

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document or as to what action should be taken, you should immediately consult your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000, as amended ("FSMA").

This document has been prepared in accordance with the Prospectus Rules made under FSMA and has been approved by the Financial Conduct Authority ("FCA") in accordance with FSMA and constitutes a supplementary prospectus (the "Supplementary Prospectus") issued by Hargreave Hale AIM VCT 1 plc and Hargreave Hale AIM VCT 2 plc (the "Companies"). This supplementary prospectus is supplemental to and should be read in conjunction with the securities note, registration document and summary, each dated 14 December 2016 together constituting a prospectus (the "Prospectus") issued by the Companies, such prospectus containing offers for subscription (the "Offers") of Ordinary Shares of 1 pence each in Hargreave Hale AIM VCT 1 to raise up to £10,000,000 and Ordinary Shares of 1 pence each in Hargreave Hale AIM VCT 2 to raise up to £10,000,000, in each case subject to the directors' discretion to extend the Offers pursuant to an over-allotment facility. Except as expressly stated herein, or unless the context otherwise requires, the definitions used or referred to in the Prospectus also apply in this Supplementary Prospectus.

Howard Kennedy Corporate Services LLP (the "Sponsor"), which is authorised and regulated by the Financial Conduct Authority, is acting as sponsor for the Companies in connection with the Offers and is not advising any other person or treating any other person as a customer in relation to the Offers and will not be responsible to any such person for providing the protections afforded to customers of the Sponsor (subject to the responsibilities and liabilities imposed by FSMA and the regulatory regime established there under) or for providing advice in connection with the Offers.

This document has been prepared for the purposes of complying with the Prospectus Directive, English law and the rules of the UKLA and the information disclosed may not be the same as that which would be disclosed if this document had been prepared in accordance with the laws of a jurisdiction outside England.

Each of the directors of each Company and the Companies, accept responsibility for the information contained in this document. To the best of the knowledge of the Directors and the Companies (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and contains no omission likely to affect the import of such information.

HARGREAVE HALE AIM VCT 1 PLC

(Incorporated in England and Wales under the Companies Act 1985 with registered number 05206425)

HARGREAVE HALE AIM VCT 2 PLC

(Incorporated in England and Wales under the Companies Act 1985 with registered number 05941261)

Events arising since publishing the Prospectus

The publication of this Supplementary Prospectus is a regulatory requirement under the Prospectus Rules and Section 87G of FSMA following the decision of the directors of Hargreave Hale AIM VCT 2 to increase the size of the Over-allotment Facility in respect of Hargreave Hale AIM VCT 2 from £5 million to £7.5 million and the publication of the annual report and accounts for the year ended 28 February 2017 of Hargreave Hale AIM VCT 2. The Prospectus Rules and section 87G of FSMA require the issue of a supplementary prospectus if, in the relevant period (being, for these purposes, the later of the closure of the relevant Offer and the time when trading in the New Ordinary Shares issued under that Offer on the London Stock Exchange begins), there exists or is noted a significant new factor, material mistake or inaccuracy relating to the information included in the prospectus relating to the relevant Offers. This Supplementary Prospectus has been approved for publication by the FCA.

Save as otherwise amended in this Supplementary Prospectus, the Offers are being made on the terms and subject to the conditions set out in full in the Prospectus. Investors who have already submitted applications for New Ordinary Shares which have been received on behalf of the Companies and who have not yet received an allotment of New Ordinary Shares with regard to such applications may withdraw such applications, with the Companies accepting withdrawals of such applications until 5:00 pm on 3 October 2017. Investors should seek their own legal advice in regard to such withdrawal rights. Investors who wish to withdraw their applications under the Offers should contact Hargreave Hale Limited at Talisman House, Boardmans Way, Blackpool, FY4 5FY on telephone number +44 (0) 1253 754700 (no investment advice can be given). Withdrawals of applications can be made by telephone.

Copies of this Supplementary Prospectus and the Prospectus may be viewed on the National Storage Mechanism (NSM) of the UKLA at <http://www.morningstar.co.uk/uk/NSM>, and this Supplementary Prospectus and the Prospectus are available free of charge from the offices of the Companies' investment manager, Hargreave Hale Limited at Talisman House, Boardmans Way, Blackpool, FY4 5FY and the Companies' website: <http://www.hargreaveaimvcts.co.uk>.

1. **Significant new factors**

1.1 **Significant new factor relating to the size of the Offer**

On 18 September 2017, Hargreave Hale AIM VCT 2 announced that it was invoking its over allotment facility and increasing the size of its over-allotment facility by a further £2.5 million (the "Over-allotment Facility Increase"). As a result of the Over-allotment Facility Increase the Prospectus is hereby varied as follows:

1.1.1 the reference on page 9 of the SSN under the heading "Offer Details" to the size of the offer shall, in respect of Hargreave Hale AIM 2, read £10,000,000 with £7,500,000 overallotment;

1.1.2 the reference in paragraph 3.6 of the Additional Information section on page 34 of the SSN and paragraph 3.20 of part IV on page 32 of the Share Registration Document (the "SRD") to the issued share capital of Hargreave Hale AIM VCT 2 immediately after the Offers have closed shall read as follows:

	Class of shares	Nominal value	Issued (fully paid)	
			£	Number of shares
Hargreave Hale AIM VCT 2	Ordinary Shares	£0.01	518,322	51,832,217

1.1.3 the references at paragraph 6.1 of the Additional Information section on page 37 of the SSN and paragraph 6.1 of part IV on page 39 of the SRD to the interests of the Directors and their immediate families in the issued share capital of the Companies immediately after the Offers have closed shall, in respect of Hargreave Hale AIM VCT 2, read as follows:

		At Launch		After the Offers have closed	
Company	Director	Number of Ordinary Shares	% of issued share capital	Number of Ordinary Shares	% of issued share capital
Hargreave Hale VCT 2	David Hurst-Brown	45,836	0.13%	45,836	0.09%
Hargreave Hale VCT 2	Philip Cammerman	8,190	0.02%	8,190	0.02%
Hargreave Hale VCT 2	Oliver Bedford	4,298	0.01%	4,298	0.01%

1.1.4 the references at paragraph 6.2 of the Additional Information section on page 38 of the SSN and paragraph 6.2 of part IV on page 40 of the SRD to the persons who hold or will hold, directly or indirectly, voting rights representing 3% or more of the issued share capital of the Companies to which voting rights are attached shall, in respect of Hargreave Hale AIM VCT 2, read as follows:

		At Launch		After the Offers have closed	
Company	Name	Number of Ordinary Shares	Percentage of voting rights	Number of Ordinary Shares	Percentage of voting rights of the Ordinary Shares
Hargreave Hale VCT 2	Hargreave Hale Nominees	2,211,320	6.26%	2,211,320	4.27%
Hargreave Hale VCT 2	Hargreaves Lansdowne Nominees Limited	2,264,902	6.41%	2,264,902	4.37%

1.1.5 the reference at paragraph 12.7 of the Additional Information section on page 42 of the SSN to the dilution shall, in respect of Hargreave Hale AIM VCT 2, read that the existing 35,349,219 Shares of Hargreave Hale AIM VCT 2 would represent 68.2% of the enlarged share capital of Hargreave Hale AIM VCT 2;

1.1.6 the definitions of "Maximum Subscription" on page 45 of the SSN and page 55 of the SRD shall read, in relation to Hargreave Hale AIM VCT 2, an aggregate amount of £17,500,000;

1.1.7 the definitions of "Over-allotment Facility" on page 46 of the SSN and page 56 of the SRD shall read, in relation to Hargreave Hale AIM VCT 2, an aggregate amount of £7.5 million; and

1.1.8 the information relating to Hargreave Hale AIM VCT 2 in the Summary document is hereby varied as follows:

C3	Shares in issue	The maximum estimated number of New Ordinary Shares to be issued pursuant to the Offers is 16,482,998 for Hargreave Hale AIM VCT 2.
E6	Amount and percentage of dilution	The existing 35,349,219 Shares of Hargreave Hale AIM VCT 2 would represent 68.2% of the enlarged issued share capital of Hargreave Hale AIM VCT 2.

1.2 Significant new factor relating to the publication of accounts

On 5 June 2017, Hargreave Hale AIM VCT 2 announced its financial results for the year ended 28 February 2017 (the "Hargreave Hale AIM VCT 2 2017 Accounts"). Hargreave Hale AIM VCT 2's auditors, BDO LLP have reported on the Hargreave Hale AIM VCT 2 2017 Accounts without qualification and without statements under sections 495 to 497 of CA 2006.

The Hargreave Hale AIM VCT 2 2017 Accounts were prepared in accordance with UK generally accepted accounting practice ("GAAP"), the fair value rules of CA 2006 and the Statement of Recommended Practice (SORP) for "Financial Statements of Investment Trust

Companies” issued in November 2014. The Hargreave Hale AIM VCT 2 2017 Accounts contain a description of Hargreave Hale AIM VCT 2’s financial condition, changes in financial condition and results of operation for the financial year ended 28 February 2017 and are being incorporated by reference into this Supplementary Prospectus. In the Hargreave Hale AIM VCT 2 2017 Accounts, Hargreave Hale AIM VCT 2 reported that as at 28 February 2017 its net assets were £45.37m, giving a net asset value per Share of 109.86p.

Copies of the Hargreave Hale AIM VCT 2 2017 Accounts can be obtained free of charge from the offices of Howard Kennedy Corporate Services LLP and are available on the Companies’ website: <http://www.hargreaveaimvcts.co.uk/document-library>. The parts of Hargreave Hale AIM VCT 2 2017 Accounts which are not incorporated into this Supplementary Prospectus by reference are either not relevant for investors or are covered elsewhere in this Supplementary Prospectus or the Prospectus.

2. Documents incorporated by reference

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

2.1 Information incorporated by reference relating to Hargreave Hale AIM VCT 2

The information set out below relating to Hargreave Hale AIM VCT 2 is incorporated by reference in this document and is available as indicated above:

Information incorporated by reference	Page references of the Hargreave Hale AIM VCT 2 2017 Accounts
Income statements	Page 42
Statement of changes in equity	Pages 44 to 45
Balance sheets	Page 43
Cash flow statements	Page 46
Accounting policies	Pages 47 to 49
Notes to the accounts	Pages 47 to 58
Independent auditor's report	Pages 38 to 41

Operating and Financial Review:

Chairman’s statement	Pages 3 to 4
Investment Manager’s report	Pages 13 to 14

3. **Supplements to the Summary relating to the publication of accounts**

As a result of the publication of the Hargreave Hale AIM VCT 2 2017 Accounts, the summary document which forms part of the Prospectus is hereby supplemented as follows:

B7	Selected financial information and statement of any significant changes	Certain selected historical financial information of Hargreave Hale AIM VCT 2, which has been extracted without material adjustment from the audited financial statements referenced in the following table, is set out below:	
		Hargreave Hale AIM VCT 2	
			Audited financial statements for the period ended 28 February 2017
		Total profit / (loss) on ordinary activities before taxation (£'000s)	4,989
		Net assets (£'000s)	45,367
		NAV per Share (p)	109.86
		Cumulative dividends paid per Share (p)	49.00
		Total return (p)	158.86
		There have been no significant changes in the financial condition and operating results of any of the Companies during or subsequent to the period covered by the historical financial information set out above.	
B10	Qualifications in the audit reports	Not applicable. There were no qualifications in the audit reports for Hargreave Hale AIM VCT 2 for the years ended 28 February 2015, 29 February 2016 and 28 February 2017.	

4. **No significant change**

Save for the Offer Increase, the publication by Hargreave Hale AIM VCT 2 of the annual report and accounts disclosed in this document and the net proceeds of £14,475,000 having been raised by Hargreave Hale AIM VCT 1 and £9,650,000 having been raised by Hargreave Hale AIM VCT 2 under the Offers, there has been no significant change and no significant new matter relating to the Companies since the publication of the Prospectus.

29 September 2017