

# Maven Income and Growth VCTs

**£6.4 million Linked Offer for Subscription in New Ordinary Shares**

## **Offer Document**

Maven Income and Growth VCT PLC

Maven Income and Growth VCT 2 PLC

Maven Income and Growth VCT 3 PLC

Maven Income and Growth VCT 4 PLC

November 2010



## Linked Offer for Subscription

### For up to £6.4 million, in aggregate, in New Ordinary Shares

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**Maven Income and Growth VCT PLC**

(Incorporated in England and Wales under the Companies Act 1985 with registered number 3908220)

**Maven Income and Growth VCT 2 PLC**

(Incorporated in England and Wales under the Companies Act 1985 with registered number 4135802)

**Maven Income and Growth VCT 3 PLC**

(Incorporated in England and Wales under the Companies Act 1985 with registered number 4283350)

**Maven Income and Growth VCT 4 PLC**

(Incorporated in Scotland under the Companies Act 1985 with registered number SC272568)

**Linked Offer for subscription of New Ordinary Shares of 10p each to raise,  
in aggregate, up to £6.4 million, and open for the 2010/11 and 2011/12 tax years.**

The 2010/11 Offer will be open from 12 noon on 18 November 2010 until the earlier of 12 noon on 5 April 2011 and the date on which the Maximum Subscription is reached.

The 2011/12 Offer will be open from 12 noon on 18 November 2010 until the earlier of 12 noon on 29 April 2011 and the date on which the Maximum Subscription is reached.

*Please note that there are bank holidays on the following dates which might affect postal deliveries:*

*Good Friday      22 April 2011*

*Easter Monday    25 April 2011*

*Accordingly, it is recommended that anyone wishing to subscribe should do so as early as possible.*

The Boards of the relevant Companies may, in their absolute discretion, decide to extend the Offer. The Offer is not being underwritten and is not subject to reaching a minimum aggregate subscription level. The minimum subscription per investor is £5,000.

Completed Application Forms in respect of the Offer should be delivered to: Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU and must be received by Capita Registrars by the times and dates shown above. Applications which are received after 12 noon on 5 April 2011 will not be processed for the 2010/11 tax year.

The procedure for Applications under this Offer is set out on page 5. An Application Form is included within this document, together with the Terms and Conditions of Application on pages 14 and 15.

The Offer is 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 should not be distributed, forwarded or transmitted in or into such territories. The New Ordinary Shares have not been and will not be registered under the United States Securities Act of 1933 (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.

## Subscription Price

**Maven Income and Growth VCT PLC** Subscription Price per New Ordinary Share – 63.4p

(This is the unaudited NAV per Ordinary Share as at 31 August 2010, announced on 22 October 2010, adjusted for the dividend payable on 10 December 2010 and the costs of the Offer)

**Maven Income and Growth VCT 2 PLC** Subscription Price per New Ordinary Share – 55.4p

(This is the unaudited NAV per Ordinary Share as at 31 July 2010, announced on 24 September 2010, adjusted for the dividend paid on 12 November 2010 and the costs of the Offer)

**Maven Income and Growth VCT 3 PLC** Subscription Price per New Ordinary Share – 79.8p

(This is the unaudited NAV per Ordinary Share as at 31 August 2010, announced on 14 October 2010 and adjusted for the costs of the Offer)

**Maven Income and Growth VCT 4 PLC** Subscription Price per New Ordinary Share – 91.7p

(This is the unaudited NAV per Ordinary Share as at 30 June 2010, announced on 16 August 2010 and adjusted for the dividend paid on 27 September 2010 and the costs of the Offer)

## Important Information

This Offer Document, which constitutes a financial promotion for the purposes of Section 21 of the Financial Services and Markets Act 2000, has been approved, for the purposes of that section only, by Maven Capital Partners UK LLP (Maven). Maven is authorised and regulated by the Financial Services Authority (FSA number 495929) in the United Kingdom pursuant to the Financial Services and Markets Act 2000. Maven has given, and has not withdrawn, its consent to the inclusion of the reference to its name in the form and context in which it is included.

In approving this document Maven is acting solely for the Companies and for no-one else, and will not be responsible to anyone other than the Companies for providing the protections afforded to customers of Maven or for providing financial advice in relation to the subject matter of this Offer Document.

No person has been authorised to issue any promotion or give any information or make any representations in connection with the Offer, other than those contained in this document and if issued, given or made such promotions, information or representations must not be relied upon as having been authorised by the Companies or Maven. This document does not constitute either a prospectus or listing particulars.

Maven has taken reasonable care to ensure that all facts in this document are fair, clear and not misleading at the date stated on this document, and that there are no other material facts which have been omitted, which would make any part of this document insufficient, unclear, unfair or misleading. The attention of prospective investors is drawn to the contents of the section in this document entitled "Risk Factors" on page 7.

## Expected Timetable

Offer opens	18 November 2010
First allotment by	1 February 2011
Dealings commence	within three business days of each allotment
Share certificates dispatched and CREST accounts credited	within ten business days of each allotment
Offer closes	
2010/11 Offer -	12 noon on 5 April 2011*
2011/12 Offer -	12 noon on 29 April 2011*
* Latest time and date of receipt for postal or hand delivered applications	

The Offer will close earlier than the dates stated above if it is fully subscribed before then. The Directors of each Company reserve the right to close the Offer earlier or to extend the Offer and to accept applications and issue New Ordinary Shares at any time prior to or after the Closing Date. The Offer is not underwritten. There is no minimum aggregate subscription to the Offer. The minimum subscription per investor is £5,000.

## Commission Payable to Authorised Intermediaries

Initial commission is payable to authorised financial intermediaries, usually at 3% of the sum subscribed, for valid Applications accepted and received within the Offer period. Trail commission will be paid over a four year period to authorised financial intermediaries whose clients' total accepted Applications exceed £199,000. Trail commission will usually be payable in four instalments, each of 0.5% of the sum subscribed, in respect of valid Applications attributable to the relevant authorised financial intermediary. These amounts will be payable as at 31 December 2012, 2013, 2014 and 2015, based on the sum subscribed. Trail commission will cease to be payable in respect of a Company if the New Ordinary Shares are sold, the Company is wound up or the Applicant ceases to be a customer of the authorised financial intermediary.

# Chairmen's Letter

The Board of each Company has decided to raise further funds this year, using a similar linked offer to that which was available until April 2010. The funds raised will allow the Companies to make further new, later stage private company investments at a time when the Maven team is seeing significant levels of deal flow and the limited availability of bank debt is forcing many good quality companies to seek to raise capital from other sources. Well managed generalist VCTs have the resources and experience to benefit from this funding gap. The increased funds will also enable each Company to spread its costs over a larger asset base to the benefit of all Shareholders.

Each Board has agreed that the Companies should jointly make an offer for subscription of New Ordinary Shares to raise up to £6.4 million in aggregate. Maven is acting solely as administrator to the Offer and is responsible for preparing investor documentation, including information about the Manager.

## Structure of the Offer

Each Company is seeking to raise the maximum permitted under the Offer, without the higher costs associated with a full prospectus. Accordingly, the amount which each Company can raise is restricted to 10% of its listed share capital, which means an aggregate of up to £6.4 million can be raised. Each investor's subscription will be split between the four Companies as set out on pages 4 and 9, pro rata to the most recently published NAVs of the Companies prior to the publication of this Offer Document. The New Ordinary Shares will rank *pari passu* with the existing Ordinary Shares in the relevant Company from their date of issue.

## Investment Objective

Each of the Maven Income and Growth VCTs aims to achieve long term capital appreciation and to generate maintainable levels of income for Shareholders.

## The Opportunity

The Manager aims to provide investors with a total return greater than that likely from direct investment in quoted companies by investing in a portfolio of carefully selected smaller companies with good growth prospects and the capacity to pay a significant ongoing income to the Companies.

Existing Shareholders in each Company will be able to add to their current holdings while new investors will gain access to the existing portfolio of investee companies, where many are approaching maturity.

Investors will also benefit from up to 30% income tax relief on their subscriptions for New Ordinary Shares, for one or both of the tax years 2010/11 and 2011/12, which would not be available if the shares were purchased on the open market.

## Dividends

The Companies each have a policy of distributing regular tax-free dividends to Shareholders, subject to the availability of reserves and maintaining the longer term stability of the NAV, and have a recent history of paying final and interim dividends. New Ordinary Shares will be eligible for all dividends, both from the net revenue of the Companies and from capital gains, paid after their issue date.

During the six year period since the team now at Maven took over the management of the Companies, the level of dividends paid by the longer established VCTs has substantially increased. For example, in the four years to 2004 Maven Income and Growth VCT paid a total of 9.5p per share in dividends, an average of 2.4p per year. From 2005 to 2010 the total amount of dividends paid by that Company has been 28.6p per share, an average of 4.8p per year.

## Management Fees

Each of the Companies has its own agreement with the Manager for the provision of investment management services. Annual management fees are generally 2.5% of gross assets. Maven Income and Growth's fee is 27.5% of the increase in NAV subject to a minimum annual fee of 1.4% of NAV and a maximum of £1.25 million in any one year. Maven Income and Growth VCT 2 and Maven Income and Growth VCT 4 each has a performance fee of 20% of the increase in NAV, subject to a high watermark, and Maven Income and Growth VCT 4 has a cap of 3.5% on its total expense ratio. Further information on the management agreements is provided in the annual reports of the Companies, which are available on the Maven website at [www.mavencp.com/reports](http://www.mavencp.com/reports).

## VCT Tax Relief

A summary of the tax reliefs available under the current VCT scheme rules is set out in Appendix 3 on page 10. Investors should seek their own professional advice as to how these rules will apply to their individual circumstances.

## Subscription Price and Allocation

A subscription will purchase New Ordinary Shares in each Company and be allocated between the four Companies pro rata to their most recently published NAVs at the date of publication of the Offer. Shares will be allotted at the Subscription Price for each Company (as detailed under Subscription Price on page 2). The Subscription Price is determined by the most recently published NAV per Ordinary Share at the date of the launch of the Offer, regardless of any change during the Offer period, adjusted to reflect the cost of the Offer and any dividend payments made between the date of announcement of the NAV and the date of the Offer. Calculations may be subject to rounding and the number of shares allotted will be rounded down to the nearest whole number.

The advantage of using a fixed Subscription Price for each Company throughout the Offer period is that it makes clear the basis on which the allocation of the New Ordinary Shares is calculated and avoids the need to announce a new Subscription Price when an updated NAV is announced by any Company.

By way of example, an investment of £10,000 in the Offer (minimum subscription £5,000), would be allocated as follows:

	Subscription Price per New Ordinary Share p	Pro rata share of amount subscribed £	Number of New Ordinary Shares to be allotted
Maven Income and Growth VCT	63.4	3,508.33	5,533
Maven Income and Growth VCT 2	55.4	1,953.16	3,525
Maven Income and Growth VCT 3	79.8	3,417.38	4,282
Maven Income and Growth VCT 4	91.7	1,121.13	1,222
		<b>10,000.00</b>	

Further details of the basis of this calculation are given in Appendix 2 on page 9.

## Use of Proceeds

The net proceeds of the Offer, after the payment of expenses, will be pooled with the existing cash resources of the Companies and may be utilised as follows:

- to invest in new and follow-on investment opportunities;
- to meet the annual running costs of the Companies;
- to fund the payments of dividends, subject to the availability of distributable reserves; and
- to fund market purchases of the Companies' own shares.

Under the VCT rules, an investment out of the proceeds of the Offer can only be made in VCT qualifying companies which have:

- gross assets of not more than £7 million prior to the investment and not more than £8 million after the investment;
- fewer than 50 full time employees or equivalents; and
- raised no more than £2 million in the 12 month period preceding investment from VCTs which raised their funds after 5 April 2007 or under the Enterprise Investment Scheme.

Certain changes are to be introduced to the Venture Capital Trust scheme in the Finance (No. 3) Act 2010, and these changes are summarised in Appendix 3 on page 10.

## Costs relating to the Offer

The Companies will pay to Maven an aggregate fee of 5% of the amount raised, charged to each of the Companies in proportion to its level of participation in the Offer. Maven will meet the costs of the issue from this fee, including the printing, marketing and legal costs, together with any amounts payable to authorised financial intermediaries as initial commission.

## Directors

Profiles of the Directors can be found in the annual reports for each Company and are available on the Maven website at [www.mavencp.com/vct-range](http://www.mavencp.com/vct-range)

## Application Procedure

The Terms and Conditions of Application are set out on pages 14 and 15 of this document, and should be read in full.

Investors are invited to subscribe an amount in pounds sterling rather than to apply for a particular number of New Ordinary Shares.

The minimum subscription is £5,000. Shares will be acquired in each of the four Companies in the proportions shown on page 4.

There is no maximum individual subscription level under the Offer but the maximum amount of VCT investment on which tax relief is available is currently restricted to £200,000 for each of the 2010/11 and 2011/12 tax years.

New Ordinary Shares will normally be allocated on a first-come first-served basis, but the Directors reserve the right in their absolute discretion to determine the basis of allocation. The right is also reserved to reject in whole or in part and/or to scale down and/or to ballot any Application. Investors and/or authorised financial intermediaries are advised to check the status of the Offer by contacting Maven in order to avoid submitting Applications which may be rejected after the Offer has been closed.

An Application Form is included within this document. Completed Application Forms should be sent or hand delivered to Capita Registrars at the address shown on the Application Form, together with a remittance for the combined sum subscribed for the 2010/11 and 2011/12 tax years.

Payments must be made by cheque or bankers' draft in pounds sterling drawn on a United Kingdom branch of a bank or building society. Cheques, which must be drawn on the personal account of the individual investor where they have sole or joint title to the funds, should be made payable to "Capita Registrars Limited re: Maven Income and Growth VCTs" and crossed "A/C Payee". The account name should be the same as that shown on the application form. Third party cheques will not be accepted, with the exception of cheques or bankers' drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the cheque/draft to that effect.

The closing date for Applications to be received by Capita Registrars in respect of the 2010/11 tax year is 12 noon on 5 April 2011, and for the 2011/12 tax year is 12 noon on 29 April 2011, unless the Offer is fully subscribed at an earlier date or is extended.

**Note:** 2010/11 Applications received by Capita Registrars after 12 noon on 5 April 2011 will not be processed in respect of the 2010/11 tax year.

## Notes for authorised financial intermediaries

In Part 5 of the Application Form an authorised financial intermediary can elect to waive all or part of the initial commission in favour of subscription for additional New Ordinary Shares for the Applicant.

Money Laundering Regulations – if you complete and stamp Part 5 of the Application Form on page 11, you are warranting that the Applicant is known to you and that you have completed all the verification procedures as required by the relevant rules and guidance of the FSA, the Joint Money Laundering Steering Group Guidance Notes and other anti-money laundering laws and regulations as may be considered appropriate.

You also confirm that this information can be relied upon by Capita Registrars and will, subject to reasonable notice, be made available to the Companies or Capita Registrars for inspection upon request. In the event of delay or failure to produce such information, the Companies may refuse to accept an application for the Offer for Subscription.

Application will be made to the premium tier of the UK Listing Authority for the New Ordinary Shares to be admitted to the Official List and to trading on the London Stock Exchange's main market for listed securities.

## Contact

If you have any questions about the Offer please contact the Manager, but please note that Maven cannot provide investment advice.

Tel: 0141 306 7400 Email: [enquiries@mavencp.com](mailto:enquiries@mavencp.com)

Yours sincerely

**John Pocock**

Chairman, Maven Income and Growth VCT PLC

**Gregor Michie**

Chairman, Maven Income and Growth VCT 3 PLC

**Charles Nicolson**

Chairman, Maven Income and Growth VCT 2 PLC

**Ian Cormack**

Chairman, Maven Income and Growth VCT 4 PLC

18 November 2010

# The Manager – Maven Capital Partners

Maven Capital Partners was formed in June 2009 when the senior members of the Private Equity division of Aberdeen Asset Management bought out that business. The key executives and services provided were unchanged, maintaining one of the best resourced teams in the VCT industry, with a wide range of industry and sector knowledge and over 100 years' combined experience of investing in UK private companies. That team had been solely responsible for VCT activities at Aberdeen since October 2004, during which time it had more than doubled funds under management. The VCTs novated their existing management agreements to Maven at the time that business was established.

Maven has a UK wide investment operation with executives operating from key regional centres in Aberdeen, Birmingham, Glasgow, London and Manchester in support of its clients. The 14 strong investment and portfolio team is able to source, execute and manage high quality private company investments across the UK, and is supported by an integrated back-office team providing fund administration services to clients, including accounting, client reporting, investor relations and company secretariat.

## Senior Management Team

### Bill Nixon, Managing Partner

Bill is based in Maven's Glasgow and London offices. At Aberdeen he was Head of Growth Capital and principal fund manager of all Aberdeen-managed VCTs, responsible for the UK investment team. Formerly head of the private equity team at National Australia Bank, and having worked in the financial sector for 30 years, Bill is one of the most experienced smaller company private equity practitioners in the UK.

Bill is a Fellow of the Chartered Institute of Bankers in Scotland, and has an MBA from Strathclyde University.

### Andrew Craig, Partner

Andrew is responsible for new investments in Central Scotland and the North of England. He joined Aberdeen in 2004, having previously been with Bank of Scotland Corporate Banking in Edinburgh where he worked primarily on UK mid-market buy-outs. Prior to joining Bank of Scotland in 1999 he worked in Business and Corporate Banking at Clydesdale Bank for 10 years.

Andrew is a Member of the Chartered Institute of Bankers in Scotland.

### Jock Gardiner, Partner

Jock is based in Aberdeen and leads the team responsible for Maven's investments in the North and East of Scotland, as well as energy sector investments across the UK. He joined Aberdeen in 1996, before moving into the Private Equity division in 1998. Previously, Jock was a manager in the Audit and Corporate Finance departments of KPMG.

Jock has a BSc (Hons) from Aberdeen University and qualified as a Chartered Accountant while with KPMG.

### Stella Panu, Partner

Stella is based in London and is responsible for new unlisted investments as well as Maven's AIM portfolio. She joined Aberdeen in 2005 from London broker Seymour Pierce, where she advised companies listing on AIM and managed a VCT. She has also worked for PricewaterhouseCoopers, the World Bank and the Raiffeisen Investment Fund.

Stella has a degree in Economics and an MA in Applied Economics, and is a Fellow of the Securities Institute.

### Andrew Ferguson, Partner

Andrew is based in Maven's Birmingham and London offices and is responsible for new investments in The Midlands and Southern England. He joined Aberdeen in 2003, having previously had co-responsibility for the European operations of Freedom International Inc, a Canadian investment company. Prior to that, Andrew worked for CIBC in its investment bank, structuring debt and derivative packages to fund its European investment portfolio.

Andrew has an MBA, which focused on corporate recovery strategies.

### Bill Kennedy, Partner

Bill is Head of Finance at Maven and has responsibility for the fund administration, accounting and company secretariat functions. He joined Aberdeen in 2004 from State Street Bank & Trust Company, where as Head of Collective Fund Services he provided outsourced fund administration, tax and accounting services to a range of clients and funds. Prior to this, he was responsible for fund administration and accounting at Murray Johnstone.

Bill has a BA in Accountancy, and qualified as a Chartered Accountant whilst with Arram Berlyn Gardner in London.



# Risk Factors

In the opinion of the Directors, investing in the Companies carries the following material risks.

The value of the New Ordinary Shares and the income from them can fluctuate and Shareholders might not receive back the full amount invested.

The past performance of the Companies and/or investments managed by Maven should not be regarded as an indication of the future performance of the Companies.

There is no guarantee that dividend levels will be maintained.

As in any business, there is no guarantee that the Companies' objectives will be met or that suitable investment opportunities will be available.

There is no guarantee that the market prices of the New Ordinary Shares will fully reflect their underlying Net Asset Values, or that Shareholders will be able to buy and sell at those prices. There is a limited secondary market for VCT shares and most trade at prices below their Net Asset Values. It is unlikely that a liquid market in the New Ordinary Shares will develop and there might not be two competitive market makers.

As with all VCTs, although it is intended that the Companies will be managed so as to retain their VCT status, there is no guarantee that such status will be maintained. If a Company fails to meet the qualifying requirements for a VCT, this could result in:

- (i) the loss of income tax relief received if investors have not held their New Ordinary Shares for the required qualifying period;
- (ii) the loss of income tax relief on dividends paid (or subsequently payable) to investors;
- (iii) the loss of tax relief previously obtained in relation to corporation tax on capital gains made by the Company; and
- (iv) a liability to tax on capital gains on any disposal of New Ordinary Shares.

The tax reliefs referred to in this document are those currently available and their value depends on the individual circumstances of investors.

Most of the Companies' investments will be in companies whose securities are not publicly traded or freely marketable and might, therefore, be difficult to realise.

Most of the Companies' investments will be in small companies which might have limited trading records and might not produce anticipated returns.

In order to comply with VCT legislation, companies deemed appropriate as VCT 'qualifying investments' must have gross assets of not more than £7 million immediately prior to investment and not more than £8 million immediately post investment. These tests are applied on a group basis if applicable. Such companies generally have a higher risk profile than larger companies. Within three years, 70% of a VCT's investments must be in 'qualifying investments'. Changes in legislation concerning VCTs in general, VCT qualifying investments and qualifying trades in particular, might restrict or adversely affect the ability of the Companies to meet their objectives and/or reduce the level of returns which would otherwise have been achievable.

# Appendix 1

## Current Trading and Prospects

There is a range of opinions on the general economic outlook in the UK but, given that Government spending cuts are yet to have their full impact on the economy and consumer confidence, it is clear that both low growth and low interest rates are likely to persist for at least the medium term. Bank debt will also remain scarce for private companies and, where available, will be significantly more expensive.

This more difficult environment for raising capital creates opportunities for well-managed mature VCTs and enables Maven to continue its policy of constructing an attractive and diversified portfolio of established private company holdings for its VCT clients.

The investment policy of each VCT allows investment in AIM and PLUS quoted companies. However, the Manager considers that historical returns on those markets have not been sufficiently attractive and that liquidity remains poor, so exposure to AIM and PLUS is being selectively reduced to allow an increased focus on high-yielding established private companies.

The following sections highlight the significant private company transactions made by each of the Companies during the twelve months to 31 October 2010. A number of investments were made into unlisted companies that have been established to make acquisitions in specific sectors, including Hotels and Leisure, Energy Services, Transport and Distribution, and IT Services.

Each Company provides detailed financial, investment, portfolio and other information on a quarterly basis through its interim and annual reports and interim management statements.

### Maven Income and Growth VCT

A copy of the Maven Income and Growth VCT Annual Report for the year ended 28 February 2010 and its interim report for the six months ended 31 August 2010 is available on request by calling 0141 306 7400 or at [www.mavencp.com/reports](http://www.mavencp.com/reports).

During the twelve months ended 31 October 2010, Maven Income and Growth VCT invested a total of £3,479,742 in 13 new and follow-on unquoted investments, including: £341,055 in Torridon Capital, which was the vehicle for the public-to-private acquisition of quoted insurance company LitComp; £250,000 in Tosca Penta Capital, which is an investment in the esure group of companies; £358,047 in Venmar, trading as XPD8 Solutions, which operates in the fast growing condition monitoring and asset integrity segment of the oil and gas industry; and £447,545 in Flexlife Group, which services the flexible pipe and sub-sea technology industry.

During the same period, a total of £1,389,298 was realised from unquoted investments, compared with cost of £778,887, resulting in a gain of £610,411. This included the realisation of the investment in Cyclotech for £978,217 compared with cost of £348,125, resulting in a gain of £630,092 and an IRR of 51%.

### Maven Income and Growth VCT 2

A copy of the Maven Income and Growth VCT 2 Annual Report for the year ended 31 January 2010 and its interim report for the six months ended 31 July 2010 is available on request by calling 0141 306 7400 or at [www.mavencp.com/reports](http://www.mavencp.com/reports).

During the twelve months ended 31 October 2010, Maven Income and Growth VCT 2 invested a total of £1,552,282 in 14 new and follow-on unquoted investments, including £169,218 in Torridon Capital, £150,000 in Tosca Penta Capital, £198,914 in Venmar and £248,636 in Flexlife Group.

During the same period, unquoted investments totalling £962,098 were sold, compared with costs of £500,873, resulting in a gain of £461,225. The sale of Cyclotech realised proceeds of £698,713 for a gain of £450,052 and an IRR of 51%.

### Maven Income and Growth VCT 3

A copy of the Maven Income and Growth VCT 3 Annual Report for the year ended 30 November 2009 and its interim report for the six months ended 31 May 2010 is available on request by calling 0141 306 7400 or at [www.mavencp.com/reports](http://www.mavencp.com/reports).

During the twelve months ended 31 October 2010, Maven Income and Growth VCT 3 invested a total of £3,961,593 in 17 new and follow-on unquoted investments, including £341,054 in Torridon Capital, £250,000 in Tosca Penta Capital, £358,047 in Venmar and £596,727 in Flexlife Group.

Sales of unquoted investments during the same period totalled £1,160,828 compared with costs of £590,527, resulting in a gain of £570,301. The realisation of Cyclotech generated proceeds of £1,117,940, compared with cost of £397,857, resulting in a gain of £720,083 and an IRR of 51%.

### Maven Income and Growth VCT 4

A copy of the Maven Income and Growth VCT 4 Annual Report for the year ended 31 December 2009 and its interim report for the six months ended 30 June 2010 is available on request by calling 0141 306 7400 or at [www.mavencp.com/reports](http://www.mavencp.com/reports).

During the twelve months ended 31 October 2010, Maven Income and Growth VCT 4 invested a total of £3,178,345 in 16 new and follow-on unquoted investments, including £190,874 in Torridon Capital, £175,000 in Tosca Penta Capital, £233,722 in Venmar and £333,174 in Flexlife Group.

Sales of unquoted investments during the same period totalled £1,014,876, compared with costs of £384,787, resulting in a gain of £630,089. The realisation of Cyclotech generated proceeds of £978,214, compared with cost of £348,125, resulting in a gain of £630,089 and an IRR of 51%.

## Appendix 2

### Investment Allocation

The following example is based on a subscription under the Offer of £10,000 (£5,000 is the minimum subscription amount) in New Ordinary Shares and is for illustrative purposes only. The Subscription Price is based on the latest published NAV per share of each Company prior to the publication of this Offer Document, adjusted to reflect the initial cost of the Offer and any dividend payments made between the date of announcement of the NAV and the date of the Offer. The number of Shares to be allotted will be determined by the Subscription Price for each Company and will be subject to rounding.

	Unaudited NAV per Ordinary Share <sup>1</sup>  p	Unaudited NAV £'000 <sup>1</sup>	Subscription Price per New Ordinary Share <sup>2</sup>  p	Pro rata share of amount subscribed  £	Number of New Ordinary Shares to be allotted
Maven Income and Growth VCT	60.2	22,875	63.4	3,508.33	5,533
Maven Income and Growth VCT 2	52.6	12,735	55.4	1,953.16	3,525
Maven Income and Growth VCT 3	75.8	22,282	79.8	3,417.38	4,282
Maven Income and Growth VCT 4	87.1	7,310	91.7	1,121.13	1,222
				<b>10,000.00<sup>3</sup></b>	

<sup>1</sup> Latest published NAV information prior to the Offer launch date, adjusted for any dividends paid.

Maven Income and Growth VCT unaudited NAV per Ordinary Share as at 31 August 2010, announced on 22 October 2010 and adjusted for the interim dividend payable on 10 December 2010.

Maven Income and Growth VCT 2 unaudited NAV per Ordinary Share as at 31 July 2010, announced on 24 September 2010 and adjusted for the interim dividend paid on 12 November 2010.

Maven Income and Growth VCT 3 unaudited NAV per Ordinary Share as at 31 August 2010, announced on 14 October 2010.

Maven Income and Growth VCT 4 unaudited NAV per Ordinary Share as at 30 June 2010, announced on 16 August 2010 and adjusted for the interim dividend paid on 27 September 2010.

<sup>2</sup> Based on the NAV per Ordinary Share, adjusted for the initial costs of the Offer.

<sup>3</sup> For other subscription amounts, New Ordinary Shares will be allotted in the same proportion.

# Appendix 3

## Taxation

The following is only a summary of the current law concerning the tax position of individual investors in VCTs. Potential investors who are in any doubt about the taxation consequences of investing in a VCT are urged to consult their own independent professional advisers. The attention of prospective investors is drawn to the section in this document entitled “Risk Factors” on page 7.

### Tax reliefs for individual investors resident in the UK

The tax reliefs set out below are available to individuals aged 18 or over who subscribe under the Offer for New Ordinary Shares. Tax reliefs will only be given to the extent that an individual’s total investments in VCTs in any tax year do not exceed the qualifying limit, which is currently £200,000. Investors who intend to invest more than £200,000 in VCTs in any one tax year should seek professional advice.

#### Relief from income tax

##### *On investment*

Income tax relief at the rate of 30% will be available on subscriptions for shares up to a maximum of £200,000 in any tax year. Relief is limited to the amount which reduces the investor’s income tax liability to nil. This relief must be repaid should the shares be sold or otherwise disposed of within five years.

##### *On dividends*

An investor who acquires up to a maximum of £200,000 of Ordinary Shares in a VCT in any given tax year will not be liable to UK income tax on dividends paid by the VCT on those shares.

#### Relief from capital gains tax

A disposal by an investor of Ordinary Shares (whether acquired by subscription for new shares or subsequent acquisition) in a VCT will give rise to neither a chargeable gain nor an allowable loss for the purposes of UK capital gains tax. This relief is limited to disposals of Ordinary Shares acquired within the limit of £200,000 for any tax year.

On the death of an investor or a spouse who has acquired shares in a VCT within marriage, no capital gains tax or income tax will become payable, by either the investor, their spouse or anyone inheriting the shares, as a result of the death.

#### Obtaining tax reliefs

Each investor will be issued with a certificate by Capita Registrars which can be used to claim income tax relief. Relief can either be claimed immediately by obtaining an adjustment to their tax coding from HMRC, or by waiting until the end of the tax year and using their tax return.

### Investors not resident in the UK

Investors who are not resident in the UK, or who may cease to be resident in the UK, should seek their own professional advice as to the consequences of making an investment in a VCT.

## Finance (No. 3) Act 2010 changes

Finance (No. 3) Act 2010 will make certain changes to the Venture Capital Trust scheme, which will become effective on a commencement date yet to be announced, but expected to be between 1 January and 6 April 2011. In summary, these changes will:

- (i) replace the requirement to carry on a trade wholly or mainly in the UK with a requirement for the investee company to have a permanent establishment in the UK;
- (ii) introduce a restriction on investing in “enterprises in difficulty”. It is expected that an investee company will not be regarded as an “enterprise in difficulty” if it is less than three years old or if it can raise money from its shareholders or the market;
- (iii) allow a VCT to have its shares listed on any European Regulated Market; and
- (iv) introduce, for funds raised on or after the commencement date, a new definition of “eligible shares”, alongside an increase in the requirement to have 70% of qualifying investments held in “eligible shares”.

# Maven Income and Growth VCTs

## Linked VCT Offer Application Form

### PART 1 PLEASE USE BLOCK CAPITALS

Title		Daytime Phone No.	
Surname		Email	
Forename(s)		Date of Birth	
Address		(dd/mm/yyyy)	
		National Insurance No.	
Postcode			

### PART 2

I apply to subscribe the following amount (minimum £5,000) under the Offer:

in 2010/2011 tax year	£	
in 2011/2012 tax year	£	
Total	£	

(or such smaller amount for which this Application is accepted) on the Terms and Conditions set out in this Offer Document dated 18 November 2010.

Cheques and banker's drafts should be: for the amount entered in the section marked **Total** above; made payable to "Capita Registrars Limited re: Maven Income and Growth VCTs" and crossed "A/C Payee"; and pinned or stapled to this Application Form.

### PART 3

If this form is completed and signed by the investor named in Part 1

By signing this form I hereby declare that:

- (i) I have received and read the Offer Document dated 18 November 2010, including the Terms and Conditions of Application set out on pages 14 and 15 and agree to be bound by them;
- (ii) I will be the beneficial owner of the New Ordinary Shares issued to me pursuant to this Offer; and
- (iii) To the best of my knowledge and belief, the particulars I have given on this form are correct.

If this form is completed and signed by an authorised financial intermediary or any person other than the investor

By signing this form on behalf of the individual whose details are shown above, I make a declaration on behalf of such individual on the terms of sub-paragraphs (i) to (iii) above.

HMRC may inspect this declaration. It is a serious offence to make a false declaration.

Signature		Date (dd/mm/yyyy)							
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PLEASE TURN OVER

# Maven Income and Growth VCTs

## Linked VCT Offer Application Form

### PART 4

#### Payment of dividends directly to Bank or Building Society Accounts.

If you wish all future dividend payments to be paid directly into your bank or building society account, please complete and sign the mandate below.

Sort Code	<input type="text"/>	Account No.	<input type="text"/>
Name of Bank or Building Society	<input type="text"/>	(please quote all digits including zeros)	<input type="text"/>
Title of Branch	<input type="text"/>	Account Name	<input type="text"/>
Address of Branch	<input type="text"/>	Signature	<input type="text"/>
Postcode	<input type="text"/>	Date (dd/mm/yyyy)	<input type="text"/>

If you are applying through an authorised financial intermediary, please send this form to them for completion of Part 5; otherwise, please disregard Part 5, and return this form directly to Capita Registrars at the address shown below.

### PART 5

Completion of the box below indicates that the authorised financial intermediary is duly authorised to transact investments of this type under the Financial Services and Markets 2000 and confirms that the requirements of the Money Laundering Regulations 2007 have been complied with.

Initial commission is payable to authorised financial intermediaries at 3% of the sum subscribed. Trail commission is payable at 0.5% pa on the amount subscribed for four years (see page 2). In order to receive commission you must complete and stamp the boxes below. By completing these boxes you are deemed to have given the warranty set out on page 5 in respect of the Money Laundering Regulations.

Stamp of authorised financial intermediary if applicable	Firm Name	<input type="text"/>
	Contact Name/Number	<input type="text"/>
	Email	<input type="text"/>
FSA Number	Signature and Date	<input type="text"/>

If any element of the initial commission is waived, it will be available for subscription for additional New Ordinary Shares in accordance with the Terms and Conditions of Application.

<b>Box A</b> Pay to intermediary	<b>Box B</b> Waive and reinvest	<b>Box C</b> Total	<b>For official use only</b>
<input type="text"/> % +	<input type="text"/> % =	3%	<input type="text"/>

Indicate in Boxes A and B how much commission (expressed as a % of the **Total** subscription detailed in Part 2) you wish to receive, and how much you wish to waive in favour of the Applicant named in Part 1.

### DELIVERY OF APPLICATION FORM

Send or deliver the completed Application Form, together with the cheque or banker's draft, to: **Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU** so as to arrive (in relation to Applications for the 2010/2011 tax year) no later than **12 noon on Tuesday 5 April 2011** or (for the 2011/2012 tax year) no later than **12 noon on Friday 29 April 2011**.

# Definitions

The following definitions apply throughout this document, unless otherwise expressed or the context otherwise requires:

<b>Aberdeen or Aberdeen Asset Management</b>	Aberdeen Asset Management PLC
<b>AIM</b>	a market operated by the London Stock Exchange plc, formerly known as the Alternative Investment Market
<b>Applicant</b>	the person applying for Shares using the Application Form
<b>Application</b>	an application for New Ordinary Shares under the Offer
<b>Application Amount</b>	the amount subscribed by the Applicant under the Offer
<b>Application Form</b>	the form on pages 11 and 12 of this document
<b>Application Procedure</b>	as set out on page 5
<b>Articles of Association or Articles</b>	the articles of association of the relevant Company
<b>Board or Directors</b>	the directors of the relevant Company
<b>Capita Registrars or Registrars</b>	a trading division of Capita Registrars Limited
<b>Closing Date</b>	the date by which completed Application Forms and payment must be received by Capita Registrars
<b>Company(ies)</b>	Maven Income and Growth VCT PLC, Maven Income and Growth VCT 2 PLC, Maven Income and Growth VCT 3 PLC and/or Maven Income and Growth VCT 4 PLC
<b>HMRC</b>	HM Revenue and Customs
<b>Investment Allocation</b>	the basis for determining the allocation of New Ordinary Shares, as described on page 4
<b>Maven Capital Partners, Maven or Manager</b>	Maven Capital Partners UK LLP
<b>Maximum Subscription</b>	£6.4 million, allocated between the Companies in accordance with the Investment Allocation, subject to scaling back to ensure that no Company allots more than 10% of its listed share capital under the Offer
<b>Net Asset Value or NAV</b>	net asset value of the relevant Company
<b>New Ordinary Shares</b>	Ordinary Shares of 10p each in each of the Companies, issued under the Offer
<b>Offer</b>	the proposed linked offer for subscription by the four Companies in respect of the tax years 2010/11 and 2011/12, on the terms of this document
<b>Offer Document</b>	this document
<b>Ordinary Shares</b>	Ordinary Shares of 10p each in the relevant Company
<b>Shareholders</b>	holders for the time being of New Ordinary Shares and/or existing Shares in any Company
<b>Shares</b>	New Ordinary Shares and/or existing Ordinary Shares in any Company
<b>Subscription Price or Offer Price</b>	the price per New Ordinary Share in each Company, as determined by the Investment Allocation
<b>Terms and Conditions</b>	the terms and conditions of application, contained in this document on pages 14 and 15, which should be read in full when completing the Application Form
<b>VCT or Venture Capital Trust</b>	a company which is, for the time being, approved as a venture capital trust under Section 842AA of the Taxes Act



# Terms and Conditions of Application

1. The right is reserved to reject any Application in whole or in part or to accept any Application in whole or in part. If any Application is not accepted, or if any contract created by acceptance does not become unconditional, or if any Application is accepted for fewer New Ordinary Shares than the number applied for, the Application monies or the balance of the amount paid on Application will be returned without interest by post at the risk of the Applicant.
2. By completing and delivering an Application Form, you:
  - a) irrevocably offer to subscribe the monetary amount of New Ordinary Shares specified in your Application Form or such lesser amount as is accepted (in each case such amount being referred to as the "Application Amount") which shall be applied to purchase the New Ordinary Shares on the basis of the Investment Allocation and subject to the provisions of this document, these Terms and Conditions and the Articles;
  - b) authorise your financial adviser to direct Capita Registrars to send a document of title for the number of New Ordinary Shares for which your Application is accepted, and/or a crossed cheque for any monies returnable, by post at your risk to your address as set out on your Application Form;
  - c) in consideration of the Companies agreeing that they will not, prior to the Offer closing, offer any New Ordinary Shares for subscription to any persons other than as set out in this Offer Document, agree that your Application may not be revoked and that this paragraph constitutes a collateral contract which will become binding upon despatch by post or delivery of your Application Form duly completed to the Companies or to your financial adviser;
  - d) warrant that your remittance will be honoured on first presentation and agree that, if such remittance is not so honoured, you will not be entitled to receive a share certificate for the New Ordinary Shares applied for or to enjoy or receive any rights or distributions in respect of such Shares unless and until you make payment in cleared funds for such Shares and such payment is accepted by the Companies (which acceptance shall be in their absolute discretion and may be on the basis that you indemnify them against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of your remittance to be honoured on first presentation) and that at any time prior to unconditional acceptance by the Companies of such late payment in respect of such Shares, the Companies may (without prejudice to their other rights) treat the agreement to allot such Shares as void and may allot such Shares to some other person, in which case you will not be entitled to any refund or payment in respect of such Shares (other than return of such late payment);
  - e) agree that all cheques and bankers' drafts may be presented for payment on the due dates and any definitive document of title and any monies returnable to you may be retained pending clearance of your remittance and the completion of any verification of identity required by the Money Laundering Regulations 2007 ("the Regulations") and that such monies will not bear interest;
  - f) undertake to provide satisfactory evidence of identity within such reasonable time (in each case to be determined in the absolute discretion of the Companies and the Manager) to ensure compliance with the Regulations;
  - g) agree that, in respect of those New Ordinary Shares for which your Application has been received and processed and not rejected, acceptance of your Application shall be constituted by the relevant Company instructing Capita Registrars to enter your name on the share register of the relevant Company;
  - h) agree that all documents in connection with the Offer and any returned monies will be sent at your risk and may be sent to you at your address as set out in the Application Form;
  - i) agree that, having had the opportunity to read this document, you are deemed to have had notice of all information and representations contained therein;
  - j) confirm that (save for advice received from your financial adviser) in making such application you are not relying on any information or representation other than those contained in this document and you accordingly agree that no person responsible solely or jointly for this document will have any liability for any such other information or representation;
  - k) agree that all Applications, acceptances of Applications and contracts resulting therefrom under the Offer shall be governed by and construed in accordance with English Law and that you submit to the jurisdiction of the English Courts and agree that nothing shall limit the right of the Company to bring any action, suit or proceedings arising out of or in connection with any such Applications, acceptance and contracts in any other manner permitted by law or in any court of competent jurisdiction;
  - l) authorise the Companies, Capita Registrars or the Manager or any other person authorised by them, as your agent, to do all things necessary to effect registration of any New Ordinary Shares subscribed by you into your name and authorise any representatives of the Companies, Capita Registrars or the Manager to execute any document required therefore and to enter your name on the register of members of the relevant Company;
  - m) agree to provide the Companies, Capita Registrars or the Manager with any information which they may request in connection with your Application or to comply with the VCT regulations or other relevant legislation (as the same may be amended from time to time);
  - n) warrant that, in connection with your Application, you have observed the laws of all requisite territories, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with your Application in any territory and that you have not taken any action which will or may result in the Companies or the Manager acting in breach of the regulatory or legal requirements of any territory in connection with the Offer or your Application;
  - o) confirm that you have read and complied with paragraph 3 below;
  - p) confirm that you have reviewed the restrictions contained in paragraph 4 below;
  - q) warrant that you are not under the age of 18 years;
  - r) if the laws of any territory or jurisdiction outside the United Kingdom are applicable to your Application, warrant that you have complied with all such laws and that none of the Companies or the Manager or any of their respective agents will infringe any laws of any such territory or jurisdiction directly or indirectly as a result or in consequence of any acceptance of your Application;
  - s) agree that your Application Form is addressed to the Companies;
  - t) warrant that if you sign the Application Form on behalf of somebody else or yourself and another or others jointly or a corporation you have the requisite power to make such investments as well as the authority to do so and such



person will also be bound accordingly and will be deemed also to have given the confirmations, warranties and undertakings contained in these Terms and Conditions of Application and undertake (save in the case of signature by an authorised financial adviser on behalf of the investor) to enclose a power of attorney or a copy thereof duly certified by a solicitor with the Application Form;

- (u) warrant that you are not subscribing for the New Ordinary Shares using a loan which would not have been given to you, or not given to you on such favourable terms, if you had not been proposing to subscribe for the New Ordinary Shares;
  - (v) warrant that the New Ordinary Shares are allotted to you for bona fide investment 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;
  - (w) warrant that you are not a US person or resident of Canada and that you are not applying on behalf of or with a view to the offer, sale or delivery, directly or indirectly, to or for the benefit of any US person or resident of Canada;
  - (x) warrant that the information contained in the Application Form is accurate; and
  - (y) agree that allocations of Shares will be rounded down to the nearest whole Share per Company and that surplus amounts will not be aggregated to purchase (an) additional share(s) in any Company, and only refunds in excess of £5 will be issued.
3. No person receiving a copy of this document or an Application Form in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use such Application Form unless, in the relevant territory, such an invitation or offer could lawfully be made to him or her or such Application Form could lawfully be used without contravention of any registration or other legal requirements. It is the responsibility of any person outside the United Kingdom wishing to make an application to satisfy himself or herself as to the full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any of the formalities requiring to be observed in such territory and paying any issue, transfer or other taxes required to be paid in such territory.
  4. The New Ordinary Shares have not been and will not be registered under the United States Securities Act 1933, as amended, or under the securities laws of any state or other political subdivision of the United States of America ("USA"), and may not be offered or sold in the USA, its territories or possessions or other areas subject to its jurisdiction. In addition, no Company has been nor will be registered under the United States Investment Company Act of 1940, as amended. No Application will be accepted if it bears an address in the USA.
  5. The rights and remedies of the Companies and the Manager under these Terms and Conditions of Application are in addition to any rights and remedies which would otherwise be available to either of them, and the exercise or partial exercise of one will not prevent the exercise of others.
  6. The dates and times referred to in these Terms and Conditions of Application may be altered by the Companies. In particular, the Directors may close or extend the Offer at their sole discretion.
  7. Authorised financial intermediaries who, acting on behalf of their clients, return valid Application Forms (bearing their stamp and FSA number) will be entitled to commission on the amount

payable in respect of the New Ordinary Shares allocated for each such Application Form at the rates specified in Part 5 of the Application Form. Authorised financial intermediaries may agree to waive part or all of their initial commission in respect of an Application. If this is the case, then the Application Amount will be increased by an amount equivalent to the amount of commission waived. Authorised financial intermediaries should keep a record of Application Forms submitted bearing their stamp to substantiate any claim for their commission.

8. The section headed Application Procedure on page 5 forms part of these Terms and Conditions of Application.
9. It is a condition of the Offer that compliance with the Regulations is ensured. Capita Registrars is therefore entitled to require, at its absolute discretion, verification of identity from any Applicant including, without limitation, any person who either (i) tenders payment by way of a cheque or banker's draft drawn on an account in the name of a person or persons other than the Applicant (please note that third party cheques will not be accepted with the exception of bankers' drafts or building society cheques which have been correctly endorsed on the reverse); or (ii) appears to Capita Registrars to be acting on behalf of some other person. Pending the provision of evidence satisfactory to Capita Registrars as to the identity of the Applicant and/or any person on whose behalf the Applicant appears to be acting, Capita Registrars may, in its absolute discretion, retain an Application Form lodged by an Applicant and/or the cheque or other remittance relating thereto and/or Capita Registrars may not enter the Applicant on the register of members of the Companies or issue any share certificates in respect of such Application. If verification of identity is required, this may result in delay in dealing with an Application and in rejection of the Application. The Companies reserve the right, in their absolute discretion, for them or Capita Registrars to reject any Application in respect of which Capita Registrars considers that, having requested verification of identity, it has not received evidence of such identity satisfactory to it by such time as was specified in the request for verification of identity or, in any event, within a reasonable period. In the event of an Application being rejected in any such circumstances, the Companies reserve the right in their absolute discretion, but shall have no obligation, to terminate any contract of allotment relating to or constituted by such Application Form (in which event the money payable or paid in respect of the Application will be returned (without interest) to the account of the drawee bank from which such sums were originally debited) and/or to endeavour to procure other subscribers for the New Ordinary Shares in question (but in each case without prejudice to any rights the Companies may have to take proceedings to recover in respect of loss or damage suffered or incurred by them as a result of the failure to produce satisfactory evidence as aforesaid). The submission of an Application Form will constitute an undertaking by the Applicant to provide promptly to Capita Registrars such information as may be specified by it as being required for the purpose of the Regulations.
10. The right is also reserved to treat as valid any Application not complying fully with these Terms and Conditions of Application for the Offer or not in all respects complying with the Application Procedure. In particular, but without limitation, the Companies may accept Applications made otherwise than by completion of an Application Form where the Applicant has agreed in some other manner acceptable to the Companies to apply in accordance with these Terms and Conditions of Application.





Company Secretary to the Companies:

**Maven Capital Partners UK LLP**

Sutherland House

149 St. Vincent Street

Glasgow G2 5NW

Tel 0141 306 7400 Fax 0141 248 8093

[www.mavencp.com](http://www.mavencp.com)

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MAV/VCT APP 1110