THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

This document, which comprises a prospectus relating to TP70 2008(I) VCT plc (the "Company") dated 15 October 2012, has been prepared in accordance with the prospectus rules made under Part VI of FSMA, and has been approved for publication by the Financial Services Authority as a prospectus under the Prospectus Rules on 15 October 2012.

The Company and the Directors, whose names appear on page 23 of this document, accept responsibility for the information contained herein. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Persons receiving this document should note that Howard Kennedy, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting as sponsor for the Company and no-one else and will not, subject to the responsibilities and liabilities imposed by FSMA or the regulatory regime established thereunder, be responsible to any other person for providing the protections afforded to customers of Howard Kennedy or providing advice in connection with any matters referred to herein.

TP70 2008(I) VCT plc

(registered number 6421083)

Prospectus relating to:

an offer for subscription of up to, in aggregate, 20,000,000* Offer Shares of 1p each in the capital of TP70 2008(I) VCT plc at a price of 100p per Offer Share payable in full on application

and

the issue of New Shares in connection with the scheme of reconstruction of TP70 2008(II) VCT plc and TP12(I) VCT plc

Sponsor
Howard Kennedy

The ordinary shares of the Company in issue at the date of this document are listed on the premium segment of the Official List of the UK Listing Authority and traded on the London Stock Exchange's main market for listed securities. Application has been made to the UK Listing Authority for all of the New Shares and the Offer Shares to be listed on the premium segment of the Official List and application will be made to the London Stock Exchange for the New Shares and Offer Shares to be admitted to trading on its main market for listed securities. It is expected that such admission will become effective and that trading will commence, in respect of the New Shares, on 22 November 2012 and, in respect of the Offer Shares, within 5 business days of their allotment.

The attention of persons receiving this document who are resident in, or who are citizens of, territories outside the United Kingdom is drawn to the information under the heading "Investors not resident in the UK" in Section D of Part 1. In particular, the New Shares and Offer Shares have not and will not be registered under the United States Securities Act 1933 (as amended) or the United States Investment Company Act 1940 (as amended). The attention of persons receiving this document is also drawn to the risk factors on pages 18 to 19 of this document.

The Scheme is not conditional upon the Offer proceeding and the Offer is not conditional upon the Scheme proceeding. The Offer is conditional upon the Minimum Net Proceeds being raised before 12 noon on 5 April 2013.

* If the Offer is over-subscribed, the Offer may be increased at the discretion of the Directors by up to a further 5,000,000 Offer Shares

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SUMMARY

Summaries are made up of disclosure requirements known as 'Elements'. The Elements are numbered in Sections A—E (A.1—E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted into the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of 'not applicable'.

Section A: Introduction and Warnings

Element	Disclosure requirement	Disclosure
A. 1	Warning	This summary should be read as an introduction to the Prospectus. Any decision to invest in New Shares or Offer Shares should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the EEA States, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches to those persons who are responsible for this summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with other parts of the Prospectus, key information in order to aid investors when considering whether to invest in New Shares or Offer Shares.
A.2	Use of Prospectus by financial intermediaries	The Company and the Directors consent to the use of the Prospectus, and accept responsibility for the content of the Prospectus, with respect to subsequent resale or final placement of securities by financial intermediaries, from the date of the Prospectus until the close of the Offer. The Offer is expected to close on or before 30 April 2013, unless previously extended by the Directors but may not extend beyond 4 October 2013. There are no conditions attaching to this consent. **Financial intermediaries must give Investors information on the terms and conditions of the Offer at the time they introduce the Offer to Investors.**

Schedule B – Issuer

Element	Disclosure requirement	Disclosure
B.1	Legal and commercial name	TP70 2008(I) VCT plc
B.2	Domicile and legal form	The Company was incorporated and registered in England and Wales on 7 November 2007 as a public company limited by shares under the Companies Act 1985 with registered number 6421083. The Company operates under the CA 2006 and regulations made under the CA 2006.
B3	Current operations and principal activities	The Company is a VCT with a Net Asset Value of some £18.65 million of which £14.7 million is Qualifying Investments invested in 15 companies.

B4a	Significant trends	Since 30 April 2013 will mark the end of the minimum 5 year VCT holding period for Shareholders subscribing under the Company's initial offer for subscription, the Board has adopted a policy of eliminating in stages the Company's GAM Diversity exposure commencing 30 September 2012 and which is expected to be completed by 30 April 2013. The Company's existing portfolio of Qualifying Investments is complete and is not expected to alter significantly for the coming year; the current emphasis is therefore on portfolio management.
B.5	Group description	Not applicable. The Company is not part of a group.
B.6	Major shareholders	The Company is not aware of any person or persons who has, or who following either the Offer or the Scheme will or could have, directly or indirectly voting rights representing 3% or more of the issued share capital of the Company or who can, or could following either the Offer or the Scheme, directly or indirectly exercise control over the Company. There are no different voting rights for any Shareholder.
B. 7	Key financial information	Selected historical financial information relating to the Company which summarises the financial condition of the Company for the three financial years ended 31 March 2010, 31 March 2011 and 31 March 2012 is set out in the following table.

	Audited Financial Results for the Year Ended 31 March 2010	Audited Financial Results for the Year Ended 31 March 2011	Audited Financial Results for the Year Ended 31 March 2012	Unaudited Financial Results for the 3 months ended 30 June 2012
Net assets (£'000)	19,972	19,388	18,805	18,650
Net asset value per Share	86.46p	83.93p	81.41p	80.74p
Revenue return after expenses and taxation (£'000)	279	282	312	-
Dividend per Share (p)	1.75p	1.20p	1.52p	-
Expenses (£'000)	481	450	438	-
As a percentage of average Shareholders' funds	2.41	2.29	2.29	-
Net asset value return/ (loss)	1.92p	(1.33p)	(1.00p)	-

		For the 3 months ended 30 June 2012, the revenue return after expenses and taxation was £103,000, the expenses were £109,000 and there was a net asset value loss of 0.67p. During the periods covered by the above historical financial information and since 30 June 2012 there has been no significant change in the financial or trading position of the Company.
B.8	Key pro forma financial	The following pro forma financial information of the Company has been prepared for illustrative purposes only, to show the impact of the Scheme and the Offer on the Company's audited net assets as at 31 March 2012 on the basis that the Scheme and the Offer had been completed on that date and that the Offer was fully subscribed. The pro forma financial information has been prepared on a basis consistent with the accounting policies adopted by the Company in its most recent audited financial statements. <u>Merger between the Company and both Targets and the Offer proceeding:</u> The net assets of the Company would have increased from £18,805,000 to £64,521,000. <u>Merger between the Company and TP70 2008(II) and the Offer proceeding:</u> The net assets of the Company would have increased from £18,805,000 to £60,337,000. <u>Merger between the Company and TP12 and the Offer proceeding</u>: The net assets of the Company would have increased from £18,805,000 to £45,926,000. <u>Merger between the Company and both Targets, but not the Offer, proceeding:</u> The net assets of the Company would have increased from £18,805,000 to £41,584,000. <u>Merger between the Company and TP70 2008(II), but not the Offer, proceeding:</u> The net assets of the Company would have increased from £18,805,000 to £37,243,000. <u>Merger between the Company and TP12, but not the Offer, proceeding:</u> The net assets of the Company would have increased from £18,805,000 to £22,989,000. <u>The Offer, but not the Merger, proceeding:</u> The net assets of the Company would have increased from £18,805,000 to £41,742,000. The pro forma financial information set out above has been prepared for illustrative purposes only and, because of its nature, addresses hypothetical situations. It, therefore, does not represent the Company's actual financial position or results. The information assumes, with regards to the Offer, that 25,000,000 Offer Shares are issued and that all subscription monies are received by 19 December 2012.
B.9	Profit forecast	Not applicable. No profit forecast or estimate made.

B.10	Description of the nature of any qualifications in the audit report on the historical financial information	Not applicable. The audit reports on the historical financial information contained within the document are not qualified.
B.11	Working capital	Not applicable. The Company is of the opinion that the working capital available to the Company is sufficient for the Company's present requirements (that is, for at least the next twelve months from the date of this document).
B.34	Investment policy	The Company's investment policy is the Original Investment Policy as set out below

Original Investment Policy

Investment Strategy

To comply with VCT rules, the Company must within a 3 year period have (and subsequently maintain) at least 70 per cent by value of its investments represented by Qualifying Investments. It is the Directors' objective to invest at least 70 per cent of the net proceeds of the offer in Qualifying Investments, typically in investments ranging between £500,000 and £2,000,000, in less than three years. Prior to investment in Qualifying Investments, approximately 70% of the value of their investments will be held in highly liquid interest-bearing instruments.

In addition to Qualifying Investments, the Company will incur exposure, directly or indirectly, to the performance of GAM Diversity strategy on a leveraged basis for up to 30% of its investments.

This strategy aims to deliver more secure returns than is generally the case in venture capital investments combined with the potential for enhanced returns through a leveraged exposure to a fund of hedge funds.

In seeking to achieve the Company's objectives, TPIM intends to invest in venture capital investments (which represent Qualifying Investments) on the basis of certain conservative principles.

Venture capital investments:

- TPIM will undertake robust due diligence on target investments;
- TPIM will favour investments where there is a high level of access to material financial and other information on an ongoing basis;
- TPIM will seek to minimise the risk of losses when investing through careful analysis of the collateral available to investee companies;
- TPIM targets investments where there is a strong relationship with the key decision makers.

Fund of hedge fund investments (which represent Non-Qualifying Investments):

- In appointing GLL as its sub-adviser to advise on the selection of GAM fund of hedge funds for direct investment, TPIM has selected one of the acknowledged leaders in the fund of hedge fund management industry;
- GLL has initially advised investment in a leveraged version of GAM's flagship fund of hedge funds, GAM Diversity Inc GBP 2.5XL. Launched in 1989, GAM Diversity Inc. has £4.41 billion under

management (as at 31 October 2007) and has made positive returns in each of the sometimes highly volatile past 12 years (Source: GAM). GAM Diversity Inc. is a global, multi-strategy product which seeks capital appreciation with diversification of risk through exposure to approximately 60 underlying hedge funds.

Qualifying Investments

TPIM will pursue investments in a range of industries but the type of business being targeted is subject to the specific investment criteria, discussed below. The objective is to build a diversified portfolio of young unquoted companies which are cash generative and, therefore, capable of producing income and capital repayments to the Company prior to their disposal by the Company.

Although invested in diverse industries, it is intended that TP70 2008(I)'s and TP70 2008(II)'s portfolios will comprise companies with certain characteristics, for example clear commercial and financial objectives, strong customer relationships and where possible tangible assets with value. TPIM will focus on identifying businesses typically with contractual revenues from financially sound counterparties or a stream of predictable transactions with multiple clients. Businesses with assets providing valuable security may also be considered. The objective is to reduce the risk of losses through reliability of cash flow or quality of asset backing and to provide Investors with a potentially attractive income stream and modest but accessible capital growth.

The criteria against which investment targets will be assessed may include the following:

- an attractive valuation at the time of the investment;
- minimising the risk of capital losses;
- the predictability and reliability of the company's cash flows;
- the quality of the business' counterparties and suppliers;
- the sector in which the business is active. Key targets include health, environmentally responsible and social enterprise sectors;
- the quality of the company's assets;
- the opportunity to structure an investment that can produce distributable income;
- the prospect of achieving an exit 5 years after capitalisation of TP70 2008(I) and TP70 2008(II).

Non-Qualifying Investments

The initial exposure of the Company will be to two classes of Non-Qualifying Investments. Approximately 70% of the Company's assets will initially be invested in highly liquid interest-bearing instruments and approximately 30% will be exposed to the Leveraged Index. The latter will be achieved either (i) through contracts for differences under which the return on the Company's bond portfolio, assembled under advice from the swap counterparty, will be exchanged for the return of the Leveraged Index, (ii) through warrants whereby the Company's investment in bonds issued by a counterparty entitles them to the return of the Leveraged Index, or (iii) by investment in the GAM Diversity – GBP 2.5XL class.

In order to effect the Company's exposure to the Leveraged Index, the Directors wish to maintain a range of options in order to have a strong negotiating position at the time of contract.

In the case of a contract for differences the bond portfolio will consist of AA-rated or better government and other bonds which, if in foreign currencies, may be swapped into Sterling. The effect of the swap is to exchange the return of the Company's holding of the bond portfolio for a return of the

Index. The swap counterparty pays the positive performance, or receives the negative performance, of the Index to/from the Company and receives the positive performance, or pays the negative performance, of the bond portfolio from/to the Company. The swap will incorporate the terms of and be governed by a master agreement based on the standard 1992 ISDA Master Agreement published by the International Swap and Derivatives Association, Inc. for equity, multi-currency, cross border, interest rate and currency exchange transactions.

In the case of warrants, the warrants will be issued with a strike price which delivers the return of the leveraged Index whilst capping any loss at the investment amount. The warrants will be listed on Euroclear.

In each case the Leveraged Index will be calculated to reflect the return from an investment in GAM Diversity GBP which is leveraged with borrowing of 1.5 times the amount of the investment on a non-recourse basis. The return will reflect the return on an investment in GAM Diversity through its GBP 2.5 XL class of shares.

In the case of direct investment in GAM's fund of hedge funds GLL has initially advised in respect of a direct investment in the GBP 2.5XL share class of GAM Diversity Inc., a global multi-strategy fund of hedge funds providing access to a variety of different strategies and regions.

Borrowing Powers

The Directors will restrict the borrowings of the Company and exercise all voting and other rights or powers of control over its subsidiary undertakings (if any) so as to secure that the aggregate amount of money borrowed by the group, being the Company and any subsidiary undertakings for the time being, (excluding intra-group borrowings), shall not without the previous sanction of an ordinary resolution of the Company exceed a sum equal to 30 per cent. of its net asset value at the time of any borrowing (this excludes the leverage applying to the non-qualifying GAM Diversity exposure).

The Scheme and the Offer are conditional upon the approval by Shareholders of the New Investment Policy, as set out below, at the General Meeting. The New Investment Policy deletes references in the Original Investment Policy to fund of hedge fund investments in the section setting out the principles on which the Company will invest and deletes the references to the Company's exposure to GAM Diversity in the section relating to the Company's Non-Qualifying Investments.

<u>New Investment Policy</u>

At least 70% of the Company's net assets are or will be invested in unquoted companies. The remaining assets are or will be exposed either to (i) cash or cash-based similar liquid investments or (ii) investments originated in line with the Company's VCT Qualifying Investment policy.

To comply with VCT Rules, in respect of the Ordinary Share Fund and A Ordinary Share Fund the Company will maintain their portfolios of Qualifying Investments equivalent to a minimum of 70 per cent of the value of the Ordinary Share Fund and A Ordinary Share Fund and, in respect of the B Ordinary Share Fund, the Company will seek to acquire (and subsequently maintain) a portfolio of Qualifying Investments equivalent to a minimum of 70 per cent of the value of its investments over a period not exceeding three years. These Qualifying Investments will typically be in investments ranging between £500,000 and £5,000,000 and will encompass businesses with cash generative ability, arising from a niche position or the market in which they operate. No single investment by the Company will represent more than 15 per cent of the aggregate value of all the investments of the Company at the time any investment is made or added to.

		Qualifying Investments The Company will pursue investments in a range of sectors and where the type of business being targeted meets its investment criteria. The objective is to build a diversified portfolio of young unquoted companies which are cash generative and, therefore, capable of producing predictable income for the Company prior to realisation or exit. Although investments will be sought in a range of sectors, the Company's portfolio will comprise companies with certain characteristics, for example clear commercial and financial objectives, strong customer relationships and, where possible, tangible assets with value. The Company will focus on identifying businesses typically with predictable revenues from a high-quality customer base. Businesses with assets providing valuable security may also be considered. The objective is to reduce the risk of capital value volatility by selecting businesses with stable valuation characteristics and to provide Investors with an attractive income stream. *Non-Qualifying Investments* The Non-Qualifying Investments will consist of cash, cash-based similar liquid investments and investments of a similar profile to the Qualifying Investments and with an expected realisation date which meets the cash requirements of the VCT.
B.35	Borrowing limits	The Directors will restrict the borrowings of the Company in accordance with the Company's articles of association which provide that the aggregate amount of money that can be borrowed by the group, being the Company and any subsidiary undertakings for the time being, (excluding intra-group borrowings), shall not without the previous sanction of an ordinary resolution of the Company, exceed 30 per cent of its NAV at the time of any borrowing.
B.36	Regulatory status	The Company is not a regulated entity.
B.37	Typical investor	The Company is targeted at UK tax-paying investors with significant assets. The profile of a typical investor will be an individual with sufficient income and capital that his investment in the Company can be tied up for over 5 years, who is attracted by the income tax relief available for a VCT investment, and seeks a venture capital strategy focused on capital stability and early realisations.
B.38	Investment of 20% or more in a single underlying asset or investment company	Not applicable. The Company will not invest more than 20% in a single underlying asset or investment company.
B.39	Investment of 40% or more in a single underlying asset or investment company	Not applicable. The Company will not invest more than 40% in a single underlying asset or investment company.
B.40	Applicant's service providers	*Investment management arrangement* Under an agreement ("the IMA") dated 14 December 2007 between the Company and TPIM, TPIM provides discretionary and advisory investment management services to the Company in respect of its portfolio of investments in accordance with the provisions of the IMA. TPIM receives investment management fees (exclusive of VAT) equal to 1.5% per annum of the Company's NAV, payable quarterly in arrear up to 30 April 2013 and

thereafter 1% of any amounts returned to Shareholders.

TPIM also provides certain administrative services to the Company until termination of the IMA for an annual fee of 0.25% of the Company's NAV and for an annual fee of £7,500 plus VAT at the relevant rate, has arranged for the appointment of a company secretary. All fees are payable quarterly in arrear.

TPIM has agreed to indemnify the Company to the extent that the annual running costs excluding VAT of the Company exceed 3.5% of the Company's NAV.

The IMA is terminable on 12 months' notice given at any time after the fifth anniversary of the original Admission of the Ordinary Shares.

Supplemental agreement varying the IMA pursuant to the Offer and Scheme

Under an agreement dated 15 October 2012, the IMA will, subject to the Scheme, the Offer or the ESBB becoming effective, be amended to provide for the following:

- in respect of the fund representing the Ordinary Shares issued pursuant to the ESBB, TPIM will receive investment management fees (exclusive of VAT) equal to 1.5% per annum of that fund's NAV, payable quarterly in arrear up to 30 April 2018 and thereafter 1% of any amounts returned to holders of Ordinary Shares issued pursuant to the ESBB;
- in respect of the A Ordinary Share Fund, TPIM will receive investment management fees (exclusive of VAT) equal to 1.5% per annum of the A Ordinary Share Fund's NAV, payable quarterly in arrear up to 30 April 2017 and thereafter 1% of any amounts returned to holders of A Ordinary Shares;
- in respect of the B Ordinary Share Fund, TPIM will receive investment management fees (exclusive of VAT) equal to 1.5% per annum of the B Ordinary Share Fund's NAV, payable quarterly in arrear up to 30 April 2018 and thereafter 1% of any amounts returned to holders of B Ordinary Shares;
- TPIM's appointment under the IMA will continue for a period of at least 6 years from the Admission of the Ordinary Shares issued pursuant to the ESBB and the B Ordinary Shares to the Official List and to trading on the London Stock Exchange's market for listed securities, and until at least 30 April 2018 in the case of an Admission of A Ordinary Shares and thereafter will terminate on 12 months' notice by either party subject to earlier termination in certain circumstances.

Offer Agreement

Under an agreement (the "Offer Agreement") dated 15 October 2012 between the Company (1), the Directors (2), Howard Kennedy (3), TPIM (4) and the Investment Management Team (5), Howard Kennedy agreed to act as sponsor to the Offer and the Scheme.

The B Ordinary Share Fund will pay all costs and expenses of or incidental to the Offer and Admission. TPIM will indemnify, and keep indemnified, the Company in respect of the amount by which the costs of the Offer exceed 5.5% (excluding VAT) of the aggregate value of accepted applications for Offer Shares and in consideration the Company has agreed to pay TPIM such amount, if any, by which 5.5% of the aggregate value of accepted applications for Offer Shares exceeds the initial costs of the Offer (excluding VAT).

		Registrar's Agreement By an agreement dated 27 November 2007 between the Company and Neville Registrars Limited, the latter was appointed registrar to the Company. The Company shall pay the registrar an annual register maintenance fee of £1.50 per shareholder account plus out of pocket expenses subject to a minimum fee of £600 per annum, which shall be subject to an annual review.
B.41	Regulatory status of the Manager	The Manager is authorised and regulated by the Financial Services Authority.
B.42	Calculation of Net Asset Value	The net asset value of a Share is calculated by the Company in accordance with the Company's accounting policies and is published quarterly through a Regulatory Information Service. The calculation of the Net Asset Value per Share will only be suspended in circumstances where the underlying data necessary to value the investments of the Company cannot readily, or without undue expenditure, be obtained. Details of any suspension in making such calculations will be announced through a Regulatory Information Service.
B.43	Cross liability	Not applicable. The Company is not an umbrella collective investment undertaking and as such there is no cross liability between classes or investment in another collective investment undertaking.
B.44	No financial statements have been made up	Not applicable. The Company has commenced operations and historical financial information is included within the document.
B.45	Portfolio	The Company's portfolio comprises predominantly UK securities. As at 30 June 2012 (the date to which the most recent unaudited financial information has been drawn up), the Company's portfolio of Qualifying Investments comprised, by value, £14.7m.
B.46	Net Asset Value	The unaudited Net Asset Value per Ordinary Share as at 30 June 2012 was 80.74p (including current income).

Section C — Securities

Element	Disclosure requirement	Disclosure
C.1	Types and class of securities	The Company will issue Offer Shares under the Offer and TP70 2008(II) Consideration Shares and TP12 Consideration Shares under the Scheme. The ISIN and SEDOL of the Offer Shares are GB00B8BQXB49 and B8BQXB4 respectively. The ISIN and SEDOL of the TP70 2008(II) Consideration Shares are GB00B29KPN29 and B29KPN2 respectively and the ISIN and SEDOL of the TP12 Consideration Shares are GB00B87XBC63 and B87XBC6 respectively.
C.2	Currency	Sterling.
C.3	Number of securities to be issued	Under the Proposals, the Company will issue a maximum of 25 million Offer Shares of 1p each in the capital of the Company pursuant to the Offer and such number of TP70 2008(II) Consideration Shares and TP12 Consideration Shares as shall be determined on the Calculation Date in accordance with the provisions of Part 2 of this Prospectus pursuant to the Scheme.

C.4	Description of the rights attaching to the securities	<u>As Regards Income:</u> The holders of the TP70 2008(II) Consideration Shares as a class shall be entitled to receive such dividends as the Directors resolve to pay out of the net assets attributable to the Ordinary Shares held by them and from income received and accrued from the portfolio attributable to the Ordinary Shares held by them, in accordance with the Company's articles of association. The holders of the TP12 Consideration Shares as a class shall be entitled to receive such dividends as the Directors resolve to pay out of the net assets attributable to the A Ordinary Shares and from income received and accrued from the portfolio attributable to the A Ordinary Shares, in accordance with the Company's articles of association. The holders of the Offer Shares as a class shall be entitled to receive such dividends as the Directors resolve to pay out of the net assets attributable to the B Ordinary Shares and from income received and accrued from the portfolio attributable to the B Ordinary Shares, in accordance with the Company's articles of association. <u>As Regards Capital:</u> On a return of capital on a winding up or on a return of capital (other than on a purchase by the Company of its shares) the surplus capital and assets attributable to the Ordinary Shares, including the TP70 2008(II) Consideration Shares, shall be divided amongst the holders of Ordinary Shares pro rata according to the nominal capital paid up on their respective holdings of Ordinary Shares, in accordance with the Company's articles of association. On a return of capital on a winding up or on a return of capital (other than on a purchase by the Company of its shares) the surplus capital and assets attributable to the A Ordinary Shares shall be divided amongst the holders of the A Ordinary Shares pro rata according to the nominal capital paid up on their respective holdings of A Ordinary Shares, in accordance with the Company's articles of association. On a return of capital on a winding up or on a return of capital (other than on a purchase by the Company of its shares) the surplus capital and assets attributable to the B Ordinary Shares shall be divided amongst the holders of the B Ordinary Shares pro rata according to the nominal capital paid up on their respective holdings of B Ordinary Shares, in accordance with the Company's articles of association. <u>As Regards Voting and General Meetings:</u> Subject to disenfranchisement in the event of non-compliance with a statutory notice requiring disclosure as to beneficial ownership, each holder of Ordinary Shares, A Ordinary Shares and B Ordinary Shares present in person or by proxy shall on a poll have one vote for each such Share of which he is the holder. <u>As Regards Redemption:</u> The Ordinary Shares, A Ordinary Shares and B Ordinary Shares are not redeemable. <u>As Regards Conversion</u> Subject to the passing of Resolution 10 at the General Meeting; each class of Shares may, subject to the approval of appropriate class meetings of the Shareholders, convert, in accordance with the provisions of the Articles, into

		Shares of another class at a date to be determined by the Directors.
C.5	Restrictions on the free transferability of the securities	Not applicable. There are no restrictions on the free transferability of the New Shares or Offer Shares.
C.6	Admission	Application will be made to the UK Listing Authority for the Offer Shares and the New Shares to be admitted to a premium segment of the Official List and to the London Stock Exchange for the Offer Shares and the New Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. It is expected that such admissions will become effective, and that dealings in the Offer Shares will commence within 5 Business Days of their allotment and that dealings in the New Shares will commence at 8.00 am on 13 November 2012.
C.7	Dividend policy	Generally, a VCT must distribute by way of dividend such amount as to ensure that it retains not more than 15% of its income from shares and securities. The Directors aim to maximise tax free distributions to Shareholders of income or realised gains.

Section D — Risks

Element	Disclosure requirement	Disclosure
D.2	Key information on the risks specific to the issuer	The principal risk factors relating to the Company are: • The past performance of members of the Investment Management Team is no indication of future performance. • There can be no guarantee that the Company will meet all its objectives or that suitable investment opportunities will be identified. • The Company's investments will be in companies whose shares are not readily marketable, and, therefore, difficult to realise, and as a minority investor, the Company may not be able fully to protect its interests. There may also be constraints imposed on the realisation of investments to maintain the VCT tax status of the Company. • Investments in private companies can involve a higher degree of risk than investments in larger "blue chip" companies and can result in substantial losses. • The Company may be unable to maintain its qualifying status as a VCT, which could result in loss of tax reliefs and adverse tax consequences for investors. • The level of returns to the Company may be adversely affected by any downturn in those sectors in which investee companies are operating. **Risks associated with the Non-Qualifying Investments** • There is no guarantee that any Non-Qualifying Investments in which the Company elects to invest will meet their investment objectives. • The Company's exposure to Non-Qualifying Investments (eg money market funds) may be subject to market fluctuations and such investments are normally intended for professional investors and investors with significant assets who can afford the risks inherent in this type of investment, including the loss of the entire amount invested by

		the investor. • The ability of the Company to realise Non-Qualifying Investments may be adversely affected by illiquidity in underlying assets. • It may be difficult to deal in investments for which there is no recognisable market or to obtain reliable information about their value or the extent of the risks to which such investments are exposed.
D.3	Key information on the risks specific to the securities	The principal risk factors relating to the Shares are: • The value of Shares may fall below the original amount invested, that their market price may not fully reflect the underlying net asset value and that dividends may not be paid. Investment in the Company should be viewed as a long-term investment. • There is likely to be an illiquid market in the Shares with investors finding it difficult to realise their investment.

Section E — Offer

Element	Disclosure requirement	Disclosure
E.1	Net proceeds and costs of the Issue	The costs and expenses relating to the Offer, assuming full subscription, payable by the Company are estimated to be approximately £1,097,525 (excluding VAT), capped at 5.5% excluding VAT of the proceeds of the Offer before initial charges The total net proceeds of the Offer, after all fees, are expected to be £18,857,000 (assuming a full subscription of 20,000,000 Offer Shares, that £1,000,000 of the subscription monies are received by 19 December 2012 and £1,000,000 of the subscription monies are received between 19 December 2012 and 14 February 2013 and the full subscription is advised on by financial advisers before 31 December 2012. The total net proceeds of the Offer, after all fees, assuming that the Offer is increased up to 25,000,000 Offer Shares, that £1,250,000 of the subscription monies are received by 19 December 2012 and £1,250,000 of the subscription monies are received between 19 December 2012 and 14 February 2013 and the full subscription is advised on by financial advisers before 31 December 2012, are expected to be £23,548,000. The costs and expenses relating to the Scheme, including any irrecoverable value added tax and all fees and commissions payable are estimated to be £197,000 (inclusive of VAT). The Company has provided an indemnity to the Liquidators in respect of the Targets' liabilities and expenses and under the terms of the relevant Transfer Agreements the Company has agreed to meet all the costs of the Targets in relation to the Scheme and of winding up of the Targets whether or not so anticipated. However, as TPIM has agreed to indemnify the Company in respect of such costs up to an amount equal to such costs less 50 per cent. of the savings from the Scheme in the period following the Merger up to 31 March 2014, the TP12 Roll-Over Value, the TP70 2008(II) Roll-Over Value and the Merger Value do not take into account anticipated costs to be incurred by the Company and the Targets in relation to the Scheme and the contingency amount in relation to the Company providing an indemnity to the Liquidators in respect of the Targets' liabilities and expenses.
E.2a	Reason for the Offer and use of proceeds	The reason for the Merger is to bring significant advantages to the Shareholders of the Company and the Targets, namely: • a reduction in the annual running costs of the Enlarged Company when compared to the combined running costs of each separate company; and

- potentially increased dividends in the future due to the increased size and reduced running costs of the Enlarged Company.

The reason for the Offer is to increase the Company's NAV, thereby reducing the impact of its operating costs on Shareholders and to take advantage of TPIM's strong pipeline of Qualifying Investment opportunities.

A minimum of 70% of the proceeds of the Offer will be used to acquire over a period not exceeding three years (and subsequently maintain) a portfolio of Qualifying Investments. In addition, up to 100% of the Offer may be used to fund the return of capital to the holders of Ordinary Shares which will result in the Offer Share Fund effectively acquiring an exposure to the Ordinary Share Fund Qualifying Investments.

Pending investment in Offer Share Fund Qualifying Investments and the return of capital to the holders of Ordinary Shares, the Offer Share Fund will consist of cash, cash-based similar liquid investments and investments of a similar profile to the Company's Qualifying Investments and with an expected realisation date which meets the cash requirements of the Company.

E.3 Terms and conditions of the Offer and Scheme

The Offer Shares are offered at 100p each payable in full upon application. A 3% share bonus will apply to completed applications received by 19 December 2012 and a 1.5% bonus to completed applications received between 19 December 2012 and 14 February 2013. Up to 20 million Offer Shares are being made available under the Offer. If the Offer is over-subscribed, the Offer may be increased at the discretion of the Directors by up to a further 5 million Offer Shares and in which event the Offer will be an offer for subscription of up to 25,000,000 Offer Shares. The Offer is conditional upon the Minimum Net Proceeds being raised prior to 12 noon on 5 April 2013.

The Offer is conditional upon the passing of Resolutions 3, 4, 6, 9 and 10 at the General Meeting.

The Scheme operates by the Targets being placed into members' voluntary liquidation, and their assets and liabilities being transferred to the Company in exchange, in the case of the TP70 2008(II) Shareholders, for TP70 2008(II) Consideration Shares and, in the case of the TP12 Shareholders, TP12 Consideration Shares. The TP12 Consideration Shares will be a new class of A Ordinary Shares representing Qualifying Investments that have been made by TP12 together with working capital. The number of New Shares will be determined on the basis of the relative net assets of the Company and the Targets, adjusted in accordance with the Scheme.

The acquisition by the Company of TP70 2008(II)'s assets and liabilities pursuant to the Scheme is conditional upon:

- the passing of Resolution 7 to be proposed at the General Meeting;
- the TP70 2008(II) Shareholders approving the resolutions to be proposed at the TP70 2008(II) General Meetings; and
- notice of dissent not having been received from TP70 2008(II) Shareholders holding more than 10 per cent. in nominal value of the issued share capital of TP70 2008(II) under Section 111 IA 1986 (this condition may be waived by the Board).

The acquisition by the Company of TP12's assets and liabilities pursuant to the Scheme is conditional upon:

- the passing of Resolution 7 to be proposed at the General Meeting;

- the TP12 Shareholders approving the resolutions to be proposed at the TP12 General Meetings; and
- notice of dissent not having been received from TP12 Shareholders holding more than 10 per cent. in nominal value of the issued share capital of TP12 under Section 111 IA 1986 (this condition may be waived by the Board).

E.4	Material interests	Not applicable. No interest is material to the Offer or the Scheme.
E.5	Name of person selling securities	Not applicable. No person or entity is offering to sell the security as part of the Offer or the Scheme and there are no lock-up agreements.
E.6	Dilution	Not applicable. In respect of the Offer, the Offer Shares are a new class of security. In respect of the Scheme, the TP70 2008(II) Consideration Shares and the TP12 Consideration Shares are being issued on the basis of the relative net assets of the Company and the Targets. The TP12 Consideration Shares are also a new class of security.
E.7	Expenses charged to the investor	The estimated expenses charged to the investor by the Company are as follows: For an investor under the Offer who is advised by a financial adviser prior to 31 December 2012, the costs of the Offer will be 5.5% of the value of the subscription monies received by the Company in respect of that investor's application, out of which a 3% commission is payable to the investor's financial adviser, unless the financial adviser elects that such commission is re-invested for the benefit of the investor. In respect of investors under the Offer who are advised by financial advisers prior to 31 December 2012, a trail commission of 0.5% of the NAV of the B Ordinary Share Fund will be paid by TPIM to financial advisers annually for five years in arrear. For an investor under the Offer who is not advised by a financial adviser, the costs of the Offer will be 2.5% of the value of the subscription monies received by the Company in respect of that investor's application. For an investor under the Offer who is advised by a financial adviser after 31 December 2012, the costs of the Offer will be 2.5% of the subscription monies received by the Company in respect of that investor's application. Although not an expense charged to an investor by the Company, at the request of an investor the Company will facilitate the payment of that investor's adviser's charge as agreed by that investor and his financial adviser, which is in addition to the 2.5% costs of the Offer mentioned above, which will be paid out of the monies received by the Company from an investor, with the balance of such monies used by way of subscription monies. Investors will receive Offer Shares in respect of the gross value of their subscription proceeds, prior to any deduction on account of the above expenses.

RISK FACTORS

Prospective investors should consider carefully the following risk factors, as well as the other information in this Prospectus, before investing in the Shares. Prospective investors should read the whole of this Prospectus and not rely solely on the information in the section entitled "Risk Factors". The business and financial condition of the Company could be adversely affected if any of the following risks were to occur and as a result the trading price of the Shares could decline and investors could lose part or all of their investment.

The Directors consider the following risks to be material for potential investors, but the risks listed below do not necessarily comprise all those associated with an investment in the Company. Additional risks and uncertainties currently unknown to the Company (such as changes in legal, regulatory or tax requirements), or which the Company currently believes are immaterial, may also have a materially adverse effect on its financial condition or prospects or the trading price of Shares.

The Directors draw the attention of potential investors to the following risk factors which may affect an investment in the Shares, the Company's performance and/or the availability of tax reliefs.

- The Shares will usually trade at a discount to their underlying net asset value. The value of an investment in the Company depends on the performance of its underlying assets and that value and the income derived from the investment may go down as well as up and an investor may not get back the amount invested.
- Although the Shares will be listed on the Official List and admitted to trading on the London Stock Exchange, shares in VCTs are inherently illiquid and there may be a limited market in the Shares primarily because the initial tax relief is only available to those subscribing for newly issued Shares and Shareholders may, therefore, have difficulty in selling them.
- The Directors are committed to maintaining the Company's VCT status but there can be no guarantee that the Company will fulfil the criteria to enable it to maintain full VCT status. If the Company loses its approval as a VCT before investors have held their shares for five years, the 30 per cent. income tax relief obtained will have to be repaid by such investors. Following a loss of VCT status, an investor will be taxed on dividends paid by the Company, and in addition, a liability to capital gains tax may arise on any subsequent disposal of Shares.
- Where full approval as a VCT is not maintained, any dividends previously paid to holders of Shares will be liable to be assessed to income tax in the year in which they were paid. Interest may also be due. The Company will also lose its exemption from corporation tax on capital gains. If at any time VCT status is lost, dealings in the Shares will normally be suspended until such time as the Company has published proposals to continue as a VCT or be wound up.
- The information in this document is based on existing legislation, including taxation legislation. The tax reliefs described are those currently available. Levels and bases of, and relief from taxation are subject to change. Such change could be retrospective. The value of tax reliefs depends on the personal circumstances of holders of shares, who should consult their own tax advisers before making any investment.
- Smaller unquoted companies, usually with limited trading records, requiring venture capital frequently experience significant change. Investments in such companies carry substantially higher risks than would an investment in larger or longer-established businesses.
- Investment in unquoted companies, by its nature, involves a higher degree of risk than investment in the main market. In particular, small companies often have limited product lines, markets or financial resources and may be dependent for their management on a smaller number of key individuals. In addition, the market for stock in smaller companies is often less liquid than that for stock in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such stock. Proper information for determining their value or the risks to which they are exposed may also not be available.
- Valuations of unquoted companies are determined by the Directors within BVCA guidelines. These valuation policies take account of stock market price earnings ratios for the relevant industry sectors, discounted for non-marketability, and, therefore, the valuation of the portfolio and opportunities for realisation depend on stock market conditions.
- The Company's investments may be difficult to realise. There may also be constraints imposed on the realisation of investments by reason of the need to maintain the tax status of the Company.
- The Company may make investments into companies with similar trading profiles and with exposures in the same industry and/or to the same customer base. Whilst the Company will have no more than 15% by value of its investments in any single company or group at the time any investment is made or added to, those entities may be in the same sector (e.g. renewable energy)

and their income may be derived from the same sources (e.g. electricity companies). The level of returns to the Company may, therefore, be adversely affected by any downturn in those sectors or the sources within those sectors from which income is derived.

- Although the Company expects to receive certain conventional venture capital rights in connection with its unquoted investments, as a minority investor it will not control the companies in which it invests (or their boards of directors) and may not always be in a position to fully protect its interests.
- An investment in the Company should be regarded as long-term in nature as a sale by investors of their Shares within 5 years will require a repayment of the income tax relief obtained due to VCT status on issue of the shares. It is, therefore, not suitable for all individuals. Potential investors should consult their professional advisers prior to making any investment decision in relation to the Offer or the Scheme.
- The past performance of members of the Investment Management Team is no indication of future performance.
- TPIM will provide discretionary and advisory investment management services to the Company in respect of its portfolio of investments. If TPIM does not perform its obligations in accordance with the agreement regulating the provision of these services, the performance of the Company and/or its ability to achieve or maintain VCT status, may be adversely affected.
- TPIM, or any of its officers, employees, agents and affiliates and the Directors and any person or company with whom they are affiliated or by whom they are employed (each an 'Interested Party') may be involved in other financial, investment or other professional activities which may cause conflicts of interest with the Company. An Interested Party may not be liable to account for any profit made in connection with these activities. For example, and without limitation, an Interested Party may:
  - (a) deal or invest in any investment, whether or not for its own account and notwithstanding that similar investments may be held by the Company;
  - (b) enter into or be interested in any financial or other transaction with any entity any of whose securities are held by or for the account of the Company;
  - (c) allocate investment opportunities among the funds and accounts it manages in accordance with its internal policies;
  - (d) arrange for the Company to acquire investments from or dispose of investments to any Interested Party or any investment fund or account advised or managed by any such person.
- Businesses in which the Company invests may incur unplanned costs and delays as a result of statutory and regulatory requirements in areas such as labour and health and safety, or where construction operations do not proceed as planned, which may prevent them from fulfilling their business plans and reduce the level of returns to the Company.
- The level of returns from investments may be reduced if there are delays in the investment programme, such that part of the net proceeds of the Offer are held in cash or cash-based similar liquid investments for longer than anticipated, or if the investments cannot be realised at the expected time and values.
- Completion of the Offer and the Scheme is conditional upon the passing of resolutions at the Meetings. There can be no guarantee that these resolutions will be passed and that the Offer and the Scheme will become unconditional and that their resulting benefits will be realised.
- Potential investors in the United Kingdom are advised that all or most of the protections provided by the UK regulatory system do not apply to the Company's investments in or exposure to the Non-Qualifying Investments. For example, the Company will not benefit from the Financial Services Compensation Scheme and may not be eligible to make an application under the Financial Services Ombudsman Scheme.

Risks associated with exposure to Non-Qualifying Investments

In addition, there are certain risks specifically associated with the planned investments in Non-Qualifying Investments which should be carefully considered by prospective investors:

- The Company's portfolios of Non-Qualifying Investments are subject to market fluctuations. There can be no assurance that appreciation will occur or that losses will not be incurred.
- The ability of the Company to return funds to Shareholders may be adversely affected by illiquidity in underlying assets.
- It may be difficult to deal in investments for which there is no recognisable market or to obtain reliable information about their value or the extent of the risks to which such investments are exposed.

EXPECTED TIMETABLE IN RESPECT OF THE OFFER

Offer Opens	15 October 2012
Deadline for receipt of applications for final allotment in 2012/13 tax year	12 noon on 5 April 2013
Deadline for receipt of applications for final allotment in 2013/14 tax year	12 noon on 30 April 2013
First allotment	on or before 5 April 2013

Admission and dealings expected to commence within 5 business days of any allotment

The deadline for receipt of applications is subject to the Offer not being fully subscribed by an earlier date. The final closing date of the Offer, and the deadline for receipt of applications for the final allotment in the 2013/14 tax year, may be extended by the Directors at their absolute discretion. The Directors reserve the right to allot and issue Offer Shares at any time whilst the Offer remains open. Definitive share and tax certificates will be despatched and CREST accounts credited as soon as practicable following allotment of Offer Shares. The Offer is not underwritten.

EXPECTED TIMETABLE IN RESPECT OF THE SCHEME

THE COMPANY

Latest time for receipt of forms of proxy for the General Meeting	10.00 am on 9 November 2012
General Meeting	10.00 am on 13 November 2012
Calculation Date	after 5.00 pm on 20 November 2012
Effective Date for the transfer of the assets and liabilities of TP70 2008(II) and TP12 to the Company and the issue of New Shares to Target Shareholders	21 November 2012
Announcement of the results of the Scheme	21 November 2012
Admission of and dealings in the New Shares to commence	22 November 2012
Certificates for the New Shares despatched to Target Shareholders	on or before 13 December 2012

TP70 2008(II)

Date from which it is advised that dealings in TP70 2008(II) Shares should only be for cash settlement and immediate delivery of documents of title	9 November 2012
Latest time for receipt of forms of proxy for the TP70 2008(II) First General Meeting	10.30 am on 9 November 2012
TP70 2008(II) First General Meeting	10.30 am on 13 November 2012 (or as soon as practicable thereafter as the General Meeting has concluded or adjourned)
Latest time for receipt of forms of proxy for the TP70 2008(II) Second General Meeting	10.00 am on 19 November 2012
Record Date for TP70 2008(II) Shareholders' entitlements under the Scheme	20 November 2012
TP70 2008(II) register of members closed	5.00 pm on 20 November 2012
Calculation Date	after 5.00 pm on 20 November 2012

Dealings in TP70 2008(II) Shares suspended	8.00 am on 21 November 2012
TP70 2008(II) Second General Meeting	10.00 am on 21 November 2012
Effective Date for the transfer of the assets and liabilities of TP70 2008(II) to the Company and the issue of TP70 2008(II) Consideration Shares	21 November 2012
Announcement of the results of the Scheme	21 November 2012
Cancellation of the TP70 2008(II) Shares' listing	8.00 am on 22 November 2012

TP12

Date from which it is advised that dealings in TP12 Shares should only be for cash settlement and immediate delivery of documents of title	9 November 2012
Latest time for receipt of forms of proxy for the TP12 First General Meeting	11.00 am on 9 November 2012
TP12 First General Meeting	11.00 am on 13 November 2012 (or as soon as practicable thereafter as the TP70 2008(II) First General Meeting has concluded or adjourned)
Latest time for receipt of forms of proxy for the TP12 Second General Meeting	10.30 am on 19 November 2012
Record Date for TP12 Shareholders' entitlements under the Scheme	20 November 2012
TP12 register of members closed	5.00 pm on 20 November 2012
Calculation Date	after 5.00 pm on 20 November 2012
Dealings in TP12 Shares suspended	8.00 am on 21 November 2012
TP12 Second General Meeting	10.30 am on 21 November 2012 (or as soon as practicable thereafter as the TP70 2008(II) Second General Meeting has concluded or adjourned)
Effective Date for the transfer of the assets and liabilities of TP12 to the Company and the issue of TP12 Consideration Shares	21 November 2012
Announcement of the results of the Scheme	21 November 2012
Cancellation of the TP12 Shares' listing	22 November 2012

OFFER STATISTICS

Offer Price per Offer Share	100p
Issue costs per Offer Share	5.5%
Expected Maximum Net Proceeds of the Offer*	£18,857,000
Maximum number of Offer Shares in issue following the Offer*	20,000,000
Bonus Shares	3% for completed applications submitted by 19 December 2012. 1.5% for completed applications submitted between 19 December 2012 and 14 February 2013.
Commission available to authorised introducers:	3 per cent. of the amount invested by their client payable on investment plus 0.5 per cent. of the NAV of the B Ordinary Share Fund paid annually for five years in arrears for valid applications advised on or accepted on or before 31 December 2012. Commission will be payable after 31 December 2012 only where authorised introducers have given the relevant advice before 31 December 2012.

* assuming a full subscription of 20,000,000 Offer Shares and that £1,000,000 of the subscription monies are received by 19 December 2012 and £1,000,000 of the subscription monies are received between 19 December 2012 and 14 February 2013 and that the full subscription is advised on by financial advisers before 31 December 2012.

INFORMATION RELATING TO THE COMPANY

Directors (all non-executive)	David Frank (Chairman) Philip Marsden Simon Acland
all of: **Registered Office**	4-5 Grosvenor Place London SW1X 7HJ
Sponsor	Howard Kennedy Corporate Services LLP 19 Cavendish Square London W1A 2AW
Solicitors	Howard Kennedy LLP 19 Cavendish Square London W1A 2AW
Company Secretary	Peter Hargreaves 4-5 Grosvenor Place London SW1X 7HJ
Investment Manager and Administrator	Triple Point Investment Management LLP 4-5 Grosvenor Place London SW1X 7HJ
VCT Tax Adviser	PricewaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH
Auditors	Grant Thornton UK LLP 3140 Rowan Place John Smith Drive Oxford Business Park South Oxford OX4 2WB
Registrars	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen West Midlands B63 3DA
Reporting Accountants	PKF (UK) LLP Farringdon Place 20 Farringdon Road London EC1M 3AP

PART 1 - SHARE OFFER BY THE COMPANY

CHAIRMAN'S LETTER

TP70 2008(I) VCT plc
4-5 Grosvenor Place
London SW1X 7HJ

15 October 2012

Dear Investor

I am pleased to introduce the Offer for B Ordinary Shares in the Company, which is a generalist VCT established to give investors exposure to Qualifying Investments and other investments identified by the Company's investment manager, Triple Point Investment Management LLP ("TPIM").

The Offer is for subscription for shares in a new class of shares to be issued by the Company, with the strategy of making VCT Qualifying Investments with the potential to provide stable and readily realisable returns. The Company's investment strategy is directed towards cash generative businesses which are operating in stable or mature fields with a high quality customer base. Targeted sectors identified include renewable energy, clean energy and other businesses which focus on infrastructure, as well as businesses with a secure customer base or high barriers to entry.

The Company is fully invested, with over 70% of its assets invested in VCT Qualifying Investments meeting its investment criteria and performing as intended.

Whilst the B Ordinary Share class which is the subject of the Offer will predominantly invest in a new portfolio of Qualifying Investments to be originated by TPIM, it may also be able to acquire seasoned, performing Qualifying Investments from other Share classes of the Company to the extent that those Share classes return funds to existing shareholders.

In addition, having completed over £57m of venture capital investments in the last twelve months with all VCTs under its management fully invested, TPIM continues to have a strong pipeline of opportunities and believes that the current economic climate and continuing reduced availability of bank or other funding for smaller companies will enable the Company to make suitable investments with attractive returns.

New investors in the Company will also benefit from the ability to spread costs over a larger asset base than would be the case were the Offer to be made by a new stand alone VCT, which should improve returns for the B Ordinary Share Fund.

The portion of the B Ordinary Share Fund assets that are Non Qualifying Investments will be invested in cash or money market funds or investments with a profile similar to that of the Qualifying Investments. After five years Shareholders will be given the alternative either of realising or retaining their investment in the Company.

Following the proposed merger of the Company with TP70 2008(II) and TP12, which is the subject of the Scheme described in Part 2 of this document, the B Ordinary Share class comprising Shareholders subscribing to the Offer as described in Part 1 of this document would be one of three Share classes of the Enlarged Company. The other two Share classes would represent existing investors in the VCTs to be merged, all of which are fully invested with at least 70% of their net assets in VCT Qualifying investments.

The past performance of TPIM is not an indication of its future performance and the past performance of the Company is not relevant to investors under the Offer who will be investing in the new B Ordinary Share Fund.

You can invest between £10,000 and £200,000 in the Company this tax year and you will find the application form on page 106 of this prospectus. I very much look forward to welcoming you as a Shareholder.

Yours sincerely

David Frank
Chairman TP70 2008(I) VCT plc

SECTION A: INFORMATION ON THE COMPANY

Introduction to the Offer

The Company is a generalist VCT established to make investments which are intended to provide readily realisable returns in the context of venture capital investments.

The Offer provides investors with an opportunity to invest in the B Ordinary Share Fund, and is structured to enable those investors to take advantage of the substantial tax reliefs available to, and for investments in, VCTs, including 30 per cent. income tax relief on amounts invested.

The Company is seeking to raise up to £20,000,000 under the Offer. If the Offer is over-subscribed, the Offer may be increased at the discretion of the Directors by up to a further £5,000,000 and in which event the Offer as set out in this Prospectus will be an offer for subscription of up to 25,000,000 Offer Shares. The proceeds of the Offer will be applied in accordance with the Company's investment policy as set out on pages 26 to 27. The Offer is conditional upon the passing of Resolutions 3, 4, 6, 9 and 10 to be proposed at the General Meeting. The Offer is also conditional upon the Minimum Net Proceeds being raised before 12 noon on 5 April 2013.

There are a number of benefits to existing Shareholders in launching an offer for B Ordinary Shares as opposed to an offer by a new VCT, including:

- Cost Savings. Over the lifetime of the Company, there will be a savings in fixed operating costs, facilitating higher returns and therefore higher dividends.

- Qualifying Investments. It may be possible for the B Ordinary Share Fund to acquire Ordinary Share Fund Qualifying Investments, depending on when funds are raised under the Offer and the extent to which the Company has exceeded the 70% Qualifying Investment threshold. The acquisition by the B Ordinary Share Fund of Ordinary Share Fund Qualifying Investments would potentially provide cash which can be used to fund the exit of those holders of Ordinary Shares who do not wish to participate in the ESBB.

The Offer will remain open until a date no later than 30 April 2013 unless fully subscribed at an earlier date or unless previously extended by the Directors. Applications have been made for all of the Offer Shares to be admitted to trading on the London Stock Exchange's main market for listed securities.

Principal Features of the Offer

Investment strategy targeting capital preservation and an attractive yield

The Company is a generalist VCT established to target stable and attractive yields from venture capital investments sourced by TPIM. The Company's strategy is to focus on consistent returns and the opportunity to exit investments after the five year holding period.

Like other TPIM managed VCTs, the Company's present and expected Qualifying Investments are designed to appeal to investors seeking VCTs targeting capital stability, investments whose realisation should be independent of market factors, and steady returns. Typical indicators of businesses which the Company will find attractive are strong stable cash flows, asset-backing, or a niche market with high barriers to entry and a high quality, stable customer base.

Initially, the proceeds of the Offer will be invested in liquid assets – cash, money market funds, or investments with a similar profile to the Qualifying Investments but which meet the liquidity requirements of the Company, and with not more than 15% of the aggregate value of all of the Company's investments in any one investment at the time any investment is made or added to. A proportion of the proceeds of the Offer may be used to acquire Ordinary Share Fund Qualifying Investments, this proportion being dependent on the Company's headroom over the requirement to be 70% invested in Qualifying Investments, and on whether the new funds are raised in separate tranches. As the Ordinary Share Fund is now all but fully deployed, the ability of the Company to acquire Ordinary Share Fund Qualifying Investments will avoid the delays and uncertainties involved in relying wholly on building up a portfolio limited to new Qualifying Investments.

To assist in re-balancing the Company's assets between Qualifying Investments and Non-Qualifying Investments, if necessary, the Board may borrow within the Company's permitted limit (30% of NAV).

After five years Shareholders will be given the alternative of either realising or retaining their investment in the Company.

A Tax Efficient Investment

The tax rules governing VCT investments make the Company tax efficient for UK income taxpayers. Taxpayers should benefit from a reduction of up to £3,000 in their tax bill for every £10,000 invested, provided Shares are held for a period of 5 years. Dividend income will be tax free and there will be no capital gains tax on a disposal of Shares.

Maximum effect of initial tax relief – illustrative calculation		
	No VCT tax relief	**VCT tax relief**
Initial investment	£200,000	£200,000
30 per cent. income tax relief	-	(£60,000)
Effective current cost of the investment	£200,000	£140,000

Investors are encouraged to seek their own independent tax advice. Further general information on the tax reliefs available for investing in a VCT is given in Section D of Part 1 of this Prospectus.

Investment Policy of the Company

The Company's present investment policy is the Original Investment Policy and is set out in Part 3.

In the event that the Company is to continue as a VCT for a further 5 year period as a result of the Offer or the Merger proceeding, and therefore beyond 2014 when it was originally intended that a vote for the Company's winding up would be proposed, the investment policy of the Company, to be proposed at the General Meeting, will be as set out below. The New Investment Policy deletes references in the Original Investment Policy to fund of hedge fund investments in the section setting out the principles on which the Company will invest and deletes the references to the Company's exposure to GAM Diversity in the section relating to the Company's Non-Qualifying Investments. The Merger, whether between the Company and both of the Targets or whether between the Company and either TP70 2008(II) or TP12, and the Offer are both conditional upon the New Investment Policy being adopted at the General Meeting.

New Investment Policy

At least 70% of the Company's net assets will be invested in unquoted companies. The remaining assets will be exposed either to (i) cash or cash-based similar liquid investments or (ii) investments originated in line with the Company's VCT qualifying investment policy.

To comply with VCT rules, the Company will seek to acquire (and subsequently maintain) a portfolio of VCT qualifying company investments equivalent to a minimum of 70 per cent of the value of its investments over a period not exceeding three years. These VCT-qualifying investments will typically be in investments ranging between £500,000 and £5,000,000 and will encompass businesses with cash generative ability, arising from a niche position or the market in which they operate. No single investment by the Company will represent more than 15 per cent of the aggregate value of all the investments of the Company at the time any investment is made or added to. It is possible that investments may be made in more than one company in the same sector.

In seeking to achieve its objectives, the Company will invest on the basis of the following conservative principles:

(a) TPIM will seek investments where robust due diligence has been undertaken;

(b) TPIM will favour investments where there is a high level of access to material financial and other information on an ongoing basis (as a condition for investing in a company, the Company may nominate directors to the boards of investee companies);

(c) TPIM will seek to minimise the risk of losses when investing through careful analysis of the collateral available to investee companies;

(d) TPIM will target investments where there is a strong relationship with the key decision makers.

Qualifying Investments

The Company will pursue investments in a range of sectors that meet its investment criteria. The objective is to build a diversified portfolio of unquoted companies which are cash generative and, therefore, capable of producing predictable income for the Company prior to their realisation or exit.

Although investments will be sought in a range of diverse industries, the Company's portfolio will comprise companies with certain characteristics, for example clear commercial and financial objectives, strong contractual customer relationships and, where possible, tangible assets with value. The Company will focus on identifying businesses typically with predictable revenues from a high-quality customer base. Businesses with assets providing valuable security may also be considered. The objective is to reduce the risk of capital value volatility by selecting businesses with stable valuation characteristics and to provide Investors with an attractive income stream.

The criteria against which investment targets would be assessed will include the following:

(a) an attractive valuation at the time of the investment;

(b) managed risk of capital losses;

(c) predictability and reliability of the company's cash flows;

(d) the quality of the business's counterparties, suppliers and market position;

(e) the sector in which the business is active. The Company will focus on sectors where its capital can be used to create growth but not where returns are speculative. Key target sectors include energy, entertainment and social enterprise.

(f) the quality of the company's assets;

(g) the opportunity to structure an investment that can produce distributable income;

(h) the prospect of achieving an exit after 5 years.

Non-Qualifying Investments

The Non-Qualifying Investments will consist of cash, cash-based similar liquid investments and investments of a similar profile to the Qualifying Investments with an expected realisation date which meets the liquidity requirements of the VCT.

Borrowing Powers

The Company has no present intention of utilising direct borrowing as a strategy for improving or enhancing returns. To the extent that borrowing is required, the Directors will restrict the borrowings of the Company and exercise all voting and other rights or powers of control over its subsidiary undertakings (if any) to ensure that the aggregate amount of money borrowed by the group, being the Company and any subsidiary undertakings for the time being, (excluding intra-group borrowings), shall not without the previous sanction of an ordinary resolution of the Company exceed 30 per cent of its NAV at the time of any borrowing

Change in Investment Policy

The Board does not intend to vary the New Investment Policy. However, should a change in the New Investment Policy be deemed appropriate this will be done with Shareholders' approval and in accordance with the Listing Rules.

Other Features of the Offer

Investment Objectives

The Company's key objectives include low capital volatility, attractive risk-adjusted returns and a rapid exit after 5 years.

The Company's strategy is designed to appeal to investors seeking the diversification benefits of 'alternative' venture capital asset classes, whilst also being sensitive to downside risk and the liquidity of underlying investments.

Investor profile and investment rationale

The Company is targeted at UK tax-paying investors with significant assets. The profile of a typical investor will be an individual with sufficient income and capital that his investment in the Company can be tied up for over 5 years, who is attracted by the income tax relief available for a VCT investment, but seeks a venture capital strategy focused on capital protection and early realisations.

Attractive returns are possible from the Company's investment strategy. For example, an investment of £100,000 should qualify for tax relief worth £30,000, making the initial effective net cost £70,000. As such the investor would have at the outset an unrealisable investment worth £94,450 (after the deduction of initial charges) which, having cost a net £70,000, reflects an uplift of nearly 35% free of CGT provided an investor holds the shares for at least 5 years.

Investment capability

The Company's investment capability centres around the specialist skills of TPIM in the origination and execution of Qualifying Investments.

TPIM's management team combines individuals with strong track records in managing or co-managing portfolios consisting of private equity or publicly listed equity, and others with significant experience in securitisation, public sector financing and business and trust management.

TPIM

TPIM is the investment manager to the Company, responsible for the management of both the Qualifying Investments and Non-Qualifying Investments, and will continue to be the investment manager to the Enlarged Company.

TPIM specialises in finding and managing private company investments in which capital value volatility is reduced and the possibility of exit enhanced, typically by the cash generative characteristics of the underlying businesses. TPIM seeks such investments for individuals or institutions, including private company investments which qualify under the VCT, EIS and Inheritance Tax BPR rules.

TPIM's origination of investments derives both from its own network and from a network of intermediaries introducing thoroughly researched and carefully sourced opportunities in TPIM's target sectors. In 2011 and 2012 (to the date of this document) TPIM originated £52 million and £33 million of such investments for the VCTs and EIS funds under its management. Investments have been concluded in the energy, leisure and environment sectors.

TPIM's pace of delivering Qualifying Investments and EIS qualifying investments has accelerated, so that by 5 April 2012 all 8 TPIM managed VCTs were fully invested in Qualifying Investments (exceeding the 70% threshold to secure VCT qualifying status), whilst TP12, which received £4.4 million of new subscriptions, invested £4 million in Qualifying Investments immediately after the closing of its offer for subscription.

TPIM currently has a potential pipeline of Qualifying Investments and EIS qualifying investments totalling over £96 million, concentrated in renewable energy and environment. These opportunities are in various stages of maturity from early discussions, under review, in due diligence to in negotiation.

In addition, the VCTs that are managed by TPIM, and the EIS companies for which TPIM has arranged funding, have a strong record of returning funds to shareholders at the end of the minimum 5 and 3 year holding periods for VCT and EIS shareholders, within 6 to 9 months after the end of those holding periods.

The Investment Management Team includes individuals with significant experience in private equity, stock market investment, securitisation and swaps, public sector financing and business and trust management. A summary CV for each member of the Investment Management Team is set out on pages 30 to 31.

Valuation Policy

All unquoted investments will be valued in accordance with BVCA, or similar, guidelines under which investments are not normally re-valued above cost within twelve months of acquisition unless third party funding has occurred. A brief summary of the BVCA guidelines is as follows:

- Investments should be reported at fair value where this can be reliably determined by the Boards on the recommendation of TPIM.
- In estimating fair value for an investment, the valuation methodology applied should be the most appropriate for a particular investment. Such methodologies, including the price of the recent investment, earnings multiples, net assets, discounted cash flows or earnings and industry valuation benchmarks, should be applied consistently.
- If fair value cannot be reliably measured, the carrying value at the previous reporting date will be used unless there is evidence of impairment, in which case the value will be reduced to reflect the estimated extent of the impairment.

Whilst the Company does not anticipate making any quoted investments, if made any such investments will be valued at prevailing bid prices.

Post-Investment Management

As a condition for investing in a company, the Company may nominate directors to the boards of investee companies.

The Management Team

The Board

The Board consists of 3 Directors, 2 of whom are independent of TPIM. The Board is responsible for the affairs of the Company. Primary responsibility for the execution of the Company's investment policy lies with TPIM, with the Board overseeing its activities.

Simon Hugh Verdon Acland

Simon Acland has over 20 years' experience in venture capital, primarily at Quester, where he became managing director. When Quester was sold in 2007 it had £200m under management and was one of the leading UK venture capital and VCT investment managers. Simon was a director of over 20 companies within Quester's portfolio, many of which achieved successful exits through flotation or trade sales. Simon is also a director of TP70 2010 VCT plc and TP12 and Elektron Technology plc.

David Thomas Frank

David Frank was a partner in Slaughter and May for 22 years before retiring from the firm in 2008. As well as being the firm's first Practice Partner from 2001 to 2008, his practice involved acting for several venture capital houses, including 3i and Schroder Ventures. He was also involved in several flotations in the venture capital sector, including 3i, Baronsmead and SVG Capital. Since retiring from legal practice, he has established a portfolio of voluntary roles, ranging from a governorship of a hospital to a trusteeship of a community foundation. He has been a director and chairman of the Company since 11 November 2010.

Philip William Frederick Marsden

Philip Marsden is a chartered accountant specialising in corporate finance. He was originally with Arthur Andersen; then from 1980 to 2002 with 3i Group plc, latterly on the boards of its corporate finance and main UK operating subsidiaries. From 2003 to 2010 he was a director, then managing director of Vantis Corporate Finance Limited. Since then he has become a founding shareholder of Marsden Clark Corporate Finance Ltd, a specialist corporate finance boutique. Philip was appointed a director on 19 May 2011.

In the event that the merger with TP70 2008(II) proceeds it is proposed that Philip Marsden will stand down from the Board to be replaced by Michael Stanes, who is presently a director of TP70 2008 (II).

Michael John Stanes

Michael Stanes joined Warburg Investment Management (which became Mercury Asset Management) where he ran equity portfolios in London and Tokyo. He then moved to the US where he founded a business on behalf of Merrill Lynch offering equity portfolio management to high net worth individuals. In 2002 he joined Goldman Sachs Asset Management in London running global equity portfolios for a range of institutional and individual clients and in 2010, following a brief period as CEO of a new fund management partnership, joined Heartwood Investment Management, a London-based firm providing investment management and wealth structuring services for high net worth individuals, as Investment Director.

Investment Management Team:

A summary of the relevant experience for each of the senior members of the Investment Management Team, all of whom are principals of TPIM is shown below:

Claire Ainsworth is the managing partner of Triple Point. Claire started her career at Hill Samuel, followed by 16 years in structured finance at Morgan Grenfell, subsequently Deutsche Bank, where she was a managing director of European Securitisation and a member of the European Securitisation Forum's Reporting and Regulatory Committees. Claire joined TPIM in 2006, after working as an independent consultant since 2003. She is a member of the TPLP credit committee.

Mike Bayer runs Triple Point's corporate finance operations. Mike managed the investment process for Triple Point VCT plc, TPIM's first VCT, which was in the vanguard of the limited life VCT sector. Mike joined Triple Point from 3i where he was responsible for a broad range of investment activities, principally in the SME sector and was involved in investments with aggregate realised value uplifts of over £300 million. Prior to 3i he was with Ernst & Young's Corporate Finance practice and subsequently Dresdner Kleinwort Wasserstein's acquisition finance team.

James Cranmer has 16 years' experience in vendor finance. James joined Triple Point from Cranmer Lawrence, a specialist asset and lease management boutique, where he spent seven years as a principal and was responsible for originations in excess of £500m from UK Local Authorities, NHS Trust Hospitals and FTSE 100 companies. James leads the origination process for Triple Point's venture capital investments.

Peter Hargreaves is the Triple Point Group's company secretary and compliance officer. He is also involved in its corporate finance operation. A Chartered Accountant and a former Partner of Ernst & Young, Jersey, he is a Jersey Law Commissioner and a professional director and trustee. Peter is a member of the Society of Trust and Estate Practitioners.

Alastair Irvine has over 20 years' financial experience as a stockbroker, 18 of those with Smith New Court/Merrill Lynch, at the latter of which he was a managing director. Specialising in equity research, Alastair was the top rated analyst in Europe covering the UK Paper, Packaging & Printing sector between 1996 and 2000, at which point he became a full time research manager and for six years was Deputy Head of Merrill Lynch's equity research department for Europe, the Middle East and Africa. Alastair joined TPIM in May 2010.

Richard Jennings has over 25 years' investment management experience and joined Triple Point from Rothschild in 2011 as head of business development. He spent 16 years with Schroders, where he was an Executive Director of Schroder Investment Management and a director of their private bank, Schroder & Co., specialising in the management of high net worth private client and charity portfolios. He left in 2002 to join GAM and in 2008 he joined Rothschild Wealth Management to help develop their businesses in these areas.

Ian McLennan is responsible for Triple Point's investment activity. He has 25 years' experience of investment and portfolio management. A Chartered Financial Analyst, Ian was previously global equity strategist for Brevan Howard LLP, Europe's largest hedge fund. Prior to that he held the same role as Managing Director at UBS AG. Since 2008 he has overseen £52 million of renewable energy investment completions by TPIM managed funds.

Chris Tottle oversees the development and distribution of Triple Point's investment products. He joined

TPIM in May 2008 after spending 5 years at the leading hedge fund investment house GAM, where he was responsible for ultra high net worth client and professional adviser relationships in London and a number of offshore financial centres. Chris has 16 years' investment experience and, prior to GAM, spent six years with Schroders Private Bank, specialising in portfolio management.

Tax Benefits for VCT Investors

Venture capital trusts were established in 1995/1996 as tax efficient investment vehicles intended to invest in portfolios of smaller unlisted UK based companies. The income tax relief available to investors of new shares in a VCT is 30 per cent and the annual investment limit is £200,000.

For the current tax year VCTs offer a combination of **tax free returns** and a **30% up front income tax relief**.

Depending upon the Investor's personal circumstances, subscribers for Shares under the Offer will be entitled to income tax relief of up to 30 per cent provided that the Company's Shares are held for at least five years. This benefit is available on aggregate investments in VCTs of up to £200,000 in any one tax year but the tax relief is limited to the amount which reduces the Investor's income tax liability to nil.

In addition, qualifying subscribers will be entitled to receive the following benefits:

- All dividends received will be tax free.
- Any gains on the disposal of the Shares will be tax free.

Income tax relief may be claimed by the investor by obtaining, from HM Revenue & Customs, an adjustment to their tax coding under the PAYE system or through the investor's annual tax return. Investors who make income tax payments by instalments may reduce their instalment payments to take account of the relief due.

The above is only a summary of the law concerning the tax position of individual investors in the Company. Further information on the taxation of VCTs is set out in Part 1 Section E.

Before investing in the Company, potential investors should seek advice from an appropriate professional adviser as to the consequences of so doing.

Policies

Dividend Policy

Generally, a VCT must distribute by way of dividend such amount as to ensure that it retains not more than 15% of its income from shares and securities. The Directors aim to maximise tax free distributions to Shareholders of income or realised gains.

Investors who wish to have dividends paid directly into a bank account, rather than by cheque to their registered address, should complete the dividend mandate form printed on the reverse of the Application Form. Further dividend mandate forms can be obtained upon request from the registered office of the Company.

Share Buy Back Policy

Although it is anticipated that the Shares will be admitted to a premium listing on the Official List and to trading on the London Stock Exchange's main market for listed securities, there is likely to be an illiquid market in the Shares and in such circumstances Shareholders will find it difficult to sell their Shares in the market. In order to provide liquidity in the Shares, the Board will establish a buy back policy for the Shares subject to the requirements of the listing rules produced by the UK Listing Authority. As a guide and subject to the Board's discretion and providing that, in the opinion of the Board, there is adequate surplus cash available, the Company will consider buying back Shares at a 10% discount to the last published NAV, subject to a maximum of 105% of the middle market price per Share over the preceding 5 business days and a minimum of nominal value. Shareholders are reminded that if they hold their Shares for less than five years they will lose their income tax relief.

HM Revenue & Customs Approval

The Directors intend to manage the Company's affairs in order that it complies with the legislation applicable to VCTs. In this regard PricewaterhouseCoopers has been appointed to advise on tax matters generally and, in particular, on the Company's VCT status. The Company must continue to satisfy the requirements to qualify as a VCT or lose such status.

The Company's Costs

Capital Raising Costs

TPIM has agreed to indemnify the Company against the costs of the Offer, excluding VAT, exceeding the aggregate of (i) 2.5% of the aggregate value of accepted applications for Offer Shares and (ii) the upfront commission paid to financial advisers in respect of subscriptions under the Offer advised on by financial advisers before 31 December 2012. TPIM has, therefore, agreed to indemnify the Company against the costs of the Offer excluding VAT exceeding 5.5% of the funds it raises assuming the full subscription is advised on by financial advisers before 31 December 2012 and 2.5% of the funds it raises assuming the full subscription is advised on by financial advisers after 31 December 2012. To the extent that initial charges are less than 2.5% excluding VAT, assuming the full subscription is advised on by financial advisers after 31 December 2012, TPIM will receive a sum equal to the difference between such charges and 2.5% of the funds raised.

Annual Fees and Running Costs

TPIM has been appointed as the Company's investment manager and administrator under an agreement dated 14 December 2007 (the "IMA") for an initial period of six years, which can be terminated by not less than twelve months' notice, given at any time by either party, after the fifth anniversary of the original Admission of the Ordinary Shares. Under the terms of the IMA, TPIM is paid an annual fee of 1.5% (plus VAT as appropriate) of the Company's NAV payable quarterly in arrear for investment management services and an annual fee of 0.25% (plus VAT as appropriate) of the Company's NAV payable quarterly in arrear in respect of administration services. For an annual fee of £7,500 plus VAT at the relevant rate, TPIM has arranged the appointment of a company secretary.

Annual Directors' fees payable to the Board will not exceed £40,000 (excluding any VAT or national insurance contributions), except in the event that the ESBB proceeds and following the exit of those holders of Ordinary Shares who do not participate in the ESBB, the NAV of the Enlarged Company exceeds £25m. In such circumstances, aggregate Directors' fees are expected to increase to £47,500 for such time that the NAV of the Enlarged Company exceeds £25m.

Assuming full subscription under the Offer, the Directors estimate that the Annual Running Costs will be approximately 1.96% of the net asset value (excluding VAT). This will increase to 2.27% in the event that the ESBB does not proceed and, having satisfied their 5 year holding period (5 years from the original issue of the TP70 2008(II) Shares in the case of TP70 2008(II) Consideration Shares), following the return of capital to Ordinary Shareholders. Such running costs of the Company will include the management and administration fees described above as well as fees for Directors, the auditors, taxation advisers, registrar, other direct costs incurred in the management/running of the VCT and the costs of communicating with Shareholders. TPIM has agreed to indemnify the Company in respect of any annual costs in excess of 3.5% of Net Asset Value (excluding VAT).

A maximum of 75% of the Company's management expenses is currently capable of being charged against capital with the balance charged against revenue.

Further details of these fees are set out at paragraph 12 of Part 4 of this Prospectus.

TPIM may retain arrangement fees paid by investee companies of up to 3% of the sum invested which it receives in connection with investments made into unquoted companies. Whilst such charges are not payable by the Company, the effect may be to reduce modestly the net assets of the companies in which the Company invests. The Triple Point Group may also benefit from the receipt of monitoring fees charged against such companies. Monitoring fees may in certain circumstances be related to the Company's performance.

Supplemental agreement varying the IMA pursuant to the Offer and Scheme

Under an agreement dated 15 October 2012, the IMA, subject to the Scheme, the Offer or the ESBB becoming effective, will be amended to provide for the following:

- in respect of the fund representing the Ordinary Shares issued pursuant to the ESBB, TPIM will receive investment management fees (exclusive of VAT) equal to 1.5% per annum of that fund's NAV payable quarterly in arrear up to 30 April 2018 and thereafter 1% of any amounts returned to holders of Ordinary Shares issued pursuant to the ESBB;
- in respect of the A Ordinary Share Fund, TPIM will receive investment management fees (exclusive of VAT) equal to 1.5% per annum of the A Ordinary Share Fund's NAV payable quarterly in arrear up to 30 April 2017 and thereafter 1% of any amounts returned to holders of A Ordinary Shares;
- in respect of the B Ordinary Share Fund, TPIM will receive investment management fees (exclusive of VAT) equal to 1.5% per annum of the B Ordinary Share Fund's NAV payable quarterly in arrear up to 30 April 2018 and thereafter 1% of any amounts returned to holders of B Ordinary Shares;
- TPIM's appointment under the IMA will continue for at least 6 years from the Admission of the Ordinary Shares issued pursuant to the ESBB and the B Ordinary Shares to the Official List and until at least 30 April 2018 in the case of an Admission of A Ordinary Shares and thereafter will terminate on 12 months' notice subject to earlier termination in certain circumstances.

Reporting to Shareholders

Communicating with Shareholders

The Directors believe that communication with Shareholders is important. A copy of the Company's annual report and financial statements ("FSs") (expected to be published each June) and a copy of the Company's unaudited interim financial report (expected to be published each November) will be made available on the Company's website at www.triplepoint.co.uk and sent to those Shareholders who have requested a hard copy. The FSs, made up to 31 March and interim financial reports made up to 30 September in each year, will each detail the NAV per Share. Information on the NAV per Share will also be included in interim management statements expected to be made up to 30 June and 31 December in each year and published on the above website.

The Directors do not anticipate any circumstances arising under which valuations may be suspended.

All qualifying Shareholders will be provided with certificates enabling them to claim income tax relief.

Corporate Governance

The UK Corporate Governance Code published by the Financial Reporting Council in June 2010 (the "Code") applies to the Company. The Directors acknowledge the section headed "Comply or Explain" in the preamble to the Code which acknowledges that some provisions may have less relevance for investment companies and, in particular, consider some areas inappropriate to the size and nature of the business of the Company. Accordingly, the provisions of the Code are complied with save that (i) new Directors do not receive a full, formal and tailored induction on joining the Board (such matters are addressed on an individual basis as they arise), (ii) the Company does not have a senior independent Director, (iii) the Company does not conduct a formal review as to whether there is a need for an internal audit function as the Directors do not consider that an internal audit would be an appropriate control for a venture capital trust and (iv) as all the Directors are non-executive, it is not considered appropriate to appoint a nomination or remuneration committee.

Status of the Company and TPIM

The Company is not authorised or regulated by the FSA (or any other regulator) although VCTs need to meet a number of conditions set out in tax legislation in order for the VCT tax reliefs to apply.

TPIM is authorised and regulated by the FSA in the conduct of its investment businesses.

Details of the Offer

Minimum and Maximum Investment

The Offer Shares are offered at 100p each payable in full upon application. A 3% share bonus will apply to completed applications received by 19 December 2012 and a 1.5% bonus to completed applications received between 19 December 2012 and 14 February 2013. Up to 20 million Offer Shares are being made available under the Offer. If the Offer is over-subscribed, the Offer may be increased at the discretion of the Directors by up to a further 5 million Offer Shares and in which event the Offer will be an offer for subscription of up to 25,000,000 Offer Shares. The Offer is conditional upon the Minimum Net Proceeds being raised prior to 12 noon on 5 April 2013 and if this is not raised the Offer will lapse and all application monies will be returned (without interest) by returning applicants' cheques or banker's drafts or by crossed cheque in favour of applicants through the post at the risk of the person entitled thereto. In the event that applications are received in excess of the maximum subscription under the Offer, the Directors and the Sponsor reserve the right to use their absolute discretion in the allocation of successful applications. Such discretion will give priority to the earliest applicants. Applicants are encouraged to submit their application form early in order to be confident that their application will be successful.

The minimum investment level for any investor under the Offer will be £10,000. There is no maximum investment but the maximum investment on which tax reliefs are currently available is £200,000 in venture capital trusts in any tax year. A husband and wife can each invest up to £200,000 in any one tax year. Further information with regard to taxation matters can be found in Sections D and E of Part 1 of this document. Multiple applications are permitted. Please see the "Terms and Conditions of Application for Shares under the Offer and Guide to the Application Form" for further details.

Authorised financial intermediaries who advise on an investment prior to 31 December 2012 and stamp the application form will be entitled to receive commission on the amount invested by their client at the rate of either 3 per cent payable on investment plus 0.5 per cent of the NAV of the B Ordinary Share Fund paid annually for five years in arrear. The initial commission will be paid as part of the initial costs, expected to be 5.5% of the proceeds of the Offer, assuming the full subscription is advised on by financial advisers before 31 December 2012, whilst the 0.5 per cent paid annually for five years in arrear will be payable by TPIM.

Intermediaries must indicate on the Application Form the basis on which they wish to receive their commission.

Listing

Applications have been made to the UK Listing Authority and the London Stock Exchange for the Offer Shares subscribed for under the Offer to be admitted to a premium listing on the Official List and to trading on the London Stock Exchange's main market for listed securities respectively. The Offer Shares will be issued in registered form and will be freely transferable in both certificated and uncertificated form and will rank pari passu in all respects. It is expected that the Offer Shares in respect of applications received for the 2012/2013 Offer will be issued and allotted on or before 5 April 2013 and that applications received for the 2013/2014 Offer will be issued and allotted on or before 30 April 2013, with Admission commencing within 5 business days following such allotment. Share certificates and certificates to enable a claim for income tax relief to be made in respect of the Offer Shares will be posted to Shareholders within 30 business days of allotment of the Offer Shares. No temporary documents of title will be issued.

SECTION B: FINANCIAL INFORMATION ON THE COMPANY

Audited financial information on the Company is published in the annual reports for the years ended 31 March 2010, 31 March 2011 and 31 March 2012 and unaudited information in the interim report for the three month period ended 30 June 2012.

These annual reports were audited by Grant Thornton UK LLP of 1 Westminster Way, Oxford OX2 0PZ. All reports were without qualification and contained no statements under section 498(2) or (3) of the CA 2006.

The annual reports referred to above were prepared in accordance with IFRS, the fair value rules of the CA 2006 and the Statement of Recommended Practice 'Financial Statements of Investment Trust Companies'. The annual reports contain a description of the Company's financial condition, changes in financial condition and results of operation for each relevant financial year and the pages of these referred to below, together with the interim report referred to, are being incorporated by reference and can be accessed at the following website: www.triplepoint.co.uk.

Where these documents make reference to other documents, such other documents, together with those pages of the annual and interim reports that are not referred to below, are not incorporated into and do not form part of this document.

Such information includes the following:

Description	31 March 2010 Annual Report	31 March 2011 Annual Report	31 March 2012 Annual Report	30 June 2012 Interim Management Statement
Balance Sheet	Page 26	Page 25	Page 26	-
Income Statement (or equivalent)	Page 25	Page 24	Page 25	-
Statement showing all changes in equity (or equivalent note)	Page 27	Page 26	Page 27	-
Cash Flow Statement	Page 28	Page 27	Page 28	-
Accounting Policies and Notes	Pages 29-39	Pages 28-29	Pages 29-43	-
Auditor's Report	Pages 23	Pages 23	Page 24	-

This information in the annual reports has been prepared in a form consistent with that which will be adopted in the Company's next published annual financial statements having regard to accounting standards and policies and legislation applicable to those financial statements.

Such information also includes operating/financial reviews as follows:

Description	31 March 2010 Annual Report	31 March 2011 Annual Report	31 March 2012 Annual Report	30 June 2012 Interim Management Statement
Performance Summary	Page 1	Page 1	Page 1	Pages 1-2
Results and Dividends	Page 2	Page 2	Page 2	Page 2
Investment Policy	Page 12	Pages 11-12	Pages 12-13	-
Outlook	Pages 2	Page 2	Page 2	
Manager's Review	Pages 6-8	Pages 6-7	Pages 6-8	-
Portfolio Summary	Page 6-7	Page 6	Page 7-8	Page 1
Business Review	Page 12	Page 11	Page 12	-
Valuation Policy	Page 29	Page 28	Page 29	-

As at 30 June 2012, the date to which the most recent unaudited financial information on the Company has been drawn up, the Company had unaudited net assets of £18.65 million.

Financial information for the Targets is set out in Section B of Part 2 on pages 51 to 52.

SECTION C: INVESTMENT PORTFOLIO AND PRINCIPAL INVESTMENTS OF THE COMPANY

The investment portfolio of the Company as at the date this document is as follows (the valuations being the unaudited valuations as at 30 June 2012):

	Cost		Valuation	
	£'000	%	£'000	%
Qualifying holdings	14,996	68.37	14,720	78.74
Non-qualifying holdings*	3,532	16.10	1,923	10.29
	18,528	84.48	16,643	89.02
Derivative**	3,292	15.01	1,939	10.37
Fixed assets at fair value through profit or loss	21,820	99.48	18,582	99.40
Cash and cash equivalents	113	0.52	113	0.60
	21,933	100.00	18,695	100.00

Unquoted Qualifying Holdings	£'000	%	£'000	%
Provision of satellite capacity				
Broadsword Satellite Communications Ltd	276	1.84	-	0.00
	276	1.84	-	0.00
Telecommunications				
Per Port Services Ltd	185	1.23	185	1.26
	185	1.23	185	1.26
Cinema digitisation				
21st Century Cinema Ltd	2,000	13.34	2,000	13.59
Big Screen Digital Services Ltd	2,000	13.34	2,000	13.59
Cinematic Services Ltd	1,000	6.67	1,000	6.79
Digima Ltd	2,000	13.34	2,000	13.59
Digital Screen Solutions Ltd	2,000	13.34	2,000	13.59
Two For Joy Digital Ltd	1,000	6.67	1,000	6.79
	10,000	66.68	10,000	67.93
Crematorium management				
Furnace Managed Services Ltd	760	5.07	760	5.16
	760	5.07	760	5.16
Electricity Generation				
Solar				
Bandspace Ltd	600	4.00	600	4.08
Bridge Power Ltd	125	0.83	125	0.85
Convertibox Services Ltd	500	3.33	500	3.40
Green Energy for Education Ltd	500	3.33	500	3.40
	1,725	11.50	1,725	11.72
Anaerobic Digestion				
Biomass Future Generation Ltd	1,050	7.00	1,050	7.13
GreenTec Energy Ltd	500	3.33	500	3.40
Katharos Organic Ltd	500	3.33	500	3.40
	2,050	13.67	2,050	13.93
Total	14,996	100.00	14,720	100.00

* The Non-qualifying holding represents a 50% interest in a Cypriot company, Lorngreen Limited which in turn holds an interest in GAM Diversity 2.5XL. This security is leveraged so that the effect of increases or decreases in value is increased by approximately 2.5 times.

** The Derivative represents a contract with Bank Julius Baer equivalent to an interest in GAM Diversity 2.5XL. The derivative is leveraged, so that the effect of increases or decreases in value is increased by approximately 2.5 times.

Since 30 June 2012, there has been no significant change in the value of the unquoted investments in the portfolio.

Information on the investment portfolio of the Targets is set out in Section D of Part 2 on pages 68 to 69.

SECTION D: TAX POSITION OF INVESTORS UNDER THE OFFER

The following is only a summary of the law concerning the tax position of individual investors in VCTs. Potential investors who are in any doubt about the taxation consequences of investing in a VCT are recommended to consult a professional adviser.

Tax reliefs

The tax reliefs set out below are available to individuals aged 18 or over who subscribe for Offer Shares under the Offer. Whilst there is no specific limit on the amount of an individual's acquisition of shares in a VCT, tax reliefs will only be given to the extent that the total of an individual's subscriptions or other acquisitions of shares in VCTs in any tax year does not exceed £200,000. Investors who intend to invest more than £200,000 in VCTs in any one tax year should seek professional advice.

(a) Income tax

(i) Relief from income tax on investment

Income tax relief at the rate of 30% will be available on subscriptions for Offer Shares up to a maximum of £200,000 in any tax year. This relief is limited to the amount which reduces the investor's income tax liability to nil.

The potential effect of this relief for an investor subscribing £10,000 for Offer Shares is shown below:

	No VCT tax relief	30% income tax relief
Initial investment	£10,000	£10,000
30% income tax relief	-	(£3,000)
Effective investment cost	£10,000	£7,000

To obtain relief an investor must subscribe on his own behalf although the Offer Shares may subsequently be transferred to a nominee. Investments to be used as security for or financed by loans may not qualify for relief, depending on the circumstances.

(ii) Dividend relief

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

(iii) Purchasers in the market

An individual purchaser of existing VCT shares in the market will be entitled to claim dividend relief (as described in paragraph (ii) above) but not relief from income tax on investment (as described in paragraph (i) above).

(iv) Withdrawal of relief

Relief from income tax on a subscription for VCT shares will be withdrawn if the VCT shares are disposed of (other than between spouses) within five years of issue or if the VCT loses its approval within this period.

(b) Capital gains tax

(i) Relief from capital gains tax on the disposal of shares

A disposal by an investor of Offer Shares will give rise to neither a chargeable gain nor an allowable loss for the purposes of UK capital gains tax. The relief is limited to the disposal of VCT shares acquired within the limit of £200,000 for any tax year.

(ii) Purchasers in the market

An individual purchaser of Offer Shares in the market will be entitled to claim relief from capital gains tax on disposal (as described in paragraph (b) (i) above).

Obtaining tax reliefs

The Company will provide to each investor a certificate which the investor may use to claim income tax relief, either by obtaining from HMRC an adjustment to his tax coding under the PAYE system or by waiting until the end of the tax year and using his tax return to claim relief.

Investors not resident in the UK

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

Withholding taxation

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

Withdrawal of approval

If a company which has been granted approval as a VCT subsequently fails to comply with the conditions for approval, approval as a VCT may be withdrawn or treated as never having been given. In these circumstances, relief from income tax on the initial investment is repayable unless loss of approval occurs more than five years after the issue of the relevant VCT shares. In addition, relief ceases to be available on any dividend paid in respect of profits or gains in any accounting period ending when VCT status has been lost and any gains on the VCT shares up to the date from which loss of VCT status is treated as taking effect will be exempt, but gains thereafter will be taxable.

SECTION E: TAX POSITION OF THE COMPANY

VCTs have to satisfy a number of tests to continue to qualify as VCTs. A summary of these tests is set out below. 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.

Qualification as a VCT

To qualify as a VCT, a company must be approved as such by HMRC. To obtain such approval it must:

(a) derive its income wholly or mainly from shares or securities;

(b) have at least 70 per cent by value of its investments represented by "Qualifying Investments" (see below) of which at least 70 per cent by value must be in "eligible shares". Eligible shares are ordinary shares which do not have any preferential rights to assets on a winding up or any rights to be redeemed, but which may have a preferential dividend right, so long as that right is non cumulative and is not subject to discretion;

(c) not have more than 15 per cent by value of its investments in any single company or group (other than another VCT or a company which would, if its shares were listed, qualify as a VCT) at the time any investment is made or added to;

(d) have its ordinary share capital included on the Official List or quoted on any regulated market in the EU or European Economic Area;

(e) not retain more than 15 per cent of its income derived from shares and securities.

(f) not be a close company;

(g) not make an investment in a company which causes the company to receive more than £5 million of State Aid investment in the 12 months ended on the date of the investment.

A VCT cannot be approved as such unless the relevant tests are met throughout the most recent complete accounting period of the VCT and HM Revenue & Customs is satisfied that they will be met in relation to the accounting period of the VCT which is current when the application is made.

The actions proposed to be taken by TPIM in the case of a breach by the Company of these investment restrictions will be announced through a regulatory information service.

Funds raised by a further share issue are disregarded in judging whether condition (b) has been met for accounting periods ending no later than three years after the new issue.

Qualifying Investments comprise shares or securities (including loans with a five year or greater maturity period) issued by unquoted trading companies which exist wholly for the purpose of carrying on one or more qualifying trades and are limited to investments of £5million per tax year per investee company. The investee company must not be controlled by the VCT or any other company or a company and persons connected with such company and its gross assets must not exceed £15 million immediately prior to the investment or £16 million immediately thereafter. The investee company must not receive more than £5 million from State Aid sources, including from VCTs and the Enterprise Investment Scheme, in any twelve month period. It must have fewer than 250 full time (or full time equivalent) employees at the time of investment.

Not less than 10 per cent of each investment must be by way of eligible shares (see (b) above).

Companies whose securities are traded on AIM are treated as unquoted companies for the purposes of determining qualifying holdings. Shares in an unquoted company which subsequently becomes quoted may still be regarded as a qualifying holding for a further five years following quotation.

Taxation of the Company

The Company is resident for tax purposes in the United Kingdom. The Company intends to continue to comply with and continue to satisfy the conditions for approval as VCTs laid down in Section 274 of ITA.

Under current legislation, the Company will be exempt from United Kingdom taxation on capital gains realised while it is approved as a VCT.

The income of the Company will be derived wholly or mainly from shares or other securities. Dividends received from other UK resident companies will constitute franked investment income and will not be subject to tax in the hands of the Company.

Withdrawal of Approval

Approval of a VCT may be withdrawn by HMRC if the various tests set out above are not satisfied. Withdrawal of approval generally has effect from time to time when notice is given to the VCT but, in relation to capital gains tax of the VCT only, can be backdated to not earlier than the first day of the accounting period commencing immediately after the last accounting period of the VCT in which all of the tests were satisfied.

PART 2 - PROPOSED MERGER OF THE COMPANY AND THE TARGETS

SECTION A: THE SCHEME

Introduction

Part 2 of this document relates to the issue by the Company of New Shares pursuant to the Scheme. The Scheme is for a merger of the Company and the Targets. The Board and the Target Boards consider that the interests of the Shareholders and the Target Shareholders will be better served by an enlarged single company with reduced annual costs.

Background

The TP70 2008 Companies were launched in 2007 as part of a joint offering. At the time there were significant structural advantages to a joint offer in terms of the amounts that the companies could invest in aggregate in an investee company. Specifically, the TP70 2008 Companies were able to invest, in aggregate, up to £2 million per investee company in any tax year. This meant that the Manager had greater flexibility in identifying and structuring investments. The TP70 2008 Companies are now fully invested in Qualifying Investments and as such the benefits of having the structure have been eroded and there is no longer an advantage to operating two separate VCT companies. If the recommended Merger with TP70 2008(II) proceeds, former shareholders in TP70 2008(II) will receive Ordinary Shares in the Enlarged Company ranking pari passu with the existing Ordinary Shares held by current Shareholders except that they will not rank for the dividend payable to Shareholders on the register at the close of business on 12 October 2012.

Following the Merger, the Board proposes to introduce, if it is permitted and if it remains advantageous to do so under the legislation existing at that time, an enhanced share buy back scheme (the "ESBB"), whereby a tender offer would be made to holders of Ordinary Shares allowing them to sell their existing Ordinary Shares and re-subscribe the sale proceeds for new Ordinary Shares between February and April 2013 for a further VCT qualifying period, thereby continuing to benefit from the established portfolio of cash generating investments, with additional income tax relief (presently 30%) and reduced front-end fees. Effecting the Merger with TP70 2008(I) before the ESBB should reduce the overall costs which would otherwise be incurred through separate ESBB offerings to shareholders of the separate TP70 2008 Companies. The ESBB will be the subject of a further circular to Shareholders expected to be issued in November 2012 and a further general meeting of Shareholders.

TP12 raised £4.4 million by way of its offer for subscription that was launched in January 2012. TP12 concluded the investment of £4 million of the funds raised in Qualifying Investments immediately after close of the fundraising. Whilst the expenses of TP12 are capped by TPIM, returns to the TP12 investors would be improved by spreading costs over a larger NAV so that its expense ratio is reduced below the level of its expenses cap. The proposed Merger will result in a lower expense ratio for the former shareholders in TP12 and the TP70 2008 Companies.

Accordingly, it is proposed to merge TP12 with the TP70 2008 Companies.

The TP70 2008 Companies' current annual cost ratios are 2.29%. The annual cost ratio of TP12 is capped at 3.95%.This is expected to be reduced to some 2.05% in the Enlarged Company assuming the Merger between the Company and the Targets proceeds and to 1.96% assuming the Offer is fully subscribed and the ESBB proceeds and is fully subscribed.

The cost savings from the Scheme and Offer would derive from the costs of running a single Enlarged Company relative to cost of the TP70 2008 Companies and TP12 continuing to be independent and a new offer for subscription being made by a new VCT.

The cost savings have been calculated by reference to the current annual fixed costs of running each of the TP70 2008 Companies and TP12, and an assumed annual cost for running a new VCT. The fixed costs comprise the costs of:

- Company secretary
- Directors' fees including PAYE and NI
- FSA fees
- London Stock Exchange fees
- Registrar and Companies House fees

- D&O insurance
- Printing, postage and stationery
- Audit fees
- Stockbroker fees
- Accounts, Tax & Monitoring fees
- Bank charges

There are also one-off cost savings in making a single application to the court to cancel the share premium account in the Enlarged Company compared to separate applications by each of the VCTs.

The cost of the Merger is not expected to exceed £197,000 and includes professional advisers' fees, UKLA listing fees, liquidation fees, stamp duty, printing and postage amongst other items. It is proposed that the costs of the Scheme attributable to the Company would be split between the Ordinary Share class and the A Ordinary Share class in proportion to their respective NAVs and would be capped at 50% of the total savings attributable to each of those Share classes in the period following the Merger up to 31 March 2014. Any costs that are greater than 50% of the savings will be borne by the Manager.

In summary, the creation of a single, larger VCT is expected to bring significant advantages to the Shareholders and the shareholders of the Targets, namely:

- a reduction in the annual running costs of the Enlarged Company when compared to the combined running costs of each separate company;

- potentially increased dividends in the future arising from the reduced running costs of the Enlarged Company; and

- some one-off savings in making a single application to the court to cancel the share premium account of the Enlarged Company compared to separate applications by each of the VCTs and further prospective savings (not accounted for above) in relation to ESBB offerings that might otherwise be made by the separate TP70 2008 Companies.

The benefits that are expected to result from the Merger will be enhanced by the benefits that are expected to result from the Offer and the ESBB.

Accordingly, the Board has agreed with the Target Boards to recommend the merger of the Company and the Targets on terms reflecting the respective net assets of the Targets and the Company.

Board Changes

In the event that the merger with TP70 2008(II) proceeds, it is proposed that Philip Marsden will stand down from the Company's board to be replaced by Michael Stanes. The Board wishes to express its gratitude to Philip for his contribution to the Company during the period he has served as a Director.

In the above circumstances, the Board of the Enlarged Company would therefore comprise David Frank (Chairman), Simon Acland and Michael Stanes. Biographies of these Directors can be found on pages 29 to 30 above.

David and Simon are both currently Directors of the Company, Michael is a director of TP70 2008(II) and Simon is also a director of TP12. The Board of the Enlarged Company will therefore comprise representatives from the former boards of the TP70 2008 Companies and TP12, evidencing the continuity which the Merger represents.

Share Classes and Funds

Assuming the Scheme proceeds, the Enlarged Company would comprise 3 share classes:

- The holders of Ordinary Shares would comprise shareholders in the Company and shareholders of the former TP70 2008(II). The Ordinary Share Fund would be made up as to at least 70% by the Ordinary Share Fund Qualifying Investments and up to 30% Non-Qualifying Investments. Initially, the Non-Qualifying Investments will include cash following disposal of one third of the exposure to GAM Diversity with effect from 30 September 2012, plus further cash following disposal of the remaining two thirds exposure to GAM Diversity. It is intended that this remaining GAM Diversity exposure will have been disposed of by 30 April 2013. It is proposed that the resulting Non-

Qualifying Investments, comprising cash and near cash and money market funds, would be available to return capital to holders of Ordinary Shares who do not wish to participate in the ESBB. Following the return of capital to such holders, the Ordinary Share Fund would consist of Ordinary Share Fund Qualifying Investments and working capital.

- The holders of A Ordinary Shares would comprise shareholders in the former TP12. The A Ordinary Share Fund would consist of the A Ordinary Share Fund Qualifying Investments and working capital. It is anticipated that the creation of this new class of A Ordinary Shares will facilitate the eventual exit of the holders of A Ordinary Shares. Under VCT Rules, there is a significant benefit in effecting the exit of a smaller share class ahead of two larger share classes. Provided the Company as a whole maintains its position of having 70% of its funds invested in Qualifying Investments, the transfer of A Ordinary Share Fund Qualifying Investments can be effected to the other two share classes' funds in exchange for Non Qualifying Investment cash. This will enable the holders of A Ordinary Shares to be paid out either by dividend payable only on the A Ordinary Shares or by a tender offer made only for A Ordinary Shares. In practice these options should provide a simpler exit procedure to a VCT effecting realisations of Qualifying Investments. This benefit will, therefore, be subject to the ESSB and/or the Offer proceeding and the level of take up under each of these.

- The holders of B Ordinary Shares would comprise investors under the Offer. The B Ordinary Share Fund would be made up as to at least 70% by the B Ordinary Share Fund Qualifying Investments within no more than 3 years from Admission. Pending investment in Qualifying Investments and to provide working capital, the B Ordinary Share Fund will comprise Non-Qualifying Investments, consisting of cash and near cash and money market funds and investments originated in line with the Company's Qualifying Investments.

Share Classes and the Investment Policy

The Ordinary Share Fund, the A Ordinary Share Fund and the B Ordinary Share Fund will have the same investment policy and at least 70% of the Company's net assets will be invested in unquoted companies. The remaining assets will be exposed either to (i) cash or cash-based similar liquid investments or (ii) investments originated in line with the Company's VCT qualifying investments policy.

To comply with VCT Rules, in respect of the Ordinary Share Fund and the A Ordinary Share Fund the Company will maintain their portfolios of Qualifying Investments equivalent to a minimum of 70 per cent. of the value of those funds and, in respect of the B Ordinary Share Fund, will seek to acquire (and subsequently maintain) a portfolio of Qualifying Investments equivalent to a minimum of 70 per cent. of the value of that fund over a period not exceeding three years from Admission. It may be possible for the B Ordinary Share Fund to acquire Ordinary Share Fund Qualifying Investments, depending on when funds are raised under the Offer and the extent to which the Company has exceeded the 70% Qualifying Investment threshold.

The Ordinary Share Fund will initially retain a residual exposure to GAM Diversity in accordance with the Original Investment Policy. It is intended that disposal of this exposure will be completed by 30 April 2013. Neither the A Ordinary Share Fund nor the B Ordinary Share Fund will have any exposure to GAM Diversity.

The New Investment Policy is set out on pages 26 to 27 and the Original Investment Policy is set out in Part 3.

Transfer

The Scheme is effected by the Targets being placed into members' voluntary liquidation, and their assets and liabilities being transferred to the Company in exchange, in the case of the TP70 2008(II) Shareholders, for TP70 2008(II) Consideration Shares and, in the case of the TP12 Shareholders, TP12 Consideration Shares. The TP12 Consideration Shares will be a new class of A Ordinary Shares representing Qualifying Investments that have been made by TP12 plus working capital. The number of New Shares will be determined on the basis of the relative net assets of the Company and the Targets, adjusted in accordance with the Scheme. As such, the Scheme is not intended to be dilutive but should be of benefit to the Target Shareholders, in that it could facilitate the payment of increased dividends in the future due to the increased size, and reduced running costs, of the Enlarged Company. After the assets of the Targets have been transferred to the Company, the listing of the Target Shares will be cancelled and the Targets wound up.

Conditionality

The acquisition by the Company of TP70 2008(II)'s assets and liabilities pursuant to the Scheme is conditional upon:

- the passing of Resolution 7 to be proposed at the General Meeting and becoming unconditional;
- the TP70 2008(II) Shareholders approving the resolutions to be proposed at the TP70 2008(II) General Meetings; and
- notice of dissent not having been received from TP70 2008(II) Shareholders holding more than 10 per cent. in nominal value of the issued share capital of TP70 2008(II) under Section 111 IA 1986 (this condition may be waived by the Board).

The acquisition by the Company of TP12's assets and liabilities pursuant to the Scheme is conditional upon:

- the passing of Resolution 7 to be proposed at the General Meeting and becoming unconditional;
- the TP12 Shareholders approving the resolutions to be proposed at the TP12 General Meetings; and
- notice of dissent not having been received from TP12 Shareholders holding more than 10 per cent. in nominal value of the issued share capital of TP12 under Section 111 IA 1986 (this condition may be waived by the Board).

The Scheme is not conditional upon the approval of both of the Target Shareholders and the Scheme may proceed by way of a merger of the Company and TP70 2008(II) or by way of a merger of the Company and TP12.

Terms of the Scheme

TPIM, instructed by the Liquidators, will be required to calculate the TP70 2008(II) Roll-Over Value, the TP12 Roll-Over Value and the Merger Value as set out below on or immediately prior to the Effective Date.

On the Effective Date, the Liquidators will receive all the cash, undertakings, other assets and will assume all the liabilities of the Targets and deliver to the Company:

- details of all the assets and liabilities of the Targets;
- a list certified by the registrars of the names and addresses of, and the number of TP70 2008(II) Shares held by, the TP70 2008(II) Shareholders on the register at 5.30 pm on the Record Date;
- a list certified by the registrars of the names and addresses of, and the number of TP12 Shares held by, the TP12 Shareholders on the register at 5.30 pm on the Record Date;
- an estimate of the winding-up costs (which will be allocated between the Company and the Targets by reference to their respective net asset values); and
- the amount estimated to be required to purchase the shareholdings of any dissenting Target Shareholders.

On the Effective Date, the Company will enter into the Transfer Agreements (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 the Targets to the Company in consideration of the issue of TP70 2008(II) Consideration Shares to the TP70 2008(II) Shareholders and the issue of TP12 Consideration Shares to the TP12 Shareholders on the basis set out below.

In further consideration of such transfer of all of the assets and liabilities of the Targets to the Company, the Company will, pursuant to the relevant Transfer Agreement, undertake to pay all liabilities incurred by the Liquidators including but not limited to the implementation of the Scheme, the winding-up of the Targets and the purchase for cash of any holdings of dissenting Target Shareholders. However TPIM has agreed to indemnify the Company in respect of such costs up to amount equal to such costs less 50 per cent. of the savings from Scheme in the period following the Merger up to 31 March 2014.

For the purposes of calculating the TP70 2008(II) Roll-Over Value, the TP12 Roll-Over Value, the Merger Value and the number of New Shares to be issued, the following provisions will apply:

TP70 2008(II)

The TP70 2008(II) Roll-Over Value will be calculated as:

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

where:

A = the unaudited net asset value of TP70 2008(II) as at 30 September 2012, calculated in accordance with TP70 2008(II)'s normal accounting policies;

B = any increase/decrease in the valuations of: (i) quoted investments held by TP70 2008(II) in securities listed on a recognised stock exchange (including AIM and the PLUS market) by reference to their bid price as at the close of business from 30 September 2012 to the Record Date; (ii) unquoted investments held by TP70 2008(II) where there has been an event in the period between 30 September 2012 and the Record Date which requires a revaluation of the investment in accordance with Financial Reporting Standard 26 'Financial Instruments: Measurement (IAS 39)' and using the International Private Equity and Venture Capital Valuation Guidelines; and (iii) any investment held by TP70 2008(II) following an event in the period between 30 September 2012 and the Record Date, which, in the opinion of the Board and the TP70 2008(II) Board (acting jointly), has had a material impact on such an investment;

C = any adjustment that both the Board and the TP70 2008(II) Board (acting jointly) consider appropriate to reflect any other actual or contingent benefit or liability of TP70 2008(II) between 30 September 2012 and the Record Date (including, for the avoidance of doubt, acquisitions and disposals of investments, income from securities and running costs of TP70 2008(II));

D = the amount estimated to be required to purchase the holdings of TP70 2008(II) Shares from dissenting TP70 2008(II) Shareholders; and

E = the number of TP70 2008(II) Shares in issue following close of business on the Record Date (save for any TP70 2008(II) Shares held by dissenting TP70 2008(II) Shareholders).

TP12

The TP12 Roll-Over Value will be calculated as:

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

where:

A = the unaudited net asset value of TP12 as at 30 September 2012, calculated in accordance with TP12's normal accounting policies;

B = any increase/decrease in the valuations of: (i) quoted investments held by TP12 in securities listed on a recognised stock exchange (including AIM and the PLUS market) by reference to their bid price as at the close of business from 30 September 2012 to the Record Date; (ii) unquoted investments held by TP12 where there has been an event in the period between 30 September 2012 and the Record Date which requires a revaluation of the investment in accordance with Financial Reporting Standard 26 'Financial Instruments: Measurement (IAS 39)' and using the International Private Equity and Venture Capital Valuation Guidelines; and (iii) any investment held by TP12 following an event in the period between 30 September 2012 and the Record Date, which, in the opinion of the Board and the TP12 Board (acting jointly), has had a material impact on such an investment;

C = any adjustment that both the Board and the TP12 Board (acting jointly) consider appropriate to reflect any other actual or contingent benefit or liability of TP12 between 30 September 2012 and the Record Date (including, for the avoidance of doubt, acquisitions and disposals of investments, income from securities and running costs of TP12;

D = the amount estimated to be required to purchase the holdings of TP12 Shares from dissenting TP12 Shareholders; and

E = the number of TP12 Shares in issue following close of business on the Record Date (save for any TP12 Shares held by dissenting TP12 Shareholders).

The Company

The Merger Value will be calculated as follows:

$$\frac{G+H+I}{J}$$

where:

G = the unaudited net asset value of the Company as at 30 September 2012, calculated in accordance with the Company's normal accounting policies;

H = any increase/decrease in the valuations of: (i) quoted investments held by the Company in securities listed on a recognised stock exchange (including AIM and the PLUS market) by reference to their bid price as at the close of business from 30 September 2012 to the Record Date; (ii) unquoted investments held by the Company where there has been an event in the period between 30 September 2012 and the Record Date which requires a revaluation of the investment in accordance with Financial Reporting Standard 26 'Financial Instruments: Measurement (IAS 39)' and using the International Private Equity and Venture Capital Valuation Guidelines; and (iii) any investment held by the Company following an event in the period between 30 September 2012 and the Record Date, which, in the opinion of the Board and the Target Boards (acting jointly), has had a material impact on such an investment;

I = any adjustment that the Board and the Target Boards (acting jointly) consider appropriate to reflect any other actual or contingent benefit or liability of the Company between 30 September 2012 and the Record Date (including, for the avoidance of doubt, acquisitions and disposals of investments, income from securities and running costs of the Company); and

J = the number of the Ordinary Shares in issue following close of business on the Record Date.

New Shares

TP70 2008(II) Consideration Shares

The number of TP70 2008(II) Consideration Shares to be issued to TP70 2008(II) Shareholders (save for any dissenting TP70 2008(II) Shareholders) will be calculated as follows:

$$\left(\frac{L}{M}\right) x\, N$$

Where:

L = the TP70 2008(II) Roll-Over Value;

M = the Merger Value; and

N = the number of TP70 2008(II) Shares in issue as at close of business on the Record Date (save for any TP70 2008(II) Shares held by dissenting TP70 2008(II) Shareholders).

The TP70 2008(II) Consideration Shares to be issued pursuant to the Scheme will be issued directly to TP70 2008(II) Shareholders (as appropriate) (save for any dissenting TP70 2008(II) Shareholders) pro rata to their existing holdings on the instruction of the Liquidators.

Entitlements will be rounded down to the nearest whole number and any fractional entitlements (which will not exceed £5) will be sold in the market and the proceeds retained for the benefit of the Enlarged Company.

The TP70 2008(II) Consideration Shares will be issued in registered form. TP70 2008(II) Consideration Shares are eligible for electronic settlement and can be held within the CREST system. If, following issue, recipients of TP70 2008(II) Consideration Shares pursuant to the Scheme should wish to hold their TP70 2008(II) Consideration Shares in uncertificated form they should contact their broker or independent financial adviser.

TP12 Consideration Shares

The number of TP12 Consideration Shares to be issued to TP12 Shareholders (save for any dissenting TP12 Shareholders) will be calculated as follows:

$$\left(\frac{L}{M}\right) x\, N$$

Where:

L = the TP12 Roll-Over Value;

M = the Merger Value; and

N = the number of TP12 Shares in issue as at close of business on the Record Date (save for any TP12 Shares held by dissenting TP12 Shareholders).

The TP12 Consideration Shares to be issued pursuant to the Scheme will be issued directly to TP12 Shareholders (as appropriate) (save for any dissenting TP12 Shareholders) pro rata to their existing holdings on the instruction of the Liquidators.

Entitlements will be rounded down to the nearest whole number and any fractional entitlements (which will not exceed £5) will be sold in the market and the proceeds retained for the benefit of the Enlarged Company.

The TP12 Consideration Shares will be issued in registered form. TP12 Consideration Shares are eligible for electronic settlement and can be held within the CREST system. If, following issue, recipients of TP12 Consideration Shares pursuant to the Scheme should wish to hold their TP12 Consideration Shares in uncertificated form they should contact their broker or independent financial adviser.

Application has been made to the UKLA for the New Shares to be listed on the premium segment of the Official List and will be made to the London Stock Exchange for such New Shares to be admitted to trading on its market for listed securities. The TP70 2008(II) Consideration Shares will rank pari passu with each other and the existing issued Ordinary Shares from the date of issue. The TP12 Consideration Shares shall rank pari passu with each other.

Effect of the Scheme

The number of TP70 2008(II) Consideration Shares to be issued to the TP70 2008(II) Shareholders will be calculated by multiplying the number of TP70 2008(II) Shares in issue by the TP70 2008(II) Merger Ratio, this being the TP70 2008(II) Roll-Over Value divided by the Merger Value. Such TP70 2008(II) Consideration Shares will be issued pro rata to TP70 2008(II) Shareholders on the register of members on the Record Date. For these purposes, dissenting shareholders in TP70 2008(II) will be disregarded.

The number of TP12 Consideration Shares to be issued to the TP12 Shareholders will be calculated by multiplying the number of TP12 Shares in issue by the TP12 Merger Ratio, this being the TP12 Roll-Over Value divided by the Merger Value. Such TP12 Consideration Shares will be issued pro rata to TP12 Shareholders on the register of members on the Record Date. For these purposes, dissenting shareholders in TP12 will be disregarded.

As at 30 June 2012, the unaudited net asset value of the Company was £18.65 million. As at 30 June 2012, the unaudited net asset value of TP70 2008(II) was £18.44 million. As at 31 May 2012, the unaudited net asset value of TP12 was £4.184 million.

Holdings of dissenting TP70 2008(II) Shareholders and dissenting TP12 Shareholders will be purchased for cash by the Liquidators at the 'break value' which will be an estimate of the amount a TP70 2008(II) Shareholder or a TP12 Shareholder would receive in an ordinary winding-up of the Targets if all the assets of the Targets had to be realised.

Change of Name

Following adoption of the New Investment Policy, the Company's existing name, which reflects the association between TPIM and GAM (in combining exposure to TPIM sourced VCT qualifying investments with exposure to GAM managed funds of hedge funds), would no longer be appropriate. As a result, and conditional on Resolution 12 being passed at the General Meeting and becoming unconditional, the Company's name will be changed to TP Income VCT plc.

Company Secretary

If the Scheme proceeds, TPIM will replace Peter Hargreaves as the Company's company secretary.

SECTION B: FINANCIAL INFORMATION ON THE TARGETS

TP70 2008(II)

Audited financial information on TP70 2008(II) is published in the annual reports for the years ended 31 March 2010, 31 March 2011 and 31 March 2012 and unaudited information in the interim management statement for the three month period ended 30 June 2012.

The annual reports were audited by Grant Thornton UK LLP of 1 Westminster Way, Oxford OX2 0PZ. All reports were without qualification and contained no statements under section 498(2) or (3) of the CA 2006.

The annual reports referred to above were prepared in accordance with IFRS, the fair value rules of the CA 2006 and the Statement of Recommended Practice 'Financial Statements of Investment Trust Companies'. The annual reports contain a description of TP70 2008(II)'s financial condition, changes in financial condition and results of operation for each relevant financial year and, the pages of these referred to below together with the interim report referred to, are being incorporated by reference and can be accessed at the following website:

www.triplepoint.co.uk

Where these documents make reference to other documents, such other documents, together with those pages of the annual and interim reports that are not referred to below, are not incorporated into and do not form part of this document.

Such information includes the following:

Description	31 March 2010 Annual Report	31 March 2011 Annual Report	31 March 2012 Annual Report	30 June 2012 Interim Management Statement	I: 3.1 I: 3.2
Balance Sheet	Page 26	Page 26	Page 27	-	
Income Statement (or equivalent)	Page 25	Page 25	Page 26	-	I: 20.6.1 I: 20.6.2
Statement showing all changes in equity (or equivalent note)	Page 27	Page 27	Page 28	-	
Cash Flow Statement	Page 28	Page 28	Page 29	-	
Accounting Policies and Notes	Pages 29-39	Pages 29-41	Pages 30-44	-	
Auditor's Report	Pages 23-24	Pages 24	Page 25	-	

The information in the annual reports has been prepared in a form consistent with that which would be adopted in TP70 2008(II)'s next published annual financial statements having regard to accounting standards and policies and legislation applicable to those financial statements.

Such information also includes operating/financial reviews as follows:

Description	31 March 2010 Annual Report	31 March 2011 Annual Report	31 March 2012 Annual Report	30 June 2012 Interim Management Statement
Performance Summary	Page 1	Page 1	Page 1	Pages 1-2
Results and Dividends	Page 2	Page 2	Page 2	Page 2
Investment Policy	Page 10	Pages 12	Pages 13-14	-
Outlook	Pages 2	Page 3	Page 8	-
Manager's Review	Pages 6-7	Pages 7-8	Pages 6-8	-
Portfolio Summary	Page 6	Page 7	Page 6	Page 1
Business Review	Page 10	Page 12	Page 13	-
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As at 30 June 2012, the date to which the most recent unaudited financial information on TP70 2008(II) has been drawn up, TP70 2008(II) had Qualifying Investments with an aggregate value of £14.56 million and unaudited net assets of £18.44 million.

TP12

As at 31 May 2012, TP12 had Qualifying Investments with an aggregate value of £4.00 million and unaudited net assets of £4.184 million.

To date TP12 has produced neither annual nor interim reports. It produced an interim management statement to 31 May 2012.