

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action to 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 (FSMA).

If you have sold or otherwise transferred all of your shares in Octopus Apollo VCT 1 plc (Apollo 1), Octopus Apollo VCT 2 plc (Apollo 2) and Octopus Apollo VCT 4 plc (Apollo 4) (each a Company and together the Companies), please send this document and accompanying documents, as soon as possible, to the purchaser or transferee or to the stockbroker, independent financial adviser or other person through whom the sale or transfer was effected for delivery to the purchaser or transferee.

SGH Martineau LLP, which is regulated in the United Kingdom by the Solicitors Regulation Authority, is acting as legal adviser to the Companies and Octopus Apollo VCT 3 plc and no-one else and will not be responsible to any other person for providing advice in connection with any matters referred to in this document.

**OCTOPUS
APOLLO VCT 1
PLC**

**OCTOPUS
APOLLO VCT 2
PLC**

**OCTOPUS
APOLLO VCT 4
PLC**

Each registered in England and Wales with registered number

05770752

05770744

06614754

Recommended merger with Octopus Apollo VCT 3 plc by way of separate schemes of reconstruction of each of the Companies and cancellation of the listing of the Companies' shares

Your attention is drawn to the letter from the Chairmen of the Companies set out in Part III of this document which contains a recommendation to vote in favour of the relevant resolutions to be proposed at the meetings referred to below. Your attention is also drawn to the risk factors set out in Part II of this document.

You will find set out at the end of this document notices of the First General Meeting of each Company to be held on 19 September 2012 to approve its relevant Scheme and of the Second General Meeting of each Company to be held on 27 September 2012 to place the relevant Company into members' voluntary liquidation. The Meetings will all be held at the offices of Octopus Investments Limited, 20 Old Bailey, London EC4M 7AN.

To be valid, the relevant forms of proxy attached to this document should be returned not less than 48 hours before the relevant meeting, either by post or by hand (during normal business hours only) to the Companies' registrar, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU. For further information on the Meetings or the completion and return of a form of proxy, please telephone Capita Registrars between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 208 639 3399. Calls to Capita Registrars helpline 0871 664 0324 number are charged at 10p per minute from a BT landline plus your service provider's network extras. Further details will be available from your service provider. Calls to Capita Registrars from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Capita Registrars will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice.

For further information, Shareholders are recommended to read the prospectus issued by Octopus Apollo VCT 3 plc dated 17 August 2012 which accompanies this document.

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EXPECTED TIMETABLES

EXPECTED TIMETABLE FOR APOLLO 1

| | |
|---|--------------------------------------|
| Date from which it is advised that dealings in Apollo 1 Shares should only be for cash settlement and immediate delivery of documents of title | 7 September 2012 |
| Latest time for receipt of forms of proxy for the Apollo 1 First General Meeting | 10.30 a.m. on 17 September 2012 |
| Apollo 1 First General Meeting | 10.30 a.m. on 19 September 2012 |
| Latest time for receipt of forms of proxy for the Apollo 1 Second General Meeting | 10.00 a.m. on 25 September 2012 |
| Apollo 1 register of members closed | 26 September 2012 |
| Record Date for Apollo 1 Shareholders' entitlements under the Apollo 1 Scheme | 5.00 p.m. on 26 September 2012 |
| Calculation Date | after 5.00 p.m. on 26 September 2012 |
| Dealings in Apollo 1 Shares suspended | 7.30 a.m. on 27 September 2012 |
| Apollo 1 Second General Meeting | 10.00 a.m. on 27 September 2012 |
| Effective Date for the transfer of the assets and liabilities of Apollo 1 to Apollo 3 and the issue of New Apollo 3 Shares pursuant to the Apollo 1 Scheme* | 27 September 2012 |
| Announcement of the results of the Apollo 1 Scheme | 27 September 2012 |
| Cancellation of the Apollo 1 Shares' listing | 8.00 a.m. on 26 October 2012 |

(*See timetable for Apollo 3 with regard to admission, CREST accounts being credited and certificates being dispatched.)

EXPECTED TIMETABLE FOR APOLLO 2

| | |
|---|--------------------------------------|
| Date from which it is advised that dealings in Apollo 2 Shares should only be for cash settlement and immediate delivery of documents of title | 7 September 2012 |
| Latest time for receipt of forms of proxy for the Apollo 2 First General Meeting | 11.00 a.m. on 17 September 2012 |
| Apollo 2 First General Meeting | 11.00 a.m. on 19 September 2012 |
| Latest time for receipt of forms of proxy for the Apollo 2 Second General Meeting | 10.30 a.m. on 25 September 2012 |
| Apollo 2 register of members closed | 26 September 2012 |
| Record Date for Apollo 2 Shareholders' entitlements under the Apollo 2 Scheme | 5.00 p.m. on 26 September 2012 |
| Calculation Date | after 5.00 p.m. on 26 September 2012 |
| Dealings in Apollo 2 Shares suspended | 7.30 a.m. on 27 September 2012 |
| Apollo 2 Second General Meeting | 10.30 a.m. on 27 September 2012 |
| Effective Date for the transfer of the assets and liabilities of Apollo 2 to Apollo 3 and the issue of New Apollo 3 Shares pursuant to the Apollo 2 Scheme* | 27 September 2012 |
| Announcement of the results of the Apollo 2 Scheme | 27 September 2012 |
| Cancellation of the Apollo 2 Shares' listing | 8.00 a.m. on 26 October 2012 |

(*See timetable for Apollo 3 with regard to admission, CREST accounts being credited and certificates being dispatched.)

EXPECTED TIMETABLE FOR APOLLO 4

| | |
|---|--------------------------------------|
| Date from which it is advised that dealings in Apollo 4 Shares should only be for cash settlement and immediate delivery of documents of title | 7 September 2012 |
| Latest time for receipt of forms of proxy for the Apollo 4 First General Meeting | 11.30 a.m. on 17 September 2012 |
| Apollo 4 First General Meeting | 11.30 a.m. on 19 September 2012 |
| Latest time for receipt of forms of proxy for the Apollo 4 Second General Meeting | 11.00 a.m. on 25 September 2012 |
| Apollo 4 register of members closed | 26 September 2012 |
| Record Date for Apollo 4 Shareholders' entitlements under the Apollo 4 Scheme | 5.00 p.m. on 26 September 2012 |
| Calculation Date | after 5.00 p.m. on 26 September 2012 |
| Dealings in Apollo 4 Shares suspended | 7.30 a.m. on 27 September 2012 |
| Apollo 4 Second General Meeting | 11.00 a.m. on 27 September 2012 |
| Effective Date for the transfer of the assets and liabilities of Apollo 4 to Apollo 3 and the issue of New Apollo 3 Shares pursuant to the Apollo 4 Scheme* | 27 September 2012 |
| Announcement of the results of the Apollo 4 Scheme | 27 September 2012 |
| Cancellation of the Apollo 4 Shares' listing | 8.00 a.m. on 26 October 2012 |

(*See timetable for Apollo 3 with regard to admission, CREST accounts being credited and certificates being dispatched.)

EXPECTED TIMETABLE FOR APOLLO 3

Schemes

| | |
|--|--------------------------------------|
| Latest time for receipt of forms of proxy for the Apollo 3 General Meeting | 10.00 a.m. on 17 September 2012 |
| Apollo 3 General Meeting | 10.00a.m. on 19 September 2012 |
| Calculation Date | after 5.00 p.m. on 26 September 2012 |
| Effective Date for the transfer of the assets and liabilities of the Companies to Apollo 3 and the issue of New Apollo 3 Shares pursuant to the Schemes* | 27 September 2012 |
| Announcement of the results of the Schemes | 27 September 2012 |
| Admission of and dealings in the New Apollo 3 Shares issued pursuant to the Schemes to commence | 28 September 2012 |
| CREST accounts credited with New Apollo 3 Shares issued pursuant to the Schemes | 28 September 2012 |
| Certificates for the New Apollo 3 Shares issued pursuant to the Schemes dispatched | 5 October 2012 |

(*The last trading date for the Companies' Shares will, therefore, be 26 September 2012.)

Enhanced Buyback Facility

| | |
|---|--------------------------|
| Enhanced Buyback Facility Record Date | 1 October 2012 |
| Enhanced Buyback Facility opens | 1 October 2012 |
| Enhanced Buyback Facility closes | noon on 30 November 2012 |
| Purchase of existing Shares and issue of New Shares pursuant to the Enhanced Buyback Facility | 4 December 2012 |
| Announcement of the results of the Enhanced Buyback | 4 December 2012 |
| Admission of and dealings in New Shares issued pursuant to the Enhanced Buyback Facility commence | 5 December 2012 |
| Certificates for New Shares issued pursuant to the Enhanced Buyback Facility dispatched | 12 December 2012 |

Offer

| | |
|---|--------------------------------------|
| Offer opens | 1 October 2012 |
| Allotment of New Shares pursuant to the Offer | monthly |
| Admission of and dealings in New Shares issued pursuant to the Offer commence | 3 business days following allotment |
| Certificates for New Shares issued pursuant to the Offer dispatched | 10 business days following allotment |
| Offer closes* | noon on 5 April 2013 |

(*The Offer will close earlier than the date stated if it is fully subscribed. The Directors further reserve the right to close the Offer earlier or to extend the Offer to no later than 30 June 2013 and to accept applications and issue New Shares pursuant to the Offer at any time prior to or after the closing date.)

PART I

DEFINITIONS

| | |
|--|--|
| “AIM” | the Alternative Investment Market, a market operated by the London Stock Exchange |
| “Apollo 1” | Octopus Apollo VCT 1 plc |
| “Apollo 1 Annual Report” | the annual accounts published by Apollo 1 for the year ended 31 January 2012 |
| “Apollo 1 Board” | the board of directors of Apollo 1 |
| “Apollo 1 First General Meeting” | the general meeting of Apollo 1 to be held on 19 September 2012 |
| “Apollo 1 Meetings” | the Apollo 1 First General Meeting and the Apollo 1 Second General Meeting |
| “Apollo 1 Proposals” | the proposals to effect the Apollo 1 Scheme and pass the resolutions to be proposed at the Apollo 1 Meetings |
| “Apollo 1 Roll-Over Value” | the value of an Apollo 1 Share calculated in accordance with paragraph 4 of Part IV of this document |
| “Apollo 1 Scheme” | the proposed merger of Apollo 1 with Apollo 3 by means of placing Apollo 1 into members’ voluntary liquidation pursuant to Section 110 of IA 1986 and the acquisition by Apollo 3 of all of Apollo 1’s assets and liabilities in consideration for New Apollo 3 Shares |
| “Apollo 1 Second General Meeting” | the general meeting of Apollo 1 to be held on 27 September 2012 |
| “Apollo 1 Shareholders” | holders of Apollo 1 Shares (and each an “Apollo 1 Shareholder”) |
| “Apollo 1 Shares” | ordinary shares of 10p each in the capital of Apollo 1 (and each an “Apollo 1 Share”) |
| “Apollo 1 Transfer Agreement” | the agreement between Apollo 3 and Apollo 1 (acting through the Liquidators) for the transfer of all of the assets and liabilities of Apollo 1 by the Liquidators to Apollo 3 pursuant to the Apollo 1 Scheme |
| “Apollo 2” | Octopus Apollo VCT 2 plc |
| “Apollo 2 Annual Report” | the annual accounts published by Apollo 2 for the year ended 31 January 2012 |
| “Apollo 2 Board” | the board of directors of Apollo 2 |
| “Apollo 2 First General Meeting” | the general meeting of Apollo 2 to be held on 19 September 2012 |
| “Apollo 2 Meetings” | the Apollo 2 First General Meeting and the Apollo 2 Second General Meeting |
| “Apollo 2 Proposals” | the proposals to effect the Apollo 2 Scheme and pass the resolutions to be proposed at the Apollo 2 Meetings |
| “Apollo 2 Roll-Over Value” | the value of an Apollo 2 Share calculated in accordance with paragraph 4 of Part V of this document |
| “Apollo 2 Scheme” | the proposed merger of Apollo 2 with Apollo 3 by means of placing Apollo 2 into members’ voluntary liquidation pursuant to Section 110 of IA 1986 and the acquisition by Apollo 3 of all of Apollo 2’s assets and liabilities in consideration for New Apollo 3 Shares |
| “Apollo 2 Second General Meeting” | the general meeting of Apollo 2 to be held on 27 September 2012 |

| | |
|--|--|
| “Apollo 2 Shareholders” | holders of Apollo 2 Shares (and each an “Apollo 2 Shareholder”) |
| “Apollo 2 Shares” | ordinary shares of 10p each in the capital of Apollo 2 (and each an “Apollo 2 Share”) |
| “Apollo 2 Transfer Agreement” | the agreement between Apollo 3 and Apollo 2 (acting through the Liquidators) for the transfer of all of the assets and liabilities of Apollo 2 by the Liquidators to Apollo 3 pursuant to the Apollo 2 Scheme |
| “Apollo 3 Board” | the board of directors of Apollo 3 |
| “Apollo 3 Circular” | the circular to Apollo 3 Shareholders 17 August 2012 |
| “Apollo 3 General Meeting” | the general meeting of Apollo 3 to be held on 19 September 2012 |
| “Apollo 3 Shareholders” | holders of Apollo 3 Shares (and each an “Apollo 3 Shareholder”) |
| “Apollo 3 Shares” | ordinary shares of 10p each in the capital of Apollo 3 (and each an “Apollo 3 Share”) |
| “Apollo 4” | Octopus Apollo VCT 4 plc |
| “Apollo 4 Annual Report” | the annual accounts published by Apollo 4 for the year ended 31 January 2012 |
| “Apollo 4 Board” | the board of directors of Apollo 4 |
| “Apollo 4 First General Meeting” | the general meeting of Apollo 4 to be held on 19 September 2012 |
| “Apollo 4 Meetings” | the Apollo 4 First General Meeting and the Apollo 4 Second General Meeting |
| “Apollo 4 Proposals” | the proposals to effect the Apollo 4 Scheme and pass the resolutions to be proposed at the Apollo 4 Meetings |
| “Apollo 4 Roll-Over Value” | the value of an Apollo 4 Share calculated in accordance with paragraph 4 of Part VI of this document |
| “Apollo 4 Scheme” | the proposed merger of Apollo 4 with Apollo 3 by means of placing Apollo 4 into members’ voluntary liquidation pursuant to Section 110 of IA 1986 and the acquisition by Apollo 3 of all of Apollo 4’s assets and liabilities in consideration for New Apollo 3 Shares |
| “Apollo 4 Second General Meeting” | the general meeting of Apollo 4 to be held on 27 September 2012 |
| “Apollo 4 Shareholders” | holders of Apollo 4 Shares (and each an Apollo 4 Shareholder”) |
| “Apollo 4 Shares” | ordinary shares of 10p each in the capital of Apollo 4 (and each an “Apollo 4 Share”) |
| “Apollo 4 Transfer Agreement” | the agreement between Apollo 3 and Apollo 4 (acting through the Liquidators) for the transfer of all of the assets and liabilities of Apollo 4 by the Liquidators to Apollo 3 pursuant to the Apollo 4 Scheme |
| “Boards” | the Apollo 1 Board, Apollo 2 Board and Apollo 4 Board (and each a “Board”) |
| “CA 1985” | the Companies Act 1985, as amended from time to time |
| “CA 2006” | the Companies Act 2006, as amended from time to time |
| “Calculation Date” | the date on which the Roll-Over Value and the Merger Value will be calculated, this being after the close of business on 26 September 2012 |
| “Capita” | Capita Registrars Limited, The Registry, 34 Beckenham Road, Kent BR3 4TU |
| “Circular” | this document |

| | |
|------------------------------------|---|
| “Companies” | Apollo 1, Apollo 2 and Apollo 4, as the context permits (and each a “Company”) |
| “Directors” | the directors of the Companies, as the context permits (and each a “Director”) |
| “Effective Date” | the date on which the Schemes will become effective, anticipated as being 27 September 2012 |
| “Enhanced Buyback Facility” | the Apollo 3 enhanced buyback facility contained in the Prospectus |
| “Enlarged Company” | Apollo 3, following implementation of one or more of the Schemes |
| “FSA” | the Financial Services Authority |
| “FSMA” | the Financial Services and Markets Act 2000, as amended |
| “HMRC” | Her Majesty’s Revenue & Customs |
| “IA 1986” | the Insolvency Act 1986, as amended |
| “ITA 2007” | the Income Tax Act 2007, as amended |
| “Liquidators” | William Duncan and Sarah Louise Burge of RSM Tenon Limited, 2 Wellington Place, Leeds LS1 4AP, being the proposed liquidators of each Company |
| “Listing Rules” | the listing rules of the UKLA |
| “London Stock Exchange” | London Stock Exchange PLC |
| “Meetings” | the Apollo 1 Meetings, Apollo 2 Meetings and Apollo 4 Meetings (and each a “Meeting”) |
| “Merger Regulations” | the Venture Capital Trusts (Winding-up and Mergers) (Tax) Regulations 2004 |
| “Merger Value” | the value of an Apollo 3 Share calculated in accordance with paragraph 4 of Parts IV, V and VI of this document |
| “NAV” or “net asset value” | net asset value |
| “New Apollo 3 Shares” | new Apollo 3 Shares to be issued by Apollo 3 in accordance with the Scheme, the Enhanced Buyback Facility and the Offer, as the context permits (and each a “New Apollo 3 Share”) |
| “Octopus” | Octopus Investments Limited, 20 Old Bailey, London EC4M 7AN |
| “Offer” | the offer for subscription by Apollo 3 of New Apollo 3 Shares to raise up to £20 million (with an over-allotment facility to raise a further £10 million) contained in the Prospectus |
| “Official List” | the official list of the UKLA |
| “PLUS” | a prescribed market for the purposes of Section 118 of FSMA and a recognised investment exchange operated by PLUS Markets Group PLC |
| “Proposals” | the proposals to effect the Schemes and pass the Resolutions |
| “Prospectus” | the prospectus issued by Apollo 3 dated 17 August 2012 in relation to the Schemes |
| “Record Date” | the record date to which Companies’ Shareholders’ entitlements will be allocated pursuant to the relevant Scheme, anticipated as being 26 September 2012 |
| “Resolutions” | the resolutions to be proposed at the Meetings (and each a “Resolution”) |
| “Roll-Over Values” | the Apollo 1 Roll-Over Value, the Apollo 2 Roll-Over Value and the Apollo 4 Roll-Over Value |

| | |
|---|---|
| “RPI” | Retail Prices Index |
| “Schemes” | the Apollo 1 Scheme, the Apollo 2 Scheme and the Apollo 4 Scheme (and each a “Scheme”) |
| “Shareholders” | the Apollo 1 Shareholders, Apollo 2 Shareholders and Apollo 4 Shareholders (and each a “Shareholder”) |
| “Shares” | the Apollo 1 Shares, Apollo 2 Shares and Apollo 4 Shares, as the context permits (and each a “Share”) |
| “TCGA 1992” | the Taxation of Chargeable Gains Act 1992, as amended |
| “UK” | the United Kingdom |
| “UKLA” or “UK Listing Authority” | the UK Listing Authority, being the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000 |
| “VCT” or “venture capital trust” | a company satisfying the requirements of Chapter 3 of Part 6 of ITA 2007 for venture capital trusts |

PART II

RISK FACTORS

Shareholders in one or more of the Companies (or, as the case may be, prospective Apollo 3 Shareholders) should consider carefully the following risk factors in addition to the other information presented in this document. If any of the risks described below were to occur, it could have a material effect on the Companies' (or, as the case may be, Apollo 3's) business, financial condition or results of operations. The risks and uncertainties described below (such as changes in legal, regulatory or tax requirements) are not the only ones the Companies (or, as the case may be, Apollo 3) or the Shareholders in one or more of the Companies (or, as the case may be, Apollo 3 Shareholders) will face. Additional risks not currently known to the Companies or the Boards, or that the Companies or the Boards currently believe are not material, may also adversely affect the Companies' (or, as the case may be, Apollo 3's) businesses, financial condition or results of operations. The value of the shares in the Companies (or, as the case may be, Apollo 3 Shares) could decline due to any of the risk factors described below and Shareholders in one or more of the Companies (or, as the case may be, Apollo 3 Shareholders) could lose part or all of their investment. Shareholders in one or more of the Companies (or, as the case may be, Apollo 3 Shareholders) should consult an independent financial adviser authorised under FSMA. References to Apollo 3 should be taken as including the Enlarged Company.

Risk Factors Relating to the Schemes

Completion of the Schemes is dependent upon a number of conditions precedent being fulfilled, including the approval of Shareholders and Apollo 3 Shareholders. Whilst the Boards and the Apollo 3 Board have identified a number of potential benefits for the Enlarged Company, there is no certainty that these benefits will lead to improved prospects for the Enlarged Company. If one or more of the Schemes are not approved and effected, the full benefits of the merger may not be realised. Each Scheme is not conditional on the other Schemes being approved and the conditions precedent for those Schemes being fulfilled. A Scheme will proceed independently and irrespective of the other Schemes.

Shareholders may be adversely affected by the performance of the investments, whether acquired from a Company or made by Apollo 3. The performance of the investments acquired from a Company (as well as the investments of Apollo 3) may restrict the ability of Apollo 3 following implementation of one or more of the Schemes to distribute any capital gains and revenue received on the investments transferred from a Company to Apollo 3 (as well as the investments of Apollo 3). Any gains (or losses) made on the investments of a Company will be shared amongst Apollo 3 Shareholders pro rata to the number of Apollo 3 Shares then in issue.

Shareholders may be adversely affected by a change in the VCT status of Apollo 3 if a number of the investments acquired from a Company or the investments of Apollo 3, are, or become, unable to meet VCT requirements.

Enlarged Company Risk Factors

The value of the shares in the Enlarged Company, and the income from them, can fluctuate and shareholders in the Enlarged Company may not get back the amount they invested when sold. In addition, there is no certainty that the market price of shares in the Enlarged Company will fully reflect their underlying NAV nor that any dividends will be paid. Shareholders in the Enlarged Company should not rely upon any share buyback policy to offer any certainty of selling their shares in the Enlarged Company at prices that reflect the underlying NAV.

There is no guarantee that the Enlarged Company will meet its objectives. The past performance of the Companies, Apollo 3 and/or Octopus is no indication of future performance of the Enlarged Company. The return received by shareholders in the Enlarged Company will be dependent on the performance of the underlying investments. The value of such investments, and interest income and dividends therefrom, may rise or fall and shareholders in the Enlarged Company may not get back the full amount invested.

The existing Apollo 3 Shares have been (and it is anticipated that the New Apollo 3 Shares in the Enlarged Company to be issued pursuant to the Schemes will be) admitted to the premium segment of the Official List and are (or will be) traded on the London Stock Exchange's market for listed securities. However, the secondary market for VCT shares is generally illiquid (which may be partly attributable to the fact that initial tax reliefs are not available for VCT shares generally bought in the secondary market

and because VCT shares usually trade at a discount to NAV) and shareholders in the Enlarged Company may find it difficult to realise their investment. An investment in the Enlarged Company should, therefore, be considered as a long-term investment.

Whilst the Boards understand that it is the intention of the Apollo 3 Board that the Enlarged Company will continue to be managed so as to qualify as a VCT, there can be no guarantee that such status will be maintained. Failure to continue to meet the qualifying requirements could result in shareholders in the Enlarged Company losing the tax reliefs available for VCT shares, resulting in adverse tax consequences including, if the holding has not been held for the relevant holding period, a requirement to repay the tax reliefs obtained. Furthermore, should the Enlarged Company lose its VCT status, dividends and gains arising on the disposal of shares in the Enlarged Company would become subject to tax and the Enlarged Company would also lose its exemption from corporation tax on its capital gains.

The tax rules, or their interpretation, in relation to an investment in the Enlarged Company and/or the rates of tax may change during the life of the Enlarged Company and may apply retrospectively which may affect tax reliefs obtained by shareholders in the Enlarged Company and the VCT status of the Enlarged Company.

Changes in legislation concerning VCTs in relation to what constitutes qualifying holdings and qualifying trades may limit the number of qualifying investment opportunities, reduce the level of returns which might otherwise be achievable or result in the Company not being able to meet its objectives.

If a shareholder disposes of his or her shares in the Enlarged Company within five years of issue (three years if such shares were issued on or between 6 April 2000 and 5 April 2006), he or she will be subject to clawback by HMRC of any income tax reliefs originally claimed. For these purposes, the date of issue of the New Apollo 3 Shares in the Enlarged Company issued pursuant to the Schemes will be the original date of issue of the Shares in the Companies in respect of which such New Apollo 3 Shares are issued. Any realised losses on the disposal of shares in the Enlarged Company cannot be used to create an allowable loss for capital gains tax purposes.

Investment in unquoted companies (including AIM-traded and PLUS market-traded companies), by its nature, involves a higher degree of risk than investment in companies listed on the Official List, which could result in the value of such investment, and interest income and dividends therefrom, reducing. In particular, small companies often have limited product lines, markets or financial resources and may be dependent for their management on a small number of key individuals and may be more susceptible to political, exchange rate, taxation and other regulatory changes and may not produce the hoped-for returns. In addition, the market for securities in smaller companies is less regulated and is usually less liquid than that for securities in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such securities. Full information for determining their value or the risks to which they are exposed may also not be available. Investment returns will, therefore, be uncertain and involve a higher degree of risk than investment in a company listed on the Official List.

Realisation of investments in unquoted companies may be difficult and may take considerable time. There may also be constraints imposed on the realisation of investments in order to maintain the VCT tax status of the Enlarged Company which may restrict the Enlarged Company's ability to obtain maximum value from its investments. In addition, although the Enlarged Company may receive customary venture capital rights in connection with some of its unquoted investments, as a minority investor it may not be in a position to fully protect its interests.

PART III
LETTER FROM THE CHAIRMEN OF THE COMPANIES

**OCTOPUS APOLLO
VCT 1 PLC**

**OCTOPUS APOLLO
VCT 2 PLC**

**OCTOPUS APOLLO
VCT 4 PLC**

Each registered in England and Wales with registered number
05770752 05770744 06614754

Directors of Apollo 1

Andrew Boyle (Chairman)
Rupert Bell
Matt Cooper

Registered Office

20 Old Bailey
London
EC4M 7AN

Directors of Apollo 2

Stuart Brocklehurst (Chairman)
Alan Pepper
Matt Cooper

17 August 2012

Directors of Apollo 4

Murray Steele (Chairman)
Christopher Powles
Martijn Kleibergen

Dear Shareholder

Recommended proposals for a merger of Apollo 1, Apollo 2 and Apollo 4 (together the Companies and each a Company) with Apollo 3 by way of separate schemes of reconstruction of each of the Companies and the cancellation of the listing of the Companies' Shares

Each Board announced on 25 May 2012 that it had agreed terms in principle with the Apollo 3 Board to merge its Company into Apollo 3 pursuant to a scheme of reconstruction under Section 110 of IA 1986 (each a Scheme and together the Schemes). We are pleased to advise Shareholders of the Companies that discussions have now successfully concluded and the purpose of this letter is to set out the proposals for the Schemes for consideration by Shareholders.

The merger is expected to deliver cost savings and strategic benefits to all sets of shareholders and will, if effected, result in an Enlarged Company with total net assets of approximately £50 million. Based on the estimated costs of the merger (being £371,600) and the expected annual cost savings for the Enlarged Company (being £288,900), the Boards believe that the costs of the merger would be recovered within 16 months as further detailed below.

In respect of each Company, the consent of its Shareholders is required to approve its Scheme, to appoint its Liquidators and authorise them to implement its Scheme under IA 1986. Shareholder consent is further required under the Listing Rules to cancel the listing of its Shares on the premium segment of the Official List once its Scheme has been implemented.

Background

The table overleaf provides a summary of the historical information of the Companies and Apollo 3 together with the latest published NAVs, the number of venture capital investments within the portfolios of each company and their respective carrying values.

| | Date of launch | Funds raised since launch (£) | Unaudited net assets (£)* | NAV per share (p)* | Number of venture capital investments* | Carrying value of the venture capital investments (£)* |
|----------|----------------|-------------------------------|---------------------------|--------------------|--|--|
| Apollo 1 | May 2006 | 8.8 million | 8,121,668 | 94.9 | 14 | 7,265,870 |
| Apollo 2 | May 2006 | 8.8 million | 8,120,274 | 94.9 | 14 | 7,265,870 |
| Apollo 3 | July 2006 | 27.1 million | 24,457,715 | 91.4 | 19 | 22,720,754 |
| Apollo 4 | June 2008 | 11.5 million | 11,234,814 | 97.7 | 12 | 10,507,158 |

* Taken from the unaudited management accounts for the Companies and Apollo 3, in each case to 30 April 2012 (which is prior to payment of dividends after 30 April 2012).

Further information relating to the portfolios of the Companies and Apollo 3 is set out in Part IX of the Prospectus which accompanies this document.

The objective of each of the Companies and Apollo 3 is the same, that being to invest in a diversified portfolio of UK smaller companies in order to generate income and capital growth over the long-term. The Companies and Apollo 3 also have the same investment policies.

Separate 'Apollo' named VCTs were originally established so as to provide the ability to access larger deals through co-investment. As a result, 88.4% of the aggregate portfolio across the Companies and Apollo 3 is represented by venture capital investments held by two or more of the four companies as at 30 April 2012 (representing £42.2 million out of the aggregate £47.8 million of venture capital investments). As the portfolios of the Companies and Apollo 3 are now materially invested, and due to the changes made to the VCT investment limits and size tests (in particular, the removal of the £1 million investment limit per VCT), the benefit of 'sister' VCTs is significantly reduced.

VCTs are required to be listed on the premium segment of the Official List, which involves a significant level of listing costs, as well as related fees to ensure they comply with all relevant legislation. A larger VCT should be better placed to spread such running costs across a larger asset base and facilitate better liquidity management and, as a result, may be able to maximise investment opportunities and sustain a higher level of dividends to shareholders over its life.

In September 2004, the Merger Regulations were introduced allowing VCTs to be acquired by, or merge with, each other without prejudicing the VCT tax reliefs obtained by their shareholders. A number of VCTs have taken advantage of these regulations to create larger VCTs for economic and administration efficiencies, as well as to improve portfolio diversification.

With the above in mind, the Boards entered into discussions with the Apollo 3 Board to merge the four companies to create a single, larger VCT. The aim is to achieve long-term strategic benefits and reductions in the annual running costs for all shareholders.

The Schemes

The mechanism by which the merger of the Companies into Apollo 3 will be completed is as follows:

- each Company will be placed into members' voluntary liquidation pursuant to a scheme of reconstruction under Section 110 of IA 1986; and
- all of the assets and liabilities of each Company will be transferred to Apollo 3 in consideration for the issue of New Apollo 3 Shares (which will be issued directly to Shareholders of the relevant Company).

In respect of each Scheme, the New Shares to be issued will be calculated on a relative net asset value basis. The relative net asset values will be the unaudited net asset values as at the Calculation Date (this being 26 September 2012), adjusted to take into consideration each company's respective allocation of the merger costs.

Each Scheme is not conditional on the other Schemes and will proceed independently and irrespective of the other Schemes. Each Scheme will require the approval by the shareholders of the relevant Company and Apollo 3 of the relevant resolutions to be proposed at the relevant Meetings and the Apollo

3 Meeting, as well as the other conditions set out in paragraph 8 of Parts IV, V and VI of this document applicable to the relevant Scheme.

The merger will result in the creation of an enlarged company and should result in savings in running costs and simpler administration. As all of the companies have the same investment policies, a number of common investments and are managed by Octopus, this is achievable without material disruption to the companies and their combined portfolio of investments.

Each Board considers that this merger will bring a number of benefits to all of the groups of shareholders through:

- a reduction in annual running costs for the Enlarged Company compared to the aggregate annual running costs of the separate companies;
- the creation of a single VCT of a more economically efficient size with a greater capital base over which to spread annual running costs;
- amalgamation of the companies' respective portfolios, which are substantially the same, for efficient management and administration;
- participation in a larger VCT with the longer term potential for a more diversified portfolio, thereby spreading the portfolio risk across a broader range of investments;
- increasing the ability to support follow-on investments and new investments in the future due to the increased size and reduced running costs of the Enlarged Company; and
- the potential to enhance the ability to pay dividends and buy back shares in the future, due to the increased size and reduced running costs of the Enlarged Company, as well as improve liquidity in the secondary market, as it is hoped that a larger vehicle will attract increased interest.

The Boards and the Apollo 3 Board considers that the level of continued administrative annual running costs of the individual companies can be substantially reduced through the merger, resulting in benefits for all groups of shareholders. Annual running costs, excluding investment management fees, for the Companies and Apollo 3 are as follows:

| | Unaudited net assets (£)* | Annual running costs (£)** | Percentage of unaudited net assets (%) |
|----------|---------------------------------|----------------------------------|---|
| Apollo 1 | 8,121,668 | 121,825 | 1.5 |
| Apollo 2 | 8,120,274 | 121,804 | 1.5 |
| Apollo 3 | 24,457,715 | 213,943 | 0.9 |
| Apollo 4 | 11,234,814 | 157,287 | 1.4 |

* Taken from the unaudited management accounts for the Companies and Apollo 3, in each case to 30 April 2012 (which is prior to payment of dividends after 30 April 2012).

** Annual running costs for Apollo 3 and the Companies taken from the audited accounts for the year ended 31 January 2012 (these being the annual running costs of the relevant company excluding annual management fees, performance incentive fees and exceptional items, but taking into account any annual expenses costs cap).

To the extent only one or more of the Schemes are completed, the benefits of the Enlarged Company may not be fully realised (in particular, the annual costs savings would be reduced accordingly).

The aggregate anticipated cost of undertaking the merger is approximately £371,600, including VAT, legal and professional fees, stamp duty and the costs of winding up the Companies. The costs of the merger will be split proportionately between the Companies and Apollo 3 by reference to their respective merger net assets (ignoring merger costs). Completion of the Schemes at the same time also results in the aggregate merger costs (and, therefore, each Company's allocation of such costs) being lower per VCT than separate mergers being completed (i.e. there are economies of scale from merging four VCTs in one transaction). Each of the companies will continue to be responsible for its allocation of the estimated merger costs whether or not a particular Scheme is approved and becomes effective.

On the assumption that the net assets of the Enlarged Company will remain the same immediately after the merger, the reduction in the annual running costs (ignoring annual management fees, performance fees and exceptional items) for the Enlarged Company are estimated to be at least £288,900 per annum,

in particular, through the reduction in directors' and advisers' fees, audit fees, secretarial fees, printing costs and listing fees, as well as other fixed costs. This would represent approximately 0.6% per annum of the expected net assets of the Enlarged Company. On this basis, and assuming that no new funds were to be raised or investments realised to meet annual costs, the Boards and the Apollo 3 Board believes that the costs of the merger would be recovered within 16 months.

The Boards and the Apollo 3 Board believe that the Schemes provide an efficient way of merging the four companies with a lower level of costs compared with other merger routes. Apollo 3 was selected as the acquirer VCT as it is the largest of the four companies (resulting in a lower amount of stamp duty being payable) and it being the most mature. Shareholders should note that the merger by way of the Schemes will be outside the provisions of the City Code on Takeovers and Mergers.

If a Scheme does not become effective, the relevant Company will continue in its current form and its Board will continue to review all options available to it regarding its future.

Had the Scheme been completed based on the illustrations set out in Parts IV, V and VI of this document, an Apollo 1 Shareholder would have received 1.037649 New Apollo 3 Shares, an Apollo 2 Shareholder would have received 1.037459 New Apollo 3 Shares and an Apollo 4 Shareholder would have received 1.068556 New Apollo 3 Shares, in each case for every existing share held. The illustrations have not been adjusted for the payment of dividends or shares bought back by the Companies or Apollo 3.

As is required by CA 2006, prior to the allotment of the New Apollo 3 Shares pursuant to a Scheme, Apollo 3 will be posting to Shareholders of the relevant Company at their registered addresses and uploading on to Apollo 3's website a valuation report which will be prepared by Scott-Moncrieff. The report will confirm to Apollo 3 that the value of the relevant Company's assets and liabilities which are being transferred to Apollo 3 as part of the relevant Scheme is not less than the aggregate amount treated as being paid up on the New Apollo 3 Shares being issued to the relevant Company's Shareholders pursuant to that Scheme.

A Shareholder who does not vote in favour of the resolution to be proposed at a First General Meeting will be entitled to dissent and have their shareholding purchased by the Liquidators at the break value price of a Share in that Company. Due to the nature of the underlying assets, the break value price of a Share is expected to be significantly below the net asset value of such Shares. Shareholders should also note that a purchase of Shares by the Liquidators will be regarded as a disposal of such Shares for HMRC purposes, thereby triggering clawback of any upfront income tax relief received on subscription where such Shares have not been held for the minimum five year period.

Further information regarding the terms of the Schemes is set out in Parts IV, V and VI of this document.

Apollo 3 Board and Change of Name

The Apollo 3 Board has three non-executive directors: Tony Morgan (chairman), Rob Johnson and Matt Cooper.

The Boards and the Apollo 3 Board have considered what the size and future composition of the Enlarged Company's board should be following the merger and it has been agreed that Tony Morgan shall step down as chairman of Apollo 3, but will continue as an Apollo 3 Director, and Rob Johnson will step down as an Apollo 3 Director. Murray Steele (chairman of Apollo 4) and Christopher Powles (a director of Apollo 4) will then be appointed as directors of Apollo 3, with Murray Steele being appointed as Chairman of Apollo 3. Matt Cooper will continue as an Apollo 3 Director and, as he is also a director of Apollo 1 and Apollo 2, he will also bring recent knowledge and experience of these companies to the Enlarged Company. The composition of the Apollo 3 Board will continue to be kept under review.

Aggregate annual directors' fee entitlements across the four companies are currently £193,000. The aggregate annual directors' fees for the Apollo 3 Board for the Enlarged Company will be £69,000, resulting in an aggregate annual saving of £124,000.

The directors of the Companies have (subject to their respective Scheme becoming effective) agreed to waive their directors' fees from the Effective Date. Rob Johnson, an Apollo 3 Director, has also agreed to terminate his appointment without compensation.

If the merger is effected, the Apollo 3 Board intends to change the name of Apollo 3 to Octopus Apollo VCT plc. A resolution to amend the articles of association of Apollo 3 to permit its board to make such a name change will be proposed at the Apollo 3 Meeting.

Termination Agreements and Apollo 3 Fees

Octopus is the investment manager of the Companies and of Apollo 3 and also provides administration and company secretarial services to the four companies.

A summary of the fees payable to Octopus by the four companies is set out below. Further appointment details are set out in paragraphs 5.1 of Part IX, X and XI of this document in respect of the Companies and paragraph 10 of Part VII of this document in respect of Apollo 3.

| | Annual management fee | Annual administration and secretarial fee | Annual expenses cap | Performance related incentive fee |
|-----------------------|---|---|---------------------|--|
| Apollo 1 and Apollo 2 | 2% of the net assets of Apollo 1 and Apollo 2 | 0.3% of the net assets of Apollo 1 and Apollo 2 plus £7,500 for each of Apollo 1 and Apollo 2 | 3.5% each | 20% (in respect of each Apollo 1 Share and Apollo 2 Share in issue) of the amount by which, in the sixth accounting period and each accounting period thereafter, the NAV per share of an Apollo 1 Share and an Apollo 2 Share during the period increases in excess of the HSBC bank rate (subject to the NAV per share of an Apollo 1 Share and an Apollo 2 Share at the end of the period being in excess of the NAV per share of an Apollo 1 Share and an Apollo 2 Share at the start of the sixth accounting period plus HSBC bank rate to the end of the relevant period). |
| Apollo 3 | 2% of the net assets | 0.3% of the net assets plus £5,000 | 3.3% | 20% (in respect of each share in issue) of the amount by which the Total Return per Share (this being NAV and dividends paid or declared) increases from the Total Return per Share as at the start of the sixth accounting period (or, if greater, 100p) in excess of the HSBC bank rate. The amount of the fee is calculated as at the date the annual accounts for the relevant period are published and in respect of shares in issue as at that date, adjusted to deduct performance incentive fees paid or payable in respect of previous accounting periods. |
| Apollo 4 | 2% of the net assets | 0.3% of the net assets plus £10,000 | 3.2% | 20% (in respect of each share in issue) of the amount by which, in the sixth accounting period and each accounting period thereafter the NAV per share during the period increases in excess of the HSBC bank rate (subject to the NAV per share at the end of the period being in excess of the NAV per share at the start of the sixth accounting period plus HSBC bank rate to the end of the relevant period). |

The existing Apollo 3 management, administration and secretarial arrangements will continue to apply to the Enlarged Company (save as set out below) and will automatically include the assets brought across as part of the merger.

The Apollo 3 Board and Octopus have agreed, subject to Apollo 3 Shareholder approval at the Apollo 3 Meeting, to replace the existing performance related incentive fee arrangements above with revised arrangements. Under the revised arrangements, Octopus will be entitled to an annual performance related incentive fee in each accounting period commencing on or after 1 February 2012, subject to the

Total Return being 100p at the end of the relevant period. The amount of the fee will be equal to 20% of the amount by which the Total Return as at the end of the relevant period exceeds the Overall Hurdle Return (and payable in respect of each share in issue at the end of the relevant period).

For these purposes, Total Return means NAV per Apollo 3 Share plus dividends paid per Apollo 3 Share since launch and the Overall Hurdle Return means the greater of the:

- Base Rate Hurdle Return - which means the Total Return as at 31 January 2012 increased by the cumulative annual weighted average of the Bank of England base rate (measured daily) to the end of the relevant period; and
- High Watermark Hurdle Return - which means the highest level of Total Return as at the end of the accounting period commencing on 1 February 2012 or any subsequent accounting period.

The performance related incentive fee will be calculated and payable annually.

If the revised arrangements are not approved, the existing arrangements will continue to apply.

Octopus has (subject to the relevant Scheme becoming effective) agreed to terminate the investment management and administration arrangements with each Company with effect from the Effective Date without notice or penalty.

Capita Registrars (the Companies' registrar) and Matrix Corporate Capital LLP (the Companies' broker) have also (subject to the relevant Scheme becoming effective) agreed to terminate their existing arrangements with each Company with effect from the Effective Date without notice or penalty.

Enhanced Buyback Facility

Enhanced buyback facilities are arrangements by which shareholders can sell existing shares in a VCT and reinvest the proceeds in new shares in the same VCT, on which upfront tax relief may then be available.

The Apollo 3 Board has agreed to offer to its shareholders (including Shareholders who will roll across to Apollo 3 as part of the merger process) the opportunity to participate in the Enhanced Buyback Facility. The terms of the Enhanced Buyback Facility are as follows:

- Apollo 3 shall offer (pursuant to a tender offer) to all UK Apollo 3 Shareholders (including Shareholders following the merger) on the register on 1 October 2012 to purchase up to 50% of the issued Apollo 3 Share capital as at that date.
- Shareholders eligible to participate may tender some or all of their existing holding of Apollo 3 Shares, such Apollo 3 Shareholders:
 - being entitled to sell up to a basic entitlement (this being up to 50% of their holding on the register on 1 October 2012, rounded down to the nearest whole Share); and
 - being able to tender additional Apollo 3 Shares that may be sold to the extent that other Apollo 3 Shareholders do not participate up to the maximum amount available (any such excess to be allocated pro rata to the number of Apollo 3 Shares tendered, subject to the discretion of the Board).
- The purchase will be subject to the participating Apollo 3 Shareholder agreeing to reinvest all of the proceeds of sale in the purchase of New Apollo 3 Shares.
- The purchase will be completed at a price equal to the most recently published net asset value per Apollo 3 Share at the time of purchase.
- The reinvestment will be completed at a price equal to the most recently published net asset value per Apollo 3 Share at the time of allotment, divided by 0.95 (representing the costs of providing the facility, referred to below).
- Allocations of New Apollo 3 Shares under the reinvestment will be rounded down and fractions will not be allotted.
- Financial intermediaries will receive a commission of an amount equal to 2.5% of their client's reinvestment (which may be waived and reinvested for additional New Apollo 3 Shares purchased on behalf of their client as part of the Enhanced Buyback Facility) and annual trail commission.

Octopus will be paid an administration fee of 5% of the gross proceeds raised through the issue of New Apollo 3 Shares (ignoring reinvested commission) from which all costs and expenses will be paid (including initial intermediary commission but excluding annual trail commission). Any costs above this, excluding annual trail commission, will be met by Octopus.

The net effect for participating Apollo 3 Shareholders is that they will 'substitute' 1,000 existing Apollo 3 Shares with 950 New Apollo 3 Shares (plus any New Apollo 3 Shares issued pursuant to reinvested commission), the small reduction in the value of the investment holding representing the costs of implementing the Enhanced Buyback Facility), with the reinvestment qualifying for upfront income tax relief of up to 30%.

The Enhanced Buyback Facility is contained in the Prospectus which accompanies this document and is conditional on the approval by Apollo 3 Shareholders of resolutions to be proposed at the Apollo 3 Meeting. The extent to which the Enhanced Buyback Facility will be implemented is further conditional on Apollo 3 having sufficient reserves to effect the purchase of shares pursuant to the Enhanced Buyback Facility.

The Enhanced Buyback Facility will open on 1 October 2012 (with, as mentioned above, an Enhanced Buyback Facility record date for participation of 1 October 2012, i.e. after the Schemes are expected to become effective and New Apollo 3 Shares have been issued to Shareholders) and will close on 30 November 2012. The Apollo 3 Board may amend or extend (as applicable) these dates at their discretion. The Enhanced Buyback Facility is not, however, conditional on the merger becoming effective or implementation of the Offer. The number of New Apollo 3 Shares issued pursuant to the Enhanced Buyback Facility will not reduce the amount seeking to be raised pursuant to the Offer (as further set out below).

The Offer

The Apollo 3 Board has decided to take the opportunity to raise up to £20 million through an offer for subscription (the Offer). The Apollo 3 Board may, in their absolute discretion, decide to increase the Offer to raise up to a further £10 million if there proves to be excess demand from investors, subject to a maximum of 35 million New Apollo 3 Shares being offered pursuant to the Offer. This will provide Apollo 3 Shareholders and new investors with the opportunity to invest in Apollo 3 and benefit from the tax reliefs available to qualifying investors in VCTs.

New Apollo 3 Shares issued under the Offer will be at an offer price equal to the most recently published NAV of an Apollo 3 Share, divided by 0.95 to take into account Offer costs of 5% and rounded up to the nearest 0.1p per share. The net proceeds of the Offer will be invested in accordance with the investment policy of Apollo 3.

Octopus will act as promoter to the Offer and be paid a commission of 5% of the gross proceeds raised through the issue of New Apollo 3 Shares (ignoring reinvested commission) from which all costs and expenses will be paid (including initial intermediary commission but excluding any permissible annual trail commission). Any costs above this, excluding any permissible annual trail commission, will be met by Octopus.

The Offer is contained in the Prospectus which accompanies this document and is conditional on the approval by Apollo 3 Shareholders of a resolution to be proposed at the Apollo 3 Meeting. The Offer will open on 1 October 2012 and is not conditional on the merger becoming effective or the implementation of the Enhanced Buyback Facility.

Cancellation of Listing

Each Company will apply to the UKLA for cancellation of the listing of its Shares, upon the successful completion of its Scheme, which is anticipated to be on 26 October 2012.

Taxation

As is more fully explained in Part VIII of this document, the receipt by Shareholders of New Apollo 3 Shares should not constitute a disposal of their Shares for UK capital gains tax purposes. Shareholders should, for UK tax purposes, effectively be able to treat the New Apollo 3 Shares received pursuant to the Schemes as if they had been acquired at the same date and at the same price as the original Shares. Any upfront income tax relief received on subscription of the original Shares will then attach to the New Apollo 3 Shares. As Apollo 3 is also a VCT, the usual VCT tax reliefs should continue to apply.

As mentioned above, however, if a Shareholder dissents and has their Shares purchased by the Liquidators, this will be regarded as a disposal of the Shares for HMRC purposes, thereby triggering the repayment of any upfront income tax relief obtained on subscription (assuming such Shares have not been held for the minimum five year holding period).

Further details as to the taxation consequences for Shareholders are detailed in Part VIII of this document. Shareholders should note that clearances from HMRC have been obtained, as is more particularly described in Part VIII of this document.

Meetings

Notices of the Meetings are set out at the end of this document. The Meetings will be held at the offices of Octopus, 20 Old Bailey, London EC4M 7AN as follows:

- the Apollo 1 First General Meeting will be held at 10.30 a.m. on 19 September 2012;
- the Apollo 2 First General Meeting will be held at 11.00 a.m. on 19 September 2012;
- the Apollo 4 First General Meeting will be held at 11.30 a.m. on 19 September 2012;
- the Apollo 1 Second General Meeting will be held at 10.00 a.m. on 27 September 2012;
- the Apollo 2 Second General Meeting will be held at 10.30 a.m. on 27 September 2012; and
- the Apollo 4 Second General Meeting will be held at 11.00 a.m. on 27 September 2012.

All of the Resolutions will be proposed as special resolutions and will each require the approval of at least 75% of the votes cast on that Resolution at the relevant Meeting.

First General Meetings

The Resolutions to be proposed at the First General Meetings will seek the approval of the relevant Shareholders of the relevant Scheme and authorise its implementation by the Liquidators.

Second General Meetings

The Resolutions to be proposed at the Second General Meetings will seek the approval of the relevant Shareholders to:

- (i) put the relevant Company into members' voluntary liquidation and appoint and remunerate the Liquidators for the purposes of such winding-up;
- (ii) authorise the Liquidators to exercise certain powers for which the express sanction of shareholders is required under the IA 1986, such as paying classes of creditors in full; and
- (iii) approve the cancellation of the listing of the relevant Company's shares following the successful completion of its respective Scheme.

Action to be Taken

Before taking any action, you are recommended to read the further information set out in this document.

Shareholders will find attached at the end of this document forms of proxy for use at the Meetings. Whether or not you propose to attend the relevant Meetings, you are requested to complete and return the relevant form of proxy attached so as to be received not less than 48 hours before the time appointed for holding the relevant Meeting. Completion and return of a form of proxy will not prevent a Shareholder from attending and voting in person at the relevant meeting should a Shareholder wish to do so.

Recommendations

The Apollo 1 Board is of the opinion that the Apollo 1 Proposals are in the best interests of the Apollo 1 Shareholders as a whole and unanimously recommends them to vote in favour of the Resolutions to be proposed at the Apollo 1 Meetings as they intend to do in respect of their own holdings of 31,387 Apollo 1 Shares representing approximately 0.40% of the issued Apollo 1 Share capital.

The Apollo 2 Board is of the opinion that the Apollo 2 Proposals are in the best interests of the Apollo 2 Shareholders as a whole and unanimously recommends them to vote in favour of the Resolutions to be proposed at the Apollo 2 Meetings as they intend to do in respect of their own holdings of 10,287 Apollo 2 Shares representing approximately 0.13% of the issued Apollo 2 Share capital.

The Apollo 4 Board is of the opinion that the Apollo 4 Proposals are in the best interests of the Apollo 4 Shareholders as a whole and unanimously recommends them to vote in favour of the Resolutions to be proposed at the Apollo 4 Meetings as they intend to do in respect of their own holdings of 10,550 Apollo 4 Shares representing approximately 0.10% of the issued Apollo 4 Share capital.

Finally, and on the assumption the merger is approved and becomes effective, we would like to take the opportunity to thank our fellow directors for the experience they have brought and the commitment they have made to their respective Company.

Yours faithfully



Andrew Boyle
Chairman of Apollo 1



Stuart Brocklehurst
Chairman of Apollo 2



Murray Steele
Chairman of Apollo 4

PART IV
THE APOLLO 1 SCHEME

1. Definitions and Interpretation

The definitions set out in Part I of this document shall have the same meanings when used in the context of this Part IV.

On or immediately prior to the Effective Date, Octopus (on the instruction of the Liquidators) shall calculate the Apollo 1 Roll-Over Value and the Merger Value in accordance with paragraph 4 below.

2. Provision of Information

On the Effective Date, the Liquidators shall receive all the cash, undertakings and other assets and liabilities of Apollo 1 and shall deliver to Apollo 3:

- particulars of all of the assets and liabilities of Apollo 1;
- a list certified by the registrars of the names and addresses of, and the number of Apollo 1 Shares held by, each of the Apollo 1 Shareholders on the register at 5.00 p.m. on the Record Date;
- an estimate of the winding-up costs of Apollo 1; and
- the amount estimated to be required to purchase the holdings of any dissenting Apollo 1 Shareholders.

3. Transfer Agreement

On the Effective Date, the Liquidators (on behalf of Apollo 1) and Apollo 3 will enter into the Apollo 1 Transfer Agreement (subject to such modifications as may be agreed between the parties thereto) pursuant to which the Liquidators will procure the transfer of all of the assets and liabilities of Apollo 1 to Apollo 3 in exchange for the issue of New Apollo 3 Shares (fully paid) to Apollo 1 Shareholders on the basis set out in paragraph 4 below.

In further consideration of such transfer of assets and liabilities of Apollo 1 to Apollo 3, Apollo 3 will, pursuant to the Apollo 1 Transfer Agreement, undertake to pay all liabilities incurred by the Liquidators including, but not limited to, the implementation of the Apollo 1 Scheme, the winding up of Apollo 1 and the purchase for cash of any holdings of dissenting Apollo 1 Shareholders.

4. Calculations

Except as otherwise provided for in the Apollo 1 Scheme terms, for the purposes of calculating the Apollo 1 Roll-Over Value, the Merger Value and the number of New Apollo 3 Shares to be issued, the following provisions will apply:

Apollo 1 Roll-Over Value

The Apollo 1 Roll-Over Value will be calculated as:

$$\frac{A - (B + C)}{D}$$

where:

A = the unaudited net assets of Apollo 1 as at the Calculation Date (this being the unaudited net assets of Apollo 1 as at 31 July 2012 (taken from Apollo 1's unaudited management accounts to that date)), plus (i) any increase/decrease in the valuation of an investment held by Apollo 1 where there has been an event in the period between 31 July 2012 and the Calculation Date which requires a revaluation of the investment in accordance with Financial Reporting Standards 26 'Financial Instruments: Measurement' (IAS39) and using International Private Equity and Venture Capital Valuation Guidelines, (ii) any material increase/decrease in the cash position and/or debtors and/or the creditors of Apollo 1 between 31 July 2012 and the Calculation Date and (iii) any adjustment that both the Apollo 1 Board and the Apollo 3 Board consider appropriate to reflect any other actual or contingent benefit or liability of Apollo 1);

- B = Apollo 1's pro rata proportion (by reference to the Roll-Over Values and the Merger Value, but ignoring merger costs) of the costs of the Schemes plus £10,000 (representing an amount of contingency to cover any unforeseen additional costs attributable to Apollo 1 incurred by Apollo 3, which will indemnify the Liquidators in respect of all costs of Apollo 1 following the transfer on the Effective Date);
- C = the amount estimated to be required to purchase the holdings of Apollo 1 Shares from dissenting Apollo 1 Shareholders; and
- D = the number of Apollo 1 Shares in issue as at close of business on the Record Date (save for any Apollo 1 Shares held by dissenting Apollo 1 Shareholders).

Apollo 3 Merger Value

The Merger Value will be calculated as:

$$\frac{E - F}{G}$$

where:

- E = the unaudited net assets of Apollo 3 as at the Calculation Date (this being the unaudited net assets of Apollo 3 as at 31 July 2012 (taken from Apollo 3's unaudited management accounts to that date)), plus (i) any increase/decrease in the valuation of an investment held by Apollo 3 where there has been an event in the period between 31 July 2012 and the Calculation Date which requires a revaluation of the investment in accordance with Financial Reporting Standards 26 'Financial Instruments: Measurement' (IAS39) and using International Private Equity and Venture Capital Valuation Guidelines, (ii) any material increase/decrease in the cash position and/or debtors and/or the creditors of Apollo 3 between 31 July 2012 and the Calculation Date and (iii) any adjustment that both the Apollo 1 Board and the Apollo 3 Board consider appropriate to reflect any other actual or contingent benefit or liability of Apollo 3);
- F = Apollo 3's *pro rata* proportion (by reference to the Roll-Over Values and the Merger Value, but ignoring merger costs) of the costs of the Schemes; and
- G = the number of Apollo 3 Shares in issue as at close of business on the Record Date.

New Apollo 3 Shares to Apollo 1 Shareholders

The number of New Apollo 3 Shares to be issued to Apollo 1 Shareholders (save for any dissenting Apollo 1 Shareholders) will be calculated as follows:

$$\left(\frac{H}{I}\right) \times J$$

where:

- H = the Apollo 1 Roll-Over Value;
- I = the Merger Value; and
- J = the number of Apollo 1 Shares in issue as at close of business on the Record Date (save for any Apollo 1 Shares held by dissenting Apollo 1 Shareholders).

Apollo 3 will not issue the New Apollo 3 Shares pursuant to the Apollo 1 Scheme until it has been confirmed that the valuation report prepared by Scott-Moncrieff under CA 2006 in respect of the Apollo 1 Scheme has been provided to Apollo 3 and posted to Apollo 1

Shareholders. New Apollo 3 Shares will then be issued directly to Apollo 1 Shareholders pro rata to their existing holdings (disregarding Apollo 1 Shares held by dissenting Apollo 1 Shareholders) on instruction of the Liquidators.

The merger ratio will be rounded down to six decimal places and entitlements will be rounded down to the nearest whole number and any fractional entitlements per Apollo 1 Shareholder (which will not exceed £1) will be aggregated and sold in the market and the proceeds retained for the benefit of the Enlarged Company.

Where Apollo 1 Shareholders hold their Apollo 1 Shares in certificated form, they will receive a new certificate for the New Apollo 3 Shares issued. Where Apollo 1 Shareholders hold their Apollo 1 Shares in uncertificated form, their CREST accounts will be credited with the holding in New Apollo 3 Shares.

Dividend payment mandates provided for Apollo 1 Shares will under the terms of the Apollo 1 Scheme, unless Apollo 1 Shareholders advise otherwise in writing to Capita, be transferred to the New Apollo 3 Shares.

An application has been made to the UKLA for the New Apollo 3 Shares to be issued pursuant to the Apollo 1 Scheme to be listed on the premium segment of the Official List and will be made to the London Stock Exchange for such New Apollo 3 Shares to be admitted to trading on its market for listed securities. The New Apollo 3 Shares will, from the date of issue, rank *pari passu* with the existing issued Apollo 3 Shares and those New Apollo 3 Shares issued pursuant to the Apollo 2 Scheme and the Apollo 4 Scheme (should such Schemes become effective).

Apollo 1 Scheme Illustration

As at 30 April 2012, the unaudited NAV per Apollo 1 Share (taken from the unaudited management accounts of Apollo 1 to that date) was 94.9p. The Apollo 1 Roll-Over Value (had the merger been completed on that date and calculated in accordance with this paragraph 4) would have been 94.12p (assuming no dissenting Apollo 1 Shareholders).

As at 30 April 2012, the unaudited NAV of an Apollo 3 Share (taken from the unaudited management accounts of Apollo 3 to that date) was 91.4p. The Apollo 3 Merger Value (had the merger been completed on that date and calculated in accordance with this paragraph 4) would have been 90.70p.

The number of New Apollo 3 Shares that would have been issued to Apollo 1 Shareholders (had the merger been completed on that date and calculated in accordance with this paragraph 4) would be 8,879,046 (1.037649 New Apollo 3 Shares for every Apollo 1 Share held).

The above illustration has not been adjusted for the payment of dividends or shares bought back by Apollo 1 and Apollo 3.

5. Modifications

The provisions of the Apollo 1 Scheme shall have effect, subject to such non-material modifications or additions as the parties to the Apollo 1 Transfer Agreement may from time to time approve in writing (including amendment of the timetable).

6. Reliance on Information

The Liquidators and Apollo 3 shall be entitled to act and rely, without enquiry, on any information furnished or made available to them or any of them, as the case may be, in connection with the Apollo 1 Scheme and the Apollo 1 Transfer Agreement including, for the avoidance of doubt, any certificate, opinion, advice, valuation, evidence or other information furnished or made available to them by Apollo 1, Apollo 3, the Apollo 1 Board, the Apollo 3 Board, any individual director of Apollo 1 or Apollo 3, Octopus, the registrar or the custodians or the bankers of Apollo 1 and Apollo 3 or its or their other professional advisers and the Liquidators shall not be liable or responsible for any loss suffered as a result thereof.

7. Liquidators' Liability

Nothing in the Apollo 1 Scheme, or in any document executed under or in connection with the Apollo 1 Scheme, shall impose any personal liability on the Liquidators or either of them save for any liability arising out of any negligence, breach of duty or wilful default by the Liquidators in the performance of their duties and this shall, for the avoidance of doubt, exclude any such liability for any action taken by the Liquidators in accordance with the Apollo 1 Scheme or the Apollo 1 Transfer Agreement.

8. Conditions

The Apollo 1 Scheme is conditional upon:

- the passing of the resolutions to be proposed at the Apollo 1 Meetings;

- notice of dissent not having been received from Apollo 1 Shareholders holding more than 10% in nominal value of the entire issued Apollo 1 Share capital under Section 111 IA 1986; and
- the passing of resolutions 1 and 2 to be proposed at the Apollo 3 General Meeting.

Subject to the above, the Apollo 1 Scheme shall become effective immediately after the passing of the special resolution for the winding up of Apollo 1 to be proposed at the Apollo 1 Second General Meeting. If it becomes effective, the Apollo 1 Scheme shall be binding on all Apollo 1 Shareholders (including dissenting Apollo 1 Shareholders) and all persons claiming through or under them.

If the conditions set out above have not been satisfied by 30 November 2012, the Apollo 1 Scheme shall not become effective and Apollo 1 will continue in its current form and the Apollo 1 Board will continue to keep the future of Apollo 1 under review.

9. Dissenting Shareholders

Provided that an Apollo 1 Shareholder does not vote in favour of the resolution to be proposed at the Apollo 1 First General Meeting, such Apollo 1 Shareholder may, within seven days following the Apollo 1 First General Meeting, express his/her dissent to the Liquidators in writing at the registered office of Apollo 1 and require the Liquidators to purchase that Apollo 1 Shareholder's holding in Apollo 1.

The Liquidators will offer to purchase the holdings of dissenting Apollo 1 Shareholders at the break value price of an Apollo 1 Share, this being an estimate of the amount an Apollo 1 Shareholder would receive per Apollo 1 Share in an ordinary winding-up of Apollo 1 if all of the assets of Apollo 1 had to be realised. The break value of an Apollo 1 Share is expected to be significantly below the net asset value of such shares due to the nature of the underlying assets. Apollo 1 Shareholders should also be aware that a purchase by the Liquidators will be regarded as a disposal for HMRC purposes, thereby triggering clawback of any upfront income tax relief received on subscription where such Apollo 1 Shares have not been held for five years. Further details on the taxation consequences for Apollo 1 Shareholders are set out in Part VIII of this document.

10. Governing Law

The Apollo 1 Scheme shall, in all respects, be governed by and construed in accordance with the laws of England and Wales.

PART V
THE APOLLO 2 SCHEME

1. Definitions and Interpretation

The definitions set out in Part I of this document shall have the same meanings when used in the context of this Part V.

On or immediately prior to the Effective Date, Octopus (on the instruction of the Liquidators) shall calculate the Apollo 2 Roll-Over Value and the Merger Value in accordance with paragraph 4 below.

2. Provision of Information

On the Effective Date, the Liquidators shall receive all the cash, undertakings and other assets and liabilities of Apollo 2 and shall deliver to Apollo 3:

- particulars of all of the assets and liabilities of Apollo 2;
- a list certified by the registrars of the names and addresses of, and the number of Apollo 2 Shares held by, each of the Apollo 2 Shareholders on the register at 5.00 p.m. on the Record Date;
- an estimate of the winding-up costs of Apollo 2; and
- the amount estimated to be required to purchase the holdings of any dissenting Apollo 2 Shareholders.

3. Transfer Agreement

On the Effective Date, the Liquidators (on behalf of Apollo 2) and Apollo 3 will enter into the Apollo 2 Transfer Agreement (subject to such modifications as may be agreed between the parties thereto) pursuant to which the Liquidators will procure the transfer of all of the assets and liabilities of Apollo 2 to Apollo 3 in exchange for the issue of New Apollo 3 Shares (fully paid) to Apollo 2 Shareholders on the basis set out in paragraph 4 below.

In further consideration of such transfer of assets and liabilities of Apollo 2 to Apollo 3, Apollo 3 will, pursuant to the Apollo 2 Transfer Agreement, undertake to pay all liabilities incurred by the Liquidators including, but not limited to, the implementation of the Apollo 2 Scheme, the winding up of Apollo 2 and the purchase for cash of any holdings of dissenting Apollo 2 Shareholders.

4. Calculations

Except as otherwise provided for in the Apollo 2 Scheme terms, for the purposes of calculating the Apollo 2 Roll-Over Value, the Merger Value and the number of New Apollo 3 Shares to be issued, the following provisions will apply:

Apollo 2 Roll-Over Value

The Apollo 2 Roll-Over Value will be calculated as:

$$\frac{A - (B + C)}{D}$$

where:

A = the unaudited net assets of Apollo 2 as at the Calculation Date (this being the unaudited net assets of Apollo 2 as at 31 July 2012 (taken from Apollo 2's unaudited management accounts to that date)), plus (i) any increase/decrease in the valuation of an investment held by Apollo 2 where there has been an event in the period between 31 July 2012 and the Calculation Date which requires a revaluation of the investment in accordance with Financial Reporting Standards 26 'Financial Instruments: Measurement' (IAS39) and using International Private Equity and Venture Capital Valuation Guidelines, (ii) any material increase/decrease in the cash position and/or debtors and/or the creditors of Apollo 2 between 31 July 2012 and the Calculation Date and (iii) any adjustment that both the Apollo 2 Board and the Apollo 3 Board consider appropriate to reflect any other actual or contingent benefit or liability of Apollo 2);

- B = Apollo 2's pro rata proportion (by reference to the Roll-Over Values and the Merger Value, but ignoring merger costs) of the costs of the Schemes plus £10,000 (representing an amount of contingency to cover any unforeseen additional costs attributable to Apollo 2 incurred by Apollo 3, which will indemnify the Liquidators in respect of all costs of Apollo 2 following the transfer on the Effective Date);
- C = the amount estimated to be required to purchase the holdings of Apollo 2 Shares from dissenting Apollo 2 Shareholders; and
- D = the number of Apollo 2 Shares in issue as at close of business on the Record Date (save for any Apollo 2 Shares held by dissenting Apollo 2 Shareholders).

Apollo 3 Merger Value

The Merger Value will be calculated as:

$$\frac{E - F}{G}$$

where:

- E = the unaudited net assets of Apollo 3 as at the Calculation Date (this being the unaudited net assets of Apollo 3 as at 31 July 2012 (taken from Apollo 3's unaudited management accounts to that date)), plus (i) any increase/decrease in the valuation of an investment held by Apollo 3 where there has been an event in the period between 31 July 2012 and the Calculation Date which requires a revaluation of the investment in accordance with Financial Reporting Standards 26 'Financial Instruments: Measurement' (IAS39) and using International Private Equity and Venture Capital Valuation Guidelines, (ii) any material increase/decrease in the cash position and/or debtors and/or the creditors of Apollo 3 between 31 July 2012 and the Calculation Date and (iii) any adjustment that both the Apollo 2 Board and the Apollo 3 Board consider appropriate to reflect any other actual or contingent benefit or liability of Apollo 3);
- F = Apollo 3's pro rata proportion (by reference to the Roll-Over Values and the Merger Value, but ignoring merger costs) of the costs of the Schemes; and
- G = the number of Apollo 3 Shares in issue as at close of business on the Record Date.

New Apollo 3 Shares to Apollo 2 Shareholders

The number of New Apollo 3 Shares to be issued to Apollo 2 Shareholders (save for any dissenting Apollo 2 Shareholders) will be calculated as follows:

$$\left(\frac{H}{I}\right) \times J$$

where:

- H = the Apollo 2 Roll-Over Value;
- I = the Merger Value; and
- J = the number of Apollo 2 Shares in issue as at close of business on the Record Date (save for any Apollo 2 Shares held by dissenting Apollo 2 Shareholders).

Apollo 3 will not issue the New Apollo 3 Shares pursuant to the Apollo 2 Scheme until it has been confirmed that the valuation report prepared by Scott-Moncrieff under CA 2006 in respect of the Apollo 2 Scheme has been provided to Apollo 3 and posted to Apollo 2 Shareholders. New Apollo 3 Shares will then be issued directly to Apollo 2 Shareholders pro rata to their existing holdings (disregarding Apollo 2 Shares held by dissenting Apollo 2 Shareholders) on instruction of the Liquidators.

The merger ratio will be rounded down to six decimal places and Entitlements will be rounded down to the nearest whole number and any fractional entitlements per Apollo 2 Shareholder (which will not exceed £1) will be aggregated and sold in the market and the proceeds retained for the benefit of the Enlarged Company.

Where Apollo 2 Shareholders hold their Apollo 2 Shares in certificated form, they will receive a new certificate for the New Apollo 3 Shares issued. Where Apollo 2 Shareholders hold their Apollo 2 Shares in uncertificated form, their CREST accounts will be credited with the holding in New Apollo 3 Shares.

Dividend payment mandates provided for Apollo 2 Shares will under the terms of the Apollo 2 Scheme, unless Apollo 2 Shareholders advise otherwise in writing to Capita, be transferred to the New Apollo 3 Shares.

An application has been made to the UKLA for the New Apollo 3 Shares to be issued pursuant to the Apollo 2 Scheme to be listed on the premium segment of the Official List and will be made to the London Stock Exchange for such New Apollo 3 Shares to be admitted to trading on its market for listed securities. The New Apollo 3 Shares will, from the date of issue, rank *pari passu* with the existing issued Apollo 3 Shares and those New Apollo 3 Shares issued pursuant to the Apollo 1 Scheme and the Apollo 4 Scheme (should such Schemes become effective).

Apollo 2 Scheme Illustration

As at 30 April 2012, the unaudited NAV per Apollo 2 Share (taken from the unaudited management accounts of Apollo 1 to that date) was 94.9p. The Apollo 2 Roll-Over Value (had the merger been completed on that date and calculated in accordance with this paragraph 4) would have been 94.10p (assuming no dissenting Apollo 2 Shareholders).

As at 30 April 2012, the unaudited NAV of an Apollo 3 Share (taken from the unaudited management accounts of Apollo 3 to that date) was 91.4p. The Apollo 3 Merger Value (had the merger been completed on that date and calculated in accordance with this paragraph 4) would have been 90.70p.

The number of New Apollo 3 Shares that would have been issued to Apollo 2 Shareholders (had the merger been completed on that date and calculated in accordance with this paragraph 4) would be 8,877,414 (1.037459 New Apollo 3 Share for every Apollo 2 Share held).

The above illustration has not been adjusted for the payment of dividends or shares bought back by Apollo 2 and Apollo 3.

5. Modifications

The provisions of the Apollo 2 Scheme shall have effect, subject to such non-material modifications or additions as the parties to the Apollo 2 Transfer Agreement may from time to time approve in writing (including amendment of the timetable).

6. Reliance on Information

The Liquidators and Apollo 3 shall be entitled to act and rely, without enquiry, on any information furnished or made available to them or any of them, as the case may be, in connection with the Apollo 2 Scheme and the Apollo 2 Transfer Agreement including, for the avoidance of doubt, any certificate, opinion, advice, valuation, evidence or other information furnished or made available to them by Apollo 2, Apollo 3, the Apollo 2 Board, the Apollo 3 Board, any individual director of Apollo 2 or Apollo 3, Octopus, the registrar or the custodians or the bankers of Apollo 2 and Apollo 3 or its or their other professional advisers and the Liquidators shall not be liable or responsible for any loss suffered as a result thereof.

7. Liquidators' Liability

Nothing in the Apollo 2 Scheme, or in any document executed under or in connection with the Apollo 2 Scheme, shall impose any personal liability on the Liquidators or either of them save for any liability arising out of any negligence, breach of duty or wilful default by the Liquidators in the performance of their duties and this shall, for the avoidance of doubt, exclude any such liability for any action taken by the Liquidators in accordance with the Apollo 2 Scheme or the Apollo 2 Transfer Agreement.

8. Conditions

The Apollo 2 Scheme is conditional upon:

- the passing of the resolutions to be proposed at the Apollo 2 Meetings;

- notice of dissent not having been received from Apollo 2 Shareholders holding more than 10% in nominal value of the entire issued Apollo 2 Share capital under Section 111 IA 1986; and
- the passing of resolutions 1 and 3 to be proposed at the Apollo 3 General Meeting.

Subject to the above, the Apollo 2 Scheme shall become effective immediately after the passing of the special resolution for the winding up of Apollo 2 to be proposed at the Apollo 2 Second General Meeting. If it becomes effective, the Apollo 2 Scheme shall be binding on all Apollo 2 Shareholders (including dissenting Apollo 2 Shareholders) and all persons claiming through or under them.

If the conditions set out above have not been satisfied by 30 November 2012, the Apollo 2 Scheme shall not become effective and Apollo 2 will continue in its current form and the Apollo 2 Board will continue to keep the future of Apollo 2 under review.

9. Dissenting Shareholders

Provided that an Apollo 2 Shareholder does not vote in favour of the resolution to be proposed at the Apollo 2 First General Meeting, such Apollo 2 Shareholder may, within seven days following the Apollo 2 First General Meeting, express his/her dissent to the Liquidators in writing at the registered office of Apollo 2 and require the Liquidators to purchase that Apollo 2 Shareholder's holding in Apollo 2.

The Liquidators will offer to purchase the holdings of dissenting Apollo 2 Shareholders at the break value price of an Apollo 2 Share, this being an estimate of the amount an Apollo 2 Shareholder would receive per Apollo 2 Share in an ordinary winding-up of Apollo 2 if all of the assets of Apollo 2 had to be realised. The break value of an Apollo 2 Share is expected to be significantly below the net asset value of such shares due to the nature of the underlying assets. Apollo 2 Shareholders should also be aware that a purchase by the Liquidators will be regarded as a disposal for HMRC purposes, thereby triggering clawback of any upfront income tax relief received on subscription where such Apollo 2 Shares have not been held for five years. Further details on the taxation consequences for Apollo 2 Shareholders are set out in Part VIII of this document.

10. Governing Law

The Apollo 2 Scheme shall, in all respects, be governed by and construed in accordance with the laws of England and Wales.

PART VI

THE APOLLO 4 SCHEME

1. Definitions and Interpretation

The definitions set out in Part I of this document shall have the same meanings when used in the context of this Part VI.

On or immediately prior to the Effective Date, Octopus (on the instruction of the Liquidators) shall calculate the Apollo 4 Roll-Over Value and the Merger Value in accordance with paragraph 4 below.

2. Provision of Information

On the Effective Date, the Liquidators shall receive all the cash, undertakings and other assets and liabilities of Apollo 4 and shall deliver to Apollo 3:

- particulars of all of the assets and liabilities of Apollo 4;
- a list certified by the registrars of the names and addresses of, and the number of Apollo 4 Shares held by, each of the Apollo 4 Shareholders on the register at 5.00 p.m. on the Record Date;
- an estimate of the winding-up costs of Apollo 4; and
- the amount estimated to be required to purchase the holdings of any dissenting Apollo 4 Shareholders.

3. Transfer Agreement

On the Effective Date, the Liquidators (on behalf of Apollo 4) and Apollo 3 will enter into the Apollo 4 Transfer Agreement (subject to such modifications as may be agreed between the parties thereto) pursuant to which the Liquidators will procure the transfer of all of the assets and liabilities of Apollo 4 to Apollo 3 in exchange for the issue of New Apollo 3 Shares (fully paid) to Apollo 4 Shareholders on the basis set out in paragraph 4 below.

In further consideration of such transfer of assets and liabilities of Apollo 4 to Apollo 3, Apollo 3 will, pursuant to the Apollo 4 Transfer Agreement, undertake to pay all liabilities incurred by the Liquidators including, but not limited to, the implementation of the Apollo 4 Scheme, the winding up of Apollo 4 and the purchase for cash of any holdings of dissenting Apollo 4 Shareholders.

4. Calculations

Except as otherwise provided for in the Apollo 4 Scheme terms, for the purposes of calculating the Apollo 4 Roll-Over Value, the Merger Value and the number of New Apollo 3 Shares to be issued, the following provisions will apply:

Apollo 4 Roll-Over Value

The Apollo 4 Roll-Over Value will be calculated as:

$$\frac{A - (B + C)}{D}$$

where:

A = the unaudited net assets of Apollo 4 as at the Calculation Date (this being the unaudited net assets of Apollo 4 as at 31 July 2012 (taken from Apollo 4's unaudited management accounts to that date)), plus (i) any increase/decrease in the valuation of an investment held by Apollo 4 where there has been an event in the period between 31 July 2012 and the Calculation Date which requires a revaluation of the investment in accordance with Financial Reporting Standards 26 'Financial Instruments: Measurement' (IAS39) and using International Private Equity and Venture Capital Valuation Guidelines, (ii) any material increase/decrease in the cash position and/or debtors and/or the creditors of Apollo 4 between 31 July 2012 and the Calculation Date and (iii) any adjustment that both the Apollo 4 Board and the Apollo 3 Board consider appropriate to reflect any other actual or contingent benefit or liability of Apollo 4);

- B = Apollo 4's pro rata proportion (by reference to the Roll-Over Values and the Merger Value, but ignoring merger costs) of the costs of the Schemes plus £10,000 (representing an amount of contingency to cover any unforeseen additional costs attributable to Apollo 4 incurred by Apollo 3, which will indemnify the Liquidators in respect of all costs of Apollo 4 following the transfer on the Effective Date);
- C = the amount estimated to be required to purchase the holdings of Apollo 4 Shares from dissenting Apollo 4 Shareholders; and
- D = the number of Apollo 4 Shares in issue as at close of business on the Record Date (save for any Apollo 4 Shares held by dissenting Apollo 4 Shareholders).

Apollo 3 Merger Value

The Merger Value will be calculated as:

$$\frac{E - F}{G}$$

where:

- E = the unaudited net assets of Apollo 3 as at the Calculation Date (this being the unaudited net assets of Apollo 3 as at 31 July 2012 (taken from Apollo 3's unaudited management accounts to that date)), plus (i) any increase/decrease in the valuation of an investment held by Apollo 3 where there has been an event in the period between 31 July 2012 and the Calculation Date which requires a revaluation of the investment in accordance with Financial Reporting Standards 26 'Financial Instruments: Measurement' (IAS39) and using International Private Equity and Venture Capital Valuation Guidelines, (ii) any material increase/decrease in the cash position and/or debtors and/or the creditors of Apollo 3 between 31 July 2012 and the Calculation Date and (iii) any adjustment that both the Apollo 4 Board and the Apollo 3 Board consider appropriate to reflect any other actual or contingent benefit or liability of Apollo 3);
- F = Apollo 3's pro rata proportion (by reference to the Roll-Over Values and the Merger Value, but ignoring merger costs) of the costs of the Schemes; and
- G = the number of Apollo 3 Shares in issue as at close of business on the Record Date.

New Apollo 3 Shares to Apollo 4 Shareholders

The number of New Apollo 3 Shares to be issued to Apollo 4 Shareholders (save for any dissenting Apollo 4 Shareholders) will be calculated as follows:

$$\left(\frac{H}{I}\right) \times J$$

where:

- H = the Apollo 4 Roll-Over Value;
- I = the Merger Value; and
- J = the number of Apollo 4 Shares in issue as at close of business on the Record Date (save for any Apollo 4 Shares held by dissenting Apollo 4 Shareholders).

Apollo 3 will not issue the New Apollo 3 Shares pursuant to the Apollo 4 Scheme until it has been confirmed that the valuation report prepared by Scott-Moncrieff under CA 2006 in respect of the Apollo 4 Scheme has been provided to Apollo 3 and posted to Apollo 4 Shareholders.

New Apollo 3 Shares will be issued directly to Apollo 4 Shareholders pro rata to their existing holdings (disregarding Apollo 4 Shares held by dissenting Apollo 4 Shareholders) on instruction of the Liquidators.

The merger ratio will be rounded down to six decimal places and entitlements will be rounded down to the nearest whole number and any fractional entitlements per Apollo 4 Shareholder (which will not exceed £1) will be aggregated and sold in the market and the proceeds retained for the benefit of the Enlarged Company.

Where Apollo 4 Shareholders hold their Apollo 4 Shares in certificated form, they will receive a new certificate for the New Apollo 3 Shares issued. Where Apollo 4 Shareholders hold their Apollo 4 Shares in uncertificated form, their CREST accounts will be credited with the holding in New Apollo 3 Shares.

Dividend payment mandates provided for Apollo 4 Shares will under the terms of the Apollo 4 Scheme, unless Apollo 4 Shareholders advise otherwise in writing to Capita, be transferred to the New Apollo 3 Shares.

An application has been made to the UKLA for the New Apollo 3 Shares to be issued pursuant to the Apollo 4 Scheme to be listed on the premium segment of the Official List and will be made to the London Stock Exchange for such New Apollo 3 Shares to be admitted to trading on its market for listed securities. The New Apollo 3 Shares will, from the date of issue, rank *pari passu* with the existing issued Apollo 3 Shares and those New Apollo 3 Shares issued pursuant to the Apollo 1 Scheme and the Apollo 2 Scheme (should such Schemes become effective).

Apollo 4 Scheme Illustration

As at 30 April 2012, the unaudited NAV per Apollo 4 Share (taken from the unaudited management accounts of Apollo 4 to that date) was 97.7p. The Apollo 4 Roll-Over Value (had the merger been completed on that date and calculated in accordance with this paragraph 4) would have been 96.92p (assuming no dissenting Apollo 4 Shareholders).

As at 30 April 2012, the unaudited NAV of an Apollo 3 Share (taken from the unaudited management accounts of Apollo 3 to that date) was 91.4p. The Apollo 3 Merger Value (had the merger been completed on that date and calculated in accordance with this paragraph 4) would have been 90.70p.

The number of New Apollo 3 Shares that would have been issued to Apollo 4 Shareholders (had the merger been completed on that date and calculated in accordance with this paragraph 4) would be 12,286,730 (1.068556 New Apollo 3 Share for every Apollo 4 Share held).

The above illustration has not been adjusted for the payment of dividends or shares bought back by Apollo 4 and Apollo 3.

5. Modifications

The provisions of the Apollo 4 Scheme shall have effect, subject to such non-material modifications or additions as the parties to the Apollo 4 Transfer Agreement may from time to time approve in writing (including amendment of the timetable).

6. Reliance on Information

The Liquidators and Apollo 3 shall be entitled to act and rely, without enquiry, on any information furnished or made available to them or any of them, as the case may be, in connection with the Apollo 4 Scheme and the Apollo 4 Transfer Agreement including, for the avoidance of doubt, any certificate, opinion, advice, valuation, evidence or other information furnished or made available to them by Apollo 4, Apollo 3, the Apollo 4 Board, the Apollo 3 Board, any individual director of Apollo 4 or Apollo 3, Octopus, the registrar or the custodians or the bankers of Apollo 4 and Apollo 3 or its or their other professional advisers and the Liquidators shall not be liable or responsible for any loss suffered as a result thereof.

7. Liquidators' Liability

Nothing in the Apollo 4 Scheme, or in any document executed under or in connection with the Apollo 4 Scheme, shall impose any personal liability on the Liquidators or either of them save for any liability arising out of any negligence, breach of duty or wilful default by the Liquidators in the performance of their duties and this shall, for the avoidance of doubt, exclude any such liability for any action taken by the Liquidators in accordance with the Apollo 4 Scheme or the Apollo 4 Transfer Agreement.

8. Conditions

The Apollo 4 Scheme is conditional upon:

- the passing of the resolutions to be proposed at the Apollo 4 Meetings;

- notice of dissent not having been received from Apollo 4 Shareholders holding more than 10% in nominal value of the entire issued Apollo 4 Share capital under Section 111 IA 1986; and
- the passing of resolutions 1 and 4 to be proposed at the Apollo 3 General Meeting.

Subject to the above, the Apollo 4 Scheme shall become effective immediately after the passing of the special resolution for the winding up of Apollo 4 to be proposed at the Apollo 4 Second General Meeting. If it becomes effective, the Apollo 4 Scheme shall be binding on all Apollo 4 Shareholders (including dissenting Apollo 4 Shareholders) and all persons claiming through or under them.

If the conditions set out above have not been satisfied by 30 November 2012, the Apollo 4 Scheme shall not become effective and Apollo 4 will continue in its current form and the Apollo 4 Board will continue to keep the future of Apollo 4 under review.

9. Dissenting Shareholders

Provided that an Apollo 4 Shareholder does not vote in favour of the resolution to be proposed at the Apollo 4 First General Meeting, such Apollo 4 Shareholder may, within seven days following the Apollo 4 First General Meeting, express his/her dissent to the Liquidators in writing at the registered office of Apollo 4 and require the Liquidators to purchase that Apollo 4 Shareholder's holding in Apollo 4.

The Liquidators will offer to purchase the holdings of dissenting Apollo 4 Shareholders at the break value price of an Apollo 4 Share, this being an estimate of the amount an Apollo 4 Shareholder would receive per Apollo 4 Share in an ordinary winding-up of Apollo 4 if all of the assets of Apollo 4 had to be realised. The break value of an Apollo 4 Share is expected to be significantly below the net asset value of such shares due to the nature of the underlying assets. Apollo 4 Shareholders should also be aware that a purchase by the Liquidators will be regarded as a disposal for HMRC purposes, thereby triggering clawback of any upfront income tax relief received on subscription where such Apollo 4 Shares have not been held for five years. Further details on the taxation consequences for Apollo 4 Shareholders are set out in Part VIII of this document.

10. Governing Law

The Apollo 4 Scheme shall, in all respects, be governed by and construed in accordance with the laws of England and Wales.

PART VII
APOLLO 3

1. Constitution and Status

Apollo 3 (formerly Octopus Protected VCT plc) was launched in 2006 as a public limited company and is listed on the Official List. Should the merger be effected, the Apollo 3 Board intend to change the name of Apollo 3 to Octopus Apollo VCT plc (subject to the approval of its shareholders at the Apollo 3 Meeting).

Apollo 3 has met the requirement for VCTs pursuant to Chapter 3 of Part 6 ITA 2007 and intends to carry on its activities so as to continue qualifying as a VCT.

2. Directors

The directors of Apollo 3 are Tony Morgan (chairman), Rob Johnson and Matt Cooper.

The Boards and the Apollo 3 Board have considered what the size and future composition of the Enlarged Company's board should be following the merger and it has been agreed that Tony Morgan shall step down as chairman of Apollo 3, but will continue as an Apollo 3 Director, and Rob Johnson will step down as an Apollo 3 Director. Murray Steele (chairman of Apollo 4) and Christopher Powles (a director of Apollo 4) will then be appointed as directors of Apollo 3, with Murray Steele being appointed as Chairman of Apollo 3. Matt Cooper will continue as an Apollo 3 Director and as he is also a director of Apollo 1 and Apollo 2, he will also bring recent knowledge and experience of these companies to the Enlarged Company. The composition of the Apollo 3 Board will continue to be kept under review.

Biographies for the directors and Proposed Directors of Apollo 3 can be found in Part V of the Prospectus which accompanies this document.

3. Investment Manager

The investment manager to Apollo 3 is Octopus, the same investment manager as for the Companies. Octopus also provides administration and company secretarial services to Apollo 3.

Octopus is one of the UK's leading fund management companies with more than £2.7 billion under management (as at 31 May 2012). Octopus has more than 200 staff, including over 50 investment professionals, and has twice been voted as one of the 'Top 100 Small and Medium-Sized Companies to Work For' in the Sunday Times.

Within financial services, Octopus has developed a reputation for quality and innovation and prides itself on providing exceptional levels of service to all its customers. Octopus has received an AAA rating for financial planning from Citywire for two years in succession – one of only two fund management companies to achieve this.

Further details relating to Octopus are set out in Part VI of the Prospectus, which accompanies this document.

4. Investment Objective and Policy

The investment objective of Apollo 3 is the same as that for the Companies, this being to invest in a diversified portfolio of UK smaller companies in order to generate income and capital growth over the long-term.

Apollo 3 also has the same investment policy as the Companies. Apollo 3's investment policy has been designed to enable Apollo 3 to comply with the VCT qualifying conditions set out above. It is intended that the long-term disposition of the Apollo 3's assets will be not less than 80% in a portfolio of unquoted investments and up to 20% in cash or near-cash investments to provide a reserve of liquidity which will maximise the Apollo 3's flexibility as to the timing of investment acquisitions and disposals, dividend payments and share buybacks.

Investments will be structured using various unquoted investment instruments, including ordinary and preference shares, loan stocks and convertible securities, to achieve an appropriate balance of income and capital growth, having regard to the VCT legislation. The portfolio will be diversified by investing in a broad range of industry sectors and by holding investments in companies at various stages of maturity in the corporate development cycle, though it is not intended that investments

will be made in early stage unquoted companies which have yet to achieve profitability and cash generation. The normal investment holding period will be in the range from three to seven years. Any uninvested funds will typically be held in cash and money market funds.

Risk is spread by investing in a number of different businesses within different industry sectors using a mixture of securities. The maximum amount invested in any one company will be limited to any HMRC annual investment limits and generally no more than 15% of Apollo 3's assets, at cost, will be invested in the same company. The value of an individual investment is expected to increase over time as a result of trading progress and a continuous assessment is made of its suitability for sale. However, shareholders should be aware that Apollo 3's VCT qualifying investments are held with a view to long-term capital growth as well as income and will often have limited marketability; as a result it is possible that individual holdings may grow in value to the point where they represent a significantly higher proportion of total assets prior to a realisation opportunity being available. Investments will normally be made using the shareholders' funds and it is not intended that Apollo 3 will take on any long-term borrowings.

No material changes may be made to Apollo 3's investment policy described above without the prior approval of shareholders by the passing of an ordinary resolution. The Apollo 3 Directors will continually monitor the investment process and ensure compliance with the investment policy.

5. Co-investment Policy

Where more than one of the companies managed or advised by Octopus wishes to participate in an investment opportunity, allocations will be made in accordance with Octopus' allocation policy as at the date of allocation. The policy provides that allocations should be initially offered to Apollo 3 on a basis which is pro-rata to its net asset value (or as otherwise agreed by the Apollo 3 Board and Octopus). In the event of a conflict of interests on the part of Octopus or where co-investment is proposed to be made other than on a pro-rata basis (or as otherwise agreed by the Apollo 3 Board and Octopus), such an investment will require the approval of those members of the Apollo 3 Board who are independent of Octopus.

6. Investments and Net Asset Value

As at 30 April 2012, Apollo 3 had venture capital investments in 19 companies, with an aggregate carrying value of £22.7 million, and unaudited total net assets of £24.5 million (91.4p per Apollo 3 Share).

7. Share Capital

The existing share capital of Apollo 3 comprises ordinary shares of 10p each. If approved, the merger of the Companies into Apollo 3 is expected to result in up to 40 million new Apollo 3 ordinary shares of 10p each being issued to shareholders of the Companies.

8. Dividend Policy

The dividend policy of Apollo 3 is to maintain a regular dividend flow where possible in order to take advantage of the tax free distributions a VCT is able to provide. Apollo 3 has paid an average annual dividend of 3.1p per Apollo 3 Share over the last four years. The Apollo 3 Board intends to increase distributions, with a target annual dividend of 5p per Apollo 3 Share following the merger.

Dividend payments in respect of Apollo 3 Shares will be subject to available cash, portfolio requirements, distributable reserves and applicable law at the relevant time. Shareholders will be kept informed of the progress of the Apollo 3 Shares through the interim management statements and accounts published by Apollo 3.

9. Buyback Policy

The Apollo 3 Board believes that it is in the best interests of Apollo 3 and the Apollo 3 Shareholders to make occasional market purchases of Apollo 3 Shares, to allow any Apollo 3 Shareholders who need to sell their Apollo 3 Shares to do so and to reduce, to a degree, any discount to NAV in the current market price than might otherwise prevail. The Apollo 3 Board will agree the discount to NAV at which Apollo 3 Shares will be bought back and regularly reviews the buyback policy.

Any future repurchases will be made in accordance with guidelines established by the Apollo 3 Board from time to time and will be subject to Apollo 3 having the appropriate authorities from the Apollo 3 Shareholders and sufficient funds available for this purpose.

Share buybacks will also be subject to the Listing Rules and any applicable law at the relevant time. Shares bought back in the market will ordinarily be cancelled.

10. Management Fees and Annual Expenses

Octopus receives an annual investment management fee of an amount equal to 2% of the net assets of Apollo 3 at the end of the preceding accounting period (this being £486,650 in the year ended 31 January 2012), payable quarterly in advance and plus applicable VAT. Octopus also receives an annual administration and accounting fee equal to 0.3% of the net assets of Apollo 3 at the end of the preceding accounting period (this being £72,997 in the year ended 31 January 2012), payable quarterly in advance (plus applicable VAT) and an annual company secretarial fee of £5,000 (plus VAT). These fee arrangements will continue to apply to the Enlarged Company but will be across the enlarged net assets.

No performance related incentive fee is payable in the first five accounting periods. Octopus is then entitled to an annual performance related incentive fee of an amount equal to 20% (in respect of each share in issue) of the amount by which the Total Return per Share (this being NAV and dividends paid or declared) increases from the Total Return per Apollo 3 Share as at the start of the sixth accounting period (or, if greater, 100p) in excess of the HSBC bank rate. The amount of the fee is calculated as at the date the annual accounts for the relevant period are published and in respect of shares in issue as at that date. The amount is then adjusted to deduct performance related incentive fees paid or payable in respect of previous accounting periods.

The Apollo 3 Board and Octopus have agreed, subject to Apollo 3 Shareholder approval at the Apollo 3 Meeting, to replace the existing performance related incentive fee arrangements above with revised arrangements. Under the revised arrangements, Octopus will be entitled to an annual performance related incentive fee in each accounting period commencing on or after 1 February 2012, subject to the Total Return being 100p at the end of the relevant period. The amount of the fee will be equal to 20% of the amount by which the Total Return as at the end of the relevant period exceeds the Overall Hurdle Return (and payable in respect of each share in issue at the end of the relevant period).

For these purposes, Total Return means NAV per Apollo 3 Share plus dividends paid per Apollo 3 Share since launch and the Overall Hurdle Return means the greater of the:

- Base Rate Hurdle Return - which means the Total Return as at 31 January 2012 increased by the cumulative annual weighted average of the Bank of England base rate (measured daily) to the end of the relevant period; and
- High Watermark Hurdle Return - which means the highest level of Total Return as at the end of the accounting period commencing on 1 February 2012 or any subsequent accounting period.

The performance related incentive fee will be calculated and payable annually.

If the revised arrangements are not approved, the existing arrangements will continue to apply.

The normal annual expenses of Apollo 3 are capped at an amount equal to 3.3% of Apollo 3's net assets. Any excess over this amount will be borne by Octopus. Normal annual expenses include the annual expenses of Apollo 3 incurred in its ordinary course of business and includes the annual investment management and administration fees, directors' remuneration, normal fees payable to Apollo 3's registrars, stockbroker, auditors, solicitors and VCT status advisers and irrecoverable VAT thereon. It does not include any performance incentive fees, annual trail commission or exceptional items. This annual expense cap will continue in respect of the Enlarged Company and will automatically include the assets brought across as part of the merger.

11. Accounts and Auditors

The accounting reference date of Apollo 3 is 31 January and annual accounts are usually dispatched in May each year with half-yearly accounts for the six month period to 31 July being usually dispatched in September each year. The auditors of Apollo 3 are Grant Thornton UK LLP.

12. Publication of Share Price

The NAV of an Apollo 3 Share is calculated quarterly and published on an appropriate Regulatory Information Service. The most recent unaudited NAV and share price of an Apollo 3 Share are

available on the website of the London Stock Exchange. This will also apply to Apollo 3 Shares following the merger.

13. Taxation

As a VCT, Apollo 3 is not subject to UK taxation on capital gains on the disposals of its investments. Apollo 3 will, however, be subject to UK taxation on income at the usual rates.

Qualifying Apollo 3 Shareholders will not be liable to UK taxation on dividends paid on Apollo 3 Shares or capital gains on the disposals of such shares (although such disposal will trigger the payment of any capital gains tax deferred on subscription).

PART VIII

TAXATION

The following paragraphs apply to the Companies and to persons holding Shares in the Companies as an investment, who are the absolute beneficial owners of such Shares (or, as the case may be, New Apollo 3 Shares) and are resident in the UK. They may not apply to certain classes of persons, such as dealers in securities. The following information is based on current UK law and practice, is subject to changes therein, is given by way of general summary and does not constitute legal or tax advice.

If you are in any doubt about your position, or if you may be subject to tax in a jurisdiction other than the UK, you should consult your independent financial adviser.

The tax reliefs set out below are available to individuals aged 18 or over who receive New Apollo 3 Shares under the Schemes.

1. The Companies

The Companies have each obtained provisional approval as a VCT under Chapter 3 of Part 6 of ITA 2007.

Each Board considers that their Company has to date conducted its affairs and will continue to do so, to enable it to fully qualify as a VCT for the period ending on the date on which the proposed liquidation is completed. Furthermore, the proposed method of winding up the Companies is such that the benefit of VCT status should be available to the Liquidators, to the extent that the Liquidators effect disposals of chargeable assets for the purpose of UK taxation of capital gains to implement the Schemes.

2. Receipt by Shareholders of New Apollo 3 Shares under the Schemes

The effective exchange of Shares for New Apollo 3 Shares should not constitute a disposal of Shares for the purposes of UK taxation. Instead, the new holding of New Apollo 3 Shares should be treated as having been acquired at the same time and at the same cost as the Shares from which they are derived. Any capital gains tax deferral relief obtained on subscription of the Shares should not, therefore, be crystallised for payment but will be transferred to the New Apollo 3 Shares.

For Shareholders holding (together with their associates) more than 5% of the shares in a Company, clearance has been obtained from HMRC in terms of Section 138 of TCGA 1992 that the treatment described above for persons who (together with their associates) own more than 5% of the shares in a Company should also apply to them.

Shareholders in Apollo 3, as a VCT, should be afforded the usual tax reliefs available to shareholders in VCTs. Qualifying Shareholders should continue to receive tax-free dividends and should not be subject to UK taxation on any capital gains on the disposal of New Apollo 3 Shares.

Although Apollo 3 will be required to pay UK stamp duty on the transfer to it of the assets and liabilities of the Companies (which form part of the merger costs being allocated to both Apollo 3 and the Companies), no UK stamp duty or stamp duty reserve tax will be payable directly by Shareholders as a result of the implementation of the Schemes.

3. Dissenting Shareholders

Dissenting Shareholders whose holdings are purchased for cash at the break value price shall be treated as having disposed of their existing Shares in the relevant Company. The Companies should still be able to claim the benefit of VCT status and the dissenting Shareholder should not be subject to any UK taxation in respect of any capital gains arising on disposal. However, the purchase will constitute a disposal of the existing holding in that Company and a dissenting Shareholder will be liable to pay any capital gains tax for which such dissenting Shareholder may have obtained deferral relief on subscription.

If the dissenting Shareholder has disposed of Shares in the Companies within the five year minimum holding period required to retain upfront tax relief, income tax relief on those subscriptions will also be repayable.

4. Clearances

Clearance has been obtained from HMRC in respect of the Schemes under Section 701 ITA 2007 and Section 138 TCGA 1992. With regard to the former, the receipt of New Apollo 3 Shares should not, except in the case of dealers, fall to be regarded as an income receipt for the purposes of UK taxation.

Clearance has also been obtained from HMRC that the Schemes meet the requirements of the Merger Regulations and, as such, the receipt by Shareholders of New Apollo 3 Shares should not prejudice tax reliefs obtained by Shareholders on Shares and should not be regarded as a disposal.

PART IX

APOLLO 1 ADDITIONAL INFORMATION

1. Responsibility

Apollo 1 and the Apollo 1 Directors accept responsibility for the information contained in this document (save in respect of information which is specific to Apollo 2 and Apollo 4 or their Schemes). To the best of the knowledge and belief of Apollo 1 and the Apollo 1 Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document (save in respect of information which is specific to Apollo 2 and Apollo 4 or their Schemes) is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Share Capital

2.1 As at 16 August 2012 (this being the latest practicable date prior to the publication of this document), the issued share capital of Apollo 1 was as follows:

| | Issued and fully paid | |
|----------------------------|------------------------|------------|
| | No. of Apollo 1 Shares | (£) |
| Apollo 1 Shares (10p each) | 7,898,577 | 789,857.70 |

2.2 As at 16 August 2012 (this being the latest practicable date prior to the publication of this document), no share or loan capital of Apollo 1 was under option or had been agreed, conditionally or unconditionally, to be put under option, nor did Apollo 1 hold any share capital in treasury.

3. Directors and their Interests

3.1 The names and business addresses of the Apollo 1 Directors, all of whom are non-executive, are as follows:

- Andrew William David Boyle (Chairman)
- Rupert Thomas Ingress Bell
- Matthew Jonathan Cooper

all of 20 Old Bailey, London EC4M 7AN (the registered office and principal place of business of Apollo 1).

3.2 As at 16 August 2012 (this being the latest practicable date prior to publication of this document), the interests of the Apollo 1 Directors (and their immediate families) and the directors of the other Companies and Apollo 3 in the issued share capital of Apollo 1, the other Companies and Apollo 3 were as follows:

| Director | Apollo 1 | | Apollo 2 | | Apollo 3 | | Apollo 4 | |
|---------------------|-----------------|------------------------------------|-----------------|------------------------------------|-----------------|------------------------------------|-----------------|------------------------------------|
| | Apollo 1 Shares | % of Apollo 1 issued share capital | Apollo 2 Shares | % of Apollo 2 issued share capital | Apollo 3 Shares | % of Apollo 3 issued share capital | Apollo 4 Shares | % of Apollo 4 issued share capital |
| Andrew Boyle | 26,375 | 0.33 | 26,375 | 0.33 | – | – | – | – |
| Rupert Bell | – | – | – | – | – | – | – | – |
| Matt Cooper | 5,012 | 0.06 | 5,012 | 0.06 | 10,023 | 0.04 | – | – |
| Tony Morgan | – | – | – | – | 5,000 | 0.02 | – | – |
| Rob Johnson | – | – | – | – | – | – | – | – |
| Stuart Brocklehurst | 5,275 | 0.07 | 5,275 | 0.07 | – | – | – | – |
| Alan Pepper | – | – | – | – | – | – | – | – |
| Murray Steele | – | – | – | – | – | – | 5,275 | 0.05 |
| Christopher Powles | – | – | – | – | – | – | 5,275 | 0.05 |
| Martijn Kleiberger | – | – | – | – | – | – | – | – |

3.3 Details of the Apollo 1 Director's appointments are set out below.

| Director | Date of appointment | Date of appointment letter* | Annual remuneration (£)** | Year to 31 January 2012 Remuneration (£)*** |
|--------------|---------------------|-----------------------------|---------------------------|---|
| Andrew Boyle | 16 May 2006 | 15 October 2010 | 21,000 | 21,000 |
| Rupert Bell | 28 September 2010 | 15 October 2010 | 16,000 | 16,000 |
| Matt Cooper | 16 May 2006 | 15 October 2010 | 8,000 | 8,000 |

* The Apollo 1 Directors have been appointed pursuant to appointment letters which require either party to give three months' notice before termination of the appointment (respectively).

** No arrangements have been entered into by Apollo 1, entitling the Apollo 1 Directors to compensation for loss of office nor have any amounts been set aside to provide pension, retirement or similar benefits.

*** Exclusive of applicable employers National Insurance Contributions.

The Apollo 1 Directors will remain as directors of the Apollo 1 for the duration of the winding-up process, however, the Apollo 1 Directors have agreed to waive their directors' fees from the Effective Date.

- 3.4 Save for in respect of Matt Cooper, who is the chairman and a shareholder of Octopus and is also a director and shareholder of other VCTs managed by Octopus (including Apollo 2 and Apollo 3), there are no potential conflicts of interests between the duties of any Apollo 1 Director and their private interests and/or duties.
- 3.5 Other than disclosed in this paragraph 3, no Apollo 1 Director is or has been interested in any transaction which is or was unusual in its nature or conditions or significant to the business of Apollo 1 and which was effected by Apollo 1 since incorporation.

4. Substantial Shareholders

- 4.1 Save as set out in paragraph 4.2 below, as at 16 August 2012 (this being the latest practicable date prior to publication of this document), Apollo 1 is not aware of any person who has an interest in Apollo 1's capital or voting rights which is notifiable under UK law (under which, pursuant to CA 2006, the Listing Rules and the Disclosure & Transparency Rules of the FSA, a holding of 3% or more must be notified to Apollo 1).
- 4.2 As at 16 August 2012 (this being the latest practicable date prior to the publication of this document), Pershing Nominees Limited held 291,000 Apollo 1 Shares representing 3.68% of the issued Apollo 1 share capital.

5. Material Contracts

- 5.1 Save as disclosed in this paragraph 5.1, Apollo 1 has not entered, other than in the ordinary course of business, into any contract which is or may be material to Apollo 1 since incorporation or into any contract containing provisions under which Apollo 1 has any obligation or entitlement which is material to Apollo 1 as at the date of this document:
- 5.1.1 An investment management agreement dated 24 May 2006 between Apollo 1 (1), Apollo 2 (2) and Octopus (3) pursuant to which Octopus provides discretionary investment management and administration services to Apollo 1 and Apollo 2.

The appointment of Octopus is terminable by Apollo 1 or Octopus on not less than 12 months' notice in writing and may also be terminated in circumstances of material breach by either of these parties.

Octopus receives an annual management fee of an amount equal to 2% of the net assets of Apollo 1 and Apollo 2, calculated at annual intervals as at 31 January and payable quarterly in advance, together with any applicable VAT thereon, in respect of investment management services.

Octopus also receives an annual administration and accounting fee of an amount equal to 0.3% of the net assets of Apollo 1 and Apollo 2, calculated at annual intervals as at 31 January and payable

quarterly in advance (plus applicable VAT) and, in respect of each of Apollo 1 and Apollo 2, an annual company secretarial fee of £7,500 (plus VAT) payable annually or quarterly.

No performance related incentive fee is payable for the first five accounting periods. Octopus is then entitled to an annual performance related incentive fee in each accounting period of an amount equal to 20% (in respect of each share in issue) of the amount by which the NAV per share of an Apollo 1 Share and an Apollo 2 Share during the period increases in excess of the HSBC bank rate (subject to the NAV per share of an Apollo 1 Share and an Apollo 2 Share at the end of the period being in excess of the NAV per share of an Apollo 1 Share and an Apollo 2 Share at the start of the sixth accounting period plus HSBC bank rate to the end of the relevant period).

The normal annual expenses of Apollo 1 are capped each year at an amount equal to 3.5% of Apollo 1's net assets, as agreed between Apollo 1 and Octopus from time to time. Any excess over this amount will be borne by Octopus. Normal annual expenses means the annual expenses of Apollo 1 incurred in its ordinary course of business and includes the annual investment management, administration and secretarial fees, directors' remuneration, normal fees payable to Apollo 1's registrars, stockbroker, auditors, solicitors and VCT status advisers and irrecoverable VAT thereon. It does not include any performance incentive fees, annual trail commission or exceptional items.

The agreement includes indemnities given by Apollo 1 to Octopus which are usual for this type of agreement.

- 5.1.2 A termination agreement dated 16 August 2012 between Apollo 1 (1), Apollo 2 (2) and Octopus (3) pursuant to which the investment management and administration arrangements referred to at paragraph 5.1.1 above will be terminated from the Effective Date, in respect of Apollo 1, conditional on the Apollo 1 Scheme being implemented, in respect of Apollo 2, conditional on the Apollo 2 Scheme being implemented.
- 5.1.3 A termination agreement dated 16 August 2012 between Apollo 1 (1) and Capita Registrars Limited (2) pursuant to which the appointment of Capita Registrars as registrar to Apollo 1 will be terminated from the Effective Date conditional on the Apollo 1 Scheme being implemented.
- 5.1.4 A termination agreement dated 16 August 2012 between Apollo 1 (1) and Matrix Corporate Capital LLP (2) pursuant to which the appointment of Matrix Corporate Capital LLP as broker to Apollo 1 will be terminated from the Effective Date conditional on the Apollo 1 Scheme being implemented.
- 5.2 The following contract will be entered into, subject, inter alia, to the Apollo 1 Scheme becoming effective:
 - 5.2.1 A transfer agreement between Apollo 3 and Apollo 1 (acting through the Liquidators) pursuant to which all of the assets and liabilities of Apollo 1 will be transferred to Apollo 3 (subject only to the consent required to transfer such assets and liabilities) in consideration for New Apollo 3 Shares in accordance with Part IV of this document. The Liquidators will further agree under this agreement that all sale proceeds and/or dividends received in respect of the underlying assets and/ or other rights of Apollo 1 will be transferred on receipt to Apollo 3 as part of the Apollo 1 Scheme.

6. Overseas Shareholders

The issue of New Apollo 3 Shares to persons resident in or citizens of jurisdictions outside the UK may be affected by the laws of the relevant jurisdiction. Such Apollo 1 Shareholders should inform themselves about and observe any legal requirements, in particular:

- (a) none of the New Apollo 3 Shares has been or will be registered under the United States Securities Act 1933, as amended, or qualify under applicable United States state statute and the relevant clearances have not been, and will not be, obtained from the securities commission of any province of Canada, Australia, Japan, South Africa or New Zealand;
- (b) Apollo 3 is not registered under the United States Investment Company Act of 1940, as amended, and investors are not entitled to the benefits of that Act; and
- (c) no offer is being made, directly or indirectly, under the Apollo 1 Scheme, in or into or by the use of mails, or by means of instrumentality (including, without limitation, facsimile, transmission, telex or telephone) of interstate or foreign commerce, or of any facility in a national securities exchange, of the United States, Canada, Japan, South Africa or New Zealand.

It is the responsibility of Apollo 1 Shareholders with registered addresses outside the UK to satisfy themselves as to the observance of the laws of the relevant jurisdiction in connection with the issue of New Apollo 3 Shares, including the obtaining of any governmental or exchange control or other consents which may be required, the compliance with any other necessary formalities which need to be observed and the payment of any issue, transfer or other taxes or duties due in such jurisdiction.

7. General

- 7.1 Apollo 1 was incorporated and registered in England and Wales under CA 1985 as a public company with limited liability on 5 April 2006, with registered number 05770752 and the name Apollo VCT 1 plc. Apollo 1 changed its name to Octopus Apollo VCT 1 plc on 10 November 2008. The principal legislation under which Apollo 1 operates is the CA 2006 (and regulations made thereunder). The legal and commercial name of Apollo 1 is Octopus Apollo VCT 1 plc. Apollo 1 is domiciled in England.
- 7.2 Statutory accounts of Apollo 1 for the years ended 31 January 2010, 2011 and 2012, in respect of which Apollo 1's auditors, Grant Thornton UK LLP, have made unqualified reports under Section 495 CA 2006, have been delivered to the Registrar of Companies and such reports did not contain any statements under Section 495 to Section 497A CA 2006 (as applicable).
- 7.3 Apollo 1 has no employees or subsidiaries.
- 7.4 There has been no significant change in the financial or trading position of Apollo 1 since 31 January 2012, the date to which the Apollo 1 Annual Report was made up to, to the date of this document.
- 7.5 Apollo 1 is not and has not since its incorporation been involved in any governmental, legal or arbitration proceedings (and Apollo 1 is not aware of any such proceedings being pending or threatened) which may have, or have had a significant effect on Apollo 1's financial position or profitability.
- 7.6 The Liquidators have given and not withdrawn their written consent to the issue of this document with the inclusion of their names and the references to them in the form and context in which they appear.
- 7.7 If the Apollo 1 Scheme becomes effective in accordance with the expected timetable on page 3 of this document, it is anticipated that the listing of the Apollo 1 Shares will be cancelled on 26 October 2012.
- 7.8 New Apollo 3 Shares issued to Apollo 1 Shareholders under the Apollo 1 Scheme will rank *pari passu* with the existing Apollo 3 Shares (along with the Apollo 3 Shares issued pursuant to the Apollo 2 Scheme and the Apollo 4 Scheme, should such Schemes become effective) and will be admitted for trading on the main market of the London Stock Exchange.

8. Documents on display

Copies of the following documents will be available for inspection during normal business hours on any day (Saturdays, Sundays and public holidays excepted) from the date of this document until the Effective Date at the offices of SGH Martineau LLP at One America Square, Crosswall, London EC3N 2SG and also at the registered office of Apollo 1:

- 8.1 the memorandum and articles of association of Apollo 1;
- 8.2 the annual reports of Apollo 1 for the financial years ended 31 January 2010 and 2011 and 2012;
- 8.3 the annual reports of Apollo 3 for the financial years ended 31 January 2010 and 2011 and 2012;
- 8.5 the material contracts referred to in paragraph 5 above;
- 8.6 a draft (subject to non-material updating and amendment) of the Apollo 1 Transfer Agreement;
- 8.7 the consent referred to in paragraph 7.6 above;
- 8.8 the Apollo 3 Circular;

8.9 the Apollo 3 Prospectus; and

8.10 this document.

PART X

APOLLO 2 ADDITIONAL INFORMATION

1. Responsibility

Apollo 2 and the Apollo 2 Directors accept responsibility for the information contained in this document (save in respect of information which is specific to Apollo 1 and Apollo 4 or their Schemes). To the best of the knowledge and belief of Apollo 2 and the Apollo 2 Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document (save in respect of information which is specific to Apollo 1 and Apollo 4 or their Schemes) is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Share Capital

2.1 As at 16 August 2012 (this being the latest practicable date prior to the publication of this document), the issued share capital of Apollo 2 was as follows:

| | Issued and fully paid | |
|----------------------------|------------------------|------------|
| | No. of Apollo 2 Shares | (£) |
| Apollo 2 Shares (10p each) | 7,898,577 | 789,857.70 |

2.2 As at 16 August 2012 (this being the latest practicable date prior to the publication of this document), no share or loan capital of Apollo 2 was under option or had been agreed, conditionally or unconditionally, to be put under option, nor did Apollo 2 hold any share capital in treasury.

3. Directors and their Interests

3.1 The names and business addresses of the Apollo 2 Directors, all of whom are non-executive, are as follows:

- Stuart Brocklehurst (Chairman)
- Alan Douglas Pepper
- Matthew Jonathan Cooper

all of 20 Old Bailey, London EC4M 7AN (the registered office and principal place of business of Apollo 2).

3.2 As at 16 August 2012 (this being the latest practicable date prior to publication of this document), the interests of the Apollo 2 Directors (and their immediate families) and the directors of the other Companies and Apollo 3 in the issued share capital of Apollo 2, the other Companies and Apollo 3 were as follows:

| Director | Apollo 1 | | Apollo 2 | | Apollo 3 | | Apollo 4 | |
|---------------------|-----------------|------------------------------------|-----------------|------------------------------------|-----------------|------------------------------------|-----------------|------------------------------------|
| | Apollo 1 Shares | % of Apollo 1 issued share capital | Apollo 2 Shares | % of Apollo 2 issued share capital | Apollo 3 Shares | % of Apollo 3 issued share capital | Apollo 4 Shares | % of Apollo 4 issued share capital |
| Stuart Brocklehurst | 5,275 | 0.07 | 5,275 | 0.07 | – | – | – | – |
| Alan Pepper | – | – | – | – | – | – | – | – |
| Matt Cooper | 5,012 | 0.06 | 5,012 | 0.06 | 10,023 | 0.04 | – | – |
| Andrew Boyle | 26,375 | 0.33 | 26,375 | 0.33 | – | – | – | – |
| Rupert Bell | – | – | – | – | – | – | – | – |
| Tony Morgan | – | – | – | – | 5,000 | 0.02 | – | – |
| Rob Johnson | – | – | – | – | – | – | – | – |
| Murray Steele | – | – | – | – | – | – | 5,275 | 0.05 |
| Christopher Powles | – | – | – | – | – | – | 5,275 | 0.05 |
| Martijn Kleiberger | – | – | – | – | – | – | – | – |

3.3 Details of the Apollo 2 Director's appointments are set out below.

| Director | Date of appointment | Date of appointment letter* | Annual remuneration (£)** | Year to 31 January 2012 Remuneration (£)*** |
|---------------------|---------------------|-----------------------------|---------------------------|---|
| Stuart Brocklehurst | 16 May 2006 | 15 October 2010 | 21,000 | 21,000 |
| Alan Pepper | 28 September 2010 | 15 October 2010 | 16,000 | 16,000 |
| Matt Cooper | 16 May 2006 | 15 October 2010 | 8,000 | 8,000 |

* The Apollo 2 Directors have been appointed pursuant to appointment letters which require either party to give three months' notice before termination of the appointment (respectively).

** No arrangements have been entered into by Apollo 2, entitling the Apollo 2 Directors to compensation for loss of office nor have any amounts been set aside to provide pension, retirement or similar benefits.

*** Exclusive of applicable employers National Insurance Contributions.

The Apollo 2 Directors will remain as directors of the Apollo 2 for the duration of the winding-up process, however, the Apollo 2 Directors have agreed to waive their directors' fees from the Effective Date.

- 3.4 Save for in respect of Matt Cooper, who is the chairman and a shareholder of Octopus and is also a director and shareholder of other VCTs managed by Octopus (including Apollo 1 and Apollo 3), there are no potential conflicts of interests between the duties of any Apollo 2 Director and their private interests and/or duties.
- 3.5 Other than disclosed in this paragraph 3, no Apollo 2 Director is or has been interested in any transaction which is or was unusual in its nature or conditions or significant to the business of Apollo 2 and which was effected by Apollo 2 since incorporation.

4. Substantial Shareholders

- 4.1 Save as set out in paragraph 4.2 below, as at 16 August 2012 (this being the latest practicable date prior to publication of this document), Apollo 2 is not aware of any person who has an interest in Apollo 2's capital or voting rights which is notifiable under UK law (under which, pursuant to CA 2006, the Listing Rules and the Disclosure & Transparency Rules of the FSA, a holding of 3% or more must be notified to Apollo 2).
- 4.2 As at 16 August 2012 (this being the latest practicable date prior to the publication of this document), Pershing Nominees Limited held 291,000 Apollo 2 Shares representing 3.68% of the issued Apollo 2 share capital.

5. Material Contracts

- 5.1 Save as disclosed in this paragraph 5.1, Apollo 2 has not entered, other than in the ordinary course of business, into any contract which is or may be material to Apollo 2 since incorporation or into any contract containing provisions under which Apollo 2 has any obligation or entitlement which is material to Apollo 2 as at the date of this document:
- 5.1.1 An investment management agreement dated 24 May 2006 between Apollo 1 (1), Apollo 2 (2) and Octopus (3) pursuant to which Octopus provides discretionary investment management and administration services to Apollo 1 and Apollo 2.

The appointment of Octopus is terminable by Apollo 2 and Octopus on not less than 12 months' notice in writing and may also be terminated in circumstances of material breach by either of these parties.

Octopus receives an annual management fee of an amount equal to 2% of the net assets of Apollo 1 and Apollo 2, calculated at annual intervals as at 31 January and payable quarterly in advance, together with any applicable VAT thereon, in respect of investment management services.

Octopus also receives an annual administration and accounting fee of an amount equal to 0.3% of the net assets of Apollo 1 and Apollo 2, calculated at annual intervals as at 31 January and payable quarterly in advance (plus applicable VAT) and, in respect of each of Apollo 1 and Apollo 2, an annual company secretarial fee of £7,500 (plus VAT) payable annually or quarterly.

No performance related incentive fee is payable for the first five accounting periods. Octopus is then entitled to an annual performance related incentive fee in each accounting period of an amount equal to 20% (in respect of each share in issue) of the amount by which the NAV per share of an Apollo 1 Share and an Apollo 2 Share during the period increases in excess of the HSBC bank rate (subject to the NAV per share of an Apollo 1 Share and an Apollo 2 Share at the end of the period being in excess of the NAV per share of an Apollo 1 Share and an Apollo 2 Share at the start of the sixth accounting period plus HSBC bank rate to the end of the relevant period).

The normal annual expenses of Apollo 2 are capped each year at an amount equal to 3.5% of Apollo 2's net assets, as agreed between Apollo 2 and Octopus from time to time. Any excess over this amount will be borne by Octopus. Normal annual expenses means the annual expenses of Apollo 2 incurred in its ordinary course of business and includes the annual investment management, administration and secretarial fees, directors' remuneration, normal fees payable to Apollo 2's registrars, stockbroker, auditors, solicitors and VCT status advisers and irrecoverable VAT thereon. It does not include any performance incentive fees, annual trail commission or exceptional items.

The agreement includes indemnities given by Apollo 2 to Octopus which are usual for this type of agreement.

- 5.1.2 A termination agreement dated 16 August 2012 between Apollo 1 (1), Apollo 2 (2) and Octopus (3) pursuant to which the investment management and administration arrangements referred to at paragraph 5.1.1 above will be terminated from the Effective Date, in respect of Apollo 1, conditional on the Apollo 1 Scheme being implemented and, in respect of Apollo 2, conditional on the Apollo 2 Scheme being implemented.
- 5.1.3 A termination agreement dated 16 August 2012 between Apollo 2 (1) and Capita Registrars Limited (2) pursuant to which the appointment of Capita Registrars as registrar to Apollo 2 will be terminated from the Effective Date conditional on the Apollo 2 Scheme being implemented.
- 5.1.4 A termination agreement dated 16 August 2012 between Apollo 2 (1) and Matrix Corporate Capital LLP (2) pursuant to which the appointment of Matrix Corporate Capital LLP as broker to Apollo 2 will be terminated from the Effective Date conditional on the Apollo 2 Scheme being implemented.
- 5.2 The following contract will be entered into, subject, inter alia, to the Apollo 2 Scheme becoming effective:
 - 5.2.1 A transfer agreement between Apollo 3 and Apollo 2 (acting through the Liquidators) pursuant to which all of the assets and liabilities of Apollo 2 will be transferred to Apollo 3 (subject only to the consent required to transfer such assets and liabilities) in consideration for New Apollo 3 Shares in accordance with Part V of this document. The Liquidators will further agree under this agreement that all sale proceeds and/or dividends received in respect of the underlying assets and/ or other rights of Apollo 2 will be transferred on receipt to Apollo 3 as part of the Apollo 2 Scheme.

6. Overseas Shareholders

The issue of New Apollo 3 Shares to persons resident in or citizens of jurisdictions outside the UK may be affected by the laws of the relevant jurisdiction. Such Apollo 2 Shareholders should inform themselves about and observe any legal requirements, in particular:

- (a) none of the New Apollo 3 Shares has been or will be registered under the United States Securities Act 1933, as amended, or qualify under applicable United States state statute and the relevant clearances have not been, and will not be, obtained from the securities commission of any province of Canada, Australia, Japan, South Africa or New Zealand;
- (b) Apollo 3 is not registered under the United States Investment Company Act of 1940, as amended, and investors are not entitled to the benefits of that Act; and
- (c) no offer is being made, directly or indirectly, under the Apollo 2 Scheme, in or into or by the use of mails, or by means of instrumentality (including, without limitation, facsimile, transmission, telex or telephone) of interstate or foreign commerce, or of any facility in a

national securities exchange, of the United States, Canada, Japan, South Africa or New Zealand.

It is the responsibility of Apollo 2 Shareholders with registered addresses outside the UK to satisfy themselves as to the observance of the laws of the relevant jurisdiction in connection with the issue of New Apollo 3 Shares, including the obtaining of any governmental or exchange control or other consents which may be required, the compliance with any other necessary formalities which need to be observed and the payment of any issue, transfer or other taxes or duties due in such jurisdiction.

7. General

- 7.1 Apollo 2 was incorporated and registered in England and Wales under CA 1985 as a public company with limited liability on 5 April 2006, with registered number 05770744 and the name Apollo VCT 2 plc. Apollo 2 changed its name to Octopus Apollo VCT 2 plc on 10 November 2008. The principal legislation under which Apollo 2 operates is the CA 2006 (and regulations made thereunder). The legal and commercial name of Apollo 2 is Octopus Apollo VCT 2 plc. Apollo 2 is domiciled in England.
- 7.2 Statutory accounts of Apollo 2 for the years ended 31 January 2010, 2011 and 2012 in respect of which Apollo 2's auditors, Grant Thornton UK LLP, have made unqualified reports under Section 495 CA 2006, have been delivered to the Registrar of Companies and such reports did not contain any statements under Section 495 to Section 497A CA 2006 (as applicable).
- 7.3 Apollo 2 has no employees or subsidiaries.
- 7.4 There has been no significant change in the financial or trading position of Apollo 2 since 31 January 2012, the date to which the Apollo 2 Annual Report was made up to, to the date of this document.
- 7.5 Apollo 2 is not and has not since its incorporation been involved in any governmental, legal or arbitration proceedings (and Apollo 2 is not aware of any such proceedings being pending or threatened) which may have, or have had a significant effect on Apollo 2's financial position or profitability.
- 7.6 The Liquidators have given and not withdrawn their written consent to the issue of this document with the inclusion of their names and the references to them in the form and context in which they appear.
- 7.7 If the Apollo 2 Scheme becomes effective in accordance with the expected timetable on page 3 of this document, it is anticipated that the listing of the Apollo 2 Shares will be cancelled on 26 October 2012.
- 7.9 New Apollo 3 Shares issued to Apollo 2 Shareholders under the Apollo 2 Scheme will rank *pari passu* with the existing Apollo 3 Shares (along with the Apollo 3 Shares issued pursuant to the Apollo 1 Scheme and the Apollo 4 Scheme should such Schemes become effective) and will be admitted for trading on the main market of the London Stock Exchange.

8. Documents on display

Copies of the following documents will be available for inspection during normal business hours on any day (Saturdays, Sundays and public holidays excepted) from the date of this document until the Effective Date at the offices of SGH Martineau LLP at One America Square, Crosswall, London EC3N 2SG and also at the registered office of Apollo 2:

- 8.1 the memorandum and articles of association of Apollo 2;
- 8.2 the annual reports of Apollo 2 for the financial years ended 31 January 2010 and 2011 and 2012;
- 8.3 the annual reports of Apollo 3 for the financial years ended 31 January 2010 and 2011 and 2012;
- 8.5 the material contracts referred to in paragraph 5 above;
- 8.6 a draft (subject to non-material updating and amendment) of the Apollo 2 Transfer Agreement;
- 8.7 the consent referred to in paragraph 7.6 above;
- 8.8 the Apollo 3 Circular;

8.9 the Apollo 3 Prospectus; and

8.10 this document.

PART XI

APOLLO 4 ADDITIONAL INFORMATION

1. Responsibility

Apollo 4 and the Apollo 4 Directors accept responsibility for the information contained in this document (save in respect of information which is specific to Apollo 1 and Apollo 2 or their Schemes). To the best of the knowledge and belief of Apollo 4 and the Apollo 4 Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document (save in respect of information which is specific to Apollo 1 and Apollo 2 or their Schemes) is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Share Capital

2.1 As at 16 August 2012 (this being the latest practicable date prior to the publication of this document), the issued share capital of Apollo 4 was as follows:

| | Issued and fully paid | |
|----------------------------|------------------------|--------------|
| | No. of Apollo 4 Shares | (£) |
| Apollo 4 Shares (10p each) | 11,498,447 | 1,149,844.70 |

2.2 As at 16 August 2012 (this being the latest practicable date prior to the publication of this document), no share or loan capital of Apollo 4 was under option or had been agreed, conditionally or unconditionally, to be put under option, nor did Apollo 4 hold any share capital in treasury.

3. Directors and their Interests

3.1 The names and business addresses of the Apollo 4 Directors, all of whom are non-executive, are as follows:

- William Murray Black Steele (Chairman)
- Christopher John Powles
- Martijn Christian Kleibergen

all of 20 Old Bailey, London EC4M 7AN (the registered office and principal place of business of Apollo 4).

3.2 As at 16 August 2012 (this being the latest practicable date prior to publication of this document), the interests of the Apollo 4 Directors (and their immediate families) and the directors of the other Companies and Apollo 3 in the issued share capital of Apollo 4, the other Companies and Apollo 3 were as follows:

| Director | Apollo 1 | | Apollo 2 | | Apollo 3 | | Apollo 4 | |
|---------------------|--------------------|--|--------------------|--|--------------------|--|--------------------|--|
| | Apollo 1 Shares | % of Apollo 1 issued share capital | Apollo 2 Shares | % of Apollo 2 issued share capital | Apollo 3 Shares | % of Apollo 3 issued share capital | Apollo 4 Shares | % of Apollo 4 issued share capital |
| Murray Steele | – | – | – | – | – | – | 5,275 | 0.05 |
| Christopher Powles | – | – | – | – | – | – | 5,275 | 0.05 |
| Martijn Kleibergen | – | – | – | – | – | – | – | – |
| Andrew Boyle | 26,375 | 0.33 | 26,375 | 0.33 | – | – | – | – |
| Rupert Bell | – | – | – | – | – | – | – | – |
| Matt Cooper | 5,012 | 0.06 | 5,012 | 0.06 | 10,023 | 0.04 | – | – |
| Tony Morgan | – | – | – | – | 5,000 | 0.02 | – | – |
| Rob Johnson | – | – | – | – | – | – | – | – |
| Stuart Brocklehurst | 5,275 | 0.07 | 5,275 | 0.07 | – | – | – | – |
| Alan Pepper | – | – | – | – | – | – | – | – |

3.3 Details of the Apollo 4 Director's appointments are set out below.

| Director | Date of appointment | Date of appointment letter* | Annual remuneration (£)** | Year to 31 January 2012 Remuneration (£)*** |
|--------------------|---------------------|-----------------------------|---------------------------|---|
| Murray Steele | 8 July 2008 | 15 October 2010 | 20,000 | 20,000 |
| Christopher Powles | 8 July 2008 | 15 October 2010 | 15,000 | 15,000 |
| Martijn Kleibergen | 7 December 2011 | 15 October 2010 | 15,000 | 2,000 |

* The Apollo 4 Directors have been appointed pursuant to appointment letters which require either party to give three months' notice before termination of the appointment (respectively).

** No arrangements have been entered into by Apollo 4, entitling the Apollo 4 Directors to compensation for loss of office nor have any amounts been set aside to provide pension, retirement or similar benefits.

*** Exclusive of applicable employers National Insurance Contributions.

The Apollo 4 Directors will remain as directors of the Apollo 4 for the duration of the winding-up process, however, the Apollo 4 Directors have agreed to waive their directors' fees from the Effective Date.

- 3.4 Save for in respect of Martijn Kleibergen, who is an employee of Octopus, there are no potential conflicts of interests between the duties of any Apollo 4 Director and their private interests and/or duties.
- 3.5 Other than disclosed in this paragraph 3, no Apollo 4 Director is or has been interested in any transaction which is or was unusual in its nature or conditions or significant to the business of the Apollo 4 and which was effected by Apollo 4 since incorporation.

4. Substantial Shareholders

As at 16 August 2012 (this being the latest practicable date prior to publication of this document), Apollo 4 is not aware of any person who has an interest in the Apollo 4's capital or voting rights which is notifiable under UK law (under which, pursuant to CA 2006, the Listing Rules and the Disclosure & Transparency Rules of the FSA, a holding of 3% or more must be notified to Apollo 4).

5. Material Contracts

- 5.1 Save as disclosed in this paragraph 5.1, Apollo 4 has not entered, other than in the ordinary course of business, into any contract which is or may be material to Apollo 4 since incorporation or into any contract containing provisions under which Apollo 4 has any obligation or entitlement which is material to Apollo 4 as at the date of this document:

- 5.1.1 An investment management agreement dated 16 July 2008 between Apollo 4 (1) and Octopus (2) pursuant to which Octopus provides discretionary investment management and administration services to Apollo 4.

The appointment of Octopus is terminable by either party on not less than 12 months' notice in writing and may also be terminated in circumstances of material breach by either of these parties.

Octopus receives an annual management fee of an amount equal to 2% of the net assets of Apollo 4, calculated at annual intervals as at 31 January and payable quarterly in advance, together with any applicable VAT thereon, in respect of investment management services.

Octopus also receives an annual administration and accounting fee of an amount equal to 0.3% of the net assets of Apollo 4, calculated at annual intervals as at 31 January and payable quarterly in advance (plus applicable VAT).

No performance related incentive fee is payable for the first five accounting periods. Octopus is then entitled to an annual performance related incentive fee in each accounting period of an amount equal to 20% (in respect of each share in issue) of the amount by which the NAV per share during the period increases in excess of the HSBC bank rate (subject to the NAV per share at the

end of the period being in excess of the NAV per share at the start of the sixth accounting period plus HSBC bank rate to the end of the relevant period).

The normal annual expenses of Apollo 4 are capped each year at an amount equal to 3.2% of Apollo 4's net assets, as agreed between Apollo 4 and Octopus from time to time. Any excess over this amount will be borne by Octopus. Normal annual expenses means the annual expenses of Apollo 4 incurred in its ordinary course of business and includes the annual investment management, administration and secretarial fees, directors' remuneration, normal fees payable to Apollo 4's registrars, stockbroker, auditors, solicitors and VCT status advisers and irrecoverable VAT thereon. It does not include any performance incentive fees, annual trail commission or exceptional items.

The agreement includes indemnities given by Apollo 4 to Octopus which are usual for this type of agreement.

- 5.1.2 A company secretarial agreement dated 16 July 2008 between Apollo 4 (1) and Octopus (2) pursuant to which Octopus provides company secretarial services to Apollo 4. Octopus receives an annual fee of £10,000 (plus VAT) payable quarterly. The agreement may be terminated by either party on three month's notice.
- 5.1.3 A termination agreement dated 16 August 2012 between Apollo 4 (1) and Octopus (2) pursuant to which the investment management and administration arrangements referred to at paragraph 5.1.1 above will be terminated from the Effective Date conditional on the Apollo 4 Scheme being implemented.
- 5.1.4 A termination agreement dated 16 August 2012 between Apollo 4 (1) and Octopus (2) pursuant to which the company secretarial arrangements referred to at paragraph 5.1.2 above will be terminated from the Effective Date conditional on the Apollo 4 Scheme being implemented.
- 5.1.5 A termination agreement dated 16 August 2012 between Apollo 4 (1) and Capita Registrars Limited (2) pursuant to which the appointment of Capita Registrars as registrar to Apollo 4 will be terminated from the Effective Date conditional on the Apollo 4 Scheme being implemented.
- 5.1.6 A termination agreement dated 16 August 2012 between Apollo 4 (1) and Matrix Corporate Capital LLP (2) pursuant to which the appointment of Matrix Corporate Capital LLP as broker to Apollo 4 will be terminated from the Effective Date conditional on the Apollo 4 Scheme being implemented.
- 5.2 The following contract will be entered into, subject, inter alia, to the Apollo 4 Scheme becoming effective:
 - 5.2.1 A transfer agreement between Apollo 3 and Apollo 4 (acting through the Liquidators) pursuant to which all of the assets and liabilities of Apollo 4 will be transferred to Apollo 3 (subject only to the consent required to transfer such assets and liabilities) in consideration for New Apollo 3 Shares in accordance with Part VI of this document. The Liquidators will further agree under this agreement that all sale proceeds and/or dividends received in respect of the underlying assets and/ or other rights of Apollo 4 will be transferred on receipt to Apollo 3 as part of the Apollo 4 Scheme.

6. Overseas Apollo 4 Shareholders

The issue of New Apollo 3 Shares to persons resident in or citizens of jurisdictions outside the UK may be affected by the laws of the relevant jurisdiction. Such Apollo 4 Shareholders should inform themselves about and observe any legal requirements, in particular:

- (a) none of the New Apollo 3 Shares has been or will be registered under the United States Securities Act 1933, as amended, or qualify under applicable United States state statute and the relevant clearances have not been, and will not be, obtained from the securities commission of any province of Canada, Australia, Japan, South Africa or New Zealand;
- (b) Apollo 3 is not registered under the United States Investment Company Act of 1940, as amended, and investors are not entitled to the benefits of that Act; and
- (c) no offer is being made, directly or indirectly, under the Apollo 4 Scheme, in or into or by the use of mails, or by means of instrumentality (including, without limitation, facsimile, transmission, telex or telephone) of interstate or foreign commerce, or of any facility in a national securities exchange, of the United States, Canada, Japan, South Africa or New Zealand.

It is the responsibility of Apollo 4 Shareholders with registered addresses outside the UK to satisfy themselves as to the observance of the laws of the relevant jurisdiction in connection with the issue of New Apollo 3 Shares, including the obtaining of any governmental or exchange control or other consents which may be required, the compliance with any other necessary formalities which need to be observed and the payment of any issue, transfer or other taxes or duties due in such jurisdiction.

7. General

- 7.1 Apollo 4 was incorporated and registered in England and Wales under CA 2006 as a public company with limited liability on 9 June 2008, with registered number 06614754 and the name Octopus Protected VCT 2 plc. Apollo 4 changed its name to Octopus Apollo VCT 4 plc on 31 July 2010. The principal legislation under which Apollo 4 operates is the CA 2006 (and regulations made thereunder). The legal and commercial name of Apollo 4 is Octopus Apollo VCT 4 plc. Apollo 4 is domiciled in England.
- 7.2 Statutory accounts of Apollo 4 for the years ended 31 January 2010 and 2011 and 2012 in respect of which Apollo 4's auditors, Grant Thornton UK LLP, have made unqualified reports under Section 495 CA 2006, have been delivered to the Registrar of Companies and such reports did not contain any statements under Section 495 to Section 497A CA 2006 (as applicable).
- 7.3 Apollo 4 has no employees or subsidiaries.
- 7.4 There has been no significant change in the financial or trading position of Apollo 4 since 31 January 2012, the date to which the Apollo 4 Annual Report was made up to, to the date of this document.
- 7.5 Apollo 4 is not and has not since its incorporation been involved in any governmental, legal or arbitration proceedings (and Apollo 4 is not aware of any such proceedings being pending or threatened) which may have, or have had a significant effect on Apollo 4's financial position or profitability.
- 7.6 The Liquidators have given and not withdrawn their written consent to the issue of this document with the inclusion of their names and the references to them in the form and context in which they appear.
- 7.7 If the Apollo 4 Scheme becomes effective in accordance with the expected timetable on page 4 of this document, it is anticipated that the listing of the Apollo 4 Shares will be cancelled on 26 October 2012.
- 7.8 New Apollo 3 Shares issued to Apollo 4 Shareholders under the Apollo 4 Scheme will rank *pari passu* with the existing Apollo 3 Shares (along with the Apollo 3 Shares issued pursuant to the Apollo 1 Scheme and the Apollo 2 Scheme) and will be admitted for trading on the main market of the London Stock Exchange.

8. Documents on display

Copies of the following documents will be available for inspection during normal business hours on any day (Saturdays, Sundays and public holidays excepted) from the date of this document until the Effective Date at the offices of SGH Martineau LLP at One America Square, Crosswall, London EC3N 2SG and also at the registered office of Apollo 4:

- 8.1 the memorandum and articles of association of Apollo 4;
- 8.2 the annual reports of Apollo 4 for the financial years ended 31 January 2010 and 2011 and 2012;
- 8.3 the annual reports of Apollo 3 for the financial years ended 31 January 2010 and 2011 and 2012;
- 8.5 the material contracts referred to in paragraph 5 above;
- 8.6 a draft (subject to non-material updating and amendment) of the Apollo 4 Transfer Agreement;
- 8.7 the consents referred to in paragraph 7.6 above;
- 8.8 the Apollo 3 Circular;
- 8.9 the Apollo 3 Prospectus; and
- 8.10 this document.

OCTOPUS APOLLO VCT 1 PLC

(Registered in England and Wales with registered number 05770752)

NOTICE OF FIRST GENERAL MEETING

Notice is hereby given that a general meeting of Octopus Apollo VCT 1 plc ("the Company") will be held at 10.30 a.m. on 19 September 2012 (or as soon thereafter as the general meeting of Octopus Apollo VCT 3 plc convened for 10.00 a.m. on that day has concluded) at the offices of Octopus Investments Limited, 20 Old Bailey, London EC4M 7AN, for the purposes of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

That, subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part IV of the circular to the shareholders of the Company, Octopus Apollo VCT 2 plc and Octopus Apollo VCT 4 plc dated 17 August 2012 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chairman of the meeting ("Circular")) having been fulfilled and notwithstanding anything in the articles of association of the Company to the contrary, the Apollo 1 Scheme, as defined and set out in Part IV of the Circular, be and hereby is approved and the directors of the Company and William Duncan and Sarah Louise Burge of RSM Tenon Limited, 2 Wellington Place, Leeds LS1 4AP ("the Liquidators") be and they hereby are authorised (insofar as they are not already authorised by the articles of association of the Company) to implement the Apollo 1 Scheme and to execute any document and do any act or thing for the purpose of carrying the Apollo 1 Scheme into effect and, in particular (but without prejudice to the foregoing generality):

- (a) the Company (acting by the Liquidators) be and hereby is authorised and directed to enter into, and the Liquidators be and they hereby are authorised and directed, pursuant to Section 110 of the Insolvency Act 1986, to give effect to, a transfer agreement in the form of the draft which is produced to the meeting and signed for the purpose of identification by the chairman of the meeting with such non-material modifications thereto as the parties to such agreement may agree ("Transfer Agreement"); and
- (b) the Liquidators be and they hereby are authorised and directed to request Octopus Apollo VCT 3 plc ("Apollo 3") to arrange for the issue of new ordinary shares of 10p each in the capital of Apollo 3 on the basis described in the Transfer Agreement for distribution among the holders of the ordinary shares of 10p each in the capital of the Company by way of satisfaction and discharge of their respective interests in so much of all of the assets and liabilities of the Company as shall be transferred to Apollo 3 in accordance therewith and with the Apollo 1 Scheme

and, for the purposes of this resolution, words and expressions defined in the Circular shall have the same meanings in this resolution, save where the context requires otherwise.

Dated 17 August 2012

By order of the Board

Tracey Spevack
Company Secretary

Registered Office:

20 Old Bailey
London
EC4M 7AN

Notes:

1. None of the directors has a service contract. Each director has an appointment letter with the Company, a copy of which will be available for inspection at the meeting.
2. To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes they may cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), members must be registered in the register of members of the Company at 5.00 p.m. on 17 September 2012 (or, in the event of any adjournment, 5.00 p.m. on the date which is two days before the date of the adjourned meeting). Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his or her behalf. A proxy need not also be a member but must attend the meeting to represent the member. Details of how to appoint the chairman of the meeting or another person as a proxy using the form of proxy are set out in the notes on the form of proxy. If a member wishes a proxy to speak on the member's behalf at the meeting the member will need to appoint their own choice of proxy (not the chairman) and give their instructions directly to them.
4. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the form. For further information please contact the Company's registrar, Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Capita Registrars will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice. A member should indicate in the box next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as the member's proxy. A member should also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
5. A form of proxy is attached to this document and a reply paid envelope is enclosed. To be valid, it should be lodged with the Company's registrar, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received not later than 10.30 a.m. on 17 September 2012 or 48 hours before the time appointed for any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll. A member may return a proxy form in their own envelope using the address FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU.
6. As at 16 August 2012 (being the last business day prior to the publication of this notice), the Company's issued voting share capital was 7,898,577 shares, each carrying one vote each. Therefore, the total voting rights in the Company as at 16 August 2012 was 7,898,577.
7. In accordance with Section 325 of the Companies Act 2006, the right to appoint proxies does not apply to persons nominated to receive information rights under Section 146 of the Companies Act 2006.
8. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, in accordance with Section 149(2) of the Companies Act 2006 and under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
9. You may submit your proxy electronically using the Shareportal Service at www.capitashareportal.com If not already registered for the share portal, you will need your investor code which can be found on your share certificate. If you cannot locate your investor code, please contact Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.
10. The statement of the rights of members in relation to the appointment of proxies in paragraphs 3 to 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
11. If a corporate shareholder has appointed a corporate representative, the corporate representative will have the same powers as the corporation could exercise if it were an individual member of the Company. If more than one corporate representative has been appointed, on a vote on a show of hands on a resolution, each representative will have the same voting rights as the corporation would be entitled to. If more than one authorised person seeks to exercise a power in respect of the same shares, if they purport to exercise the power in the same way, the power is treated as exercised; if they do not purport to exercise the power in the same way, the power is treated as not exercised.
12. Appointment of a proxy will not preclude a member from subsequently attending and voting at the meeting should the member subsequently decide to do so. A member can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
13. Information regarding the meeting is also available at the following website: www.octopusinvestments.com

OCTOPUS APOLLO VCT 2 PLC

(Registered in England and Wales with registered number 05770744)

NOTICE OF FIRST GENERAL MEETING

Notice is hereby given that a general meeting of Octopus Apollo VCT 2 plc ("the Company") will be held at 11.00 a.m. on 19 September 2012 (or as soon thereafter as the general meeting of Octopus Apollo VCT 1 plc convened for 10.30 a.m. on that day has concluded) at the offices of Octopus Investments Limited, 20 Old Bailey, London EC4M 7AN, for the purposes of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

That, subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part V of the circular to the shareholders of the Company, Octopus Apollo VCT 1 plc and Octopus Apollo VCT 4 plc dated 17 August 2012 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chairman of the meeting ("Circular")) having been fulfilled and notwithstanding anything in the articles of association of the Company to the contrary, the Apollo 2 Scheme, as defined and set out in Part V of the Circular, be and hereby is approved and the directors of the Company and William Duncan and Sarah Louise Burge of RSM Tenon Limited, 2 Wellington Place, Leeds LS1 4AP ("the Liquidators") be and they hereby are authorised (insofar as they are not already authorised by the articles of association of the Company) to implement the Apollo 2 Scheme and to execute any document and do any act or thing for the purpose of carrying the Apollo 2 Scheme into effect and, in particular (but without prejudice to the foregoing generality):

- (a) the Company (acting by the Liquidators) be and hereby is authorised and directed to enter into, and the Liquidators be and they hereby are authorised and directed, pursuant to Section 110 of the Insolvency Act 1986, to give effect to, a transfer agreement in the form of the draft which is produced to the meeting and signed for the purpose of identification by the chairman of the meeting with such non-material modifications thereto as the parties to such agreement may agree ("Transfer Agreement"); and
- (b) the Liquidators be and they hereby are authorised and directed to request Octopus Apollo VCT 3 plc ("Apollo 3") to arrange for the issue of new ordinary shares of 10p each in the capital of Apollo 3 on the basis described in the Transfer Agreement for distribution among the holders of the ordinary shares of 10p each in the capital of the Company by way of satisfaction and discharge of their respective interests in so much of all of the assets and liabilities of the Company as shall be transferred to Apollo 3 in accordance therewith and with the Apollo 2 Scheme

and, for the purposes of this resolution, words and expressions defined in the Circular shall have the same meanings in this resolution, save where the context requires otherwise.

Dated 17 August 2012

By order of the Board

Tracey Spevack
Company Secretary

Registered Office:

20 Old Bailey
London
EC4M 7AN

Notes:

1. None of the directors has a service contract. Each director has an appointment letter with the Company, a copy of which will be available for inspection at the meeting.
2. To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes they may cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), members must be registered in the register of members of the Company at 5.00 p.m. on 17 September 2012 (or, in the event of any adjournment, 5.00 p.m. on the date which is two days before the date of the adjourned meeting). Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his or her behalf. A proxy need not also be a member but must attend the meeting to represent the member. Details of how to appoint the chairman of the meeting or another person as a proxy using the form of proxy are set out in the notes on the form of proxy. If a member wishes a proxy to speak on the member's behalf at the meeting the member will need to appoint their own choice of proxy (not the chairman) and give their instructions directly to them.
4. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the form. For further information please contact the Company's registrar, Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Capita Registrars will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice. A member should indicate in the box next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as the member's proxy. A member should also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
5. A form of proxy is attached to this document and a reply paid envelope is enclosed. To be valid, it should be lodged with the Company's registrar, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received no later than 11.00 a.m. on 17 September 2012 or 48 hours before the time appointed for any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll. A member may return a proxy form in their own envelope using the address FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU.
6. As at 16 August 2012 (being the last business day prior to the publication of this notice), the Company's issued voting share capital was 7,898,577 shares, each carrying one vote each. Therefore, the total voting rights in the Company as at 16 August 2012 was 7,898,577.
7. In accordance with Section 325 of the Companies Act 2006, the right to appoint proxies does not apply to persons nominated to receive information rights under Section 146 of the Companies Act 2006.
8. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, in accordance with Section 149(2) of the Companies Act 2006 and under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
9. You may submit your proxy electronically using the Shareportal Service at www.capitashareportal.com If not already registered for the share portal, you will need your investor code which can be found on your share certificate. If you cannot locate your investor code, please contact Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.
10. The statement of the rights of members in relation to the appointment of proxies in paragraphs 3 to 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
11. If a corporate shareholder has appointed a corporate representative, the corporate representative will have the same powers as the corporation could exercise if it were an individual member of the Company. If more than one corporate representative has been appointed, on a vote on a show of hands on a resolution, each representative will have the same voting rights as the corporation would be entitled to. If more than one authorised person seeks to exercise a power in respect of the same shares, if they purport to exercise the power in the same way, the power is treated as exercised; if they do not purport to exercise the power in the same way, the power is treated as not exercised.
12. Appointment of a proxy will not preclude a member from subsequently attending and voting at the meeting should the member subsequently decide to do so. A member can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
13. Information regarding the meeting is also available at the following website: www.octopusinvestments.com

OCTOPUS APOLLO VCT 4 PLC

(Registered in England and Wales with registered number 06614754)

NOTICE OF FIRST GENERAL MEETING

Notice is hereby given that a general meeting of Octopus Apollo VCT 4 plc ("the Company") will be held at 11.30 a.m. on 19 September 2012 (or as soon thereafter as the general meeting of Octopus Apollo VCT 2 plc convened for 11.00 a.m. on that day has concluded) at the offices of Octopus Investments Limited, 20 Old Bailey, London EC4M 7AN, for the purposes of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

That, subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part VI of the circular to the shareholders of the Company, Octopus Apollo VCT 1 plc and Octopus Apollo VCT 2 plc dated 17 August 2012 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chairman of the meeting ("Circular")) having been fulfilled and notwithstanding anything in the articles of association of the Company to the contrary, the Apollo 4 Scheme, as defined and set out in Part VI of the Circular, be and hereby is approved and the directors of the Company and William Duncan and Sarah Louise Burge of RSM Tenon Limited, 2 Wellington Place, Leeds LS1 4AP ("the Liquidators") be and they hereby are authorised (insofar as they are not already authorised by the articles of association of the Company) to implement the Apollo 4 Scheme and to execute any document and do any act or thing for the purpose of carrying the Apollo 4 Scheme into effect and, in particular (but without prejudice to the foregoing generality):

- (a) the Company (acting by the Liquidators) be and hereby is authorised and directed to enter into, and the Liquidators be and they hereby are authorised and directed, pursuant to Section 110 of the Insolvency Act 1986, to give effect to, a transfer agreement in the form of the draft which is produced to the meeting and signed for the purpose of identification by the chairman of the meeting with such non-material modifications thereto as the parties to such agreement may agree ("Transfer Agreement"); and
- (b) the Liquidators be and they hereby are authorised and directed to request Octopus Apollo VCT 3 plc ("Apollo 3") to arrange for the issue of new ordinary shares of 10p each in the capital of Apollo 3 on the basis described in the Transfer Agreement for distribution among the holders of the ordinary shares of 10p each in the capital of the Company by way of satisfaction and discharge of their respective interests in so much of all of the assets and liabilities of the Company as shall be transferred to Apollo 3 in accordance therewith and with the Apollo 4 Scheme

and, for the purposes of this resolution, words and expressions defined in the Circular shall have the same meanings in this resolution, save where the context requires otherwise.

Dated 17 August 2012

By order of the Board
Company Secretary
Tracey Spevack

Registered Office:
20 Old Bailey
London
EC4M 7AN

Notes:

1. None of the directors has a service contract. Each director has an appointment letter with the Company, a copy of which will be available for inspection at the meeting.
2. To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes they may cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), members must be registered in the register of members of the Company at 5.00 p.m. on 17 September 2012 (or, in the event of any adjournment, 5.00 p.m. on the date which is two days before the date of the adjourned meeting). Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his or her behalf. A proxy need not also be a member but must attend the meeting to represent the member. Details of how to appoint the chairman of the meeting or another person as a proxy using the form of proxy are set out in the notes on the form of proxy. If a member wishes a proxy to speak on the member's behalf at the meeting the member will need to appoint their own choice of proxy (not the chairman) and give their instructions directly to them.
4. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the form. For further information please contact the Company's registrar, Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Capita Registrars will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice. A member should indicate in the box next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as the member's proxy. A member should also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
5. A form of proxy is attached to this document and a reply paid envelope is enclosed. To be valid, it should be lodged with the Company's registrar, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received no later than 11.30 a.m. on 17 September 2012 or 48 hours before the time appointed for any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll. A member may return a proxy form in their own envelope using the address FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU.
6. As at 16 August 2012 (being the last business day prior to the publication of this notice), the Company's issued voting share capital was 11,498,447 shares, each carrying one vote each. Therefore, the total voting rights in the Company as at 16 August 2012 was 11,498,447.
7. In accordance with Section 325 of the Companies Act 2006, the right to appoint proxies does not apply to persons nominated to receive information rights under Section 146 of the Companies Act 2006.
8. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, in accordance with Section 149(2) of the Companies Act 2006 and under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
9. You may submit your proxy electronically using the Shareportal Service at www.capitashareportal.com If not already registered for the share portal, you will need your investor code which can be found on your share certificate. If you cannot locate your investor code, please contact Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.
10. The statement of the rights of members in relation to the appointment of proxies in paragraphs 3 to 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
11. If a corporate shareholder has appointed a corporate representative, the corporate representative will have the same powers as the corporation could exercise if it were an individual member of the Company. If more than one corporate representative has been appointed, on a vote on a show of hands on a resolution, each representative will have the same voting rights as the corporation would be entitled to. If more than one authorised person seeks to exercise a power in respect of the same shares, if they purport to exercise the power in the same way, the power is treated as exercised; if they do not purport to exercise the power in the same way, the power is treated as not exercised.
12. Appointment of a proxy will not preclude a member from subsequently attending and voting at the meeting should the member subsequently decide to do so. A member can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
13. Information regarding the meeting is also available at the following website: www.octopusinvestments.com

OCTOPUS APOLLO VCT 1 PLC

(Registered in England and Wales with registered number 05770752)

NOTICE OF SECOND GENERAL MEETING

Notice is hereby given that a general meeting of Octopus Apollo VCT 1 plc ("the Company") will be held at 10.00 a.m. on 27 September 2012 at the offices of Octopus Investments Limited, 20 Old Bailey, London EC4M 7AN, for the purposes of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

That:

- (i) subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part IV of the circular to shareholders of the Company, Octopus Apollo VCT 2 plc and Octopus Apollo VCT 4 plc dated 17 August 2012 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chairman of the meeting ("Circular")) having been fulfilled, in each case prior to the passing of this resolution;
 - (a) the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and William Duncan and Sarah Louise Burge of RSM Tenon Limited, 2 Wellington Place, Leeds LS1 4AP ('the Liquidators') be and they hereby are appointed liquidators for the purposes of such winding-up and any power conferred on them by law or by this resolution may be exercised, and any act required or authorised under any enactment to be done by them may be done, by them jointly or by each of them alone; and
 - (b) the Liquidators be remunerated on a time costs basis as agreed with the board of directors from time to time plus VAT, disbursements and expenses;
- (ii) the Liquidators of the Company appointed pursuant to paragraph (i)(a) of this resolution be and hereby are authorised under Section 165 of the Insolvency Act 1986 to exercise the powers specified in Part I of Schedule 4 of the Insolvency Act 1986; and
- (iii) the cancellation of the listing of the Company's shares on the Official List following the implementation of the Apollo 1 Scheme (as defined in the Circular) be and hereby is approved.

Dated 17 August 2012

By order of the Board

Tracey Spevack
Company Secretary

Registered Office:

20 Old Bailey
London
EC4M 7AN

Notes:

1. None of the directors has a service contract. Each director has an appointment letter with the Company, a copy of which will be available for inspection at the meeting.
2. To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes they may cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), members must be registered in the register of members of the Company at 5.00 p.m. on 25 September 2012 (or, in the event of any adjournment, 5.00 p.m. on the date which is two days before the date of the adjourned meeting). Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his or her behalf. A proxy need not also be a member but must attend the meeting to represent the member. Details of how to appoint the chairman of the meeting or another person as a proxy using the form of proxy are set out in the notes on the form of proxy. If a member wishes a proxy to speak on the member's behalf at the meeting the member will need to appoint their own choice of proxy (not the chairman) and give their instructions directly to them.
4. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the form. For further information contact the Company's registrar, Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Capita Registrars will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice. A member should indicate in the box next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as the member's proxy. A member should also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
5. A form of proxy is attached to this document and a reply paid envelope is enclosed. To be valid, it should be lodged with the Company's registrar, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received no later than 10.00 a.m. on 25 September 2012 or 48 hours before the time appointed for any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll. A member may return a proxy form in their own envelope using the address FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU.
6. As at 16 August 2012 (being the last business day prior to the publication of this notice), the Company's issued voting share capital was 7,898,577 shares, each carrying one vote each. Therefore, the total voting rights in the Company as at 16 August 2012 was 7,898,577.
7. In accordance with Section 325 of the Companies Act 2006, the right to appoint proxies does not apply to persons nominated to receive information rights under Section 146 of the Companies Act 2006.
8. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, in accordance with Section 149(2) of the Companies Act 2006 and under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
9. You may submit your proxy electronically using the Shareportal Service at www.capitashareportal.com If not already registered for the share portal, you will need your investor code which can be found on your share certificate. If you cannot locate your investor code, please contact Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.
10. The statement of the rights of members in relation to the appointment of proxies in paragraphs 3 to 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
11. If a corporate shareholder has appointed a corporate representative, the corporate representative will have the same powers as the corporation could exercise if it were an individual member of the Company. If more than one corporate representative has been appointed, on a vote on a show of hands on a resolution, each representative will have the same voting rights as the corporation would be entitled to. If more than one authorised person seeks to exercise a power in respect of the same shares, if they purport to exercise the power in the same way, the power is treated as exercised; if they do not purport to exercise the power in the same way, the power is treated as not exercised.
12. Appointment of a proxy will not preclude a member from subsequently attending and voting at the meeting should the member subsequently decide to do so. A member can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
13. Information regarding the meeting is also available at the following website: www.octopusinvestments.com

OCTOPUS APOLLO VCT 2 PLC

(Registered in England and Wales with registered number 05770744)

NOTICE OF SECOND GENERAL MEETING

Notice is hereby given that a general meeting of Octopus Apollo VCT 2 plc ("the Company") will be held at 10.30 a.m. (or as soon thereafter as the general meeting of Octopus Apollo VCT 1 plc convened for 10.00 a.m. on that day has concluded) on 27 September 2012 at the offices of Octopus Investments Limited, 20 Old Bailey, London EC4M 7AN, for the purposes of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

That:

- (i) subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part V of the circular to shareholders of the Company, Octopus Apollo VCT 1 plc and Octopus Apollo VCT 4 plc dated 17 August 2012 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chairman of the meeting ("Circular")) having been fulfilled, in each case prior to the passing of this resolution;
 - (a) the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and William Duncan and Sarah Louise Burge of RSM Tenon Limited, 2 Wellington Place, Leeds LS1 4AP ('the Liquidators') be and they hereby are appointed liquidators for the purposes of such winding-up and any power conferred on them by law or by this resolution may be exercised, and any act required or authorised under any enactment to be done by them may be done, by them jointly or by each of them alone; and
 - (b) the Liquidators be remunerated on a time costs basis as agreed with the board of directors from time to time plus VAT, disbursements and expenses;
- (ii) the Liquidators of the Company appointed pursuant to paragraph (i)(a) of this resolution be and hereby are authorised under Section 165 of the Insolvency Act 1986 to exercise the powers specified in Part I of Schedule 4 of the Insolvency Act 1986; and
- (iii) the cancellation of the listing of the Company's shares on the Official List following the implementation of the Apollo 2 Scheme (as defined in the Circular) be and hereby is approved.

Dated 17 August 2012

By order of the Board
Tracey Spevack
Company Secretary

Registered Office:
20 Old Bailey
London
EC4M 7AN

Notes:

1. None of the directors has a service contract. Each director has an appointment letter with the Company, a copy of which will be available for inspection at the meeting.
2. To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes they may cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), members must be registered in the register of members of the Company at 5.00 p.m. on 25 September 2012 (or, in the event of any adjournment, 5.00 p.m. on the date which is two days before the date of the adjourned meeting). Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his or her behalf. A proxy need not also be a member but must attend the meeting to represent the member. Details of how to appoint the chairman of the meeting or another person as a proxy using the form of proxy are set out in the notes on the form of proxy. If a member wishes a proxy to speak on the member's behalf at the meeting the member will need to appoint their own choice of proxy (not the chairman) and give their instructions directly to them.
4. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the form. For further information please contact the Company's registrar, Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Capita Registrars will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice. A member should indicate in the box next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as the member's proxy. A member should also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
5. A form of proxy is attached to this document and a reply paid envelope is enclosed. To be valid, it should be lodged with the Company's registrar, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received not later than 10.30 a.m. on 25 September 2012 or 48 hours before the time appointed for any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll. A member may return a proxy form in their own envelope using the address FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU.
6. As at 16 August 2012 (being the last business day prior to the publication of this notice), the Company's issued voting share capital was 7,898,577 shares, each carrying one vote each. Therefore, the total voting rights in the Company as at 16 August 2012 was 7,898,577.
7. In accordance with Section 325 of the Companies Act 2006, the right to appoint proxies does not apply to persons nominated to receive information rights under Section 146 of the Companies Act 2006.
8. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, in accordance with Section 149(2) of the Companies Act 2006 and under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
9. You may submit your proxy electronically using the Shareportal Service at www.capitashareportal.com If not already registered for the share portal, you will need your investor code which can be found on your share certificate. If you cannot locate your investor code, please contact Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.
10. The statement of the rights of members in relation to the appointment of proxies in paragraphs 3 to 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
11. If a corporate shareholder has appointed a corporate representative, the corporate representative will have the same powers as the corporation could exercise if it were an individual member of the Company. If more than one corporate representative has been appointed, on a vote on a show of hands on a resolution, each representative will have the same voting rights as the corporation would be entitled to. If more than one authorised person seeks to exercise a power in respect of the same shares, if they purport to exercise the power in the same way, the power is treated as exercised; if they do not purport to exercise the power in the same way, the power is treated as not exercised.
12. Appointment of a proxy will not preclude a member from subsequently attending and voting at the meeting should the member subsequently decide to do so. A member can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
13. Information regarding the meeting is also available at the following website: www.octopusinvestments.com

OCTOPUS APOLLO VCT 4 PLC

(Registered in England and Wales with registered number 06614754)

NOTICE OF SECOND GENERAL MEETING

Notice is hereby given that a general meeting of Octopus Apollo VCT 4 plc ("the Company") will be held at 11.00 a.m. (or as soon thereafter as the general meeting of Octopus Apollo VCT 2 plc convened for 10.30 a.m. on that day has concluded) on 27 September 2012 at the offices of Octopus Investments Limited, 20 Old Bailey, London EC4M 7AN, for the purposes of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

That:

- (i) subject to the conditions (other than the passing of this resolution) set out in paragraph 8 of Part VI of the circular to shareholders of the Company, Octopus Apollo VCT 1 plc and Octopus Apollo VCT 2 plc dated 17 August 2012 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chairman of the meeting ("Circular")) having been fulfilled, in each case prior to the passing of this resolution;
 - (a) the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and William Duncan and Sarah Louise Burge of RSM Tenon Limited, 2 Wellington Place, Leeds LS1 4AP ('the Liquidators') be and they hereby are appointed liquidators for the purposes of such winding-up and any power conferred on them by law or by this resolution may be exercised, and any act required or authorised under any enactment to be done by them may be done, by them jointly or by each of them alone; and
 - (b) the Liquidators be remunerated on a time costs basis as agreed with the board of directors from time to time plus VAT, disbursements and expenses;
- (ii) the Liquidators of the Company appointed pursuant to paragraph (i)(a) of this resolution be and hereby are authorised under Section 165 of the Insolvency Act 1986 to exercise the powers specified in Part I of Schedule 4 of the Insolvency Act 1986; and
- (iii) the cancellation of the listing of the Company's shares on the Official List following the implementation of the Apollo 4 Scheme (as defined in the Circular) be and hereby is approved.

Dated 17 August 2012

By order of the Board
Tracey Spevack
Company Secretary

Registered Office:
20 Old Bailey
London
EC4M 7AN

Notes:

1. None of the directors has a service contract. Each director has an appointment letter with the Company, a copy of which will be available for inspection at the meeting.
2. To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes they may cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), members must be registered in the register of members of the Company at 5.00 p.m. on 25 September 2012 (or, in the event of any adjournment, 5.00 p.m. on the date which is two days before the date of the adjourned meeting). Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his or her behalf. A proxy need not also be a member but must attend the meeting to represent the member. Details of how to appoint the chairman of the meeting or another person as a proxy using the form of proxy are set out in the notes on the form of proxy. If a member wishes a proxy to speak on the member's behalf at the meeting the member will need to appoint their own choice of proxy (not the chairman) and give their instructions directly to them.
4. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the form. For further information please contact the Company's registrar, Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Capita Registrars will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice. A member should indicate in the box next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as the member's proxy. A member should also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
5. A form of proxy is attached to this document and a reply paid envelope is enclosed. To be valid, it should be lodged with the Company's registrar, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received not later than 11.00 a.m. on 25 September 2012 or 48 hours before the time appointed for any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll. A member may return a proxy form in their own envelope using the address FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU.
6. As at 16 August 2012 (being the last business day prior to the publication of this notice), the Company's issued voting share capital was 11,498,447 shares, each carrying one vote each. Therefore, the total voting rights in the Company as at 16 August 2012 was 11,498,447.
7. In accordance with Section 325 of the Companies Act 2006, the right to appoint proxies does not apply to persons nominated to receive information rights under Section 146 of the Companies Act 2006.
8. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, in accordance with Section 149(2) of the Companies Act 2006 and under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
9. You may submit your proxy electronically using the Shareportal Service at www.capitashareportal.com If not already registered for the share portal, you will need your investor code which can be found on your share certificate. If you cannot locate your investor code, please contact Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.
10. The statement of the rights of members in relation to the appointment of proxies in paragraphs 3 to 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
11. If a corporate shareholder has appointed a corporate representative, the corporate representative will have the same powers as the corporation could exercise if it were an individual member of the Company. If more than one corporate representative has been appointed, on a vote on a show of hands on a resolution, each representative will have the same voting rights as the corporation would be entitled to. If more than one authorised person seeks to exercise a power in respect of the same shares, if they purport to exercise the power in the same way, the power is treated as exercised; if they do not purport to exercise the power in the same way, the power is treated as not exercised.
12. Appointment of a proxy will not preclude a member from subsequently attending and voting at the meeting should the member subsequently decide to do so. A member can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
13. Information regarding the meeting is also available at the following website: www.octopusinvestments.com

**FORM OF PROXY FOR THE FIRST GENERAL MEETING OF
OCTOPUS APOLLO VCT 1 PLC**

I/We

(Block Capitals Please)

of

being a shareholder(s) of the above-named Company, appoint the Chairman of the General Meeting or

for the following number of shares (insert number or all)

to act as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 20 Old Bailey, London EC4M 7AN at 10.30 a.m. on 19 September 2012 (see note 1 below) and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

Please indicate with an 'X' if this is one of multiple proxy instructions being given

The proxy is directed to vote as follows:

| Special Resolution | For | Against | Discretion | Vote Withheld |
|---|-----|---------|------------|---------------|
| Approval of the Apollo 1 Scheme and authorise its implementation by the Liquidators | | | | |

Signature..... Dated 2012

Notes:

- The notice of the General Meeting is set out in the circular to shareholders of the Company dated 17 August 2012.
- If any other proxy is preferred, strike out the words "Chairman of the General Meeting" and add the name and address of the proxy you wish to appoint. The proxy need not be a member.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form. For further information please contact the Company's registrar, Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at national rates. Further details will be available from your service provider. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Capita Registrars will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice.

Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.

- Any alterations to the form should be initialled.
- If the appointer is a corporation, this form must be completed under its common seal or under the hand of an officer or attorney duly authorised in writing.
- The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.
- To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power must reach the registrars of the Company at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than forty-eight hours before the time appointed for holding the General Meeting or adjournment as the case may be. A reply paid envelope is enclosed for use. A member may also return a proxy form in their own envelope using the address: FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU.
- You may submit your proxy electronically using the Shareportal Service at www.capitashareportal.com If not already registered for the share portal, you will need your investor code which can be found on your share certificate. If you cannot locate your investor code, please contact Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.
- The completion of this form will not preclude a member from attending the General Meeting and voting in person.



**FORM OF PROXY FOR THE FIRST GENERAL MEETING OF
OCTOPUS APOLLO VCT 2 PLC**

I/We

(Block Capitals Please)

of

being a shareholder(s) of the above-named Company, appoint the Chairman of the General Meeting or

for the following number of shares (insert number or all)

to act as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 20 Old Bailey, London EC4M 7AN at 11.00 a.m. on 19 September 2012 (see note 1 below) and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

Please indicate with an 'X' if this is one of multiple proxy instructions being given

The proxy is directed to vote as follows:

| Special Resolution | For | Against | Discretion | Vote Withheld |
|---|-----|---------|------------|---------------|
| Approval of the Apollo 2 Scheme and authorise its implementation by the Liquidators | | | | |

Signature..... Dated 2012

Notes:

- The notice of the General Meeting is set out in the circular to shareholders of the Company dated 17 August 2012.
- If any other proxy is preferred, strike out the words "Chairman of the General Meeting" and add the name and address of the proxy you wish to appoint. The proxy need not be a member.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form. For further information please contact the Company's registrar, Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at national rates. Further details will be available from your service provider. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Capita Registrars will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice.

Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.

- Any alterations to the form should be initialled.
- If the appointer is a corporation, this form must be completed under its common seal or under the hand of an officer or attorney duly authorised in writing.
- The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.
- To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power must reach the registrars of the Company at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than forty-eight hours before the time appointed for holding the General Meeting or adjournment as the case may be. A reply paid envelope is enclosed for use. A member may also return a proxy form in their own envelope using the address: FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU.
- You may submit your proxy electronically using the Shareportal Service at www.capitashareportal.com If not already registered for the share portal, you will need your investor code which can be found on your share certificate. If you cannot locate your investor code, please contact Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.
- The completion of this form will not preclude a member from attending the General Meeting and voting in person.



**FORM OF PROXY FOR THE FIRST GENERAL MEETING OF
OCTOPUS APOLLO VCT 4 PLC**

I/We

(Block Capitals Please)

of

being a shareholder(s) of the above-named Company, appoint the Chairman of the General Meeting or

for the following number of shares (insert number or all)

to act as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 20 Old Bailey, London EC4M 7AN at 11.30 a.m. on 19 September 2012 (see note 1 below) and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

Please indicate with an 'X' if this is one of multiple proxy instructions being given

The proxy is directed to vote as follows:

| Special Resolution | For | Against | Discretion | Vote Withheld |
|---|-----|---------|------------|---------------|
| Approval of the Apollo 4 Scheme and authorise its implementation by the Liquidators | | | | |

Signature..... Dated 2012

Notes:

- The notice of the General Meeting is set out in the circular to shareholders of the Company dated 17 August 2012.
- If any other proxy is preferred, strike out the words "Chairman of the General Meeting" and add the name and address of the proxy you wish to appoint. The proxy need not be a member.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form. For further information please contact the Company's registrar, Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at national rates. Further details will be available from your service provider. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Capita Registrars will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice.

Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.

- Any alterations to the form should be initialled.
- If the appointer is a corporation, this form must be completed under its common seal or under the hand of an officer or attorney duly authorised in writing.
- The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.
- To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power must reach the registrars of the Company at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than forty-eight hours before the time appointed for holding the General Meeting or adjournment as the case may be. A reply paid envelope is enclosed for use. A member may also return a proxy form in their own envelope using the address: FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU.
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- The completion of this form will not preclude a member from attending the General Meeting and voting in person.



**FORM OF PROXY FOR THE SECOND GENERAL MEETING OF
OCTOPUS APOLLO VCT 1 PLC**

I/We

(Block Capitals Please)

of

being a shareholder(s) of the above-named Company, appoint the Chairman of the General Meeting or

for the following number of shares (insert number or all)

to act as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 20 Old Bailey, London EC4M 7AN at 10.00 a.m. on 27 September 2012 (see note 1 below) and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

Please indicate with an 'X' if this is one of multiple proxy instructions being given

The proxy is directed to vote as follows:

| Special Resolution | For | Against | Discretion | Vote Withheld |
|--|-----|---------|------------|---------------|
| Approval to (i) put Apollo 1 into liquidation and appoint and remunerate the Liquidators for the purposes of such winding up, (ii) authorise the Liquidators to exercise certain powers for which the express sanction of shareholders is required under the IA 1986, such as paying classes of creditors in full and (iii) cancel the listing of Apollo 1's shares. | | | | |

Signature..... Dated 2012

Notes:

- The notice of the General Meeting is set out in the circular to shareholders of the Company dated 17 August 2012.
- If any other proxy is preferred, strike out the words "Chairman of the General Meeting" and add the name and address of the proxy you wish to appoint. The proxy need not be a member.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy this form. For further information please contacting the Company's registrar, Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at national rates. Further details will be available from your service provider. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Capita Registrars will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice.
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- The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.
- To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power must reach the registrars of the Company at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than forty-eight hours before the time appointed for holding the General Meeting or adjournment as the case may be. A reply paid envelope is enclosed for use. A member may also return a proxy form in their own envelope using the address: FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU.
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- The completion of this form will not preclude a member from attending the General Meeting and voting in person.



**FORM OF PROXY FOR THE SECOND GENERAL MEETING OF
OCTOPUS APOLLO VCT 2 PLC**

I/We

(Block Capitals Please)

of

being a shareholder(s) of the above-named Company, appoint the Chairman of the General Meeting or

for the following number of shares (insert number or all)

to act as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 20 Old Bailey, London EC4M 7AN at 10.30 a.m. on 27 September 2012 (see note 1 below) and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

Please indicate with an 'X' if this is one of multiple proxy instructions being given

The proxy is directed to vote as follows:

| Special Resolution | For | Against | Discretion | Vote Withheld |
|--|-----|---------|------------|---------------|
| Approval to (i) put Apollo 2 into liquidation and appoint and remunerate the Liquidators for the purposes of such winding up, (ii) authorise the Liquidators to exercise certain powers for which the express sanction of shareholders is required under the IA 1986, such as paying classes of creditors in full and (iii) cancel the listing of Apollo 2's shares. | | | | |

Signature..... Dated 2012

Notes:

- The notice of the General Meeting is set out in the circular to shareholders of the Company dated 17 August 2012.
- If any other proxy is preferred, strike out the words "Chairman of the General Meeting" and add the name and address of the proxy you wish to appoint. The proxy need not be a member.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form. For further information please contacting the Company's registrar, Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at national rates. Further details will be available from your service provider. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Capita Registrars will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice.
Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
- Any alterations to the form should be initialled.
- If the appointer is a corporation, this form must be completed under its common seal or under the hand of an officer or attorney duly authorised in writing.
- The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.
- To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power must reach the registrars of the Company at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than forty-eight hours before the time appointed for holding the General Meeting or adjournment as the case may be. A reply paid envelope is enclosed for use. A member may also return a proxy form in their own envelope using the address: FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU.
- You may submit your proxy electronically using the Shareportal Service at www.capitashareportal.com If not already registered for the share portal, you will need your investor code which can be found on your share certificate. If you cannot locate your investor code, please contact Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.
- The completion of this form will not preclude a member from attending the General Meeting and voting in person.



**FORM OF PROXY FOR THE SECOND GENERAL MEETING OF
OCTOPUS APOLLO VCT 4 PLC**

I/We

(Block Capitals Please)

of

being a shareholder(s) of the above-named Company, appoint the Chairman of the General Meeting or

for the following number of shares (insert number or all)

to act as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 20 Old Bailey, London EC4M 7AN at 11.00 a.m. on 27 September 2012 (see note 1 below) and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

Please indicate with an 'X' if this is one of multiple proxy instructions being given

The proxy is directed to vote as follows:

| Special Resolution | For | Against | Discretion | Vote Withheld |
|--|-----|---------|------------|---------------|
| Approval to (i) put Apollo 4 into liquidation and appoint and remunerate the Liquidators for the purposes of such winding up, (ii) authorise the Liquidators to exercise certain powers for which the express sanction of Shareholders is required under the IA 1986, such as paying classes of creditors in full and (iii) cancel the listing of Apollo 4's shares. | | | | |

Signature..... Dated 2012

Notes:

- The notice of the General Meeting is set out in the circular to shareholders of the Company dated 17 August 2012.
- If any other proxy is preferred, strike out the words "Chairman of the General Meeting" and add the name and address of the proxy you wish to appoint. The proxy need not be a member.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form. For further information please contacting the Company's registrar, Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at national rates. Further details will be available from your service provider. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Capita Registrars will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice.
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- Any alterations to the form should be initialled.
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- The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.
- To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power must reach the registrars of the Company at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than forty-eight hours before the time appointed for holding the General Meeting or adjournment as the case may be. A reply paid envelope is enclosed for use. A member may also return a proxy form in their own envelope using the address: FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham BR3 4TU.
- You may submit your proxy electronically using the Shareportal Service at HYPERLINK "http://www.capitashareportal.com/" "www.capitashareportal.com If not already registered for the share portal, you will need your investor code which can be found on your share certificate. If you cannot locate your investor code, please contact Capita Registrars Limited, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0871 664 0324 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to Capita Registrars' helpline (0871 664 0324) are charged at 10p per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.
- The completion of this form will not preclude a member from attending the General Meeting and voting in person.



CORPORATE INFORMATION

Directors of Apollo 1

Andrew Boyle (Chairman)
Rupert Bell
Matt Cooper

Directors of Apollo 2

Stuart Brocklehurst (Chairman)
Alan Pepper
Matt Cooper

Directors of Apollo 4

Murray Steele (Chairman)
Christopher Powles
Martijn Kleibergen

Investment Manager

Octopus Investments Limited
20 Old Bailey
London
EC4M 7AN

Solicitors

SGH Martineau LLP
No. 1 Colmore Square
Birmingham
B4 6AA

Registrars

Capita Registrars Limited
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4TU

Broker

Matrix Corporate Capital LLP
One Vine Street
London
W1J 0AH

Registered Office

20 Old Bailey
London
EC4M 7AN

Telephone: 0800 316 2295

Website: www.octopusinvestments.com

Company Numbers

Apollo 1 - 05770752

Apollo 2 - 05770744

Apollo 3 - 06614754

Company Secretary

Tracey Spevack
20 Old Bailey
London
EC4M 7AN

Listing Agent

Matrix Corporate Capital LLP
One Vine Street
London
W1J 0AH

Auditor

Grant Thornton UK LLP
3140 Rowan Place
John Smith Drive
Oxford Business Park South
Oxford
OX4 2WB

