



# Triple Point Income VCT plc

**OFFER FOR SUBSCRIPTION TO RAISE UP TO  
£15,000,000 BY THE ISSUE OF E ORDINARY  
SHARES OF 1 PENCE EACH**

SECURITIES NOTE

# Triple Point Income VCT plc

(REGISTERED NUMBER 6421083)

Offer for subscription to raise up to £15,000,000\* by the issue of E Ordinary Shares of 1 pence each in the capital of Triple Point Income VCT plc

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## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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 authorised financial adviser authorised under the Financial Services and Markets Act 2000 ("FSMA").**

This document constitutes a securities note (the "Securities Note"). Additional information relating to Triple Point Income VCT plc ("the Company") is contained in a registration document (the "Registration Document"). A brief summary conveying the essential characteristics of, and risks associated with, the Company and the new E Ordinary Shares ("E Ordinary Shares") which are being offered for subscription (the "Offer") is contained in a summary note (the "Summary"). The Securities Note, the Registration Document and the Summary together constitute a prospectus dated 7 October 2016 (the "Prospectus") which has been prepared in accordance with the Prospectus Rules made under Part VI of FSMA and has been approved for publication by the Financial Conduct Authority as a Prospectus under the Prospectus Rules on 7 October 2016.

The Company and the Directors, whose names appear on page 13 of this document, accept responsibility for the information contained in the Prospectus. To the best knowledge of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in the Prospectus 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 Corporate Services LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct 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 Corporate Services LLP or providing advice in connection with any matters referred to herein.

The Ordinary Shares, the A Ordinary Shares, the C Ordinary Shares and the D Ordinary Shares 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. An application has been made to the UK Listing Authority for all of the issued and to be issued E Ordinary Shares to be listed on the premium segment of the Official List and an application will be made to the London Stock Exchange for the E Ordinary 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 within ten 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 B of Part 1. The E Ordinary 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 2 and 3 of this document.

The Offer is conditional upon the Minimum Net Proceeds of £3,000,000 being raised before 12 noon on 31 March 2017.

\*If the Offer is over-subscribed, the Offer may be increased at the discretion of the Directors by up to a further £15,000,000.

Copies of this document are available for inspection on the National Storage Mechanism's website <http://www.morningstar.co.uk/uk/NSM> following the date of publication and may be obtained free of charge for the duration of the Offer, by collection from:

**Howard Kennedy Corporate Services LLP**  
No 1 London Bridge, London, SE1 9BG  
**The Triple Point Group**  
18 St. Swithin's Lane, London, EC4N 8AD

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# Risk factors

The Company and the Directors consider the following risks to be material to the E Ordinary Shares and prospective Investors should consider these as well as the other information in the Prospectus before investing. Material risks relating to the Company are set out below and separately in the Registration Document. Also set out below are risks relating to the Company's investments, risks relating to tax reliefs including the Company's status as a VCT, and risks relating to the Investment Manager. Additional risks and uncertainties currently unknown to the Company and the Directors (such as changes in legal, regulatory or tax requirements), or which the Company and the Directors currently believe are immaterial to the E Ordinary Shares, may nevertheless also have a materially adverse effect on the market price of E Ordinary Shares.

## Risks relating to the Company

- Although it is intended that the E Ordinary Shares will be listed on the premium segment of 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 E Ordinary Shares primarily because the initial tax relief is only available to those subscribing for newly-issued E Ordinary Shares and Investors may, therefore, have difficulty in selling them.
- The value of E Ordinary Shares depends on the performance of the Company's underlying assets. However, the market price of the E Ordinary Shares may not fully reflect their underlying NAV and will be determined, amongst other things, by the interaction of supply and demand for E Ordinary Shares in the market, as well as the NAV per E Ordinary Share. There is no guarantee that the Company will buy back its Shares in the future.
- Prospective Investors should be aware that the value of the E Ordinary Shares can fluctuate and an Investor may not receive back the full amount originally invested.
- The Company intends, but does not guarantee, to produce regular tax-

free dividends for its Shareholders. In respect of the E Ordinary Share Fund, the Company aims to distribute from income generated by its investments up to 5 pence per E Ordinary Share in the financial year ending 31 March 2020 followed by a regular dividend of up to 5 pence per E Ordinary Share per annum for the remaining life of the E Ordinary Share Fund. The Company's ability to distribute dividends on an annual basis will be determined by the existence of realised profits, legislative requirements, and available cash reserves. There is no certainty as to any level of dividends. The dividend targets may not be achieved, and all dividend payments are subject to the VCT having adequate distributable reserves and cash reserves.

- Triple Point is committed to ensuring a timely exit for investors in line with the Investment Policy which, in the case of the E Ordinary Share Fund, is expected to be over a ten to twelve year timeframe with a possible early partial return of funds to Shareholders if market conditions present a good opportunity to do so. VCT shares are illiquid and consequently there is no guarantee that exits will be facilitated within the target timeframe and they may take much longer than expected.

## Risks relating to the Company's investments

- The Company is required to ensure that no single investment will represent more than 15 per cent of the aggregate NAV of the Company. However, in respect of the E Ordinary Share Fund, the Company may invest in companies in the same sector and its income may derive mainly from that sector. In the event of a sector downturn and/or regulatory changes within the sector or sectors from which income is derived, the level of returns for the E Ordinary Share Fund could be adversely affected which may increase the risk to Investors.
- Investments in small, private limited companies can involve a higher degree of risk than investments in larger, investment grade companies, and there can be a risk of substantial losses.
- The Company's portfolio of investments is subject to market fluctuations including

but not limited to changes in inflation and interest rates. 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.

- Securities held by the Company may have redemption or lock-in periods that affect liquidity and which could result in the premature or delayed realisation of investments.
- The Company intends to make Non-Qualifying Investments for liquidity management purposes. These investments will include the following:
  - Short term deposits of money, shares or units in alternative investment funds (which have the meaning given by regulation 3 of the Alternative Investment Fund Managers Regulations 2013) or in undertakings for the collective investment in transferable securities (which have the meaning given by Section 363A(4) of the Taxation (International and Other Provisions) Act 2010), which may be repurchased, redeemed, or paid out on no more than seven days' notice; and
  - Ordinary shares or securities in a company which are acquired on a regulated market (defined in Section S274(4)) ITA 2007.

Losses may arise from such investments which may be exacerbated by changes in macro-economic conditions.

- Businesses in which the Company invests may incur unplanned costs or delays as a result of statutory and regulatory requirements which may prevent them from meeting their business objectives and subsequently may reduce the level of returns to holders of E Ordinary Shares.
- Delays in the investment programme can either result in part of the Offer's net proceeds being held in cash or similarly liquid investments for longer than anticipated or investments not being realised in line with the expected schedule.

## Risks relating to tax reliefs including the Company's status as a VCT

- The Company intends to manage its affairs in respect of each accounting period so as to maintain approval as a VCT. However, there can be no guarantee that the Company will be able to maintain its VCT status. A failure of the Company to meet and maintain the qualifying requirements for a VCT may cause HMRC to withdraw the Company's status as a VCT, which could result in: investors being required to repay the 30% income tax relief received on subscription for E Ordinary Shares; loss of income tax relief on dividends paid (or subsequently payable) by the Company; loss of tax relief previously obtained in relation to corporation tax on capital gains made by the Company; and a liability to capital gains tax on the disposal of E Ordinary Shares.
- Prospective Investors whose decision to invest is based on the levels and bases of relief from taxation as set out in this document should be aware that these may change and such changes may be retrospective. The tax reliefs referred to in this document are those currently available for the 2016-2017 tax year and their values depend on the individual circumstances of Investors.
- Investments in the Company should be regarded as long-term in nature, as any sale of E Ordinary Shares within five years of subscription will result in the 30% income tax relief available upon investment becoming repayable.
- Tax relief on subscriptions for shares in a VCT is restricted where, within six months (before or after) that subscription, the investor had disposed of shares in the same VCT or a VCT which has merged with that VCT. Existing Shareholders should be aware that the sale of existing Shares in the Company within these periods could, therefore, put their income tax relief relating to the Offer at risk.
- Investors may lose entitlement to tax reliefs by themselves taking or not taking certain steps. Prospective Investors should take appropriate advice on the tax aspects of their investment.
- VCT status will be withdrawn if, in respect of shares issued on or after 6 April 2014, a dividend is paid (or other forms of

distribution or payments are made to investors) from capital within three years of the end of the accounting period in which shares were issued to investors. This may reduce the amount of distributable reserves available to the Company to fund dividends and share buy backs.

- Qualifying conditions that became effective in the Finance (No 2) Act 2015 introduced a maximum age limit for qualifying investments generally (7 years from first commercial sale, or 10 years for Knowledge Intensive Companies), and a maximum amount of Risk Finance State Aid which a Qualifying Company can receive over its lifetime (£12m, or £20m for Knowledge Intensive Companies). Companies receiving VCT funds will not be permitted to use those funds to acquire shares, businesses or certain intangible assets.
- Companies are restricted in the amount of state aided investment they can receive. Where the European Commission believes that Risk Finance State Aid has been provided which is not in accordance with The Risk Finance Guidelines, they may require the UK Government to recover that Risk Finance State Aid. As there is currently no mechanism in place for this, it is possible that recovery may be from the companies into which the Company invests, from the Company, or from the Company's investors.

## Risks relating to Triple Point, the Investment Manager

- Past performance of the Investment Manager is no indication of future performance.
- Triple Point and its officers, agents and affiliates, company directors, and persons or companies with whom they are affiliated or by whom they are employed may be involved in other financial, investment, or other professional activities which may result in conflicts of interest with the companies invested in. In particular, the companies may trade with other companies that have received investment from Triple Point managed funds. There is the potential for conflicts of interest between Triple Point's responsibilities to the Company and its responsibility to raise funds for the companies themselves and between the

Company's responsibilities to represent the interests of Shareholders in different share classes. The Investment Manager maintains robust conflict of interest procedures to manage potential conflicts and issues are resolved at the discretion of the independent board of the Company.

- The Company may invest alongside other funds or entities managed or advised by the Investment Manager which would help the Company to broaden its range of investments or the scale of opportunities further than if it were investing on its own. It is possible that conflicts may arise in these circumstances between different funds or between the Company and the Investment Manager. The Investment Manager maintains robust conflict of interest procedures to manage potential conflicts and issues are resolved at the discretion of the independent board of the Company.
- There is no guarantee that the Investment Management Team will source sufficient deal flow that satisfies the Investment Policy.

## Forward looking statements

- Investors should not place undue reliance on forward-looking statements. This Prospectus includes statements that are (or may be deemed to be) "forward looking statements", which can be identified by the use of forward-looking terminology including the various terms "believes", "continues", "expects", "intends", "aims", "may", "will", "would", "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. Forward looking statements involve risk and uncertainty because they relate to future events and circumstances. Save in relation to statements concerning working capital adequacy, forward-looking statements contained in this Prospectus, based on past trends or activities, should not be taken as a representation that such trends or activities will continue in the future. These statements will be updated as and when required by the Prospectus Rules, the Listing Rules and the DGTRs.



## PART 1 : SHARE OFFER BY THE COMPANY

# Chairman's letter

Triple Point Income VCT plc  
18 St. Swithin's Lane  
London EC4N 8AD

7 October 2016

Dear Investor,

I am pleased to introduce the Company's Offer for subscription of new E Ordinary Shares. An investment under the Offer will give individuals exposure to a portfolio of businesses focused on the delivery of infrastructure and industrial support services. Key objectives for the Offer are to provide regular tax free income and a return of capital over a ten to twelve year timeframe with a possible early partial return of funds to Shareholders, if market conditions present a good opportunity to do so.

The Investment Manager, Triple Point Investment Management LLP ("Triple Point"), will target VCT Qualifying Investments in small and medium-sized enterprises ("SMEs") with robust business plans and strong asset bases and which demonstrate a capacity for growth and cash generation.

Since inception the Company has raised over £58m and has a track record in a number of different sectors including; cinema digitisation, crematorium management, hydro electric power, landfill gas and SME lending.

### Triple Point Income VCT plc

Total Shareholder return (unaudited) to date across all share classes

30 June 2016	Total dividends to date	Shareholder Net Asset Value	Total Shareholder return to date	Total Shareholder return (including upfront tax relief)
TP Income 'A' Shares	56.20p	41.51p	97.71p	127.71p
TP Income 'O' Shares	25.56p	67.92p	93.48p	123.48p
TP Income 'C' Shares (Hydro VCT)	0.00p	105.72p	105.72p	135.72p
TP Income 'D' Shares (Hydro VCT 2)	0.00p	102.06p	102.06p	132.06p

Following successfully realised investments in solar and anaerobic digestion investee companies the Ordinary Share Fund, as at 30 June 2016, had paid by way of dividends to Shareholders 25.56p per Ordinary Share. This brings the total return to 93.48p per Ordinary Share compared to a weighted average subscription share price of 83.6p per Ordinary Share.

The A Ordinary Share Fund as at 30 June 2016 had paid by way of dividends to Shareholders 56.20p per A Ordinary Share, bringing the total return to 97.71p. This compares to a weighted average subscription share price of 86.4p per A Ordinary Share.

The C Ordinary Share Fund invested £10.4m into the hydro electric power sector and recorded a profit over the financial year ending 31 March 2016 of 5.27p per C Ordinary Share. On 8 July 2016 C Ordinary Share Fund Shareholders received their first dividend of 5p per C Ordinary Share.

The offer for D Ordinary Shares closed on 30 April 2015 with a total of £14.3m being raised and £11.1m invested directly into the hydro electric power sector. Over the financial year ending 31 March 2016 the D Ordinary Share Fund recorded a profit of 2.19p per share and as at 30 June 2016 the unaudited NAV per D Ordinary Share stood at 102.06p.

### The Offer

The Company is seeking to raise £15m, with an over-allotment facility of up to a further £15m, which will be open from 7 October 2016 until 28 April 2017, unless fully subscribed at an earlier date or unless previously extended by the Directors, to a date no later than 2 October 2017.

The minimum investment into the Offer is £5,000 and can be invested in either or each of the 2016/17 and 2017/18 tax years. There is no maximum investment but the maximum investment which qualifies for up to 30% upfront income tax relief, provided Investors hold their E Ordinary Shares for five years, is £200,000. The proceeds of the Offer will constitute the E Ordinary Share Fund which will be kept separate from the Ordinary Share Fund, the A Ordinary Share Fund, the C Ordinary Share Fund and the D Ordinary Share Fund.

In order to qualify as a VCT, the Company must hold at least 70% of its total investments, including the proceeds of the Offer, in Qualifying Investments which 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. Triple Point and the Company will seek new investments into cash generative businesses with a capacity for growth which can provide a positive return to Investors in accordance with the Company's Investment Policy. For liquidity management purposes, Non-Qualifying Investments may be held as cash and made into investments which may be repurchased, redeemed, or paid out on no more than seven days' notice.

Since 2004 Triple Point has sourced over £600 million of funding for the SME sector and believes that, with continuing limited available funding from banks and private equity institutions and the need for SMEs to diversify their funding sources, Investors can achieve competitive returns from a well-managed portfolio of Qualifying Investments represented by the E Ordinary Share Fund.

The E Ordinary Share Fund intends to pay regular tax-free dividends, aiming to pay a dividend of up to 5 pence per E Ordinary Share in the financial year ending 31 March 2020 followed by a regular dividend of up to 5 pence per E Ordinary Share per annum for the remaining life of the E Ordinary Share Fund. The Company's ability to distribute dividends on an annual basis will be determined by the availability of distributable reserves, by legislative requirements and cash. The dividend targets may not be achieved and there is no certainty that any dividends will be paid.

### How to Apply

You will find the Application Forms on the Company's website: <http://www.triplepoint.co.uk>. The Company recommends that potential Shareholders consult their financial advisers before making an investment in the Offer. In this connection, please note the risks outlined on pages 2 and 3 of this document.

I look forward to welcoming you as a Shareholder.

Yours Sincerely,

David Frank  
Chairman

# Triple Point Income VCT plc

## TIMETABLE AND OFFER STATISTICS

### Expected Timetable in respect of the Offer

<b>Offer opens</b>	7 October 2016
<b>Deadline for receipt of applications and cleared funds for final allotment in 2016/17 tax year</b>	12 noon on Friday 31 March 2017
<b>Deadline for receipt of applications and cleared funds for final allotment in 2017/18 tax year</b>	12 noon on Thursday 27 April 2017
<b>First allotment</b>	on or before 5 April 2017
<b>Offer closes</b>	28 April 2017

Admission and dealings expected to commence within ten 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 2017/18 tax year, may be extended by the Directors at their absolute discretion to a date no later than 2 October 2017. The Directors reserve the right to allot and issue E Ordinary 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 E Ordinary Shares. The Offer is not underwritten.

### Offer Statistics

<b>Offer Price per E Ordinary Share</b>	As determined by the E Ordinary Share Price Calculation*
<b>Maximum costs of the Offer**</b>	£1,500,000
<b>Maximum Net Proceeds of the Offer**</b>	£28,500,000
<b>Minimum Net Proceeds of the Offer</b>	£3,000,000
<b>Maximum number of E Ordinary Shares in issue following the Offer***</b>	28,500,042
<b>Minimum number of E Ordinary Shares in issue following the Offer****</b>	3,000,004

Authorised introducers: up to 3% of the gross amount invested by professional and execution-only clients may be paid to authorised introducers plus up to 0.5% of the NAV of the E Ordinary Share Fund paid annually in arrear for up to 10 years provided that the intermediary continues to act for the Investor and the Investor continues to act for the beneficial holder of the E Ordinary Shares.

\* The E Ordinary Share Price Calculation is described on page 22

\*\* Assuming a full subscription of £30,000,000, including the over allotment facility, and that the issue costs per E Ordinary Share are 5%.

\*\*\* Assuming a full subscription of £30,000,000, including the over allotment facility, a NAV per E Ordinary Share of 100 pence for the purpose of the E Ordinary Share Price Calculation, and that the average issue costs per E Ordinary Share are 5%. On the above assumptions, but assuming a NAV per E Ordinary Share of 90 pence for the purpose of the E Ordinary Share Price Calculation, the maximum number of E Ordinary Shares in issue following the Offer would be 31,666,613 E Ordinary Shares.

\*\*\*\* Assuming the Minimum Net Proceeds are received for allotment of E Ordinary Shares, a NAV per E Ordinary Share of 100 pence for the purpose of the E Ordinary Share Price Calculation and that the average issue costs per E Ordinary Share are 5%.

The Offer will not proceed unless valid subscriptions amount to not less than the Minimum Net Proceeds by 12 noon on 31 March 2017.

# Costs and commissions relating to the Offer

## Costs and details of the Offer

<b>Retail Clients</b>	
<b>Triple Point's fee*</b>	2.0%
<b>Adviser charges</b>	As agreed between an authorised financial adviser and the Investor. Triple Point can facilitate initial adviser charges which will reduce the amount subscribed under the Offer. On-going adviser charges cannot be facilitated. For further details see pages 22 and 23.
<b>Professional Clients and Execution-Only Clients</b>	
<b>Triple Point's fee*</b>	2.0%
<b>Initial commission payable to authorised introducers*</b>	Up to 3.0%
<b>Trail commission payable to authorised introducers**</b>	Up to 0.5% per annum, payable for up to 10 years

\* Of the aggregate value of accepted applications for E Ordinary Shares.

\*\* Of each relevant Investor's holding in the E Ordinary Share Fund and provided the authorised introducer continues to act for the Investor and the Investor continues to be the beneficial owner of the E Ordinary Shares.



## SECTION A

# Information relating to the Company

### Information on Triple Point Income VCT plc

<b>Directors (all non-executive)</b>	David Frank (Chairman) Michael Stanes Simon Acland
<b>all of: Registered Office</b>	18 St. Swithin's Lane London EC4N 8AD
<b>Sponsor</b>	Howard Kennedy Corporate Services LLP No. 1 London Bridge London SE1 9BG
<b>Solicitors</b>	Howard Kennedy LLP No. 1 London Bridge London SE1 9BG
<b>Investment Manager, Administrator and Company Secretary</b>	Triple Point Investment Management LLP 18 St. Swithin's Lane London EC4N 8AD
<b>VCT Tax Adviser</b>	Philip Hare & Associates LLP 4-6 Staple Inn Holborn London WC1V 7QH
<b>Auditors</b>	Grant Thornton UK LLP 3140 Rowan Place John Smith Drive Oxford Business Park South Oxford OX4 2WB
<b>Registrars</b>	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen West Midlands B63 3DA
<b>Receiving Agent</b>	Triple Point Administration LLP 18 St. Swithin's Lane London EC4N 8AD

## INTRODUCTION TO THE OFFER

# Investment strategy targeting capital preservation and an attractive yield

Key objectives for the Offer are to provide regular tax free income and a return of capital over a ten to twelve year timeframe with a possible early partial return of funds to Shareholders, if market conditions present a good opportunity to do so. The Offer enables Investors to take advantage of the substantial tax reliefs available to, and for investments in, VCTs, including up to 30% income tax relief on amounts invested.

The intention of the Offer is to raise capital for the E Ordinary Share Fund to enable it to acquire (and subsequently maintain) a portfolio of Qualifying Investments, where the focus will be on cash flow generative businesses with a capacity for growth and which can provide a positive return to Investors in accordance with the Company's Investment Policy. The Company will have the ability to invest the E Ordinary Share Fund in a variety of sectors but will target businesses focused on the delivery of infrastructure and industrial support services.

In a low interest rate environment it is important that the E Ordinary Share Fund is invested early in order to generate positive returns promptly. In order to achieve this, the E Ordinary Share Fund assets will be invested as quickly as possible into Qualifying Investments which meet the Company's Investment Policy and, for liquidity management purposes, into Non-Qualifying Investments which may be repurchased, redeemed, or paid out on no more than seven days' notice.

The Company will seek opportunities to return capital to holders of E Ordinary Shares from May 2027, or earlier, if market conditions present a good opportunity to do so.

The Company is seeking to raise up to £15,000,000 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 £15,000,000 in which event the Offer as set out in this Prospectus will be an offer for subscription of up to £30,000,000. The proceeds of the Offer will be applied in accordance with the Company's Investment Policy as set out on pages 10 and 11. The Offer is conditional upon the passing of Resolutions 1, 2, 4 and 5 to be proposed at the General Meeting, the Minimum Net Proceeds being raised before 12 noon on 31 March 2017 and HMRC confirming that the E Ordinary Shares to be issued under the Offer are eligible shares for VCT income tax relief purposes.

Launching an offer for E Ordinary Shares as opposed to an offer by a new VCT has the benefit of cost savings. Over the lifetime of the Company there should be a saving for the E Ordinary Share Fund in the fixed operating costs of the VCT as these are shared with the Ordinary Share Fund, the A Ordinary Share Fund, the C Ordinary Share Fund and the D Ordinary Share Fund.

The Offer will remain open until a date no later than 28 April 2017 unless fully subscribed at an earlier date or unless previously extended by the Directors, to a date no later than 2 October 2017. An application will be made for all of the E Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities.

# A tax efficient investment

The tax rules governing VCT investments make the Company tax efficient for those with UK income tax liabilities. Taxpayers should benefit from a reduction of up to £3,000 in their tax bill for every £10,000 invested, provided the E Ordinary Shares are held for a period of at least five years and so long as the Company maintains its VCT-qualifying status.

Dividend income from the Company will be tax free and there will be no capital gains tax on a disposal of E Ordinary Shares.

## Maximum effect of initial tax relief (illustrative)

	No VCT tax relief	VCT tax relief
Initial investment	£200,000	£200,000
30% income tax relief	Nil	(£60,000)
Effective current cost of the investment	£200,000	£140,000

This is a brief summary only and such tax benefits are subject to an Investor's individual circumstances. 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 B of this Securities Note.

# Investment Policy of the Company

In light of the Offer and recent changes in VCT legislation, the Company is proposing to amend its Investment Policy and provide a clear explanation of the Company's investment objectives, its target asset allocation and the types of Qualifying Investments and Non-Qualifying Investments that the Company will make and the criteria against which investment targets will be assessed.

The Company does not believe that the changes outlined will affect the diversity of the Company's portfolio and how the Company is managed on a day to day basis.

Subject to the approval of Shareholders at the General Meeting, the Company's proposed Investment Policy is set out below. The Company's current Investment Policy is set out in full in Section D.

The Company's main focus is to generate returns from a portfolio of investments in companies based in the UK in order to make regular tax-free dividends.

## Investment Objectives

The key objectives of the Company are to:

- Pay regular tax-free dividends to investors;
- Maintain VCT status to enable investors to benefit from the associated tax reliefs;
- Reduce the volatility normally associated with early stage investments by applying its Investment Policy;
- In respect of the Ordinary Share Fund and the A Ordinary Share Fund, provide investors with the opportunity to exit shortly after five years following investment;
- In respect of the C Ordinary Share Fund and the D Ordinary Share Fund, provide investors with the opportunity to exit shortly after 16 years following investment with a partial return to shareholders after 6 years; and
- In respect of the E Ordinary Share Fund, provide investors with the opportunity to exit between ten and twelve years following investment with a possible early partial return of funds to shareholders if market conditions present such an opportunity.

The Company will not vary these objectives to any material extent without the approval of the Shareholders. The Company's investment policy has

been designed to satisfy the legislative requirements of the VCT scheme and to provide regular tax-free dividends to investors. The Company's investment policy is directed towards new investments into cash flow generative businesses with the capacity for growth and which can provide a positive return to investors. The investments will be made with the intention of growing and developing the revenues and profitability of the target businesses to enable them to be considered for traditional forms of bank finance and other funding. This, in turn, should enable the Company to benefit from gains from a favourable sale of the business to a third party or from a refinance or capital restructuring of the business.

In respect of Qualifying Investments the Company will seek:

- (a) investments on which robust due diligence has been undertaken;
- (b) investments where there is access to regular material financial and other information;
- (c) investments where it may be possible to mitigate capital losses through careful analysis of the collateral available; and
- (d) investments where there is a strong relationship with the key decision makers.

## Target Asset Allocation

The majority of the Company's net assets are or will be invested in unquoted companies. The remaining assets are or will be deployed for liquidity management purposes into Non-Qualifying Investments including cash and other highly liquid investments (which may be repurchased, redeemed, or paid out on no more than seven days' notice). Qualifying Investments will typically range between £500,000 and £5,000,000 and encompass businesses with strong asset bases, and good prospects. No single investment by the Company will represent more than 15 per cent of the aggregate NAV of the Company at the time the investment is made.

## Qualifying Investments

Although investments will be sought in a diverse 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 cash generative businesses with a capacity for growth and which can provide a positive return to investors.

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) the quality of the company's cash flows;
- (d) the quality of the businesses' counterparties, suppliers and market position;
- (e) the sector in which the business is active;
- (f) the quality of the company's assets;
- (g) the opportunity to structure an investment that can produce distributable income;
- (h) the potential for growing and developing the revenues and profitability of the company to enable it to be considered for traditional forms of bank finance and other funding;
- (i) the ability to facilitate an exit which enables the Company to meet its key investment objective of returning funds in line with shareholder expectations.

As the value of investments increase, the Company's investment manager will monitor opportunities for the Company to realise capital gains to enable it to make tax-free distributions to shareholders.

## Non-Qualifying Investments

Non-Qualifying Investments will be made for the purpose of liquidity management. These investments will include the following:

- (a) Short term deposits of money, shares or units in alternative investment funds (which have the meaning given by regulation 3 of the Alternative

Investment Fund Managers Regulations 2013) or in undertakings for the collective investment in transferable securities (which have the meaning given by Section 363A(4) of the Taxation (International and Other Provisions) Act 2010), which may be repurchased, redeemed, or paid out on no more than seven days' notice; and

- (b) Ordinary shares or securities in a company which are acquired on a regulated market (defined in Section S274(4) ITA 2007).

## 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% of its NAV at the time of any borrowing.

# Other policies

## 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 as it applies to the Company's investments is as follows:

- Investments should be reported at fair value where this can be reliably determined by the Board on the recommendation of the Investment Manager.
- 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, any such investments, if made, will be valued at prevailing bid prices.

## Co-Investment Policy

The Company may invest alongside other funds or entities managed or advised by the Investment Manager which would help the Company to broaden its range of investments or the scale of opportunities than if it were investing on its own. It is possible that conflicts may arise in these circumstances between different funds or between the Company and the Investment Manager. The Investment Manager maintains robust conflict of interest procedures to manage potential conflicts and issues are resolved at the discretion of the independent board of the Company.

## 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. It is envisaged that the Company will distribute most of its net income each year by way of dividend, subject to liquidity.

For the E Ordinary Share Fund, the Company intends to distribute up to 5 pence per E Ordinary Share in the financial year ending 31 March 2020 followed by a regular dividend of up to 5 pence per E Ordinary Share per annum for the remaining life of the E Ordinary Share Fund. Such dividends are expected to be funded from income generated by its investments. The Company's ability to pay dividends is subject to the existence of

realised profits, legislative requirements, and the available cash reserves of the Company.

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 which it is expected will be sent to an Investor within 30 days of an allotment. Further dividend mandate forms can be obtained upon request from the registered office of the Company.

## Share Buy-Back Policy

The Company aims, but is not committed, to offer liquidity to Shareholders through on-going buy-backs, subject to the availability of distributable reserves, at a target discount of 10% to NAV.

## Share Realisation Policy

It is intended that investments would be realised to enable distributions in addition to the regular annual dividends to be made to holders of E Ordinary Shares between ten and twelve years following investment with a possible early partial return of funds to Shareholders if market conditions present such an opportunity. It is expected that distributions to holders of E Ordinary Shares will be made in the form of tax-free dividends.



# The Board of Directors

The Board consists of three highly experienced Directors, all of whom are non-executive and independent of the Investment Manager.

The Board is responsible for the overall control and management of the Company with responsibility for its affairs, including determining its Investment Policy. Primary responsibility for the execution of the Company's Investment Policy lies with Triple Point, with the Board overseeing its activities.

The Board will meet at least four times a year. Additionally, special meetings will take place or other arrangements will be made when Board decisions are required in advance of regular meetings.

## Simon Acland

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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 in Quester's portfolio, many of which achieved successful exits through flotation or trade sales. Simon was appointed a Director of the Company on 12 March 2009.

## David Frank

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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 school to the chairmanship of a community foundation. He has been a director and chairman of the Company since 11 November 2010.

## Michael Stanes

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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 and charities, as Investment Director. Michael was appointed a Director of the Company on 21 November 2012.

# The Investment Manager

Triple Point's Investment Management Team has collectively achieved a strong track record of investing in both Qualifying Investments and Non-Qualifying Investments since the launch of the first Triple Point VCT in 2004.

Since 2004 Triple Point has helped launch the VCT share offers listed in the tables below. The (unaudited) "Table A1 – Multi-sector share offers" below illustrates the latest published performance of these seven multi-sector funds. The (unaudited) "Table A2 – Energy sector share offers" below illustrates the latest published performance of three funds focussed on investment into hydro-electric power opportunities and one fund focussed on investment into combined heat and power opportunities. The (unaudited) "Table A3 – Hybrid share offers" below illustrates the performance of offers which followed an investment strategy with hedge fund or similar exposure.

## Investment Management Track Record

Triple Point's product range includes VCTs, investments which qualify under the Enterprise Investment Scheme ("EIS"), investments which qualify for Business Relief ("BR") and debt securities through its Advancr platform. Across its product range, Triple Point has developed a track record in funding small and medium sized enterprises, typically identifying and arranging investment in companies which are asset backed with regular, good quality cash flows, and the capacity for growth.

Table A1 – Multi-sector share offers

VCT	Offer closed (year)	Net cost of investment per share (including initial tax relief)	Total cash distributions per share as at latest published results	Net asset value per share as at latest published results	Total Shareholder return (cash distributions plus net asset value per share)	Minimum VCT holding period expires
Triple Point VCT plc ordinary shares	2005	60p	97.43p (fully exited by 31 August 2008)	0.00p	97.43p	2008
Triple Point VCT plc C ordinary shares	2006	60p	94.01p (fully exited by 30 April 2010)	0.00p	94.01p	2009
TP5 VCT plc ordinary shares	2009	70p	91.70p (entered voluntary members liquidation on 15 October 2015)	4.56p	96.26p	2014
TP10 VCT plc ordinary shares	2010	70p	84.83p (entered voluntary members liquidation on 07 January 2016)	21.75p	106.58p	2015
Triple Point VCT 2011 plc ordinary shares	2011	70p	79.75p (30 June 2016)	35.11p (30 June 2016)	114.86p (30 June 2016)	2016
Triple Point Income VCT plc A ordinary shares (previously "TP12 (I) VCT plc")	2012	70p	56.2p (30 June 2016)	41.51p (30 June 2016)	97.71p (30 June 2016)	2017
Triple Point Income VCT plc ordinary shares (enhanced share buy-back and previously "Triple Point Income VCT plc B ordinary shares")	2013	58.55p (based on weighted average share price of 83.64p less tax relief)	25.56p (30 June 2016)	67.92p (30 June 2016)	93.48p (30 June 2016)	2018

**Table A2 – Energy sector focused share offers**

VCT	Offer closed (year)	Net cost of investment per share (including initial tax relief)	Total cash distributions per share as at latest published results	Net asset value per share as at latest published results	Total Shareholder return (cash distributions plus net asset value per share)	Minimum VCT holding period expires
Triple Point Income VCT plc C ordinary shares (hydro-electric power)	2014	70p	0.00p	105.72p (30 June 2016)	105.72p (30 June 2016)	2019
Triple Point Income VCT plc D ordinary shares (hydro-electric power)	2015	70p	0.00p	102.06p (30 June 2016)	102.06p (30 June 2016)	2020
Triple Point VCT 2011 plc A ordinary shares (hydro-electric power)	2015	70p	0.00p	101.13p (31 May 2016)	101.13p (31 May 2016)	2020
Triple Point VCT 2011 plc B ordinary shares (combined heat and power)	2016	70p	0.00p	99.64p (31 May 2016)	99.64p (31 May 2016)	2021

**Table A3 – Hybrid share offers**

VCT	Offer closed (year)	Net cost of investment per share (including initial tax relief)	Total cash distributions per share as at latest published results	Net asset value per share as at latest published results	Total Shareholder return (cash distributions plus net asset value per share)	Minimum VCT holding period expires
TP70 VCT plc ordinary shares	2007	70p	74.70p (fully exited by 21 December 2015)	0.00p	74.70p	2012
Triple Point Income VCT plc ordinary shares (previously "TP70 2008 I VCT plc")	2008	70p	Dividends of 5.82p (prior to merger with Triple Point Income VCT plc) and tender offer of 80.90p (by 30 November 2013)	0.00p	86.72p (30 November 2013)	2013
Triple Point Income VCT plc ordinary shares (previously "TP70 2008 II VCT plc")	2008	70p	Dividends of 5.87p (prior to merger with Triple Point Income VCT plc) and tender offer of 80.90p (by 30 November 2013)	0.00p	86.77p (30 November 2013)	2013
TP5 VCT plc B ordinary shares (previously "TP70 2009 VCT plc")	2009	70p	95.47p (entered voluntary members liquidation on 15 October 2015)	6.99p	102.46p	2014
TP70 2010 VCT plc ordinary shares	2010	70p	86.52 (entered voluntary members liquidation on 07 January 2016)	10.68p	97.2p	2015

## Deal Flow

The Triple Point Investment Management Team has many years' experience of investing in small companies. This has enabled the investment team to establish and maintain an extensive network of experienced advisers and agents to ensure that new deal flow is regularly being vetted. In addition, Triple Point continues to identify or receive approaches for attractive investment opportunities across a number of sectors.

Triple Point is also well positioned to help small and medium sized businesses overcome the obstacle of limited available funding from traditional lenders such as banks and simultaneously deliver competitive returns to investors. In the UK's current uncertain economic climate the Directors believe that there are significant opportunities for investment in well-managed businesses that are struggling to source funding for growth.

It may be possible for the E Ordinary Share Fund to acquire existing Qualifying Investments from other share classes, depending on when funds are raised under the Offer and to the extent permitted by the VCT Rules. The acquisition of such investments would potentially provide cash which can be used to fund a future exit of holders of other share classes of the Company.

### Past examples of investments

Triple Point is an experienced manager of investments in infrastructure and industrial support services and has to date arranged funding into SMEs operating in a diverse range of sectors. These include: cinema digitisation, renewable energy, combined heat and power, landfill gas and telecommunications.

Set out below is one example of a recent investment into, and examples of recent exits from, such companies.

Glasshouse Generation Limited. £5m was invested into a combined heat and power facility situated on the Isle of Wight in May 2015. The funds were used to construct and subsequently own and operate an 11MW combined heat and power plant that sells electricity to Engie (previously known as GDF Suez) and heat to the UK's largest tomato grower. The plant has a minimum 20 year life and is powered by two 5.5MW Rolls Royce combustion engines.

Bridge Power Limited. £2.75m invested from a combination of Triple Point VCTs. The funds were invested into and an exit was subsequently secured from Bridge Power Limited, which operated and generated income from a large number of residential solar photovoltaic systems. The valuation of Bridge Power Limited was increased in March 2015 following the successful sale to an institutional buyer of the trade and assets of the company together with several similar companies in receipt of Triple Point managed funds. The combined sale led to several Triple Point VCT's reporting increased NAVs – in the case of the Ordinary Share Fund, an uplift of 4.36 pence per share and in the case of the A Ordinary Share Fund an uplift of 10.15 pence per share.

DLN Digital Limited ('DLN') is one of various companies within the UK cinema digitisation sector, its business is to install and maintain digital equipment in Odeon cinemas at selected sites across the UK. DLN earns digital access fees via an integrator company, in turn paid by six major studios. Two Triple Point managed VCT share classes have subsequently exited DLN Digital in January 2016,

within five years of their initial date of investment, for multiples of over 1.24x their original investment. Looking forward TP Income investors in the O Share Fund will seek to exit holding in another two digital deployment companies in 2018 to return funds to investors within five years of the VCT raising its funds.

Highland Hydro Services Limited ("HHS") was established to pursue planning applications for hydro electric power sites in the UK. HHS received success fees in relation to each completed hydro electric power project. Two Triple Point managed VCT share classes both invested £813,250 into HHS and in September 2016 exited within five years of the initial investment date returning £1.15m. This represented a return on the original investment amount of 42%.

### Exit strategy

In line with its experience and track record, Triple Point is committed to help facilitate a timely exit for E Ordinary Share Fund Investors between ten and twelve years following investment. Triple Point will also consider and propose to the Board a possible early partial return of funds to Shareholders if market conditions present a good opportunity to do so.

Subject to Resolution 4 being passed at the General Meeting the Directors shall put an ordinary resolution to the holders of E Ordinary Shares at the annual general meeting held in 2029 and, if passed, the Directors shall draw up proposals for the reorganisation or reconstruction of the Company in respect of the E Ordinary Shares for submission to the members of the Company at a general meeting to be convened by the Directors as soon as reasonably practicable without prejudice to the VCT status of the Company.

# Investment Management Team

The Investment Management Team includes individuals with significant experience in private equity, stock market investment, infrastructure finance, public sector financing, and business management.

A summary of the relevant experience for each of the senior members of the Investment Management Team is shown to the right.

## Ben Beaton

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- Managing Partner and member of the Investment Committee
- Nine years' venture capital investment experience
- Five years' hydro-electric power investment experience and led the sourcing and negotiating of a broad spectrum of investments including £80m in the cinema digitisation sector
- BSc in Biological Sciences from the University of Edinburgh

## James Cranmer

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- Managing Partner
- 22 years' experience in structured, asset and vendor finance
- Responsible for originations in excess of £750m into UK Local Authorities, NHS Hospital Trusts, FTSE 100 and small and medium sized companies
- Graduate from St. Andrews University

## Claire Ainsworth

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- Partner and Chairman of the Investment Committee
- Nine years' venture capital investment experience
- 32 years' industry experience, including 16 years in structured finance at Deutsche Bank where she was Managing Director and involved in transactions totalling £10 billion
- BA in Law from the University of Oxford

## Michael Bayer

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- Partner, Head of Compliance, and member of the Investment Committee
- 25 years' experience in the financial and investment sectors focusing on the provision of debt and equity capital including private equity investment at 3i, acquisition finance debt at Dresdner

Kleinwort, and corporate finance advice at Ernst & Young

- Chartered Accountant and ICAEW/CISI qualified Corporate Finance practitioner
- BSc in Physics and Business Studies from the University of Warwick

## Bryan Curel

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- Partner and Legal Counsel
- 27 years' asset finance experience
- Nine years' experience as Founding Partner of CBY Solicitors
- Nine years' experience as the Head of the Technology Finance legal team and a Director at Kleinwort Benson (later Dresdner Kleinwort Wasserstein)

## Ian McLennan

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- Partner and member of the Investment Committee
- Eight years' venture capital investment experience
- 29 years' investment industry experience with global players such as UBS AG & Brevan Howard
- Led the sourcing and negotiating of over £100m in the renewable energy sector
- Accountancy degree from the University of Glasgow and CFA Charterholder since 1991

## Jonathan Parr

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- Principal, Head of Product Development, and member of the Investment Committee
- Six years' venture capital investment experience
- Four years' tax advisory experience
- BSc in Physics from the University of Manchester
- Chartered Tax Adviser and CFA Charterholder

### Neil Richards

- Principal and Head of Leasing
- 21 years' asset finance experience
- Qualified Accountant with Ernst and Young
- Founding Shareholder and Finance Director of Virtual Lease Services Limited

### Max Shenkman

- Principal and Head of Investment
- 10 years' combined experience in corporate finance, consultancy, and venture capital
- Associate and three years' corporate finance experience at Lazard
- MA (Hons) in History from the University of Edinburgh

### James Abraham

- Investment Manager
- Three years' investment experience
- Two years' experience as an Economist at Glenigan, a consultancy
- MSc in Finance & Investment from Durham University, MA in Economics from the University of St. Andrews

### Raza Ali

- Portfolio Manager
- Seven years' experience in the Triple Point investment and portfolio management teams
- Four years' experience in the transaction services team at PriceWaterhouseCoopers
- Qualified Chartered Accountant and BA (Hons) in Economics and Management from Oxford University

### Diana Apedu

- Assistant Portfolio Manager
- Four years' experience in the financial services sector
- BSc in Finance and Investment from the University of Brighton

### King Chan

- Investment Manager
- 6 years investment experience
- Experienced in project financing of Renewable energy and clean tech
- Led financing of Renewable energy projects with a total capital value in excess of £200 million and transacted on over 50MW
- BSc in Mathematics and Marketing from Kingston University

### Freddie Cowper-Coles

- Investment Analyst
- One years' venture capital investment experience
- Qualified as a solicitor at Mishcon de Reya
- Holder of the Investment Management Certificate and the Corporate Finance Certificate
- MAs in History from the University of Edinburgh and King's College, London

### Margaret Hall

- Portfolio Manager
- Over 21 years' portfolio management experience
- BA in Business Studies from Huddersfield University

### Sasan Munro

- Investment Analyst
- Two years' experience within the asset management industry, including public markets and venture capital
- Hedge fund experience at CF Partners Asset Management
- MSc in Finance & Investment from the University of Edinburgh
- LLB (Hons) from the University of Aberdeen

### Alexander Precious

- Investment Analyst
- Two years' venture capital investment experience
- Holder of the Investment Management Certificate
- Graduate from the University of Leeds

### Oliver Scutt

- Legal Counsel
- Seven years' combined experience as a solicitor in the venture capital and private equity sectors
- Private practice experience with Pinsent Masons LLP
- GDL and LPC in Law at BPP and CEDR accredited mediator
- English Literature graduate of the University of Durham

### Alex Tucker

- Investment Manager
- Eight years' venture capital investment experience
- Advised on investments in hydro-electric power, landfill gas and anaerobic digestion
- MA in Business Studies from the University of Edinburgh and the University of British Colombia

### Eddie Veale

- Investment Analyst
- Four years' financial services experience
- MSc in Finance from Cass Business School, City University London, and BSc in Economics and Finance from the Quinn School of Business, University College Dublin

### Charlie von Schmieder

- Investment Director
- 16 years' transactional experience in the investment management, industrial and commercial sectors
- Five years' venture capital investment experience
- Sourced, negotiated and advised on 40MW of solar PV investments. Six years' experience in the renewables sector
- BA in Science of Materials from Trinity College Dublin and an MBA with Distinction from INSEAD



# Summary of tax benefits for VCT investors

VCTs were established in 1995 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% and the personal 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 subject to a minimum five year holding period.

Depending upon the Investor's personal circumstances, subscribers for E Ordinary Shares under the Offer will be entitled to income tax relief of up to 30% provided that the E Ordinary 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 E Ordinary Shares will be tax free.

Income tax relief may be claimed by the Investor by obtaining, from HMRC, 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 tax position of Investors under the Offer is set out in Section B of Part 1.

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

## Her Majesty's Revenue & Customs Approval

The Company has obtained approval as a VCT from HMRC. The Directors intend to manage the Company's affairs in order that it, and there are internal controls in place to ensure that the Company does so, complies with the legislation applicable to VCTs. In this regard Philip Hare & Associates LLP have been appointed to advise on VCT 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

The Company will pay to Triple Point a single fee equal to the aggregate of (i) up to 2.0% of the aggregate value of accepted applications for E Ordinary Shares and (ii) the initial commission, if any, paid to Execution-Only Brokers and (iii) the initial commission, if any, paid to those advising professional investors in respect of subscriptions under the Offer. Triple Point has agreed to indemnify the Company against the costs of the Offer, excluding VAT, exceeding 5% of the funds it raises. The costs of the Offer will be borne solely by the E Ordinary Share Fund. From this sum, Triple Point will discharge all external costs, and its own costs, in respect of the Offer. The payment of initial charges agreed between an authorised financial adviser and the Investor can be facilitated by Triple Point, which will reduce the amount subscribed under the Offer.

## Annual fees and running costs

Triple Point has been appointed as the Company's investment manager and administrator under the IMA. Triple Point has agreed to indemnify the Company in respect of any annual costs (but excluding any exceptional and extraordinary costs) in excess of 3.5% of the Company's NAV (excluding VAT).

The IMA in its current form provides for the following:

### In respect of the Company as a whole:

- a fee for administration services equal to 0.25% (plus VAT) of the Company's NAV per annum payable quarterly in arrear; and
- a fee for company secretarial services equal to £7,500 (plus VAT) per annum.

### In respect of the Ordinary Share Fund:

- in respect of the fund representing the Ordinary Shares issued prior to the ESBB, Triple Point will receive investment

management fees (exclusive of VAT) equal to 1.5% per annum of that fund's NAV up to 30 April 2013 and thereafter 1% of any amounts returned to holders of Ordinary Shares issued prior to the ESBB; and

- in respect of the fund representing the Ordinary Shares issued pursuant to the ESBB, Triple Point will receive investment management fees (exclusive of VAT) equal to 1.5% per annum of that fund's NAV 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:

- Triple Point will receive investment management fees (exclusive of VAT) equal to 1.5% per annum of the A Ordinary Share Fund's NAV up to 30 April 2017 and thereafter 1% of any amounts returned to holders of A Ordinary Shares.

### In respect of the C Ordinary Share Fund:

- Triple Point will receive investment management fees (exclusive of VAT) equal to 2% per annum of the C Ordinary Share Fund's NAV; and
- a performance incentive fee based upon returns to holders of C Ordinary Shares. The amount of the performance incentive fee payable is based on the payment of dividends to holders of C Ordinary Shares. To the extent that, on the payment of any dividend to holders of C Ordinary Shares, the total of all dividends per C Ordinary Share made to holders of C Ordinary Shares (including the current dividend being paid) exceeds the hurdle (being at the time of any payment of a dividend to holders of C Ordinary Shares the higher of (i) 100 pence per C Ordinary Share or (ii) the total of all dividends per C Ordinary Share made to holders of C Ordinary Shares prior to the dividend), Triple Point will be entitled to receive a sum equal to 20% of the excess over the hurdle.

### In respect of the D Ordinary Share Fund:

- Triple Point will receive investment management fees (exclusive of VAT) equal to 2.0% per annum of the D Ordinary Share Fund's NAV, payable quarterly in arrear; and
- to the extent that, on any distribution made to holders of D Ordinary Shares, the total of all distributions per D Ordinary Share made to holders of D Ordinary Shares (including the distribution in question being made) exceeds a hurdle (being at the time of any distribution to holders of D Ordinary Shares the higher of (i) 100 pence per D Ordinary Share and (ii) the total of all distributions per D Ordinary Share made to holders of D Ordinary Shares prior to that distribution), Triple Point will be entitled to receive a sum equal to 20% of the excess over the hurdle.

The IMA will continue for at least five years following the admission of the D Ordinary Shares to the Official List and, thereafter, will terminate on 12 months' notice by either party subject to earlier termination in certain circumstances.

### In respect of the E Ordinary Share Fund:

The IMA will be varied, subject to the Offer becoming effective and subject to the approval of Shareholders at the General Meeting, to provide for the following:

- Triple Point will receive investment management fees (exclusive of VAT) equal to 2.0% per annum of the E Ordinary Share Fund's NAV, payable quarterly in arrear;
- to the extent that, on any distribution made to holders of E Ordinary Shares, the total of all distributions per E Ordinary Share made to holders of E Ordinary Shares (including the distribution in question being made) exceeds a hurdle (being at the time of any distribution to holders of E Ordinary Shares the higher

of (i) 100 pence per E Ordinary Share and (ii) the total of all distributions per E Ordinary Share made to holders of E Ordinary Shares prior to that distribution), Triple Point will be entitled to receive a sum equal to 20% of the excess over the hurdle; and

- Triple Point will receive the capital raising fee set out above in the paragraph headed “Capital raising costs”.

It is proposed that Triple Point’s appointment under the IMA will continue for at least five years following the Admission and, thereafter, will terminate on 12 months’ notice by either party subject to earlier termination in certain circumstances.

Annual Directors’ fees payable to the Board will not exceed £100,000 (excluding any VAT or national insurance contributions).

The investment management and performance fees for the Ordinary Share Fund, the A Ordinary Share Fund, the C Ordinary Share Fund and the D Ordinary Share Fund, as set out above, are unchanged.

Assuming £30,000,000 is raised under the Offer and that the costs of the Offer are 5%, the Directors estimate that the Annual Running Costs after the Offer will be approximately 0.23% of the Company’s NAV (excluding VAT) as opposed to 0.33% of the Company’s NAV (excluding VAT) prior to the Offer. 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.

Triple Point may retain arrangement fees paid by companies into which the Company invests 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 will be to reduce the net assets of the companies in which the Company invests. The Triple Point Group may also benefit from the receipt of business administration fees charged against such companies, the level of which, in the case of a particular company, may be related to that company’s performance.

## Communicating with Shareholders

The Directors believe that communication with Shareholders is important. A copy of the Company’s annual report and financial statements (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](http://www.triplepoint.co.uk) and sent to those Shareholders who have requested a hard copy. The Company’s annual report and financial statements, made up to 31 March in each year, 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 on their investment in E Ordinary Shares.

## Corporate governance

The UK Corporate Governance Code published by the Financial Reporting Council in September 2014 (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) a formal performance evaluation of the Board, its committees, the Directors and the chairman has not been undertaken, (iii) the Company does not have a senior independent Director, (iv) 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, (v) as all the Directors are non-executive it is not considered appropriate to appoint a nomination or remuneration committee and (vi) the Company’s audit committee comprises the three non-executive directors, all of whom are considered independent. The Board regularly reviews the independence of its Directors.

## Status of the Company and the Triple Point Group

The Company is registered with the FCA as a small registered UK alternative investment fund manager. Triple Point Investment Management LLP (FRN: 456597) and Triple Point Administration LLP are both authorised and regulated by the FCA.

# Details of the Offer

## Minimum and maximum investment

The E Ordinary Shares are offered at a price to be determined in accordance with the E Ordinary Share Price Calculation payable in full upon application.

Up to £15,000,000 is being raised by the issue of E Ordinary Shares under the Offer. If the Offer is over-subscribed, the Offer may be increased at the discretion of the Directors by use of the over allotment facility of up to a further £15,000,000 by issue of E Ordinary Shares, in which event the Offer will be an offer for subscription of up to £30,000,000 by issue of E Ordinary Shares. The Offer is conditional upon the Minimum Net Proceeds being raised prior to 12 noon on 31 March 2017. If this is not raised the Offer will lapse and all application monies will be returned (without interest) by returning applicants' cheques 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. The results of the Offer will be announced to the London Stock Exchange through a Regulatory Information Service provider authorised by the FCA. Applicants are encouraged to submit their Application Form early in order to be confident that their application will be successful.

The minimum investment under the Offer is £5,000. There is no maximum investment but the maximum investment on which tax reliefs are currently available is £200,000 in VCTs in any tax year. An Investor and their spouse or civil partner can each invest up to £200,000 in any one

tax year. Further information with regard to taxation matters can be found in Section B of Part 1 of this document. Multiple applications are permitted. Please see the "Terms and Conditions of Application for Shares under the Offer" in Part 4 of this document for further details.

The ISIN and SEDOL codes of the E Ordinary Shares are GB00BD89H869 and BD89H86 respectively.

## E Ordinary Share Price Calculation

The price per E Ordinary Share will be determined by the Investment Manager and agreed by the Board in accordance with the formula below, which is designed to maintain fairness for all Investors under the Offer by ensuring that the value of each Investor's holding of E Ordinary Shares reflects the amount of initial commission, if any, payable to the Investor's authorised financial adviser/ authorised introducer and to Triple Point (initial adviser charges, if any, can be facilitated by Triple Point and will reduce the amount subscribed under the Offer):

**Price per E Ordinary Share =  $(A) / \{100 - ((B) + (C)) \times 100\}$  (in units of £ per E Ordinary Share)**

Where:

- (A) is the NAV per E Ordinary Share, which for the purpose of the first allotment under the Offer shall be deemed to be 100 pence per E Ordinary Share;
- (B) is the percentage initial charge payable by the Company to Triple Point; and
- (C) is the percentage initial commission (if any) payable by the Company to the authorised introducer

The price per E Ordinary Share (calculated in accordance with the formula above) will be rounded to the nearest 0.001 pence.

The number of E Ordinary Shares to be allotted is then determined, as follows:  
Number of E Ordinary Shares to be allotted = amount subscribed under the Offer/ price per E Ordinary Share.

The number of E Ordinary Shares to be allotted will be rounded down to the nearest whole Share.

## Example

A professional client investor, having been advised by an authorised introducer, subscribes £100,000 under the Offer and his application is accepted. The NAV, (A), is 100 pence per E Ordinary Share at this time. The amount payable to Triple Point, (B), is 2% of the application value. A commission payment, (C), of 3% of the subscription amount is agreed to be paid to the authorised introducer.

Therefore, the price per E Ordinary Share is:  $100 / \{100 - ((2\% + 3\%) \times 100)\} = £1.05263$  per E Ordinary Share (rounded to 5 decimal places)

For £100,000 subscribed, this will result in an allocation of:  $£100,000 / £1.05263$  per E Ordinary Share = 95,000 E Ordinary Shares.

The Company will pay the initial charge to Triple Point and the commission to the adviser.

## Adviser charges

Commission is generally not permitted to be paid by the Company to intermediaries who provide a personal recommendation to retail clients on investments in VCTs after 30 December 2012. Instead, an adviser charge will usually be agreed between the intermediary and Investor for the advice and related services. This charge should be paid directly by the Investor to the authorised financial adviser. Triple Point can facilitate initial adviser

charges from, and will therefore reduce, the amount subscribed under the Offer. Investors should receive income tax relief on the subscription amount.

### Commission

Commission may be paid by the Company where there is an execution-only transaction and no advice has been provided by the intermediary to the Investor or a commission of up to 3% where the intermediary has demonstrated to Triple Point that the Investor is a professional client of the intermediary. Commission is payable by Triple Point out of its initial charge. Those intermediaries who are permitted to receive commission from the Company will usually receive an initial commission of up to 3% of the amount invested by their clients under the Offer. Additionally, provided that the intermediary continues to act for the Investor and the Investor continues to be the beneficial owner of the E Ordinary Shares, and subject to applicable laws and regulations, the intermediary will usually be paid an annual trail commission of up to 0.5% of each relevant Investor's holding in the E Ordinary Share Fund, which will be paid out of the investment management fees payable to Triple Point in respect of the E Ordinary Share Fund for no more than 10 years from the date of investment.

### Listing

An application has been made to the UK Listing Authority and will be made to the London Stock Exchange for the E Ordinary Shares subscribed for under the Offer to be listed on the premium segment of the Official List and admitted to trading on the London Stock Exchange's main market for listed securities respectively. The E Ordinary Shares will be issued in registered form and will be freely transferable in

both certificated and un-certificated form and will rank pari-passu in all respects. E Ordinary Shares in respect of applications received for the 2016/17 Offer will be issued and allotted on or before 5 April 2017 and it is expected that E Ordinary Shares in respect of applications received for the 2017/18 Offer will be issued and allotted on or before 28 April 2017, with Admission commencing within ten Business Days following such allotment. Details of allotments and the subscription price for E Ordinary Shares will be announced through a Regulatory Information Service by no later than the Business Day following the allotment. Share certificates and certificates to enable a claim for income tax relief to be made in respect of the E Ordinary Shares will be posted to Shareholders within 30 Business Days of allotment of the E Ordinary Shares. No temporary documents of title will be issued. The Offer is not underwritten.

# 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 E Ordinary Shares. 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.

## Income tax

Relief from income tax on investment.

Income tax relief at the rate of 30% will be available on subscriptions for E Ordinary 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 £100,000 for E Ordinary Shares is shown below:

Potential tax relief effect (illustrative)		
	No VCT tax relief	VCT tax relief
Initial investment	£100,000	£100,000
30% income tax relief	Nil	(£30,000)
Effective current cost of the investment	£100,000	£70,000

To obtain relief an Investor may subscribe for E Ordinary Shares either on his own behalf or the E Ordinary Shares may be subscribed for by a nominee of an Investor. Investments to be used as security for or financed by loans may not qualify for relief, depending on the circumstances.

Income tax relief will not be available to an Investor in E Ordinary Shares if, within six months of subscription, whether before or after the subscription, the Investor has disposed of any Shares in the Company.

## 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.

The Finance Act 2014 amended the VCT Rules in respect of VCT shares issued on or after 6 April 2014. VCT status will be withdrawn if, in respect of shares issued on or after 6 April 2014, a dividend is paid (or other forms of distribution or payments are made to investors) from capital within three years of the end of the accounting period in which shares were issued to investors.

## Purchasers in the market

An individual purchaser of existing VCT shares in the market will be entitled to claim dividend relief but not relief from income tax on investment.

## 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 and civil partners) within five years of issue or if the VCT loses its approval within this period.

## Capital gains tax

Relief from capital gains tax on the disposal of shares.

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

## Purchasers in the market.

An individual purchaser of E Ordinary Shares in the market will be entitled to claim relief from capital gains tax on disposal.



## 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 their tax coding under the PAYE system or by waiting until the end of the tax year and using their 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 E Ordinary Shares and the Company assumes no responsibility for such withholding.

## HMRC withdrawal of VCT 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. Any gains realised on 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.

## The impact of the death of an Investor

Should an Investor die having made an investment in E Ordinary Shares, the transfer of the E Ordinary Shares on his or her death is not treated as a disposal of shares for the purposes of the VCT legislation and so there will be no claw-back of the income tax relief obtained on the subscription for those E Ordinary Shares. The value of the E Ordinary Shares will however be included in the estate of the deceased for inheritance tax purposes.

The beneficiary of the E Ordinary Shares inherited from a deceased Investor will continue to be entitled to receive tax-free dividends but will not be eligible for initial income tax relief as this is only available in respect of applications for new shares.

## The impact of a transfer of shares between spouses and civil partners

The transfer of E Ordinary Shares between spouses and civil partners is not treated as a disposal of shares for the purposes of the VCT legislation and the new owner will be eligible to receive tax-free dividends.

# Tax position of the Company

VCTs have to satisfy a number of tests to continue to qualify as VCTs and new qualifying conditions became effective from 18 November 2015. How these conditions apply to the Company is summarised below. The following information is based on current UK law and practice, is subject to changes therein, is given by way of general summary only 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% by value of its investments represented by "Qualifying Investments" (see below);
- (c) for funds raised after 5 April 2011, have at least 70% by value of Qualifying Investments in 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 ("eligible shares");
- (d) not have more than 15% 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;
- (e) have its ordinary share capital included on the Official List or quoted on any regulated market in the EU or European Economic Area;
- (f) not retain more than 15% of its income derived from shares and securities in any accounting period;
- (g) not be a close company;
- (h) not make an investment in a company which causes that company to receive more than £5,000,000 of State Aid investment in the 12 months ended on the date of the investment;
- (i) not return capital to Shareholders before the third anniversary of the end of the accounting period during which the share issue occurs;
- (j) not invest in a company that causes that company to receive more than £12m (£20m if the company is deemed to be a Knowledge Intensive Company) of State Aid investment (including from VCTs) over the company's lifetime. A subsequent acquisition by the company of another company that has previously received State Aid risk finance can cause the lifetime limit to be exceeded;
- (k) not invest in a company whose first commercial sale was more than 7 years (10 years for a Knowledge Intensive

Company) prior to the date of investment, except where previous State Aid risk finance was received by the company within 7 years or where a turnover test is satisfied;

- (l) ensure that no funds received from a Qualifying Investment will be used to acquire an existing company, or an existing business, trade or intangible asset in use in a trade; and
- (m) not make a Non-Qualifying Investment other than those specified in Section 274 ITA 2007.

A VCT cannot be approved as such, unless the relevant tests are met throughout the most recent complete accounting period of the VCT and HMRC 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 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 £5,000,000 per tax year per company. These unquoted trading companies 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 £15,000,000 immediately prior to the investment or £16,000,000 immediately thereafter. Each unquoted trading company must not receive more than £5,000,000 from State Aid sources, including from VCTs and EIS investments, in any twelve month period. Each company cannot receive more than £12,000,000 (£20,000,000 if the company is deemed to be a Knowledge Intensive Company) of State Aid investment (including from VCTs) over the company's lifetime. Each company's first commercial sale must be no more than 7 years (10 years for a Knowledge Intensive Company) prior to the date of the VCT's investment, except where previous State Aid risk finance was received by the company within 7 years or where a turnover test is satisfied. Funds received from an investment by a VCT cannot be used to acquire another existing business or trade. It must have fewer than 250 full time (or full

time equivalent) employees at the time of investment (or 500 employees in the case of a Knowledge Intensive Company).

Not less than 10% of each investment must be by way of eligible shares (see (c) 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 UK. The Company intends to continue to comply with and continue to satisfy the conditions for approval as a VCT laid down in Section 274 of ITA 2007.

Under current legislation, the Company will be exempt from UK 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 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.

# Current Investment Policy

The Company's current Investment Policy is set out below, which, subject to the approval of the Shareholders at the General Meeting, will be replaced by the proposed Investment Policy on page 10 and 11.

## Investment Strategy

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, the Company will seek to acquire (and subsequently maintain) a portfolio of VCT qualifying company investments equivalent to a minimum of 70% 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% 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 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.

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) in respect of the Ordinary Share Fund and the A Ordinary Share Fund, 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 and with an expected realisation date which meets the cash 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% of its NAV at the time of any borrowing.

# Additional information on the Company

## 1 Incorporation

**1.1** The Company was incorporated and registered in England and Wales on 7 November 2007 under the Companies Act 1985 with registered number 6421083 as a public company limited by shares.

**1.2** On 7 December 2007, the Registrar of Companies issued the Company with a certificate under Section 117 of the CA 1985 entitling it to commence business.

**1.3** Triple Point was incorporated in England and Wales on 28 July 2006 as a limited liability partnership with registered number OC321250.

## 2 Registered Offices and Principal Legislation

**2.1** The registered office of the Company is at 18 St. Swithin's Lane, London EC4N 8AD and its telephone number is +44 (0) 20 7201 8989. The principal legislation under which the Company operates and which governs its shares is the CA 2006 and regulations made thereunder.

**2.2** The registered office of Triple Point is at 18 St. Swithin's Lane, London EC4N 8AD and its telephone number is +44 (0) 20 7201 8989. The principal legislation under which Triple Point operates is the Limited Liability Partnerships Act 2000 and regulations made thereunder.

## 3 Shareholder Authorities

The following ordinary and special resolutions will be proposed at the General Meeting:

### Ordinary Resolutions

**1** That, the Directors be and hereby are authorised in accordance with Section 551 of the CA 2006 to exercise all of the powers of the Company to allot E ordinary shares of 1 pence each in the capital of the Company ("E Shares") up to an aggregate nominal value of £350,000 in connection with the Offer, representing 67.6 per cent of the issued share capital of the Company

as at 6 October 2016, being the latest practical date prior to publication of this document, provided that the authority conferred by this Resolution shall expire at the conclusion of the Company's next annual general meeting or on the expiry of fifteen months following the passing of this Resolution, whichever is the later (unless previously renewed, varied or revoked by the Company in general meeting).

**2** That, the IMA Deed of Variation, details of which are set out on pages 7 and 8 of the circular issued to the Company's Shareholders dated 7 October 2016 (the "Circular"), be approved.

**3** That, the proposed change to the Company's Investment Policy, details of which are set out on page 11 and Part III of the Circular, be approved.

### Special Resolutions

**4** That, the articles of association produced to the meeting, and for the purposes of identification initialled by the Chairman, be adopted as the articles of association of the Company.

**5** That, the Directors be and hereby are empowered pursuant to Section 570(1) of CA 2006 to allot or make offers or agreements to allot equity securities (which expression shall have the meaning ascribed to it in Section 560(1) of CA 2006) for cash pursuant to the authority given in accordance with Section 551 of CA 2006 by the Resolution 1 as if Section 561(1) of CA 2006 did not apply to such allotments, provided that the power provided by this Resolution shall expire at the conclusion of the Company's next annual general meeting or on the expiry of fifteen months following the passing of this Resolution, whichever is the later (unless previously renewed, varied or revoked by the Company in general meeting).

**6** That, the Company be and is hereby authorised to make one or more market purchases (within the meaning of Section

693(4) of the CA 2006) of Ordinary Shares, A Shares, C Shares, D Shares and E Shares provided that:

i the maximum aggregate number of Ordinary Shares authorised to be purchased is an amount equal to 10% of the issued Ordinary Shares as at the date of this Resolution;

ii the maximum aggregate number of A Shares authorised to be purchased is an amount equal to 10% of the issued A Shares as at the date of this Resolution;

iii the maximum aggregate number of C Shares authorised to be purchased is an amount equal to 10% of the issued C Shares as at the date of this Resolution;

iv the maximum aggregate number of D Shares authorised to be purchased is an amount equal to 10% of the issued D Shares as at the date of this Resolution;

v the maximum aggregate number of E Shares authorised to be purchased is an amount equal to 10% of the issued E Shares immediately following the closing of the Offer;

vi the minimum price which may be paid for an Ordinary Share, an A Share, a C Share, a D Share and an E Share is their nominal value;

vii the maximum price which may be paid for an Ordinary Share, an A Share, a C Share, a D Share and an E Share is an amount, exclusive of expenses, equal to 105 per cent. of the average of the middle market prices shown in the quotations for a share in the Daily Official List of the London Stock Exchange for the five Business Days immediately preceding the day on which that Ordinary Share, A Share, C Share, D Share and E Share (as applicable) is purchased; and

viii unless renewed, the authority hereby conferred shall expire either at the conclusion of the annual general meeting of the Company following the passing of this Resolution or on the expiry of 15 months from the passing of this Resolution, whichever is the latest to occur, save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares, A Shares, C Shares, D Shares and E Shares which will or may be completed or executed wholly or partly after such expiry.

For the purpose of these resolutions, words and expressions defined in the Circular shall have the same meanings in these resolutions, save where the context requires otherwise.

## 4 Share Rights

4.1 The rights and restrictions attaching to the E Shares will be as follows:

### 4.1.1 Voting Rights

Subject to any disenfranchisement as provided in paragraph 4.1.4 below, the E Ordinary Shares shall carry the right to receive notice of or to attend or vote at any general meeting of the Company and on a show of hands every holder of ordinary shares present in person (or being a corporation, present by authorised representative) shall have one vote and, on a poll, every holder of E Ordinary Shares who is present in person or by proxy shall have one vote for every E Ordinary Share of which he or she is the holder. The E Ordinary Shares shall rank *pari passu* as to rights to attend and vote at any general meeting of the Company.

The Articles that are proposed to be adopted at the General Meeting shall provide that the E Ordinary Shares shall carry the right to receive notice of, and to attend, speak and vote at, any general meeting.

### 4.1.2. Transfer of Shares

The E Ordinary Shares are in registered form and will be freely transferable free of all liens. All transfers of E Ordinary Shares must be effected by a transfer in writing in any usual form or any other form approved by the Directors. The instrument of transfer

of a E Ordinary Share shall be executed by or on behalf of the transferor and, in the case of a partly paid share, by or on behalf of the transferee. The Directors may refuse to register any transfer of a partly paid E Ordinary Share, provided that such refusal does not prevent dealings taking place on an open and proper basis, and may also refuse to register any instrument of transfer unless:

4.1.2.1 it is duly stamped (if so required), is lodged with the Company's registrars or at such other place as the Directors may appoint and is accompanied by the certificate for the E Ordinary Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;

4.1.2.2 it is in respect of only one class of share; and

4.1.2.3 the transferees do not exceed four in number.

### 4.1.3 Dividends

The Company may in general meeting by ordinary resolution declare dividends to be paid to members in accordance with the Articles, provided that no dividend shall be payable in excess of the amount recommended by the Directors. The Directors may pay such interim dividends as appear to them to be justified. No dividend or other monies payable in respect of E Ordinary Shares shall bear interest as against the Company. There are no fixed dates on which entitlement to a dividend arises. All dividends unclaimed for a period of twelve years after being declared or becoming due for payment shall be forfeited and shall revert to the Company.

The E Ordinary Shares shall entitle their holders to receive such dividends as the Directors may resolve to pay out of the net assets attributable to the E Ordinary Shares and from income received and accrued which is attributable to the E Ordinary Shares.

The Directors may, with the prior sanction of an ordinary resolution of the Company, offer Shareholders the right to elect to receive, in respect of all or part of their

holding of E Ordinary Shares, additional shares credited as fully paid instead of cash in respect of all or part of such dividend or dividends and (subject as hereinafter provided) upon such terms and conditions and in such manner as may be specified in such ordinary resolution. The ordinary resolution shall confer the said power on the Directors in respect of all or part of a particular dividend or in respect of all or any dividends (or any part of such dividends) declared or paid within a specified period but such period may not end later than the date of the annual general meeting next following the date of the general meeting at which such ordinary resolution is passed.

### 4.1.4 Disclosure of Interest in B Shares

If any Shareholder or other person appearing to be interested in E Ordinary Shares is in default in supplying within 14 days after the date of service of a notice requiring such member or other person to supply to the Company in writing all or any such information as is referred to in Section 793 of the CA 2006, the Directors may, for such period as the default shall continue, impose restrictions upon the relevant E Ordinary Shares.

The restrictions available are the suspension of voting or other rights conferred by membership in relation to meetings of the Company in respect of the relevant E Ordinary Shares and additionally in the case of a Shareholder representing at least 0.25% by nominal value of E Ordinary Shares then in issue, the withholding of payment of any dividends on, and the restriction of transfer of, the relevant E Ordinary Shares.

### 4.1.5 Distribution of Assets on Liquidation

On a winding-up any surplus assets, subject to the rights of any shares which may be issued with special rights or privileges, to the extent that there are E Ordinary Shares, an amount equivalent to the aggregate NAV of the E Ordinary Share Fund will be divided amongst the holders of the E Ordinary Shares according to the respective numbers of E Ordinary Shares held by them and in accordance with the provisions of the Act, calculated in accordance with the Company's usual



accounting policies and adjusted for any amounts as the liquidator may consider appropriate so as to be a fair value for the E Ordinary Shares.

The Articles provide that the liquidator may, with the sanction of a special resolution and any other sanction required by the Act, divide amongst the members in specie the whole or any part of the assets of the Company in such manner as he may determine.

#### 4.1.6 Conversion Rights

The E Ordinary Shares have no conversion rights.

#### 4.1.7 Redemption Rights

The E Ordinary Shares are not redeemable.

## 5 Material Interests

5.1 As at the date of this document the Directors and their immediate families do not have, and on Admission of the E Ordinary Shares the Directors and their immediate families will not have, any interests in the share capital of the Company which are or will be notified to the Company in accordance with Rule 3 of the Disclosure Guidance and Transparency Rules ("DGTR 3") by each Director and there are no interests of a connected person (within the meaning in DGTR 3) of a Director which are or will be required to be disclosed under DGTR3 and the existence of which is known to or could with reasonable diligence be ascertained by that Director.

5.2 No Director has any interest in any transactions which are or were unusual in their nature or conditions or which are or were significant to the business of the Company and which were effected by the Company in the current or immediately preceding financial year or which were effected during an earlier financial year and which remain in any respect outstanding or unperformed.

5.3 Triple Point is a party to the material contracts set out in paragraphs 11.1 to 11.4 of Part 5 of the Registration Document.

## 6 Takeovers and Mergers

### 6.1 Mandatory takeover bids

The City Code on Takeovers and Mergers (the "Code") applies to all takeover and merger transactions in relation to the Company and operates principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment. The Code provides an orderly framework within which takeovers are conducted and the Panel on Takeovers and Mergers has now been placed on a statutory footing. The Takeovers Directive was implemented in the UK in May 2006 and since 6 April 2007 has effect through the CA 2006. The Directive applies to takeovers of companies registered in an EU member state and admitted to trading on a regulated market in the EU or EEA.

The Code is based upon a number of General Principles which are essentially statements of standards of commercial behaviour. General Principle One states that all holders of securities of an offeree company of the same class must be afforded equivalent treatment and if a person acquires control of a company the other holders of securities must be protected. This is reinforced by Rule 9 of the Code which requires that a person, together with persons acting in concert with him, who acquires shares carrying voting rights which amount to 30% or more of the voting rights to make a general offer. "Voting rights" for these purposes means all the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting. A general offer will also be required where a person, who, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights, acquires additional shares which increase his percentage of the voting rights. Unless the Panel consents, the offer must be made to all other shareholders, be in cash (or have a cash alternative) and cannot be conditional on anything other than the securing of acceptances which will result

in the offeror and persons acting in concert with him holding shares carrying more than 50% of the voting rights.

There are not in existence any current mandatory takeover bids in relation to the Company.

### 6.2 Squeeze out

Section 979 of the CA 2006 provides that if, within certain time limits, an offer is made for the share capital of the Company, the offeror is entitled to acquire compulsorily any remaining shares if it has, by virtue of acceptances of the offer, acquired or unconditionally contracted to acquire not less than 90% in value of the shares to which the offer relates and in a case where the shares to which the offer relates are voting shares, not less than 90%, of the voting rights carried by those shares. The offeror would effect the compulsory acquisition by sending a notice to outstanding shareholders telling them that it will compulsorily acquire their shares and then, six weeks from the date of the notice, pay the consideration for the shares to the Company to hold on trust for the outstanding shareholders. The consideration offered to shareholders whose shares are compulsorily acquired under the CA 2006 must, in general, be the same as the consideration available under the takeover offer.

### 6.3 Sell out

Section 983 of the CA 2006 permits a minority shareholder to require an offeror to acquire its shares if the offeror has acquired or contracted to acquire shares in a company which amount to not less than 90% in value of all the voting shares in the company and carry not less than 90%, of the voting rights. Certain time limits apply to this entitlement. If a shareholder exercises its rights under these provisions, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

## 7 Working Capital

The Company is of the opinion that the working capital available to the Company

is sufficient for its present requirements, that is, for at least the period of twelve months from the date of this document.

## 8 Capitalisation and Indebtedness

8.1 The capitalisation of the Company as at 31 March 2016 was as follows:

Capitalisation	
	(£'000)
<b>Shareholders' equity</b>	
Share capital	518
Share redemption reserve	2
Share premium	16,307
Special distributable reserve	27,447
Revenue reserve	527
Capital reserve	(1,515)
<b>Total</b>	<b>43,286</b>
Cash and cash equivalents	1,032

8.2 As at 30 July 2016 the Company had no indebtedness.

8.3 Since 31 March 2016 there has been no material change to the capitalisation of the Company. The Company has power to borrow under the Articles, details of which are set out in the paragraph entitled "Borrowing powers" in paragraph 4.2.13 of Part 5 of the Registration Document.

## 9 General

9.1 Howard Kennedy's office address is at No. 1 London Bridge, London SE1 9BG. Howard Kennedy is regulated by the FCA and is acting in the capacity as Sponsor to the Company.

9.2 Howard Kennedy has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and references to it in the form and context in which they appear.

9.3 The statements attributed to the Investment Manager in this document have been included in the form and context in which they appear with the consent and authorisation of the Investment Manager. The Investment Manager accepts responsibility for those statements and to the best of the knowledge and belief of the Investment Manager (which has taken all reasonable care to ensure that such is the case) those

statements are in accordance with the facts and do not omit anything likely to affect the import of such information.

9.4 The Company does not assume responsibility for the withholding of tax at source.

9.5 The typical investor for whom investment in the Company is designed is an ordinary retail, sophisticated, high net worth or professional individual with sufficient income and capital that his investment in the Company can be tied up for at least 5 years, who is attracted by the income tax relief available for a VCT investment but seeks a venture capital strategy focused on capital stability and early realisations.

9.6 All third party information in this Prospectus has been identified as such by reference to its source and in each instance has been accurately reproduced and, so far as the Company is aware and is able to ascertain from information published by the relevant party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

9.7 The issued share capital of the Company as at the date of this document is 19,463,120 Ordinary Shares, 5,131,353 A Ordinary Shares, 13,441,438 C Ordinary Shares and 13,701,636 D Ordinary Shares. Assuming a full subscription of £30,000,000, including the over allotment facility and an allotment of 30,000,000 E Ordinary Shares under the Offer, the existing 51,131,353 Shares would represent 63% of the enlarged issued share capital of the Company.

9.8 As at 30 June 2016, the date to which the most recent unaudited financial information on the Company has been drawn up, the NAV per Ordinary Share, per A Ordinary Share, per C Ordinary Share and per D Ordinary Share was 67.92p, 41.51p, 105.72p and 102.06p respectively.

9.9 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 28 April 2017, unless previously extended by the Directors but may not extend beyond 2 October 2017. There are no conditions attaching to this consent. Financial intermediaries may use the Prospectus only in the UK.

**9.10 Information on the terms and conditions of the offer will be given to investors by financial intermediaries at the time that the offer is introduced to investors. Any financial intermediary using the Prospectus must state on its website that it is using the Prospectus in accordance with the consent set out in paragraph 9.9 above.**

## 10 Documents Available for Inspection

Copies of the following documents will be available for inspection during normal Business Hours at the registered office of the Company and at the offices of Howard Kennedy, No. 1 London Bridge, London SE1 9BG, whilst the Offer remains open:

10.1 the Articles and the Articles as amended by Resolution 4 at the General Meeting;

10.2 the material contracts referred to in Part 5 of the Registration Document;

10.3 the annual accounts for the periods ending 31 March 2014, 31 March 2015 and 31 March 2016;

10.4 the consents referred to in paragraphs 9.2 and 9.3 above;

10.5 the circular to Shareholders dated 7 October 2016; and

10.6 the Prospectus.

7 October 2016

## PART 3

# Definitions

### “2016/17 Offer”

the offer to subscribe for E Ordinary Shares under the Offer in respect of the 2016/17 tax year as described in this document

### “2017/18 Offer”

the offer to subscribe for E Ordinary Shares under the Offer in respect of the 2017/18 tax year as described in this document

### “A Ordinary Shares”

A ordinary shares of 1 pence in the capital of TP Income

### “A Ordinary Share Fund”

the net assets of the Company represented by the A Ordinary Shares

### “A Share Fund Qualifying Investments”

Qualifying Investments comprised within the A Ordinary Share Fund

### “Admission”

the admission of the E Ordinary Shares allotted pursuant to the Offer to a premium listing on the Official List and to trading on the London Stock Exchange’s main market for listed securities

### “AIM”

AIM, the market of that name operated by the London Stock Exchange

### “Annual Running Costs”

average annual costs and expenses incurred by the Company in the ordinary course of its business (including irrecoverable value added tax but not including investment management fees)

### “Application Form”

the application form relating to the Offer which can be found on the Company’s website

### “Articles”

the articles of association of the Company, as amended from time to time

### “Board” or “Directors”

the board of directors of the Company

### “Business Day”

any day (other than a Saturday) on which clearing banks are open for normal banking business in sterling

### “Business Hours”

the hours between 09:00 to 18:00 GMT on any Business Day

### “BVCA”

the British Venture Capital Association

### “C Ordinary Shares”

C ordinary shares of 1 pence each in the capital of the Company

### “C Ordinary Share Fund”

the net assets of the Company represented by the C Shares

### “CA 2006”

Companies Act 2006 (as amended)

### “Company”

Triple Point Income VCT plc

### “Circular”

the circular to Shareholders issued by the Company on 7 October 2016

### “D Ordinary Shares”

D ordinary shares of 1 pence each in the capital of the Company

### “D Ordinary Share Fund”

the net assets of the Company represented by the D Shares

### “DGTRs”

the Disclosure Guidance and Transparency Rules made by the FCA under Part VI of FSMA

## “ESBB”

the Company’s enhanced share buyback scheme which completed on 15 May 2013, the terms of which were set out in a circular to Shareholders dated 7 December 2012

## “E Ordinary Share Fund”

the net assets of the Company represented by the E Ordinary Shares

## “E Ordinary Share Fund Qualifying Investments”

Qualifying Investments comprised within the E Ordinary Share Fund

## “E Ordinary Shares”

E ordinary shares of 1 pence each in the capital of the Company

## “E Ordinary Share Price Calculation”

the calculation used to determine the prices at which the E Ordinary Shares will be issued to investors pursuant to the Offer, as set out on page 22

## “EIS”

the Enterprise Investment Scheme, satisfying the requirements of Part 5 of ITA 2007

## “Execution-Only Brokers”

an authorised introducer, authorised by the FCA, which does not provide advice to its client

## “FCA”

the Financial Conduct Authority

## “FSMA”

the Financial Services and Markets Act 2000 (as amended)

## “General Meeting”

the general meeting of the Company convened for 8 November 2016 (or any adjournment thereof)

## “HMRC”

Her Majesty’s Revenue and Customs

## “Howard Kennedy” or “Sponsor”

Howard Kennedy Corporate Services LLP

## “IMA”

an agreement dated 14 December 2007 (the “IMA”), as amended

by deeds of variation dated 15 October 2012, 20 December 2013 and 28 October 2014 between the Company, Triple Point and TPAL under which Triple Point provides discretionary and advisory investment management services to the Company in respect of its portfolio of investments

## “IMA Deed of Variation”

the deed of variation to the IMA dated 7 October 2016, as detailed on pages 20 and 21

## “Investment Management Team”

those members of Triple Point’s investment management team whose details are set out on pages 17 and 18 of this document

## “Investment Policy”

the Company’s investment policy from time to time

## “Investor”

a subscriber for E Ordinary Shares under the Offer

## “ITA 2007”

Income Tax Act 2007 (as amended)

## “Listing Rules”

the listing rules of the UKLA

## “London Stock Exchange”

London Stock Exchange plc

## “Minimum Net Proceeds”

the minimum net proceeds of the Offer to be raised by the Company in order for the Company to issue E Ordinary Shares under the Offer, being £3,000,000

## “NAV”

net asset value

## “Non-Qualifying Investments”

the assets of the Company that are not Qualifying Investments

## “Offer”

the offer for subscription by the Company as described in the Prospectus

## “Official List”

the official list of the UKLA

## “Ordinary Share Fund”

the net assets of the Company represented by the Ordinary Shares

## “Ordinary Share Fund Qualifying Investments”

Qualifying Investments comprised within the Ordinary Share Fund

## “Ordinary Shares”

ordinary shares of 1 pence each in the capital of the Company

## “Prospectus”

together this document, the Registration Document and the Summary

## “Prospectus Rules”

the prospectus rules of the FCA

## “Qualifying Company”

a company satisfying the requirements of Chapter 4 of Part 6 of ITA 2007

## “Qualifying Investments”

shares in, or securities of, a Qualifying Company held by a VCT which meets the requirements described in chapter 4 of Part 6 ITA 2007

## “Receiving Agents”

TPAL

## “Registration Document”

the share registration document that, together with this document and the Summary, constitutes the Prospectus

## “Regulatory Information Service”

a regulatory information service that is on the list of regulatory information services maintained by the FCA

## “Resolutions”

the resolutions to be proposed at the General Meeting

## “Risk Finance State Aid”

State aid received by a company as defined in Section 280B (4) of ITA 2007

## “Shareholder”

a holder of Shares

## “Shares”

Ordinary Shares, A Ordinary Shares, C Ordinary Shares, D Ordinary Shares and E Ordinary Shares as the context may require (and each a “Share”)

## “SME”

small and medium-sized enterprise

## “Summary”

the summary that, together with this document and the Registration Document, constitutes the Prospectus

## “TPAL”

Triple Point Administration LLP of 18 St Swithin’s lane, London, EC4N 8AD

## “The Risk Finance Guidelines”

guidelines on state aid to promote risk finance investments 2014/C 19/04

## “Triple Point” or “Investment Manager”

Triple Point Investment Management LLP of 18 St. Swithin’s Lane, London, EC4N 8AD

## “Triple Point Group”

Triple Point, Triple Point LLP and TPAL

## “UK”

the United Kingdom

## “UKLA” or “UK Listing Authority”

the UK Listing Authority, being the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Market Act 2000

## “unquoted”

private or public companies not quoted on any market or exchange

## “VCT” or “venture capital trust”

a company satisfying the requirements of Chapter 3 of Part 6 of ITA 2007 for venture capital trusts

## “VCT Rules”

Part 6 ITA 2007 and every other statute (including any orders, regulations or other subordinate legislation made under them) for the time being in force concerning VCTs

# Application for E Ordinary Shares under the Offer

1 The contract created by the acceptance of applications for the E Ordinary Shares will be conditional upon the admission of the relevant E Ordinary Shares to the Official List of the UKLA and to trading on the London Stock Exchange.

2 The right is reserved by the Receiving Agent to present all cheques for payment on receipt and to retain surplus application monies pending clearance of successful applicants' cheques. Interest earned on application monies will be used to meet bank charges and other costs. The Company also reserves the right to accept or reject in whole or in part, or to scale down or limit, any application for whatever number of E Ordinary Shares. If any application is not accepted in full or if any contract created by acceptance does not become unconditional, the application monies or, as the case may be, the balance thereof will be returned (without interest) by returning the relevant applicant's cheque or by crossed cheque in favour of the applicant, through the post at the risk of the person entitled thereto. In the meantime, application monies will be retained by the Company, 18 St. Swithin's Lane, London EC4N 8AD in its Offer bank account. The Offer will not be withdrawn after dealings in the E Ordinary Shares have commenced.

3 By completing and delivering an Application Form, you (as the applicant):

3.1 offer to subscribe to the E Ordinary Share Fund for an amount by issue of E Ordinary Shares (or such lesser amount for which your application is accepted) at a price per E Ordinary Share determined in accordance with the E Ordinary Share Price Calculation and on the terms and subject to this document, including these terms and conditions, and the Articles of Association of the Company;

3.2 agree that in consideration of the Company agreeing that it will not prior to the Offer closing issue or allot any E

Ordinary Shares to any person other than by means of the procedures referred to in this document, your application shall not be revoked and that this paragraph shall constitute a collateral contract between you and the Company which will become binding upon despatch by post to, or (in the case of delivery by hand) on receipt by, the Receiving Agent of your Application Form;

3.3 warrant that your remittance will be honoured on first presentation and agree that if it is not so honoured you will not be entitled to receive a share certificate or have your CREST account credited in respect of the amount by issue of E Ordinary Shares applied for unless and until you make payment in cleared funds for such amount by issue of E Ordinary Shares and such payment is accepted by the Company in its absolute discretion (which acceptance may be on the basis that you indemnify it against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of your remittance to be honoured on first presentation) and you agree that, at any time prior to the unconditional acceptance by the Company of such payment, the Company may (without prejudice to other rights) avoid the agreement to allot such E Ordinary Shares and may allot such E Ordinary Shares to some other person, in which case you will not be entitled to any payment in respect of such E Ordinary Shares;

3.4 agree that, in respect of the amount of E Ordinary Shares for which your application has been received and is not rejected, acceptance shall be constituted, at the election of the Company, either (i) by notification to the London Stock Exchange of the basis of allocation (in which case acceptance shall be on that basis) or (ii) by notification of acceptance thereof to TPAL;

3.5 agree that any monies returnable

to you may be retained by the Company pending clearance of your remittance and that such monies will not bear interest;

3.6 authorise the Company to send (a) share certificate(s) or (b) credit your CREST account in respect of the number of E Ordinary Shares for which your application is accepted and/or a crossed cheque for any monies returnable, by post, at the risk of the person entitled thereto, to the address of the person named as an applicant in the Application Form;

3.7 declare that a loan has not been made to you or any associate, which would not have been made or not have been made on the same terms, but for you offering to subscribe for, or acquiring, E Ordinary Shares and that the E Ordinary Shares are being acquired for bona fide commercial purposes and not as part of a scheme or arrangement the main purpose of which is the avoidance of tax. (Please note that obtaining the reliefs available under the VCT legislation does not of itself constitute tax avoidance);

3.8 agree that all applications, acceptances of applications and contracts resulting therefrom shall be governed by and construed in accordance with English law, and that you submit to the jurisdiction of the English Courts and agree that nothing shall limit the right of the Company to bring any action, suit or proceedings arising out of or in connection with any such applications, acceptances of applications and contracts in any other manner permitted by law or in any court of competent jurisdiction;

3.9 confirm that in making such application you are not relying on any information or representation in relation to the Company other than the information contained in this document and accordingly you agree that no person responsible solely or jointly for this document or any part thereof or involved in the preparation thereof shall have any



liability for any such other information or representation;

3.10 authorise the Company, the Registrar or any persons authorised by them, as your agent, to do all things necessary to effect registration of any E Ordinary Shares subscribed by you into your name or into the name of any person in whose favour the entitlement to any such E Ordinary Shares has been transferred and authorise any representatives of the Company or the Receiving Agent to execute any document required therefor and to enter your name on the register of members;

3.11 agree that, having had the opportunity to read this document, you shall be deemed to have had notice of all information and representations concerning the Company contained therein;

3.12 confirm and warrant that you have read and complied with paragraph 4 below;

3.13 confirm that you have received the restrictions contained in paragraph 5 below and warrant as provided therein;

3.14 warrant that you are not under the age of 18; and

3.15 agree that all documents and cheques sent by post to, by, or on behalf of the Company or the Triple Point Group, will be sent at the risk of the person entitled thereto.

4 No person receiving a copy of this document or an Application Form in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him, nor should he in any event use such Application Form unless, in the relevant territory, such an invitation or offer could lawfully be made to him or such Application Form could lawfully be used without contravention of any registration or other legal requirements. It is the responsibility of any person outside the United Kingdom wishing to make an application hereunder to satisfy himself as to full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any other formalities requiring to be observed in such territory and paying any issue, transfer or other taxes required to be paid in such territory.

5 The E Ordinary Shares have not been and will not be registered under the United States Securities Act 1933 (as amended) and, subject to certain exceptions, the E Ordinary Shares may not be offered, sold, renounced, transferred or delivered, directly or indirectly, in the United States or to any person in the United States. Persons subscribing for E Ordinary Shares shall be deemed, and (unless the Company is satisfied that B Shares can be allotted without breach of United States security laws) shall be required, to represent and warrant to the Company that they are not a person in the United States and that they are not subscribing for such E Ordinary Shares for the account of any such person and will not offer, sell, renounce, transfer or deliver, directly or indirectly, such E Ordinary Shares in the United States or to any such person. As used herein, "United States" means the United States of America (including each of the States and the District of Columbia) its territories or possessions or other areas subject to its jurisdiction. In addition, the Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended. The Triple Point Group will not be registered under the United States Investment Advisers Act of 1940, as amended.

6 This application is addressed to the Company and the Sponsor. The rights and remedies of the Company under these Terms and Conditions of Application are in addition to any rights and remedies which would otherwise be available to it, and the exercise or partial exercise of one will not prevent the exercise of others.

7 Authorised introducers who, acting on behalf of their clients where those clients are either professional client Investors or those instructing the authorised introducer on an execution-only basis, return valid Application Forms bearing their stamp and FCA number will be paid commission on the amount payable in respect of the amount subscribed for each such Application Form at the rates specified in the paragraph headed "Details of the Offer" in Part 1 of this Securities Note. Financial advisers should keep a record of Application Forms submitted bearing their stamp to substantiate any claim for their commission.

8 Save where the context otherwise requires, words and expressions defined in this document have the same meaning when used in the Application Form and any explanatory notes in relation thereto..

#### Conditionality of investment

The contract created by the Company by accepting Application Forms as set out herein will be conditional on the Offer Agreement referred to in the Prospectus becoming unconditional and not being terminated in accordance with its terms and Resolutions 1, 2, 4 and 5 set out in the notice of General Meeting being passed at the General Meeting. The Offer is also conditional upon the Minimum Net Proceeds being raised before 12 noon on 31 March 2017 and HMRC confirming that the E Ordinary Shares to be issued under the Offer are eligible shares for VCT income tax relief purposes.

#### Availability of this Prospectus

Copies of this Prospectus and the Application Forms are available for collection only, free of charge, from the Company's registered office at 18 St. Swithin's Lane, London EC4N 8AD from the date of this Prospectus until the closing of the Offer. A copy of this Prospectus has been submitted to the National Storage Mechanism and is available to the public for viewing online at the following website address: <http://www.morningstar.co.uk/uk/NSM>.

#### Important note for applications

Triple Point may hold client money, as trustee, under the FCA's Client Asset rules. Where it does so, and the money is held with a third party credit institution, neither Triple Point nor the Company will be liable to the Investor:

- in the event of an insolvency of any bank with which any client funds held by Triple Point or the Company have been deposited or held; or
- in the event of any restriction on the liability of Triple Point or the Company to withdraw funds from such bank for reasons which are beyond the reasonable control of Triple Point or the Company.

Triple Point will ensure skill, care, and diligence are taken when selecting banks for the purpose of holding client money.



# NOTES

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# NOTES

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TriplePoint




For further information please contact



**Triple Point**

18 St. Swithin's Lane  
London EC4N 8AD

**Adviser and Investor Enquiries**

 020 7201 8990

 [contact@triplepoint.co.uk](mailto:contact@triplepoint.co.uk)

Triple Point is the trading name for the Triple Point Group which includes the following companies and associated entities: Triple Point Investment Management LLP registered in England & Wales no. OC321250, authorised and regulated by the Financial Conduct Authority no. 456597, Triple Point Administration LLP registered in England & Wales no. OC391352 and authorised and regulated by the Financial Conduct Authority no. 618187, and TP Nominees Limited registered in England & Wales no.07839571, all of 18 St. Swithin's Lane, London, EC4N 8AD, UK

[www.triplepoint.co.uk](http://www.triplepoint.co.uk)