or may not be able to sell at all.

In addition, the ability of the Companies to buy back shares may be affected by the Companies' respective requirements in relation to financing their target annual dividend payments.

The value of Ordinary Shares in Amati VCT or Amati VCT 2 depends on the performance of their underlying assets.

VCT STATUS TAXATION RISKS

The tax rules or their interpretation in relation to an investment in either of the Companies and/or rates of tax may change during the life of the Companies.

There can be no guarantee that either of the Companies will maintain full VCT status. If either of the Companies ceases to retain approval as a VCT before qualifying subscribers have held their Ordinary Shares for five years, any income tax relief obtained will have to be repaid. Following a loss of VCT status a shareholder will be taxed on dividends paid by the Company and, in addition, a liability to capital gains tax may arise on any subsequent disposal of Ordinary Shares. If either of the Companies ceased to have VCT status, that Company would also lose its exemption from corporation tax on capital gains.

The rules governing Qualifying Investments have changed a number of times over the last five years and may change further. Funds raised through share issues during different periods may be subject to different rules governing Qualifying Investments. As a result of having raised money each year through multiple sets of rules in relation to Qualifying Investments, VCTs face a potentially high level of complexity in matching the various subscriptions they have received historically to the various rule types for Qualifying Investments. This situation has been simplified somewhat by the latest set of rule revisions.

New legislation introduced during 2012 means that the Companies may lose their VCT status if they invest in new shares in a company which has raised more than £5m from state aided sources over the twelve months prior to and including the date of investment.

If at any time VCT status is lost, the relevant Company may request that dealings in its Ordinary Shares be suspended until such time as the relevant Company has published proposals either to continue as an investment company or to be wound up.

PERSONAL TAXATION RISKS

The current tax legislation applicable to individual investors provides for income tax relief of up to 30% of the amount subscribed in VCTs subject to an annual investment limit of £200,000 per tax year.

Investors who exceed the annual investment limit of £200,000 per tax year will not be able to obtain income tax relief for investment above this level, and will not benefit from other tax advantages granted on VCT shares bought below this investment limit, such as tax free dividends and freedom from capital gains tax.

Investors must hold their shares for at least 5 years to qualify for income tax relief, otherwise the initial tax relief can be withdrawn and, therefore, VCTs should be viewed as long-term investments.

In December 2013 the UK Government announced its intention to introduce legislation in 2014 such that income tax relief granted to VCT investors will be restricted where an investor has disposed of shares in the same VCT within the period from six months before, to six months after the subscription date. It was indicated that shares purchased via dividend reinvestment schemes would be exempt from this restriction.

Any realised losses on a disposal of Ordinary Shares will not be allowable losses for the purposes of capital gains tax and will, therefore, not be available for set-off against any capital gains.

The information in this document is based on existing legislation, including taxation legislation. The existing levels and bases of, and reliefs from, taxation may change. The value of tax reliefs depends on the personal circumstances of investors, who should consult their own tax advisers before making any investment.

DIVIDEND REINVESTMENT SCHEMES RISKS

The continued availability of the Dividend Reinvestment Schemes depends upon (i) each Company continuing to offer such a scheme, (ii) the relevant Company paying dividends which are available to be reinvested and (iii) the relevant Company having sufficient allotment and issue authority to permit the reinvestment of the dividends at the relevant time. In the event that any of these ceases to be the case, the relevant Dividend Reinvestment Scheme may no longer function temporarily or longer term or be available and a shareholder may, perhaps unexpectedly end up receiving a cash dividend.

The Dividend Reinvestment Schemes contain provisions in relation to notice which must be given in order to exit the relevant scheme. Members of the schemes may not be able to exit the relevant scheme shortly before a dividend is paid if sufficient notice is not given and a shareholder may therefore receive further Ordinary Shares when he or she desired a cash dividend.

DIVIDEND POLICY RISKS

Legislative change relating to the Companies' ability to pay dividends from distributable reserves such as that currently being considered by HMRC following the Chancellors' Autumn Statement of 5 December 2013 could remove or impair the Companies' ability to target a dividend yield of 5-6% of year end NAV.

GEARING AND INTEREST RATE RELATED RISKS

Prospective investors should be aware that, although neither of the Companies currently has any borrowing facilities in place, they may have from time to time a certain level of gearing (as permitted by the borrowing powers in their Articles) and, whilst the use of borrowings would enhance the NAV of the Ordinary Shares where the value of that Company's underlying assets is rising, it will have the opposite effect where the underlying assets' value is falling. The use of borrowings also creates the risk that the borrower will be unable to service the interest payments or comply with the other requirements of the loan rendering it repayable and the risk that borrowings will not be able to be refinanced upon expiry or that the terms of such refinancing may not be as favourable as the existing terms of borrowing. Increases in interest rates and levels of amortisation imposed by a lender may also have an adverse effect on the relevant Company's ability to pay dividends to its Shareholders.

DERIVATIVES RELATED RISKS

The Manager may use exchange-traded or over-the-counter derivatives for hedging purposes with a view to reducing overall market risk in the portfolio as a whole. However, investors should be aware that there is no guarantee that this risk mitigation will be in place during a market fall, and it is not the Manager's intention to seek to hold such instruments at all times. The use of derivatives and other instruments will reflect the Manager's view of the market risks from time to time, and in practice their use has been rare. Such instruments as are available to reduce risk are imperfect. Instruments currently approved for use are the FTSE Mid 250 Future or Cash Swaps and the Russell 2000 Futures and Options. The Manager will be seeking to use the most appropriate and cost effective instruments for the purpose, recognising, however, the constraint that no perfect instruments are currently available. In the absence of perfectly correlated hedging instruments the Manager will only seek to hedge a strictly limited amount of market risk. Currently the limits (which are subject to variation by the Manager) are that no more than 15% of the relevant Company's Net Asset Value will be hedged through futures, and no more than 50% through a combination of futures and options. Put options may be bought up to a maximum book cost of 1.5% of the relevant Company's Net Asset Value.

Derivative positions will, therefore, always be covered by the assets of the portfolio and will not be used speculatively. Investors should be aware that although futures contracts, contracts for difference, cash swaps, and options are held in relation to stock market indices, the contracts are settled in cash. The gearing or leverage created through such derivative transactions means that a small deposit called "margin" is deposited as the contract is taken out, but this represents a much larger underlying exposure, and it is this underlying exposure which is used to measure how much of the portfolio is being hedged. If the underlying security or index moves adversely then further margin needs to be paid in order to keep the position open. Failure to do so may result in the relevant Company's position being closed and any resulting losses would need to be funded.

During the periods that each Company has been managed by the Manager, the Companies have generally been run with no hedging. On only a few occasions and for short periods has hedging been put in place covering more than 10% of the relevant Company's net asset value. Overall, the net result of hedging has not made a material impact on the Net Asset Value of either Company.

FUND MANAGER RISKS

The performance of the Companies depends on the investment performance of the Manager which in turn is dependent upon the performance and continued availability of certain key personnel.

In the event that any one or more of these persons were unavailable either temporarily or permanently, the investment performance of the Companies may be adversely affected resulting in capital loss, reduction in dividends and/or reduction in liquidity for shareholders.

Letter from the Chairmen of the Amati VCTs

Amati VCT plc

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

Directors:
Peter Lawrence (Chairman)
Julia Henderson
Charles Pinney
Brian Scouler

Registered office:
Thistle House, 21 Thistle Street,
Edinburgh, EH2 1DF

Amati VCT 2 plc

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

Directors:
Julian Avery (Chairman)
Mike Killingley
Christopher Macdonald
Christopher Moorsom

Registered office:
27-28 Eastcastle Street,
London, W1W 8DH

Dear Investor,

We are pleased to offer this opportunity to existing and new investors to take part in the Amati VCTs' Top Up Offers for 2014/15.

The Amati VCTs offer exposure to a well-diversified portfolio of small and medium sized businesses, focussed on companies whose shares are traded on AIM in London, and to the new Qualifying Investment opportunities which are regularly brought to this market. In a share offer such as this, where no prospectus is being issued, each VCT may issue shares in any twelve month period up to a limit which is the lower of 10% of its existing share capital, or a number of shares which raises EUR 5m. The Offers, therefore, will be managed in accordance with these limits, and applications will be taken on a first come, first served basis.

The subscription form to subscribe for New Shares is on page 33 (the "Subscription Form").

The Directors believe that the attractions of investing in the Amati VCTs are the following:

(i) Amati Global Investors Limited ("Amati", or the "Manager") is an investment management company which brings together a team of highly experienced investment professionals focusing on smaller companies listed in the UK as well as innovative, small private companies.

(ii) We are currently seeing an encouraging number of new investment opportunities. After several years of lower activity levels, during 2013 Amati screened 77 AIM traded qualifying opportunities (of which 55 were successful in raising funds) and invested in 13. The average increase in share price of those in which Amati VCTs participated was 39.5% (see page 14 below for further details) (source: Amati Global Investors Limited, based on share price performance).

(iii) Both Amati VCTs provide access to a wide-ranging portfolio of investments, offering exposure to a variety of sectors, and to companies at various stages of maturity. Amati uses the non-qualifying portfolios to invest in larger small and mid cap companies than those typically found in the qualifying portfolios, to bring greater diversity and lower risk to the VCTs as a whole.

(iv) Amati is unusual amongst AIM VCT managers in its use of private equity-style structuring in some unquoted investments, for example, through the use of convertible loans and board representation. Convertible loans are used to reduce the risk profile of investments and to increase income.

(v) Eligible investors in the Offers are entitled to attractive tax reliefs, including income tax relief of 30%, and tax free dividends (see page 24 for further details).

(vi) The Companies intend to continue to target annual dividend payments of 5% to 6% of year end NAV, equivalent to a 6.8% to 8.1% post-tax yield, taking into account the full 30% initial income tax relief available to subscribers and adjusting for up-front costs of 5% (an 8.1% yield is the equivalent of 10.9% gross for 40% rate taxpayers and 11.8% gross for 45% rate taxpayers)[1].

(vii) The Directors believe that holding a portfolio focused largely on publicly traded companies enhances flexibility.

(viii) Both Amati VCTs maintain a share buy back policy aimed at managing the discount to net asset value at which the shares trade (the policy is subject to the availability of distributable reserves, and may be varied by the Directors).

(ix) The fund managers and staff of Amati and the Directors of the Amati VCTs have significant shareholdings in the Companies between them, and intend to subscribe for further New Shares in these Offers.

Dividend Reinvestment Schemes

The Companies operate dividend reinvestment schemes (“Dividend Reinvestment Schemes”) to enable shareholders (“Shareholders”) of each to use all of their dividends to subscribe for further Ordinary Shares in the relevant Company in a cost effective manner. The price at which the Ordinary Shares are issued is the Net Asset Value per Share as close as possible to the dividend payment date. The relevant Company bears all of the costs of operating the Dividend Reinvestment Scheme. Dividend reinvestment enables Shareholders to increase their total holding in the Company without incurring dealing costs, issue costs or stamp duty. Subject to the limits on investments in VCTs, these New Shares would qualify for the VCT tax reliefs that are applicable to subscriptions for new VCT shares. Shareholders wishing to participate in one or both of the Dividend Reinvestment Schemes in respect of New Shares issued to them under the Top Up Offer(s) should tick the box in section 3 on the Subscription Form. The terms of the Dividend Reinvestment Schemes are available on the website http://www.amatiglobal.com/avct_share_offer.php or can be requested when returning the application form, or by contacting The City Partnership using the details given below. Shareholders and potential investors should be aware that the terms of the Dividend Reinvestment Schemes for the two Companies are not identical.

Risk Factors

Persons considering acquiring Ordinary Shares in either of the Companies are referred to the risk factors set out on pages 4 to 8 of this document.

1 Dividends are subject to the relevant Company having sufficient distributable reserves and sufficient cash receipts in the period and no profit forecast is to be inferred from or implied by this statement (please see Risk Factors on pages 4 to 8). This is not a reliable indicator of future performance.

Action to be taken

Before making a decision to invest in the Offers we recommend that you seek advice from a financial adviser authorised under the FSMA. If you have any questions about the application process please contact Doreen Nic at City Partnership on 0131 243 7215, or you can email vct-enquiries@amatiglobal.com. The fund managers also welcome calls from existing and potential investors and can be contacted on 0131 503 9100. The suitability (or otherwise) of any investment in the Company will depend on your individual circumstances and neither The City Partnership nor Amati Global Investors Limited will be able to provide investment advice in connection with any investment in the Companies.

The application form can be found on page 33 of this document. If you wish to subscribe for shares in the Offers you should complete this application form, and return it together with any required identity documents to The City Partnership (UK) Limited, who are the Receiving Agent for the Offers.

Yours faithfully

Peter Lawrence
Chairman, Amati VCT plc

Julian Avery
Chairman, Amati VCT 2 plc

Further Information

Background to the Amati VCTs

Amati VCT and Amati VCT 2 are established venture capital trusts which are managed by an award winning investment management team. The objective of the Companies is to provide an attractive return to Shareholders. The Companies seek to generate tax-free capital gains and income by building and maintaining a well-balanced portfolio of Qualifying Investments for the purposes of the tax legislation under which the Companies operate. The Qualifying Investments are predominantly in AIM-traded companies or companies expected to be traded on AIM in the future. The Companies are managed as venture capital trusts in order that Shareholders may benefit from the tax reliefs available.

Amati VCT was incorporated and registered in Scotland on 21 January 2005 with limited liability as a public limited company under the Companies Act 1985, with the name First State Investments AIM VCT plc, with registered number SC278722. The company changed its name to Noble AIM VCT plc on 29 June 2007, and changed its name to Amati VCT plc on 5 July 2010.

Amati VCT intends to carry on its business such that its VCT status will be maintained.

Amati VCT 2 was incorporated and registered in England and Wales on 10 January 2001 with limited liability as a public limited company under the Companies Act 1985, with the name Singer & Friedlander AIM 3 VCT plc and with registered number 04138683. The company changed its name to ViCTory VCT PLC on 16 June 2009. The company changed its name to Amati VCT 2 plc on 9 November 2011.

Amati VCT 2 intends to carry on its business such that its VCT status will be maintained.

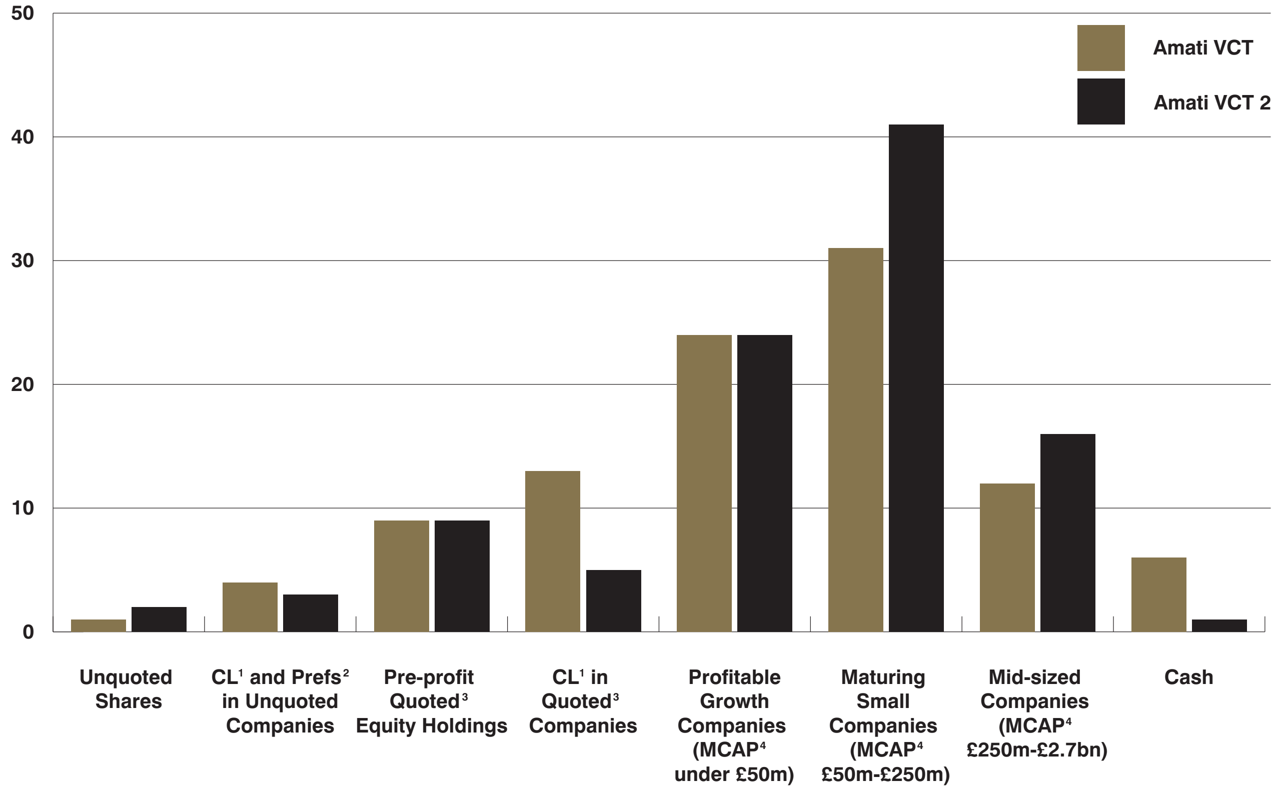
Both the Amati VCTs conduct their affairs so that the shares issued by them can be recommended by IFAs to ordinary retail investors in accordance with the FCA's rules in relation to non-mainstream investment products and intend to continue to do so for the foreseeable future. The shares are excluded from the FCA's restrictions which apply to non-mainstream investment products because they are shares in a VCT to which the FCA has granted its approval for them to be promoted without restriction.

As at 31 January 2014 the issued share capital of Amati VCT was £4,977,490 made up of 49,774,896 Ordinary Shares of 10p each, and the issued share capital of Amati VCT 2 was £1,394,666 made up of 27,893,328 Ordinary Shares of 5p each.

Investing on AIM

Since its launch in 1995, over 3,000 companies have joined AIM. Throughout this time, AIM has been a crucial source of finance for ambitious UK growth companies. This was especially true during the global economic downturn, when conventional sources of finance, principally bank debt, became harder for smaller companies to procure. In many circumstances, banks remain unwilling to lend to small companies. In addition to providing a source of capital, AIM brings credibility to small, growth companies due to the regulatory requirements placed upon businesses wishing to join. For investors, this provides an added degree of comfort as AIM quoted companies must comply with more onerous reporting and corporate governance requirements than private businesses. The status of AIM companies also allows fund managers flexibility in managing portfolios due to the potential added liquidity that comes with a stock market quote. This means that, subject to liquidity, AIM VCTs can reduce exposure to quoted holdings by selling on the market. Conversely, there is no pressure to sell a holding that the managers believe continues to have good prospects for growth and share price appreciation.

Style Analysis – The key differences between Amati VCT plc and Amati VCT 2 plc



1. CL — Convertible Loan - a debt instrument issued by a company which contains an option to convert the loan into ordinary shares at an agreed price.
2. Prefs — Preference Shares - company shares with dividends that are paid to shareholders before ordinary share dividends are paid out. In the event of a company liquidation or bankruptcy, preference share shareholders usually have a right to be repaid before ordinary shareholders. Preference shares typically pay a fixed dividend, whereas ordinary shares do not. And unlike ordinary shareholders, preference share shareholders usually do not have voting rights.
3. Quoted — Traded on either AIM or the Main Market of the London Stock Exchange. Note that for the purposes of the VCT legislation AIM traded stocks are treated as "unquoted".
4. MCAP — Market capitalisation - the total value of the issued shares of a publicly traded company; it is equal to the share price multiplied by the number of shares outstanding.

The chart above outlines the categories of investments in each VCT portfolio, as at 31 December 2013. The most significant differences between the VCTs lie in two categories: Convertible Loans in Quoted Companies; and Maturing Small Cap Companies (defined as those with market capitalisations between £50 million and £250 million). These differences arise for historic reasons. Regarding the difference in Convertible Loans, prior to taking on the management of Amati VCT 2, the Manager completed a series of convertible loan deals on behalf of Amati VCT. There have been fewer opportunities to make convertible loan deals since Amati became investment managers of Amati VCT 2*. Regarding the difference in Maturing Small Cap Companies, during the restructuring of Amati VCT 2, which followed the take-on of the investment management contract, Amati decided to retain some attractive, more mature holdings, which have since continued to grow into substantial companies, some of which were not in Amati VCT's portfolio. The weighted average market capitalisation of Amati VCT was £170m and Amati VCT 2 was £182m at 31 January 2014. (The market capitalisation is a measure of the value of a company).

Both VCTs are now managed under broadly similar mandates and, therefore, new investments and sales are allocated pro-rata between the portfolios, unless there is a clear reason to diverge from this.

*In March 2010, when Amati VCT 2 was called ViCTory VCT plc.

Flow of Qualifying Investment Opportunities

During 2013, Amati appraised 77 qualifying investment opportunities on AIM compared to 33 opportunities in total during 2012. This can be split by initial public offerings ("IPOs"), of which 32 were appraised (2012: 11); and secondary fund raisings in companies already listed on AIM or ISDX, of which 45 were appraised (2012: 21).

The Amati VCTs invested in 13 of these fund raisings, in which the companies concerned were seeking to raise a total of £88m. This represented 9 IPOs and 4 secondary fund raisings. In one instance (Frontier Developments plc, "Frontier"), the Amati VCTs invested two months prior to the IPO using a convertible loan instrument, which converted to equity at a discount to the IPO price. Taking into account the return made from Frontier based on actual costs rather than the IPO price, the average increase in share price of AIM deals participated in by Amati VCTs in 2013 was 39.5% (or 37.8% based on Frontier's IPO price). The average increase in share price of the 55 VCT qualifying AIM deals screened by Amati that succeeded in raising funds in 2013 was 34.6%*.

Amati is unusual amongst AIM VCT managers in that it also makes a small number of investments in select pre-IPO opportunities, where private companies are seeking a final round of funding before an AIM flotation. Amati prefers to invest in these situations predominantly through a convertible loan instrument rather than ordinary shares in order to increase downside protection and increase income to the VCTs, as these instruments tend to have a yield.

**returns in this paragraph refer to the movement in share price from the placing price of new shares to the mid-price of those shares at the close of business on 31 December 2013.*

Source: Amati Global Investors Ltd

Examples of Recent Investments

Quixant

Quixant is a Cambridge-based specialist manufacturer and supplier of computers to gaming machine manufacturers. Gaming machines are subject to stringent and changing regulations, and the computers which drive them are their most critical component. In addition, increasing graphics demands and processing power requirements add significant complexity to the computer design. Hence one of the top tier global manufacturers and several of the second tier have outsourced their computer design and supply to Quixant, and other manufacturers are expected to follow.

It was these barriers to entry and Quixant's technological lead in their market that attracted Amati to the opportunity. Quixant had several other attributes that we seek in a portfolio company, including:

- an experienced management team with a significant stake in the business;
- a track record of very rapid revenue growth and cash generation;
- a large market opportunity with good growth potential and limited competition;
- a long sales cycle due to regulatory complexities providing strong order book visibility; and
- a strong balance sheet following the flotation, combined with excellent cash generation from operations.

AB Dynamics

AB Dynamics is a leader in the design, manufacture and supply of advanced vehicle testing technology, with a customer list that includes BMW, Daimler, Ford, Honda, Toyota and Volkswagen. The products can be split into two categories: suspension measurement and testing machines; and track testing systems (such as driver robots).

The business is based in Bradford on Avon, Wiltshire and was founded in 1982 by its current Chairman. The company sought admission to AIM in order to take advantage of anticipated growth opportunities in Asian markets; to develop a broader range of products and services; and to construct a new factory to cope with its rapid growth.

It was the following characteristics that attracted Amati to the investment opportunity:

- over thirty years of accumulated knowledge and skill, serving the world's leading automotive manufacturers;
- strong growth in automotive research in emerging markets, namely China and India, driving demand for AB Dynamic's products;
- AB Dynamic's products are used by customers to ensure new vehicle models are dynamically sound and safe to drive and are considered vital tools in the automotive development and testing process;
- a new, incentivised managing director meant that the business's reliance on the founder was reducing and succession plans were in place;
- a robust order book providing good revenue visibility; and
- an opportunity to grow into complementary markets.

Martin & Co

Martin & Co is one of the UK's leading residential lettings brands, with a network of almost 200 owned and franchised offices, managing 30,000 properties on behalf of landlords. The private rental market experienced a 38% increase in the number of households privately renting in the decade to 2011, with forecast growth in the value of rents paid on privately rented homes estimated to grow from £48 billion in 2011 to £70 billion by 2016. In 2011 the Group's franchisees managed just 1.4% of the total private rented stock in all occupied territories leaving a huge growth opportunity for ambitious, well-capitalised specialists.

Martin & Co floated on AIM, raising £4 million of new money to accelerate its growth strategy.

The investment case was based on the following:

- the residential lettings market has strong, structural growth characteristics based on an increase in private rented housing stock in the UK;
- the company has an excellent reputation, which has been nurtured since its inception in 1995;
- the business model for Martin & Co franchisees is compelling – franchisees have the opportunity to start-up a new business with the support of an experienced franchisor, and should benefit from an attractive return on capital and fast pay back on the initial equity invested;
- the high level of repeat income from lettings provides excellent revenue visibility; and
- there is significant potential upside from franchisees providing estate agency services, alongside lettings, to take advantage of the cyclical upturn in housing transactions with the potential to cross sell this service to landlord clients.

INVESTOR RETURNS

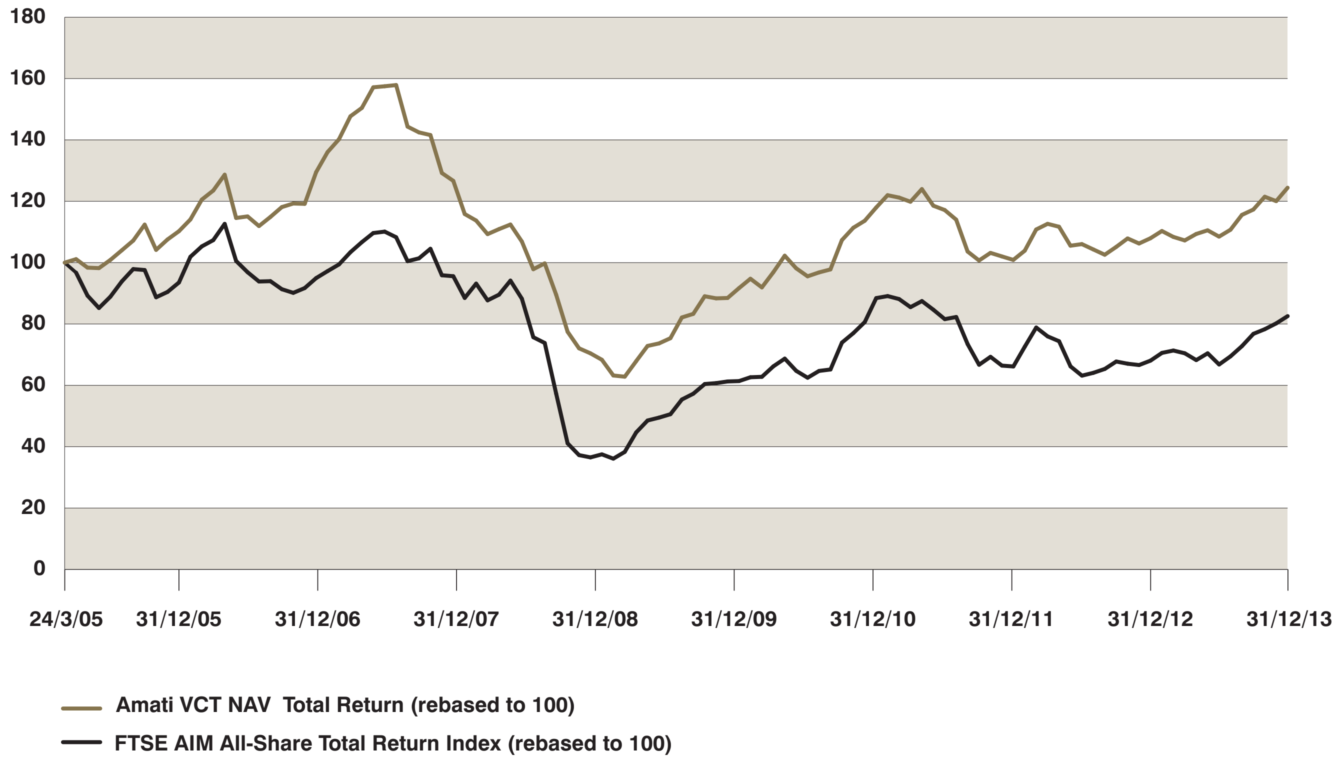
The following figures are an indication of past performance. Past performance is not a reliable indicator of future results. The information has been compiled by Amati which is the source of the information and is based on the time periods indicated on each table and graph.

Amati VCT plc track record

The following table and graph show the NAV Total Return performance of Amati VCT over certain periods to 31 December 2013 (assuming that dividends are reinvested on the ex-dividend date), showing a comparison against the FTSE AIM All-Share Total Return Index.

Time Period	1 yr	3yr	5yr	Since Launch*
NAV Total Return	15.3%	5.5%	76.7%	24.4%
FTSE AIM All-Share Total Return Index	21.3%	-6.6%	126.1%	-17.4%

* Return since launch is calculated from 24/03/05 (date of first allotment of shares)



Below is a table indicating the returns to Shareholders in Amati VCT as at 31 December 2013 for representative allotments by Amati VCT of Ordinary Shares in each of the tax years since it floated in March 2005.

Date	Price gross of costs	Price net of costs	Price gross after tax rebate	Total return excluding subscription costs and tax rebate	Total return including full subscription costs and tax rebate*
Initial Offer	100.00p	94.75p	60.00p	24.4%	96.5%
4 April 2006	123.50p	117.02p	74.10p	0.7%	59.1%
21 March 2007	132.96p	130.30p	93.07p	-11.3%	24.2%
4 April 2008	96.51p	91.68p	67.56p	13.8%	54.5%
3 April 2009	54.50p	51.78p	38.15p	97.2%	167.7%
3 April 2010	79.19p	75.23p	55.43p	28.5%	74.3%
5 April 2011	93.17p	88.05p	65.22p	3.6%	39.9%
5 April 2012	81.84p	77.74p	57.28p	10.2%	49.5%
5 April 2013	72.63p	69.00p	50.84p	15.6%	56.9%

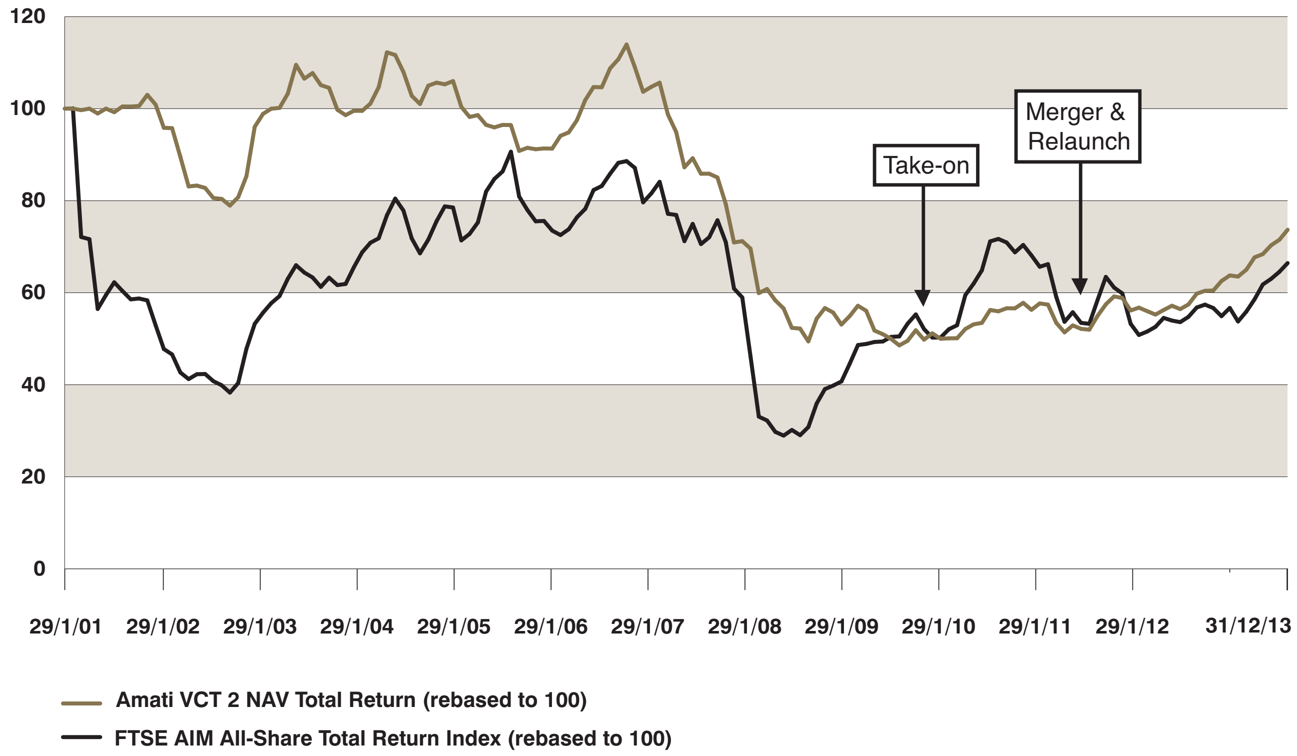
* Assumes full recovery of tax relief (prior to 6 April 2006 at 40% of monies subscribed, subsequent years at 30%)

Amati VCT 2 plc track record

The following table and graph show the NAV total return performance of Amati VCT 2 over certain periods to 31 December 2013 (and assuming that dividends are reinvested on the ex-dividend date), showing a comparison against the FTSE AIM All-Share Index. They split out the performance since Amati became the manager of Amati VCT 2 on 25 March 2010 (then called ViCTory VCT Plc), and since the merger with Invesco Perpertual AIM VCT PLC and relaunch as Amati VCT 2 on 8 November 2011. At inception Amati VCT 2 was called Singer & Friedlander AIM VCT 3.

Time Period	Since Being Managed by Amati	Since Merger	1yr	3yr	5yr	Since Inception*
NAV Total Return	46.1%	39.2%	28.3%	31.0%	30.2%	-26.3%
FTSE AIM All-Share Total Return Index	23.3%	18.6%	21.3%	-6.6%	126.1%	-33.6%

* Return since inception is calculated from 29/01/2001 (date of first allotment of shares)



Below is a table indicating the returns to Shareholders in Amati VCT 2 as at 31 December 2013 for representative allotments by Amati VCT 2 of Ordinary Shares since the merger and relaunch on 8 November 2011.

Date	Price gross of costs	Price net of costs	Price gross after tax rebate	Total return excluding subscription costs and tax rebate	Total return including full subscription costs and tax rebate*
21 Nov 2011	105.63p	100.35p	73.94p	38.3%	87.7%
10 Sep 2012	106.50p	101.18p	74.55p	33.1%	80.7%

Investment Portfolios

The following table shows the investment portfolios of Amati VCT and Amati VCT 2 with value shown as at 31 December 2013*, being the last practicable date before publication.

			Amati VCT			Amati VCT 2		
Security Description	**Sector**	**Type**	**Book Cost £**	**Market Value £**	**% of NAV**	**Book Cost £**	**Market Value £**	**% of NAV**
AB Dynamics	Industrials	Equity	323,436	630,888	1.7%	297,450	577,606	1.7%
Accesso Technology	Technology	Equity	-	-	-	288,000	2,237,760	6.5%
Allergy Therapeutics	Health Care	Equity	-	-	-	28,536	19,909	0.1%
Amerisur Resources	Oil & Gas	Equity	348,717	482,888	1.3%	297,242	414,715	1.2%
Anpario	Health Care	Equity	426,623	1,778,631	4.8%	449,482	1,683,558	4.9%
Antenova 'A' Pref	Tele-communications	Preference Shares	-	-	-	100,117	13,563	0.0%
Asian Citrus	Consumer Goods	Equity	622,410	217,910	0.6%	577,237	209,930	0.6%
Aveva	Technology	Equity	352,075	304,161	0.8%	316,868	273,876	0.8%
Bank of Georgia	Financials	Equity	396,594	671,876	1.8%	349,599	592,403	1.7%
Belvoir Lettings	Financials	Equity	351,949	699,849	1.9%	344,534	664,279	1.9%
BGlobal	Industrials	Equity	408,836	83,370	0.2%	290,664	85,059	0.2%
Blinkx	Technology	Equity	277,860	752,350	2.0%	258,641	699,903	2.0%
Brady	Technology	Equity	331,299	471,357	1.3%	-	-	-
Brooks Macdonald	Financials	Equity	302,627	377,615	1.0%	1,153,280	1,331,228	3.9%
Brookwell	Financials	Preference Shares	-	-	-	136,873	65,719	0.2%
Cello	Consumer Services	Equity	-	-	-	257,625	157,500	0.5%
China Food 10% 2014	Consumer Goods	Convertible Loan	500,000	636,892	1.7%	-	-	-
China Food 10% 2014	Consumer Goods	Convertible Loan	376,000	478,943	1.3%	624,000	791,367	2.3%
Cohort	Industrials	Equity	-	-	-	247,067	604,587	1.8%
Conexion Media	Consumer Services	Equity	-	-	-	183,750	3,783	0.0%
Corac	Industrials	Equity	249,249	168,243	0.5%	145,701	99,563	0.3%
Craneware	Technology	Equity	333,786	1,260,111	3.4%	-	-	-
Crest Nicholson	Consumer Goods	Equity	686,063	771,172	2.1%	631,203	709,692	2.1%
Deltex Medical	Health Care	Equity	251,882	165,129	0.4%	735,390	403,013	1.2%
Deltex Medical Libor +8% 2014	Health Care	Convertible Loan	1,000,220	1,189,061	3.2%	-	-	-
Dods	Consumer Services	Equity	-	-	-	595,868	65,000	0.2%
Ebiquity	Consumer Services	Equity	-	-	-	729,005	407,690	1.2%
Eclectic Bars	Consumer Services	Equity	390,208	403,012	1.1%	376,192	385,597	1.1%

* Excluding holdings valued at nil

Security Description	Sector	Type	Amati VCT Book Cost £	Amati VCT Market Value £	Amati VCT % of NAV	Amati VCT 2 Book Cost £	Amati VCT 2 Market Value £	Amati VCT 2 % of NAV
Egdon Resources	Oil & Gas	Equity	294,576	217,596	0.6%	206,410	148,505	0.4%
Elementis	Basic Materials	Equity	520,499	567,168	1.6%	478,573	521,666	1.5%
EU Supply	Technology	Equity	408,238	415,463	1.1%	379,372	377,694	1.1%
Expansys	Consumer Services	Equity	429,346	4,538	0.0%	449,500	4,263	0.0%
Fox Marble	Basic Materials	Equity	584,628	593,779	1.6%	542,750	540,925	1.6%
Fox Marble 8% 2017	Basic Materials	Convertible Loan	551,700	548,737	1.5%	508,300	505,654	1.5%
Frontier Developments	Consumer Goods	Equity	649,444	915,846	2.5%	602,195	825,166	2.4%
GB Group	Technology	Equity	234,671	849,215	2.3%	221,925	780,568	2.3%
Hardide 8% 2014	Basic Materials	Convertible Loan	633,000	1,263,722	3.4%	-	-	-
Hardide 8% 2014	Basic Materials	Convertible Loan	101,280	99,803	0.3%	-	-	-
Hardide	Basic Materials	Equity	74,733	40,908	0.1%	-	-	-
Ideagen	Technology	Equity	456,539	669,641	1.8%	409,039	597,263	1.7%
IDOX	Technology	Equity	340,904	1,385,475	3.8%	272,096	1,173,884	3.4%
Invocas	Financials	Equity	332,285	35,880	0.1%	-	-	-
Judges Scientific	Industrials	Equity	179,370	610,531	1.7%	164,826	557,661	1.6%
Juridica Investments	Financials	Equity	209,673	241,197	0.7%	-	-	-
Kalibrate Technologies	Technology	Equity	363,154	529,792	1.5%	350,044	500,696	1.5%
Keywords	Industrials	Equity	486,506	443,986	1.2%	435,994	393,458	1.1%
London Asia Capital	Financials	Equity	255,202	23,700	0.1%	-	-	-
London Capital	Financials	Equity	593,895	159,258	0.4%	371,864	142,115	0.4%
Martinco	Financials	Equity	334,750	432,664	1.2%	315,250	400,368	1.2%
Marwyn Value Investor	Financials	Equity	200,000	60,500	0.2%	-	-	-
Microsaic Systems	Industrials	Equity	486,272	631,450	1.7%	490,230	566,525	1.7%
Mycelx Technologies	Oil & Gas	Equity	440,349	1,005,988	2.7%	425,026	894,562	2.6%
Netcall	Technology	Equity	-	-	-	173,081	552,898	1.6%
Outsourcery	Technology	Equity	233,638	244,789	0.7%	213,962	219,797	0.6%
Paragon Entertainment	Financials	Equity	661,438	448,358	1.2%	321,500	379,409	1.1%
Polyhedra	Industrials	Equity	340,187	272,149	0.8%	309,813	247,851	0.7%
Polyhedra 8% 2017	Industrials	Convertible Loan	1,046,728	1,009,583	2.7%	953,272	919,443	2.7%
Prezzo	Consumer Services	Equity	-	-	-	151,327	1,678,125	4.9%
Quixant	Technology	Equity	418,209	1,117,894	3.0%	385,137	1,018,843	3.0%
Rivington Street 0% 2013	Technology	Convertible Loan	822	822	0.0%	-	-	-

Security Description	Sector	Type	Amati VCT			Amati VCT 2		
			Book Cost £	Market Value £	% of NAV	Book Cost £	Market Value £	% of NAV
Rivington Street 8%	Technology	Convertible Loan	12,861	12,861	0.0%	-	-	-
Restaurant Group	Consumer Services	Equity	355,106	425,880	1.2%	-	-	-
Rightmove	Consumer Services	Equity	357,169	520,410	1.4%	323,332	471,280	1.4%
Rosslyn Analytics	Technology	Equity	274,859	274,859	0.8%	29,463	29,463	0.1%
Rosslyn Analytics 'A' Pref	Technology	Preference Shares	30,542	30,542	0.1%	265,139	265,139	0.8%
Sabien Technology	Industrials	Equity	573,399	651,283	1.8%	375,354	473,185	1.4%
Skil Ports & Logistics	Industrials	Equity	442,891	141,636	0.4%	315,697	111,145	0.3%
Software Radio Technology	Technology	Equity	708,731	516,764	1.4%	579,500	494,000	1.4%
Solid State	Industrials	Equity	257,957	313,120	0.9%	242,041	290,049	0.8%
Sorbic International 10% 2014	Consumer Goods	Convertible Loan	474,000	494,950	1.3%	276,000	292,216	0.9%
Sportsweb	Industrials	Equity	-	-	-	352,128	316,915	0.9%
Sprue Aegis	Industrials	Equity	137,246	961,800	2.6%	-	-	-
Synectics	Industrials	Equity	-	-	-	341,381	764,893	2.2%
Tasty	Consumer Services	Equity	-	-	-	540,995	951,829	2.8%
TLA Worldwide	Consumer Services	Equity	636,000	961,950	2.6%	575,200	862,800	2.5%
TMO Renewables 0% 2014	Basic Materials	Convertible Loan	244,176	201,798	0.5%	-	-	-
Tristel	Health Care	Equity	542,055	441,325	1.2%	438,143	394,381	1.1%
Ubisense	Technology	Equity	695,012	1,044,718	2.8%	563,203	787,896	2.3%
Universe	Industrials	Equity	308,372	987,827	2.7%	287,784	875,068	2.6%
Water Intelligence	Industrials	Equity	180,114	204,199	0.6%	169,886	189,640	0.6%
Total Investments			**26,022,357**	**34,569,811**	**93.9%**	**24,221,059**	**34,014,538**	**99.1%**
Net Current Assets				**2,232,635**	**6.1%**		**303,131**	**0.9%**
NET ASSET VALUE				**36,802,446**	**100%**		**34,317,669**	**100%**

Companies within the portfolio at 31 December 2013: Amati VCT; 61; Amati VCT 2; 64.

Investment Management Team

Dr Paul Jourdan, Douglas Lawson and David Stevenson are the principal fund managers responsible for the investment portfolio. Details on these individuals are set out below.

Dr Paul Jourdan is an award-winning fund manager, with a strong track record in small cap investment. He co-founded Amati following the management buyout of Noble Fund Managers from Noble Group in January 2010. He had joined Noble Fund Managers in 2007 as Head of Quoted Equities. He moved to Edinburgh in 1998, joining Stewart Ivory to work on UK, emerging market and global equities. In 2000, Stewart Ivory was taken over by Colonial First State (subsequently First State Investments). From September 2000, Paul became manager of what is now TB Amati UK Smaller Companies Fund, winning several awards, more recently the Growth Company Investors "Small Cap Fund of the Year Award 2011", the "Lipper Best UK Small and Mid-Cap Fund 2012" and "FE Alpha Manager 2013". In November 2004 he was appointed Head of UK Equities at First State. In early 2005 he launched the First State Investments AIM VCT plc, which is now called Amati VCT plc.

Prior to 1998 Paul worked as a professional violinist, including a four year period with the City of Birmingham Symphony Orchestra. He currently serves as a Director of Sistema Scotland, and also as a Governor of the Royal Conservatoire of Scotland. He also serves as a director of Fox Marble Holdings plc, in which Amati VCT and Amati VCT 2 both hold an investment.

Douglas Lawson co-founded Amati following the management buyout of Noble Fund Managers from Noble Group in January 2010. Prior to this he worked in corporate finance and private equity, initially as an associate focusing on middle market M&A at British Linen Advisers, and latterly as an investment manager in the private equity team at Noble. Douglas has co-managed the TB Amati UK Smaller Companies Fund since 2009, winning the Growth Company Investors "Small Cap Fund of the Year Award 2011", as well as the "Lipper Best UK Small and Mid-Cap Fund 2012." He has also been co-manager of Amati VCT since 2009 and Amati VCT 2 since the investment management contract moved to Amati in 2010. Douglas started his career at Ernst & Young in London, where he qualified as a Chartered Accountant in 2002. He serves as a director of Amati and Polyhedra Group plc, in which Amati VCT and Amati VCT 2 both hold an investment.

David Stevenson joined Amati in February 2012. Prior to this he was a partner with investment boutique Cartesian Capital, which managed a range of retail and institutional UK equity funds in long only and long/short strategies. David co-founded Cartesian Capital in 2005, and saw growth in client assets to a peak of £600m. Previously he was Assistant Director at SVM, where he also managed equity products including the UK Opportunities small/midcap fund which was ranked top decile amongst peers for the period from inception to late 2005. David started his career at KPMG where he qualified as a Chartered Accountant. He latterly specialised in corporate finance, before moving into private equity with Dunedin Fund Managers.

Financial Calendars

	Amati VCT plc	Amati VCT 2 plc
Financial year end	February	January
Annual results announcement	May	May
Annual General Meeting	June	June
Dividends paid	August and December	July and October
Half year results announcement	October	September

Investment Policy of the Amati VCTs

The full investment policy of the Amati VCTs, along with information about the investment process adopted by the Manager, is set out on pp. 37-43 of the Companies' joint Prospectus published 6 February 2013, which is available on Amati's website at:
http://www.amatiglobal.com/avct_literature.php.

Duration of the Companies

Although investments in VCTs are long-term investments, with the full benefit of their tax reliefs being available to qualifying subscribers only where they hold their investments for five years, the Directors of each of the Companies believe that there should be an opportunity for Shareholders to consider the future of each Company at regular intervals. The Articles of Amati VCT provide that a resolution for the continuation of that Company be put to Shareholders at the annual general meeting in 2016. The Articles of Amati VCT 2 provide that a resolution for the continuation of that Company be put to Shareholders at the annual general meeting in 2018. In the event that the continuation vote of Amati VCT is not passed then the Articles of that Company require the Directors of that Company to convene a general meeting within 9 months at which a special resolution will be proposed to put Amati VCT into voluntary winding up. In the event that the continuation vote of Amati VCT 2 is not passed then the Articles of that Company require the Directors of that Company to convene a general meeting within 9 months to vote on a resolution that Amati VCT 2 be reorganised or reconstructed and, failing which, that it be wound up voluntarily. Given the requirement on investors to hold shares for five years in order to retain income tax relief, it is the intention of the Directors to put a resolution to shareholders at the Companies' annual general meetings expected to be held in June 2014 to extend the duration of both Companies until a date at least five years after the closing of the Offers.

Investment Management and Administration Arrangements

The annual management fee for both Companies payable to Amati is 1.75%, paid quarterly in arrears. A performance fee is also payable which is subject to a number of tests being passed, and which is calculated by separating out "pools" based on different periods of fund raising in the past, and applying the tests to determine how these pools have performed. As at 31st December 2013, Amati VCT had no accruals for performance fees, and Amati VCT 2 had an accrual equivalent to 4.68p per share. The Companies also pay an annual administration fee to Amati, which in turn engages The City Partnership (UK) Limited as Company Secretary, and Capita Asset Services as the Comanies' fund accountants. The performance figures quoted for the Amati VCTs in this document are net of all fees and charges, whether paid or accrued. Any trail commissions paid to intermediaries are paid by the Manager. Further details of the Amati VCTs' investment management and administration arrangements are set out on pp.43-46 of the Companies' joint Prospectus published on 6 February 2013, which is available on Amati's website at
www.amatiglobal.com/avct_literature.php.

Amati makes a small number of investments in private companies or unquoted convertible loan instruments in AIM quoted companies. In these cases a deal fee may be paid to Amati by the investee company, out of which legal expenses and other associated costs arising from the investment are covered. If such deals are aborted Amati pays for any costs which have arisen. Where Amati appoints a non-executive director to the board of an investee company they will generally be paid by the investee company in line with other non-executive directors. This payment may also take the form of a monitoring fee.

Custody Arrangements

Jarvis Investment Management Limited acts as custodian to Amati VCT and Bank of New York Mellon SA/NV acts as custodian to Amati VCT 2. The custodians are responsible for ensuring safe custody and dealing with settlement arrangements for their respective Companies. In addition from time to time Nimmo WS provides safe keeping for physical certificates for securities owned by the Companies.

Tax Benefits for Individual Investors and for VCTs

The following is a general guide to the tax benefits available to VCTs and their shareholders. It does not set out any of the legislative provisions in full and investors should seek their own independent taxation advice. Tax treatment is dependent on the circumstances of the individual investor. A full guide to the VCT legislation can be found on HMRC's web pages at www.hmrc.gov.uk/guidance/vct.htm#6, which includes links to all of the source legislation. The provisions for Income Tax relief on subscription and distributions are in Part 6 of the Income Tax Act 2007 ("ITA"), the provisions for VCTs in sections 274 to 285, and the provisions for what constitutes qualifying investments are in sections 286 to 313.

Tax reliefs for VCTs

For each accounting period in respect of which a company is approved by HMRC as a VCT, the company is exempt from corporation tax on chargeable gains. The company continues to be liable to corporation tax on income in the usual way.

Tax reliefs for Investors

The tax reliefs set out below are available to individuals aged 18 or over who invest in shares in a VCT. There is no specific limit on the amount an individual can invest in a VCT, but tax reliefs will only be given to the extent that the total of an individual's subscription or other acquisitions of shares in VCTs in any tax year does not exceed £200,000. Most investors should not consider investing more than £200,000 in VCTs in any one tax year, and are advised to take professional tax advice if they intend to do so. A husband and wife can both make use of a £200,000 VCT allowance in any one tax year.

Income Tax relief

An investor subscribing for shares in a VCT will be entitled to claim income tax relief on amounts subscribed up to a maximum of £200,000 in any tax year. The current taxation legislation applicable to individual investors provides for income tax relief of up to 30% of the amount subscribed (subject to an amount that reduces the investor's income tax liability to nil). Relief from income tax on subscription for shares in a VCT is withdrawn if the shares are disposed of (other than between spouses) within five years of issue, or if the VCT loses its approval within this period. In December 2013 the Government announced its intention to introduce legislation during 2014 such that from 6th April 2014 income tax relief will be restricted on the subscription of VCT shares (other than through dividend reinvestment schemes) where an investor has sold shares in the same VCT within the period from six months before to six months after the subscription.

Tax Free Dividends

An investor who acquires, whether by subscription, purchase or otherwise, VCT shares up to a maximum of £200,000 in any one tax year will not be liable to income tax on dividends paid by the VCT on those shares.

Effect of Tax Relief

	5% tax free yield	6% tax free yield
Gross investment	£10,000	£10,000
Less costs (assumes full 5% costs with no rebate)	(£500)	(£500)
Value of holding after costs	£9,500	£9,500
Income tax relief (30% of gross investment)	(£3,000)	(£3,000)
Net cost (gross investment less income tax relief)	£7,000	£7,000
Tax free dividend (5-6% of value after costs ie £9,500)	£475	£570
Tax free dividend yield on net cost of investment	6.8%	8.1%
Gross equivalent return to:		
40% tax payers	9.0%	10.9%
45% tax payers	9.8%	11.8%

The gross equivalent return is a comparison to a franked dividend paying security that attracts income tax at a shareholder's marginal rate of tax, taking into account tax credit. These figures have been calculated by dividing the 'Tax free dividend yield on net cost of investment' by 0.75 for 40% taxpayers and by 0.69 for 45% taxpayers. The Companies both target a dividend yield of 5% to 6%.

Capital Gains Tax Relief on the Disposal of Shares in the Market

Any gains made on shares held in a VCT are not subject to capital gains tax (subject to a maximum investment by an individual of £200,000 in any one tax year). Similarly, any loss on shares held in a VCT will not be treated as an allowable loss. If a VCT which has been granted approval subsequently fails to comply with the conditions for approval, any gains on the shares after the date on which loss of VCT status takes effect will be taxable. Where VCT status is treated as never having been given, all gains are taxable.

Individuals Obtaining Tax Reliefs

A VCT issues each investor with a certificate which should be used to claim the income tax relief, either by obtaining from HMRC an adjustment to his/her tax coding under the PAYE system, or by waiting until the end of the tax year and using his/her Self Assessment Tax Return to claim relief.

Dividends received on shares acquired in VCTs up to the qualifying maximum of £200,000 per tax year need not be shown in the investor's Self Assessment Tax Return.

Investors Not Resident in the UK

Investors not resident in the UK should seek their own professional advice as to the consequences of making an investment in a VCT as they may be subject to tax in other jurisdictions as well as in the UK.

VCT reliefs may not be available if the investor takes out a loan specifically to subscribe for New Shares in the VCT.

Future Changes to the Tax Regime Applicable to the Companies

The tax rules set out here are a summary of certain applicable rules as at the date of this document. The taxation rules and their interpretation and/or any applicable rates of tax and tax reliefs may change at any time.

Investors should consult their own tax adviser before making an investment.

Qualifying as a VCT

The Companies have to satisfy a number of tests in order to qualify as a VCT and, therefore, to obtain the tax benefits available to VCTs and their individual shareholders. These are set out on HMRC's website at:
www.hmrc.gov.uk/guidance/vct.htm#6.

Both the Companies have full approval as VCTs as at the date of this document.

Withdrawal of VCT approval

Approval of a VCT may be withdrawn by HMRC if the relevant tests are not satisfied. Withdrawal of approval generally has effect from the time when notice of withdrawal 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 the tests were satisfied.

Loss of VCT Status

The following is a summary of the tax consequences for VCTs and their shareholders resulting from a loss of VCT Status.

i. For the VCT

   The exemption from corporation tax on capital gains will not apply to any gain realised after the time from which VCT status is lost. Where provisional approval is lost, all gains realised over the period during which provisional approval was in force will be subject to corporation tax. Should tax status be lost under section 274 of ITA the FCA will be notified as soon as possible.

ii. For qualifying subscribers income tax relief on investment

If VCT approval is withdrawn before the shares have been held for five years, the relief will be withdrawn by the making of an assessment for the year of assessment for which the relief was originally given on an amount equal to that relief. Interest on overdue tax may arise.

iii. For qualifying subscribers and qualifying purchasers dividend income

Dividend income will not be exempt from tax in respect of profits or gains arising or accruing in any accounting period at a time when VCT status has been lost. A notional tax credit equal to 1/9th of the net dividend paid will be available to offset against income tax due on the dividend.

iv. Capital gains

Gains and losses on shares in the VCT will be taxable and allowable in the ordinary way. If full VCT approval is withdrawn, the individual is treated as having disposed of his shares immediately before the status is lost. Thus, any capital gains realised up to that date will be exempt from tax, but gains after that date will be taxable in the ordinary way.

Withholding tax

No taxation will be withheld at source on any income arising from the New Shares and the Company assumes no responsibility for such withholding.

Terms and Conditions of the Top Up Offers

1. These terms and conditions of the Offers apply to the Offer made by each of Amati VCT and Amati VCT 2. The Amati VCT Offer and the Amati VCT 2 Offer are separate offers made by each Company independently and neither Amati VCT nor Amati VCT 2 (or their respective agents) may bind the other.
2. The contract created by the acceptance of a subscription (in whole or in part) by either of the Companies may be, at the discretion of the relevant Company, conditional on admission to the Official List of the UK Listing Authority of the New Shares conditionally allotted.
3. The right is reserved by the Companies to present all cheques and banker's drafts for payment on receipt by the Receiving Agent and to retain share certificates and subscription monies, pending clearance of successful subscribers' cheques and bankers' drafts. The relevant Company and its agents may treat subscriptions as valid and binding even if not made in all respects in accordance with the prescribed instructions or not complying fully with these terms and conditions. Each Company and its agents reserve the right to waive in whole or in part any of the provisions of these terms and conditions. If any subscription is not accepted in full or any contract created by acceptance does not become unconditional, the subscription monies or, as the case may be, the balance thereof will be returned (without interest) in Sterling by returning each relevant subscriber's cheque or banker's draft or by crossed cheque in favour of the subscriber, through the post at the risk of the person(s) entitled thereto. The relevant Company may require the subscriber to pay interest or its other resulting costs (or both) if the cheque or banker's draft accompanying his or her application is not honoured on first presentation at the rate of LIBOR plus 3 per cent.
4. The right is reserved to change the basis of allocation under either Offer at the discretion of the relevant Directors, and to reject in whole or in part and scale down and/or ballot any subscription or any part thereof and to shorten or extend any closing date and to arrange for the issue and listing and admission of any shares to be issued at the Directors' discretion. The right is reserved for either Company to scale down the number of New Shares available for subscription under the Offers at any time prior to the closing of the Offers. The maximum number of New Shares to be issued under either Offer may not represent more than the Sterling equivalent of €5 million. Nor will New Shares be issued under the Offers where such issue would trigger the requirement for a prospectus.
5. By completing and delivering a Subscription Form, you as the subscriber (and, if you sign the Subscription Form on behalf of somebody else, that person, except for paragraph (xiv) below):
   (i) offer to subscribe for the number of New Shares in the relevant Company as will be determined by the amount specified in your Subscription Form (or such lesser number for which your subscription is accepted) divided by the price of the New Shares calculated as set out in this Offer Document, and subject to the conditions set out in the Offer Document including these terms and conditions, and subject to the memorandum of association and Articles of the relevant Company;

   (ii) agree that, in consideration of the relevant Company and its agents agreeing to process your application, your subscription will not be revoked until after (in the case of a subscription in respect of the tax year 2013/2014) 4 April 2014 and (in case of a subscription in respect of the tax year 2014/2015) 30 January 2015 and that this paragraph shall constitute an irrevocable collateral contract between you and the relevant Company and its agents which will become binding upon dispatch by post to, or (in the case of delivery by hand) on receipt by, the Receiving Agent of your Subscription Form;

   (iii) agree that in respect of those New Shares for which your subscription has been received and is not rejected, your subscription may be accepted at the election of the relevant Company either by notification to the UK Listing Authority of the basis of allocation or by notification of acceptance thereof to the Receiving Agent;

(iv) agree that the relevant Company will hold any monies in respect of your subscription together with other monies received in respect of all subscriptions on trust for the payment of New Shares you have subscribed for or failing such payment to be returned to you without interest and that any interest earned in respect of such monies will be paid to the relevant Company;

(v) authorise The City Partnership (UK) Limited as registrar on behalf of the Company to send share certificate(s) in respect of the New Shares for which your subscription is accepted and/or a crossed cheque for any monies returnable by post without interest to your address set out in the Subscription Form and to procure that your name is placed on the register of members of the relevant Company in respect of such New Shares;

(vi) agree that all subscriptions, acceptances of subscriptions and contracts resulting therefrom under the Offer(s) shall be governed by English law, and that, for the benefit of the relevant Company and the Receiving Agent, you submit to the non-exclusive jurisdiction of the English Courts;

(vii) confirm that, in making such subscription, you are not relying on any information or representation in relation to the Companies and the New Shares other than the information contained in the Offer Document;

(viii) confirm that you have reviewed the restrictions contained in paragraph 6 below and warrant that you are not a "US Person" as defined in the United States Securities Act of 1933, as amended, nor a resident of Canada, Australia or Japan and that you are not applying for any New Shares with a view to their offer, sale or delivery to or for the benefit of any US person or a resident of Canada, Australia or Japan;

(ix) agree that all documents and cheques sent by post, by or on behalf of the relevant Company or the Receiving Agent will be sent at the risk of the person entitled thereto;

(x) agree on request by the relevant Company or the Receiving Agent on behalf of the Company to disclose promptly in writing to any of them such information as the relevant Company or the Receiving Agent may reasonably request in connection with your subscription including, without limitation, satisfactory evidence of identity to ensure compliance with the Money Laundering Regulations 2007 as amended or replaced from time to time;

(xi) undertake that you will notify the relevant Company if you are not, or cease to be, either a qualifying subscriber or beneficially entitled to the New Shares;

(xii) declare that a loan has not been made to you or any associate of you, which would not have been made, or would not have been made on the same terms, but for you offering to subscribe for, or acquiring, New Shares and that the New Shares are being acquired for bona fide commercial purposes and not as part of a scheme or arrangement the main purpose of which, or one of the main purposes of which, is the avoidance of tax;

(xiii) declare that you are aged 18 or over on the date of your application;

(xiv) warrant that, if you sign the Subscription 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, undertakings and authorities contained herein and undertake to enclose your power of attorney (or a copy thereof duly certified by a solicitor or bank) with the Subscription Form;

(xv) agree that a failure to receive, process or accept your application for New Shares does not give rise to any right of action by any person against the relevant Company or Companies, the Receiving Agent or any other person;

(xvi) agree that any error in the register of members of the relevant Company arising as a result of your remittance not being honoured on first presentation or as a result of any other error in connection with your application for New Shares, or as a result of termination or avoidance of any agreement to allocate New Shares pursuant to these terms and conditions may be rectified and, in addition and without prejudice to the foregoing, you hereby irrevocably authorise the relevant Company, or any person appointed by it for this purpose, to execute on your behalf any instrument of transfer which may be necessary to effect any re-allocation or sale of New Shares to any other person arising as a result of the foregoing;

(xvii) agree that you will not be entitled to exercise any remedy of rescission for innocent misrepresentation at any time after acceptance of your subscription (provided that this does not affect any other right you may have).

6. No person receiving a copy of the Offer Document or a Subscription Form in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him. Each Company reserves the right, in its absolute discretion, to reject any application received from outside the United Kingdom. The New Shares have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States of America, its territories or possessions or other areas subject to its jurisdiction (the "USA"). In addition, the Companies have not been and will not be registered under the United States Investment Advisers Act of 1940, as amended. No subscription will be accepted if it bears an address or post mark in the USA.

7. Authorised financial intermediaries who, acting on behalf of their clients, return valid Subscription Forms bearing their name and FCA number will be paid such amounts of commission and/or trail commission as set out on page 3 of this document. Commission, including trail commission, will not be paid where the relevant Company or the Manager reasonably believes that payment of such commission would be illegal or prohibited by any applicable rule or regulation. The Directors reserve the right to negotiate bespoke commission arrangements with particular distributors where they believe it is in the interests of the relevant Company to do so. Trail commission is expected to be calculated each year, based on net asset value attributable to financial intermediaries' clients' holdings at the relevant Company's year end date and paid annually in June of each year, or as otherwise determined by the Manager (the first such payment being expected to be made in June 2015). The Manager will be entitled to rely on a notification from an investor that he has changed his adviser, in which case the trail commissions will cease to be payable. In the event of the termination of the Manager's appointment as investment manager to the relevant Company, any continued obligation of the Manager to pay further annual trail commissions will also terminate. The Manager's calculation of trail commissions shall be conclusive.

8. Authorised financial intermediaries may agree to waive part or all of their commission in respect of an application and authorise the relevant Company to apply an amount equal to the amount of commission that would otherwise be payable to the authorised financial intermediary in a subscription for further Ordinary Shares in that Company for the account of their clients. If this is the case, then such application will be treated as an application to apply for the number of New Shares as determined by the amount stated in Section 2 of the Subscription Form together with a number of additional New Shares as determined by the amount of commission waived, as stated in Section 6B,

which waived commission will be applied in paying for such New Shares. No commission will be paid in respect of such additional New Shares. Financial intermediaries should keep a record of Subscription Forms submitted bearing their stamp to substantiate any claim for introductory commission. Claims for introductory commission must be made and substantiated on subscription.

Financial intermediaries must include the full amount of any advisory fees including VAT to be deducted from their client's subscription. Investors who agree to have any advisory fees deducted from their subscription remain liable for the VAT element thereof, even where arrangements have been made to pay the deduction mentioned above if for any reason the payment is treated as being ex-VAT.

9. Investors investing in the Offer(s) are entitled to receive rebates as set out on page 3 in the form of additional New Shares under the Offer.

10. To the extent permitted by law, all representations, warranties and conditions, express or implied and whether statutory or otherwise (including, without limitation, pre-contractual representations but excluding any fraudulent representations), are expressly excluded in relation to the New Shares and the Offer(s).

Notes on how to complete the Subscription Form

Please complete all relevant parts of the Subscription Form in accordance with the instructions in these notes.

SECTION 1 – PERSONAL DETAILS

Insert your full name, full address, daytime telephone number, National Insurance number, date of birth and e-mail address (if you have one).

Tick the “Y” box to let us know you are an existing shareholder of one of the Amati VCTs, tick “N” box if you are a new investor.

Payments can be made by cheque, banker’s draft or by electronic bank transfer. Please tick the relevant box to let us know how you are making your payment.

SECTION 2 – APPLICATION

Insert (in figures) in the boxes the amounts you wish to invest in each tax year in each Company and the total amount of your investment.

You do not have to invest in both tax years but your subscription, for each tax year in which you do choose to invest, must be for a minimum of £3,000 per tax year, or £5,000 (£2,500 in each Company) if applying for both Amati VCT plc and Amati VCT 2 plc.

If you are making your payment by electronic bank transfer bank details for payment are as follows: Bank of Scotland, Sort Code: 80-22-60, Account Number: 10662560, Account Name: City Partnership (UK) Limited. Please use your surname as the payment reference.

If you are making your payment by cheque or bankers draft, please pin a cheque or banker’s draft to the Subscription Form for the exact amount shown in Section 2. Your cheque or banker’s draft must be made payable to “The City Partnership” and crossed “A/C Payee only”.

Payments must be made by cheque or banker’s draft in pounds sterling, drawn on a branch in the United Kingdom of a bank or building society which is either a member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques or banker’s drafts to be cleared through the facilities provided for members of any of these companies. Such cheques or banker’s drafts must bear the appropriate sort code in the top right hand corner. Cheques, which must be drawn on the personal account of the individual investor where they have a sole or joint title to the funds, should be made payable to “The City Partnership”. Third party cheques will not be accepted with the exception of building society cheques or banker’s drafts where the building society or bank has confirmed the name of the account holder by stamping and endorsing the cheque/banker’s draft to such effect.

Money Laundering Notice – Important Procedures for Applications of the Sterling equivalent of €15,000 (approximately £12,300) or more. The verification requirements of the Money Laundering Regulations 2007 will apply and verification of the identity of the applicant may be required. Failure to provide the necessary evidence of identity may result in your application being treated as invalid or in delay of confirmation. **If you are an existing Shareholder of the relevant Company you will not need to provide the documents again.**

a. If your application is made direct (not through an IFA), you must ensure that the following documents are enclosed with the Subscription Form:

    1. the original or a certified copy of either your passport or driving licence; and
    2. the original or a certified copy of a recent (no more than 3 months old) original bank or building society statement, utility bill or recent tax bill, in your name.

    Copies should be certified by a solicitor or bank. Original documents will be returned by post at your risk. If a cheque is drawn by a third party, the above will also be required from that third party.

b. If your application is made through an IFA, then verification of the subscriber’s identity may be provided by a “Letter of Introduction” from an IFA or other regulated person (such as a solicitor or accountant) who is a member of a regulatory authority and is required to comply with the Money Laundering

Regulations 2007 or a UK or EC financial institution (such as a bank). The City Partnership (UK) Limited will supply specimen wording on request.

SECTION 3 – DIVIDEND PREFERENCE

Tick the box in Section 3 if you would like to participate in the Dividend Reinvestment Scheme. Full terms and conditions are available on Amati's website www.amatiglobal.com

If you want your dividends to be paid in cash then please provide your bank details and sign and date below. Dividends that are not reinvested under the Dividend Reinvestment Scheme will be paid directly into bank or building society accounts. Alternatively, dividends may be paid by cheque sent to the Shareholder's registered address.

SECTION 4 – INVESTORS DECLARATION & SIGNATURE

Please read the declarations and sign and date Section 4. The Subscription Form may only be signed by someone other than the applicant if they are authorised to do so and have original copies of the relevant legal documents available if requested.

SECTIONS 5-7 – FINANCIAL INTERMEDIARY DETAILS

Intermediaries should complete Sections 5, 6 & 7, giving their contact name and address, FCA Number, email address and telephone number.

Please ensure you tick the relevant box to let us know if you have provided advice to your client or if the transaction is execution only.

Authorised financial intermediaries who, acting on behalf of their clients on an execution only basis, return valid Subscription Forms bearing their name and FCA number and confirming their execution only status and eligibility to receive commission, will be paid the following, based on the amount paid in respect of the New Ordinary Shares allocated for each Subscription Form: initial commission from the Company of 3.00% and an annual trail commission of 0.375% (limited to five years) which will be paid by the Manager. Such payments are conditional in all circumstances upon them being consistent with all applicable law and regulation including the FCA COBS Handbook.

Amati VCT and Amati VCT 2 Top Up Offers Subscription Form

If you are in any doubt about the action you should take you are recommended to consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

IMPORTANT: before completing this form please read the Terms and Conditions of Subscription and the accompanying notes. PLEASE USE BLOCK CAPITALS TO COMPLETE THIS FORM.

The 2013/14 Offer closes at noon on 4 April 2014 (or earlier if the maximum subscription has been reached). The 2014/15 Offer closes at noon on 30 January 2015 or at such date as the Directors may determine in their absolute discretion.

Make your cheque or banker's draft out to "The City Partnership" as appropriate and cross it with the words "A/C payee only". Return this form by post or by hand (during normal business hours) to The City Partnership (UK) Limited, Thistle House, 21 Thistle Street, Edinburgh EH2 1DF. Payments can also be made by electronic bank transfer to the following bank details: Bank of Scotland, Sort Code: 80-22-60, Account Number: 10662560, Account Name: City Partnership (UK) Limited. Please use your surname as the payment reference.

Section 1 – Personal Details

Title (Mr/Mrs/Miss/Ms/Other):	Surname:
Forename(s) in full:	
Address:	
	Postcode:
Daytime telephone number:	Email:
Date of Birth:	National Insurance Number:

Subscription payment method (please tick one of the following): ☐ Cheque ☐ Bankers Draft ☐ Electronic Transfer

Please confirm below how you would like the Receiving Agents to acknowledge receipt of your application. ☐ By e-mail ☐ By post

☐ Tick here if you wish to receive monthly factsheets and updates on investor events by email.

Section 2 – Application

I offer to subscribe the following amount or such lesser amount for which this subscription maybe accepted, on the terms and conditions set out in the top up offer dated 7th February 2014.

	Amati VCT plc	Amati VCT 2 plc	Total
Tax year 2013/2014 Offers	£	£	£
Tax year 2014/2015 Offers	£	£	£
Total	£	£	£

The minimum amount which may be subscribed is £3,000 in respect of a subscription in one company only and £2,500 in each of the VCTs in respect of an investment in both.

NB: Tax relief available during 2014/15 may be subject to change following the budget in March 2014.

Section 3 - Dividend Preference

Dividend Reinvestment Scheme

☐ Please tick the box if you have read the full terms and conditions about the Dividend Reinvestment Scheme for each Company in which you are investing, and if you want your dividends to be reinvested into New Shares in the Company rather than to receive dividends in cash. Terms and conditions are available on Amati's website http://www.amatiglobal.com/avct_share_offer.php

Dividends Paid Directly Into Your Bank Account

PLEASE COMPLETE THE BANK DETAILS BELOW IF YOU WOULD LIKE DIVIDENDS PAID IN CASH DIRECTLY TO YOUR BANK ACCOUNT.

For additional security we recommend that shareholders elect to receive dividends directly into their bank accounts. In order to do so please fill in the details below.

Please forward, until further notice, all dividends that may from time to time become due on any Ordinary Shares now standing, or which may hereafter stand, in my name in the register of members of Amati VCT plc or Amati VCT 2 plc to:

Name of Bank/Building Society:	
Address of Branch:	
Account Number: (Please quote all digits including zeros)	
Sort Code:	
Account Name: (BLOCK capitals please)	
Signature:	Date:
Shareholder title and full name: (BLOCK capitals please)	Postcode:

Section 4 - Investor's Declaration & Signature

1. I HEREBY DECLARE THAT I have read the terms and conditions of subscription contained in the top up offer document and agree to be bound by them.
2. I understand that this is a LONG-TERM investment and have read the RISK FACTORS.
3. I confirm that I understand and agree with the details submitted by my financial intermediary in sections 5, 6 & 7 below.
4. I understand that tax relief will only be available on the amount subscribed net of any advisory fee that I have agreed to be deducted from my subscription.

HMRC MAY INSPECT THIS FORM. PLEASE NOTE IT IS A SERIOUS OFFENCE TO MAKE A FALSE DECLARATION

Signature	Date

SECTIONS 5 - 7 TO BE COMPLETED BY AUTHORISED FINANCIAL INTERMEDIARIES

Section 5 - Intermediary's Details

FCA number and email address must be completed.

Please tick one of the following: ☐ Advice provided ☐ Execution only

Name of Firm:

Contact Name:

Address:

Postcode:

Telephone:

FCA number:

Email Address:

Confirmation of application will be sent by email only. If you would like this to be sent to an alternative email address please insert here:

Email Address:

ADVISORY FEES AND TRAIL COMMISSIONS WILL BE PAID BY BANK TRANSFER ONLY. PLEASE COMPLETE BANK DETAILS BELOW:

Account name:

Name of bank:

Address of bank:

Account Number: (Please quote all digits including zeros):	Sort Code:
☐☐☐☐ ☐☐☐☐	☐☐ ☐☐ ☐☐

Section 6 - Advisory Fees & Trail Commission. Please Complete 6A or 6B

6A ADVISORY INTERMEDIARIES

A 3% rebate of costs will be given to your client in the form of extra shares.

If you have agreed with your client that advisory fees may be deducted from their subscription detailed in Section 1 above, please state the amount of fees to be deducted below:

Advisory Fee (inclusive of VAT) to be deducted from subscription:

£

6B EXECUTION ONLY

Initial and annual trail commission can continue to be paid to financial intermediaries who **do not** provide advice i.e those who provide “execution only” services. Initial and trail commission (to the extent possible) will be paid only to financial intermediaries who provide “execution only” services (from 6th April 2014 such payments can only be made in respect of business which is not conducted on a fund platform). As financial intermediary you undertake to inform the Manager if advice is subsequently given in respect of a holding and trail should no longer be paid.

(i) Tick the box to rebate 3% initial commission in full to your client in the form of extra shares.

or

(ii) Insert the amount of commission you wish to rebate to your client in the form of extra shares (up to 3%) %

Section 7 - Authorised Financial Intermediary Declaration

Signature	Date

Amati VCT plc, Amati VCT 2 plc and The City Partnership (UK) Limited cannot accept responsibility if any details quoted by you are incorrect.

For assistance on the completion of this Subscription Form, please contact The City Partnership (UK) Limited on weekdays between 9.00 a.m. and 5.30 p.m. on 0131 243 7210 or email vct-enquiries@amatiglobal.com.

No investment advice can be given.