

Praetura Growth VCT plc

Prospectus



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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action to be taken, you should immediately consult a person authorised under the Financial Services and Markets Act 2000 ("FSMA") who specialises in advising on the acquisition of shares and other securities.

This document, which comprises a prospectus dated 14 June 2023 relating to Praetura Growth VCT plc (the "Company"), has been prepared in accordance with the Prospectus Regulation Rules of the Financial Conduct Authority ("FCA") made under section 73A of FSMA (the "Prospectus Regulation Rules"). This document has been approved by the FCA as competent authority under the UK version of Regulation (EU) 2017/1129 as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation"). The FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered an endorsement of the Company that is, or the quality of the securities that are, the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

The contents of this document and the information incorporated herein by reference should not be construed as legal, business or tax advice. Neither the Company nor any of its Directors or representatives are making any representation to any offeree or purchaser or acquirer of the Ordinary Shares regarding the legality of an investment in the Ordinary Shares by such offeree or purchaser or acquirer under the laws applicable to such offeree or purchaser or acquirer.

Your attention is drawn to the risk factors set out on pages 5 to 7 of this document. Prospective investors should read the whole text of this document and should be aware that an investment in the Company involves a high degree of risk and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. All statements regarding the Company's business, financial position and prospects should be viewed in light of such risk factors.

The Directors of the Company, whose names appear on page 10 of this document, together with the Company, accept responsibility for the information contained herein. To the best of the knowledge of the Directors and the Company, the information contained in this document is in accordance with the facts and this document makes no omission likely to affect its import. To the extent information has been sourced from a third party, this information has been accurately reproduced and, as far as the Company is aware and is able to ascertain from information published by the relevant third parties, no facts have been omitted which may render the reproduced information inaccurate or misleading. Where such information has been included in this document, the source of that information has been identified.

In connection with this document, no person is authorised to give any information or make any representation other than as contained in this document.

Praetura Growth VCT plc

(incorporated in England and Wales with registered number 14525115)

Prospectus relating to: an offer for subscription of up to £10 million of Ordinary Shares of £0.01 each, together with an over-allotment facility of up to a further £10 million of Ordinary Shares of £0.01 each

Sponsor: Howard Kennedy Corporate Services LLP

Application will be made for all the Ordinary Shares in the Company in issue and to be issued pursuant to the offer for subscription (the “Offer”), to be admitted to a premium listing on the Official List of the FCA. Application will also be made to the London Stock Exchange for the Ordinary Shares to be traded on its main market for listed securities. It is expected that admission will become effective and that dealings in the Ordinary Shares issued and to be issued under the Offer will commence within 10 Business Days of allotment. Applications for admission of Ordinary Shares may be made at any time after the date of publication of this document and on or prior to 5 April 2024 in relation to the 2023/24 tax year and on or prior to 31 May 2024 in relation to the 2024/25 tax year. Your attention is drawn to the section entitled ‘Risk Factors’ set out on pages 5 to 7 of this document.

Subject to FSMA, the Prospectus Regulation Rules and applicable laws, the delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in this document is correct as at any time after this date.

Howard Kennedy Corporate Services LLP is acting as sponsor and Praetura Ventures Limited is acting as promoter in connection with the Offer, both of whom are authorised and regulated by the Financial Conduct Authority. Neither Howard Kennedy nor Praetura Ventures Limited are advising any other person or treating any other person as a customer or client in relation to the Offer, nor, subject to the responsibilities and liabilities imposed by FSMA or the regulatory regime established thereunder, will they be responsible to any such person for providing the protections afforded to their respective customers or clients or for providing advice in connection with the Offer.

The Offer will open on 14 June 2023 and may close at any time in the Directors’ discretion thereafter but, in any event, not later than 3.00 p.m. on 3 April 2024, in the case of the 2023/2024 tax year offer, and 3.00 p.m. on 31 May 2024, in the case of the 2024/2025 tax year offer (unless, in either case, the Maximum Subscription has been reached by an earlier date). The procedure for, and the Terms and Conditions of Application under, the Offer are set out at the end of this document together with an Application Form. The minimum Application Amount per investor is £3,000 which includes any initial Adviser Charges being facilitated. Application Forms should be completed in accordance with the Application Procedures set out on pages 81 to 84 and submitted online, sent by post or delivered by hand (during normal business hours only) to The City Partnership (UK) Limited.

This Prospectus does not constitute an offer of, or the solicitation of an offer to subscribe for or buy, any Ordinary Shares to any person in any jurisdiction to whom it is unlawful to make such an offer or solicitation in such jurisdiction. The Offer is not being made, directly or indirectly, in or into the United States, Canada, Australia, New Zealand, Japan, the Republic of South Africa or their respective territories or possessions or in any other jurisdiction where to do so would be unlawful, and documents should not be distributed, forwarded or transmitted in or into such territories. The Ordinary Shares have not been and will not be registered under the United States Securities Act of 1933 (as amended) and may not be offered, sold or delivered, directly or indirectly, in or into the United States, Canada, Australia, New Zealand, Japan, the Republic of South Africa or in any other jurisdiction where to do so would be unlawful.

Copies of this document may be obtained, free of charge, from the Company’s registered office and at the offices of Praetura Ventures Limited at Level 8 Bauhaus, 27 Quay Street, Manchester, M3 3GY, until the closing of the Offer. A copy of this document 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>.

This document is not a KID (key information document) for the purposes of the UK PRIIPs Laws (“PRIIPs”).

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Summary

Introduction and Warnings

Name and ISIN of Securities	Ordinary Shares of £0.01 each (ISIN: GB00BL690L89).
Identity and Contact Details of the Issuer	Praetura Growth VCT plc (the “ Company ”), incorporated and registered in England and Wales on 6 December 2022 with registered number 14525115, whose registered address is at Level 8 Bauhaus, 27 Quay Street, Manchester M3 3GY (LEI: 894500SMOMUFH0UZXT46). The Company can be contacted at the above address, by email at vct@praetura.co.uk or on 0161 641 9475.
Competent Authority approving the Prospectus	The Financial Conduct Authority, 12 Endeavour Square, London E20 1JN, telephone 0207 066 1000.
Date of Approval of the Prospectus	14 June 2023.
Warnings	<p>(a) The summary should be read as an introduction to the Prospectus.</p> <p>(b) Any decision to invest in the securities should be based on a consideration of the Prospectus as a whole by the Investor.</p> <p>(c) An Investor could lose all or part of their invested capital.</p> <p>(d) Civil liability attaches only to those persons who have tabled the summary, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid Investors when considering whether to invest in the securities.</p>

Key information on the Issuer

Who is the Issuer of the Securities?

Domicile and legal form	The Company is domiciled in England and was incorporated and registered in England and Wales on 6 December 2022 as a public company limited by shares under the Companies Act 2006 (the “ Act ”) with registered number 14525115 (LEI: 894500SMOMUFH0UZXT46) and is registered as an investment company under section 833 of the Act. The principal legislation under which the Company operates is the Act and the regulations made thereunder.
Principal Activities	The Company is a newly established VCT. The Company will invest in companies at various stages of their lifecycle, across a range of sectors including technology and healthcare, but with a focus on Qualifying Investments predominantly situated and/or servicing the North of England.
Major Shareholders	As at the date of this document, other than the subscriber shareholder, there are no persons who directly or indirectly, jointly or severally, exercise control over or own the Company.
Directors	<p>The Directors of the Company (all of whom are non-executive) are:</p> <ul style="list-style-type: none"> • Paul Jefferson (Chair); • Elizabeth Scott; and • Sam McArthur. <p>The Company has appointed Praetura Ventures as the AIFM of the Company, pursuant to the Investment Management Agreement.</p>
Statutory Auditors	The statutory auditors of the Company are Macintyre Hudson LLP.
What is the key financial information regarding the issuer?	The Company has not published any financial information as it has not commenced trading operations.

What are the key risks that are specific to the issuer?

Set out below is a summary of the most material risk factors specific to the Company:

- The Company is a newly formed company with no operating results, financial statements, current investments or track record. It will not commence operations until it has obtained funding through the Minimum Subscription being raised. As the Company has no operating history, investors have no basis on which to evaluate the Company's ability to achieve its investment objective or implement its investment strategy and provide a satisfactory return (if any) for Shareholders.
- There can be no guarantee that the Company will meet all of its objectives or that suitable investment opportunities will be identified. The past performance of the Manager is no indication of future performance.
- The Company will invest in unquoted companies in accordance with its investment policy. Investments in smaller unquoted companies carry substantially higher risks than investments in larger or longer-established businesses.
- The market for shares in smaller companies is often less liquid than that for shares in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such shares. There may also be constraints imposed on the realisation of investments to maintain the VCT tax status of the Company.
- The Company may be unable to maintain its VCT status, which could result in the loss of certain tax reliefs by both Investors and the Company.
- In 2015 a sunset clause for VCT income tax relief was introduced. This was a condition of the European Commission's State Aid approval of the UK's VCT and EIS schemes, namely a retirement date for the schemes of midnight on 5 April 2025. The Government has announced that the sunset clause would be extended beyond 2025, but no further details have been given to date.
- The Company's ability to successfully implement its investment policy is dependent on the efforts, abilities and services of the Manager. If Praetura Ventures ceases to act as investment manager or if key personnel cease to be employed by the Manager or be involved in the management of the Company's portfolio, there is no assurance that suitable replacements will be found. If this occurs, there may be an adverse effect on the performance of the Company and the value of the Ordinary Shares.
- The current hostilities in the Ukraine and the resulting sanctions imposed on the Russian Federation by various countries around the world may have unforeseen, long term and far-reaching consequences for the global economy, the cost of living generally and the Company's intended portfolio of investments, which in turn may have an adverse effect on the future investment returns of the Company and the market value of the Shares. In particular, the interruption and/or limitation in the supply of certain natural resources (such as oil and gas) could have a negative impact on the performance of the Company's intended portfolio of investments.
- The ramifications of the COVID-19 pandemic may continue to have an impact on the UK and global economy, affecting workers and businesses of all sizes. Despite the UK Government's fiscal measures and additional tax and other benefits to support small businesses, the Company's portfolio businesses may be adversely impacted by the ramifications of the pandemic, as may be the returns for investors.
- The widespread increase in the cost of living across the UK, with high inflation, high interest rates and rising costs for businesses and customers, may affect the performance of the Company's portfolio of companies and have a negative impact on the NAV of the Company, which in turn may have an adverse effect on the future investment returns of the Company and the market value of the Shares.

Key information on the Issuer

What are the main features of the securities?

Types, class and ISIN of securities

The Company will issue new ordinary shares of £0.01 each (the "**Ordinary Shares**") under the Offer. The ISIN of the Ordinary Shares is GB00BL690L89.

Currency, par value and number to be issued

The currency of the Ordinary Shares is Sterling. The Shares are ordinary shares of 1 pence each and, pursuant to the Offer, the Company will issue up to £10 million of Ordinary Shares with an over-allotment facility for up to a further £10 million of Ordinary Shares.

Rights attaching to the securities	<p><u>As regards Income</u></p> <p>The Shareholders are entitled to receive such dividends as the Directors resolve to pay out in accordance with the Articles of Association.</p> <p><u>As regards Capital</u></p> <p>On a return of capital on a winding up or otherwise (other than on redemption or purchase of shares) the assets of the Company available for distribution shall be divided amongst the holder of Shares pro rata to their respective holdings of such shares, in accordance with the Articles of Association.</p> <p><u>As regards Voting and General Meetings</u></p> <p>Subject to any special terms as to voting upon which any shares may have been issued, or may for the time being be held, each holder of Shares present in person or by proxy shall on a poll have one vote for every Share of which they are a holder.</p>
As regards Redemption	The Ordinary Shares are not redeemable.
Restrictions on the free transferability of the securities	There are no restrictions on the free transferability of the Shares.
Dividend policy	The Company is targeting: (i) a regular annual dividend commencing in the financial year beginning in 2027 equivalent to between 4 and 6 per cent of the prevailing NAV per Share; and (ii) special dividends, where appropriate, from the proceeds of successful exits of portfolio companies that are not reinvested. No forecast or projection is implied or inferred.
Where will the securities be traded?	Application will be made to the FCA for the Ordinary Shares issued, and to be issued, to be admitted to the premium segment of the Official List and to be admitted to trading on the London Stock Exchange's main market for listed securities. It is expected that each such admission will become effective, and that dealings in those Ordinary Shares will commence, within 10 Business Days of allotment.
What are the key risks that are specific to the securities?	<p>Set out below is a summary of the most material risk factors specific to the Shares:</p> <ul style="list-style-type: none"> • Although it is anticipated that the Ordinary Shares will be admitted to the premium segment of the Official List and admitted to trading on the London Stock Exchange's main market for listed securities, shares in VCTs are inherently illiquid, and Shareholders may find it difficult to realise their investment. • The value of an Ordinary Share depends on the performance of the Company's underlying assets and that value and the income derived from those assets may go down as well as up and an Investor may not get back the full amount invested. • If a Shareholder disposes of their shares within five years of issue they will be subject to a clawback by HMRC of any income tax relief claimed. • The Company is targeting, but cannot guarantee, paying a regular annual dividend in the financial year beginning in 2027 of between 4 and 6 per cent of the prevailing NAV per Share (see dividend policy above). The ability to pay the intended dividends may also be constrained by, in particular, the existence of realised profits, regulations and the available cash reserves of the Company. • Levels, bases of, and reliefs from taxation are subject to change, which could be retrospective, and this could affect the VCT status of the Company and the VCT tax benefits available to Shareholders.

Key Information on the Offer of Securities to the Public and Admission to Trading on a Regulated Market

Under which conditions and timetable can I invest in this security?

Amount of Offer	Up to £10 million of Ordinary Shares are being made available under the Offer, with an over-allotment facility for up to a further £10 million Ordinary Shares. The Ordinary Shares are payable by an Applicant in full upon application. Assuming that the over-allotment facility is utilised in full, the proceeds of the Offer are expected to be £19.4 million (net of Offer costs).
Offer Timetable	The subscription for the Offer will open on 14 June 2023 and may close at any time thereafter but, in any event, not later than 3.00 p.m. on 3 April 2024, in the case of the 2023/2024 tax year offer, and at 3.00 p.m. on 31 May 2024, in the case of the 2024/2025 tax year offer (unless, in either case, the Offer has been fully subscribed by an earlier date). Subject to the Minimum Subscription being reached, it is expected that such admission will become effective and that trading will commence in respect of the Ordinary Shares within 10 Business Days of their allotment.
Admission to trading on a regulated market	Application will be made to the FCA for the Ordinary Shares issued, and to be issued, to be admitted to the premium segment of the Official List and to trading on the London Stock Exchange's main market for listed securities. It is expected that each such admission will become effective, and that dealings in the Ordinary Shares will commence, within 10 Business Days of their allotment.
Expenses of the Offer	Total initial expenses of the Offer are 3% of the gross proceeds of the Offer.
Dilution	There are no potentially dilutive securities in issue (other than 1 subscriber share and 50,000 redeemable preference shares, the latter of which are intended to be redeemed in full once fully paid up and on reaching the Minimum Subscription), nor are there potentially dilutive transactions in contemplation.

Expenses Charged to the Investor

Initial Fees	<p>The costs of the Offer, which will be met by the Company, will be a 3% initial fee of the Application Amount, (the Initial Fee”).</p> <p>The Initial Fee is not payable by Investors but is payable by the Company. However, the Initial Fee will be reflected in the price per Share paid by Investors as a result of a reduction in the number of Shares issued to them in accordance with the Pricing Formula. The Manager may agree to reduce the Initial Fee, in whole or in part, in respect of specific Investors.</p>
Adviser Charges	Any fee agreed between a financial adviser and an Investor for advice given to the Investor can either be paid directly by the Investor or can be facilitated by the Company. If the payment is to be facilitated by the Company, then the Investor is required to specify this amount on the Application Form. The Investor will be issued fewer Shares (to the equivalent value of the Adviser Charge) through the Pricing Formula as VCT tax relief cannot be claimed on any Adviser Charge.
Number of Shares to be issued	The number of Shares to be issued to each Investor will be determined by the Pricing Formula and rounded down to the nearest whole number of Shares.
Why is this Prospectus being produced?	The reason for the Offer is to enable the Company to raise funds and then use a minimum of 80% of the proceeds of the Offer to acquire over a period not exceeding three accounting years following the allotment of the Shares (and subsequently maintain) a portfolio of Qualifying Investments in accordance with its published investment policy. The Offer is not subject to an underwriting agreement. No conflict of interest is material to the Offer or to admission to trading on the London Stock Exchange's main market for listed securities. The Company is proposing to raise up to £10 million pursuant to the Offer (and up to a further £10 million if the over-allotment facility is fully utilised). The total expenses of the Offer will be 3% of the gross proceeds and the total net proceeds are, therefore (assuming full subscription with the over-allotment facility not utilised), estimated to be £9.7 million.

Risk Factors

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

Prospective Investors should be aware that the value of Ordinary Shares can fluctuate and that they may not get back the full amount they invest. In addition, there is no certainty that the market price of Ordinary Shares will fully reflect the underlying net asset value, that Shareholders will be able to realise their shareholding or that any dividends will be paid. An investment in the Company should be viewed as a higher risk, longer-term investment.

The Directors draw the attention of potential Investors to the following risk factors which may affect an investment, the Company's performance and/or the availability of tax reliefs. The Company and the Directors consider the following risks to be material for prospective Investors, but the risks listed below do not necessarily comprise all those associated with an investment in the Company. Additional risks and uncertainties currently unknown to the Company and the Directors (such as changes in legal, regulatory or tax requirements), or which the Company and the Directors currently believe are immaterial, may also have a materially adverse effect on the financial condition or prospects of the Company or on the market price of Ordinary Shares.

Issuer Risks:

Risk relating to being a new company with no operating history

The Company is a newly formed company with no operating results, financial statements, current investments or track record. It will not commence operations until it has obtained funding through the Minimum Subscription being raised. As the Company has no operating history, investors have no basis on which to evaluate the Company's ability to achieve its investment objective or implement its investment strategy and provide a satisfactory return (if any) for Shareholders.

Risks relating to the Company' investment portfolio

There can be no guarantee that the Company will meet all of its objectives or that suitable investment opportunities will be identified and failure to achieve its objectives may negatively affect the financial performance of the Company, and therefore, the Net Asset Value and the potential returns available to Shareholders.

The past performance of the Manager is no indication of future performance.

The Company will invest in unquoted companies in accordance with its investment policy and objectives. Investments in smaller unquoted companies carry substantially higher risks than would an investment in larger or longer-established businesses. Small companies often have limited product lines, markets or financial resources and may be dependent for their management on a small number of key individuals and may be more susceptible to political, exchange rate, taxation, macroeconomic and other regulatory factors or changes. The Company will invest in early stage businesses which have limited trading records making it more difficult for the Manager to predict future performance. The market for shares in smaller companies is often less liquid than that for shares in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such shares. There may also be constraints imposed on the realisation of investments to maintain the VCT tax status of the Company. All of these factors could negatively affect the financial performance of the Company, and therefore, the Net Asset Value and the potential returns available to Shareholders.

The return received by Shareholders will be dependent on the performance of the underlying investments of the Company. The companies in which the Company invests may not produce the expected returns and the value of such investments, and the interest income and dividends they generate, may fall and adversely affect the performance of the Company and the returns to investors.

Risks relating to VCT legislation

The Finance Act 2018 introduced a “risk-to-capital” condition for Qualifying Investments, designed to focus investments towards earlier stage, growing businesses, and away from investments which could be regarded as lower risk and these factors could affect the financial performance of the Company, and the returns for Shareholders. The Company may not make any prohibited non-qualifying investments, including those which breach the “risk-to-capital” condition, and the potential penalty for contravention of these rules can include loss of VCT status with a resultant clawback of VCT tax reliefs from investors. Whilst HMRC have stated that VCT status will not be withdrawn where an investment is ultimately found to be non-qualifying if, after taking reasonable steps including seeking advice, a VCT considers that an investment is qualifying, a breach of any of these conditions could result in the loss of VCT status by the Company or HMRC requiring rectification of the breach, which may mean the Company is forced to dispose of the investment at a loss and this could adversely affect investor returns.

The tax rules, or their interpretation, in relation to an investment in the Company and/or the rates of tax may change during the life of the Company and may apply retrospectively, which may adversely affect an investment in the Company.

The Company may be unable to maintain its VCT status, which could result in loss of certain tax reliefs by both Investors and the Company. There can be no guarantee that the Company will fulfil the conditions to obtain, or to enable it to maintain full VCT status. If the Company loses its approval as a VCT before Investors have held their Shares for five years, the 30% income tax relief obtained will have to be repaid by such Investors. Following a loss of VCT status, an Investor will be taxed on dividends paid by the Company and a liability to capital gains tax may arise on any subsequent disposal of Shares. In such circumstances, the Company would be liable to corporation tax on its chargeable gains.

In 2015 a sunset clause for VCT income tax relief was introduced. This was a condition of the European Commission’s State Aid approval of the UK’s VCT and EIS schemes, namely a retirement date for the schemes of midnight on 5 April 2025. The Government has announced that the sunset clause would be extended beyond 2025, but no further details have been given to date.

Risks relating to the Company’s reliance on third party service providers

The Company’s ability to successfully implement its investment policy is dependent on the efforts, abilities and services of the Manager. If Praetura Ventures ceases to act as investment manager or if key personnel cease to be employed by the Manager or be involved in the management of the Company’s portfolio, there is no assurance that suitable replacements will be found. If this occurs, there may be an adverse effect on the performance of the Company and the value of the Ordinary Shares.

The Company relies upon third party service providers to perform certain functions. In particular, the Manager, Administrator and Registrar will perform services that are integral to the Company’s operations and financial performance. The Company is also dependent on third party service providers to protect against breaches of legal and regulatory obligations of the Company, including those in relation to data protection. Failure by any service provider to carry out its obligations to the Company in accordance with the terms of its appointment, to exercise due care and skill, or to perform its obligations to the Company at all as a result of insolvency, fraud, breaches of cybersecurity, failures in business continuity plans or other causes, could have a material adverse effect on the Company’s operations and performance and on returns to Shareholders. The termination of any of the Company’s relationships with any third-party service provider, or any delay in appointing a replacement for any such service provider, could materially disrupt the business of the Company and could have a material adverse effect on the Company’s operations and performance and on returns to Shareholders.

Risks relating to macroeconomic factors

The current hostilities in Ukraine and the resulting sanctions imposed on the Russian Federation by various countries around the world may have unforeseen, long term and far-reaching consequences for the global economy, the cost of living generally and the Company’s portfolio of intended investments, which in turn may have an adverse effect on the future investment returns of the Company and the market value of the Shares. In particular, the interruption and/or limitation in the supply of certain natural resources (such as oil and gas) and the present and future cost of energy could have a negative impact on the performance of the Company’s intended portfolio of investments.

The ramifications of the COVID-19 pandemic may continue to have an impact on the UK and global economy, affecting workers and businesses of all sizes. Despite the UK Government’s fiscal measures and additional tax and other benefits to support small businesses, the Company’s intended portfolio businesses may be adversely impacted by the ramifications of the pandemic, as may be the returns for investors.

The widespread increase in the cost of living across the UK, with high inflation, high interest rates and rising costs for businesses and retail customers, may affect the performance of the Company's portfolio companies and have a negative impact on the NAV of the Company, which in turn may have an adverse effect on the future investment returns of the Company and the market value of the Shares.

Risks relating to cyber security

The Company, its portfolio companies, and its service providers will all be susceptible to operational will all be information security and related risks of cyber security incidents. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber security attacks include, but are not limited to, gaining unauthorised access to digital systems (for example through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data or causing operational disruption. Cyber security attacks also may be carried out in a manner that does not require gaining unauthorised access, such as causing denial-of-service attacks on website (i.e., efforts to make services unavailable to intended users). Cyber security incidents affecting any of the Company, its portfolio companies, the Directors, the Manager and/or other service providers such as financial intermediaries, have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, including by interference with the Company's ability to calculate its NAV, impediments to trading by portfolio companies, the inability of Shareholders to transact business with the Company, violations of applicable privacy, data security or other laws, regulatory fines and penalties, reputational damage, reimbursement or other compensation or remediation costs, legal fees, or additional compliance costs. Similar adverse consequences could result in cyber security incidents affecting counterparties with which the Company or any of its portfolio companies engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies, and other financial institutions and other parties. Any such breaches of cybersecurity could have a material adverse effect on the Company's operations and performance and on returns to Shareholders.

Securities Risks:

Risks relating to the realisation of an investment in the Ordinary Shares

It is anticipated that the Ordinary Shares in issue, and to be issued, pursuant to the Offer will be admitted to the premium segment of the Official List and will be traded on the London Stock Exchange's main market for listed securities. The secondary market for VCT shares is generally illiquid and there may be a limited market in the Ordinary Shares. Investors may, therefore, find it takes longer to realise their investment, or that they cannot obtain a price for their Shares that reflects the underlying NAV of the Ordinary Shares, or that they cannot realise their investment at all.

The value of Ordinary Shares depends on the performance of the Company's underlying assets and that value and the income derived from those assets may go down as well as up and an Investor may not get back the full amount invested.

Investors who sell their Ordinary Shares within five years of allotment will have to repay some or all of their initial 30% income tax relief depending on the sale proceeds and it is, therefore, probable that the market in the Ordinary Shares will be illiquid for at least five years.

Risks relating to returns to Shareholders

The Company is targeting, but cannot guarantee, paying a regular annual dividend, commencing in the financial year beginning in 2027, equivalent to between 4 and 6 per cent of the prevailing NAV per Share and, where appropriate, to pay special dividends from the proceeds of successful exits of portfolio companies that are not reinvested. The ability to pay the intended dividends may be constrained by, in particular, the existence of realised profits, regulations and the available cash reserves of the Company.

Risks relating to changes in tax reliefs

Levels, bases of, and reliefs from taxation are subject to change, which could be retrospective. Where VCT tax relief is revoked, the value of the securities may be negatively affected as, for example, any future dividends would be subject to income tax and any future disposal of Shares could be subject to capital gains tax.

IMPORTANT INFORMATION

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. 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 UK Prospectus Regulation Rules, the Listing Rules and the Disclosure Guidance & Transparency Rules.

Governing Law

Unless otherwise stated, statements made in this Prospectus are based on the law and practice currently in force in England and Wales.

Non-Mainstream Pooled Investment Status and UK MIFID Laws

As the Company is a closed-ended investment company, the Ordinary Shares will be “excluded securities” under the FCA’s rules on non-mainstream pooled investments. Accordingly, the promotion of the Ordinary Shares is not subject to the FCA’s restriction on the promotion of non-mainstream pooled investments. The Company intends to conduct its affairs so that its Ordinary Shares can be recommended by financial advisers to retail investors in accordance with the rules on the distribution of financial instruments under the UK MiFID Laws. The Directors consider that the Ordinary Shares should be considered “non-complex” for the purposes of the UK MiFID Laws.

Market Abuse Regulation

UK MAR sets out requirements relating to insiders, director dealings and market soundings. In particular, directors, Persons Discharging Managerial Responsibilities (PDMRs) and Persons Closely Associated (PCAs) with them must notify the Company of any transaction in the Company’s shares. There is also a restriction on dealing in the Company’s shares during a closed period. UK MAR also stipulates that public disclosure of inside information by the Company must be done without delay (other than in limited circumstances). The FCA must be formally notified following the announcement of any delay.

The Directors are aware of their obligations under UK MAR and the Company will have a share dealing policy and a procedure to comply with the requirements set out in UK MAR.

Websites

Without limitation, neither the contents of the Company’s or the Manager’s website (or any other website referred to in this Prospectus) nor the content of any website accessible from hyperlinks on the Company’s or the Manager’s website (or any other website referred to in this Prospectus) is incorporated into, or forms part of this Prospectus.

Withdrawal

The Company may update the information provided in this Prospectus by means of a supplement if a significant new factor that may affect the evaluation by prospective investors occurs after the publication of this Prospectus or if this Prospectus contains any material mistake or substantial inaccuracy. Any such supplement will be subject to approval by the FCA and will be made public in accordance with the Prospectus Regulation Rules. In the event that the Company is required to publish a supplementary prospectus prior to Admission, applicants who have applied for Ordinary Shares under the Offer will have the right to withdraw their applications for Shares made prior to the publication of the supplementary prospectus. Such withdrawal must be made within the time limits and in the manner set out in any such supplementary prospectus (which shall be at least two clear Business Days following the publication of the relevant supplementary prospectus). If the application is not withdrawn within the stipulated period, any offer to apply for Ordinary Shares under the Offer will remain valid and binding.

Performance Data, and Track Record

This Prospectus includes information regarding the track record and performance data of Praetura Ventures, the Company’s investment manager. Such information is not necessarily comprehensive and prospective investors should not consider such information to be indicative of the possible future performance of the Company or any investment opportunity to which this Prospectus relates. The past performance of the Manager is not a reliable indicator of, and cannot be relied upon as a guide to, the future performance of the Company and/or the Manager. Investors should not consider the track record information and performance data (particularly the past returns) contained in this Prospectus to be indicative of the Company’s future performance. Past performance is not a reliable indicator of future results and the Company will not make the same investments reflected in the track record information and performance data included herein. Prospective investors should be aware that any investment in the Company is speculative, involves a high degree of risk, and could result in the loss of all or substantially all of their investment.

The Company has not traded, and therefore, has no investment history. For a variety of reasons, the comparability of the track record information and performance data to the Company’s future performance is by its nature very limited. The Company’s results can be positively or negatively affected by market conditions outside of the control of the Manager and the Company. These market conditions may be different from those prevailing at present time or in the future and, accordingly, the performance of renewable energy assets now may be significantly different from those of the past. No representation is being made by the inclusion of examples of the past performance or track record of the Manager, and/or the strategies presented herein that the Company will achieve performance similar to such examples and strategies herein. There can be no assurance that the track record and past performance of the Manager and/or the strategies described herein will assist the Company in meeting its objectives generally or avoid losses.

Expected Timetable And Statistics Of The Offer

Timetable of the Offer

Offer opens	14 June 2023
Deadline for receipt of Application Forms and cleared funds for 2023/2024 tax year	no later than 3.00 p.m. on 3 April 2024, to be determined at the Directors' absolute discretion ¹
Deadline for receipt of Application Forms and cleared funds for 2024/2025 tax year	no later than 3.00 p.m. on 31 May 2024, to be determined at the Directors' absolute discretion ¹

Allotments following receipt of the Minimum Subscription

Share certificates expected to be dispatched	within 10 Business Days of each allotment
Tax certificates expected to be dispatched	within 3 Business Days of each allotment
Dealings in Ordinary Shares expected to commence	within 10 Business Days of each allotment

Statistics of the Offer

Price per Ordinary Share	Calculated in accordance with the Pricing Formula set out on page 46
Estimated initial net asset value per Ordinary Share	97p
Expected maximum number of Ordinary Shares in issue following close of the Offer assuming Maximum Subscription	9,700,000
Estimated net proceeds of the Offer, assuming Maximum Subscription	£9.7 million
Minimum Application Amount	£3,000
Estimated expenses of the Offer assuming Maximum Subscription	£300,000

¹ This deadline for receipt of Application Forms and cleared funds is subject to the Offer not being fully subscribed or closed at the Directors' discretion at an earlier date. This deadline may be extended to a date no later than 31 May 2024 or brought forward at the Directors' discretion, in which case the date of commencement of dealings will be revised accordingly.

Directors and Advisers

Directors (all non-executive)

Paul John Jefferson (Chair)
Elizabeth Christine Philomena Scott
Sam Robin Dennis McArthur

Sponsor

Howard Kennedy Corporate Services LLP
No.1 London Bridge
London
SE1 9BG

Secretary

Rebecca Hargreaves c/o
Praetura Ventures Limited
Level 8 Bauhaus
27 Quay Street
Manchester
M3 3GY

Solicitors

Howard Kennedy LLP
No.1 London Bridge
London
SE1 9BG

VCT Tax Adviser

Philip Hare & Associates LLP
6 Snow Hill
London
EC1A 2AY

Auditor

Macintyre Hudson LLP, trading as MHA
6th Floor, 2 London Wall Place
London
EC2Y 5AU

AIFM, Manager and Promoter

Praetura Ventures Limited
Level 8 Bauhaus
27 Quay Street
Manchester
M3 3GY

Registrar and Receiving Agent

The City Partnership (UK) Limited
The Mending Rooms, Park Valley Mills
Meltham Road
Huddersfield
HD4 7BH

Administrator

Praetura Ventures Limited
Level 8 Bauhaus
27 Quay Street
Manchester
M3 3GY

Praetura Growth VCT plc

PART 1



PART 1

LETTER FROM THE CHAIR

Praetura Growth VCT plc
Level 8 Bauhaus
27 Quay Street
Manchester
M3 3GY

14 June 2023

Dear Investor,

It is my great pleasure to introduce to you the launch of Praetura Growth VCT plc (the “**Company**”), an exciting new VCT managed by Praetura Ventures (the “**Manager**”). Praetura Ventures is the venture capital and EIS business associated with the wider Praetura Group. The Praetura Group is a successful financial services group with a reputation for delivering strong investment performance and capital appreciation for investors.

The objective of the Company is to rise to the UK Government’s levelling up agenda by providing growth funding to scalable businesses predominantly based in the North of England. Amidst an economic climate currently marked by rising inflation, a cost of living crisis and increased taxes, the Company will also aim to provide Investors with attractive capital appreciation bolstered by VCT tax relief.

The North of England Opportunity

The North’s technology and life sciences sectors have grown rapidly over the last decade and continue to gain recognition on a global stage. Manchester is at the heart of this momentum, being home to over 10,000 technology businesses and now boasting a £5 billion digital economy. Recently dubbed the ‘UK’s Top Digital Tech City’, it is celebrated for its leading position in established and emerging digital sectors, having produced break-out businesses such as AO Group, ANS, AutoTrader, Matillion, Peak and TalkTalk.

Closely connected to other flourishing economic ecosystems, Manchester is flanked by Liverpool and Leeds both of which have pioneered their own technology sector success stories in recent years. Leeds is home to the UK’s largest technology event, Leeds Digital Festival, and has established a thriving technology industry with strong sub sectors in fintech, health and gaming. Liverpool’s digital economy has also made advancements in both health and creative technology recently. These accomplishments have largely been due to a number of ‘start up friendly’ characteristics found in the North including proximity to large corporate buyers, low operating costs, extensive transport links, robust infrastructure and access to world-class talent created by highly rated local universities.

The Company’s North of England investment opportunity was identified in the Manager’s recently published research paper entitled, ‘What’s Powering the Powerhouse’, which looked at the Northern funding landscape for start-ups and entrepreneurs. Within it the Manager demonstrated that the North of England accounts for around 20% of all the UK’s economic output, population and active companies, but only around 7% of the UK’s venture capital investment is deployed in the region. This compares unfavourably with London which, like the North, contributes around 20% of the UK’s economic output, but accounted for over 68% of venture capital investment in the UK between 2020 and 2022 (Q2). It is this structural imbalance in the UK venture capital market that the Board believes presents an attractive opportunity for investors and for which the Company is in a unique position to utilise.

Due to the region’s growing technology economy and funding opportunities, Praetura Ventures’ existing investment funds carry a bias towards opportunities in the North, targeting a two-thirds allocation-to-deals ratio in favour of deals based outside of London. The Directors believe that this strategy will provide Investors with access to the best of Northern founders at more attractive valuations for growth opportunities than are available in London and the South-East of England, where VCT investments are traditionally focussed and where competition between venture capital investors can create inflated valuations.

PART 1

The Praetura Group

The Praetura Group has been supporting small and medium enterprises since 2011, raising capital and investing in the early stages of business lifecycles. The Praetura Group currently has assets under management of over £544 million, which includes Praetura Ventures with current assets under management of £213 million.

Praetura Ventures launched its EIS Growth Fund in 2019. Since launch the fund has raised over £129 million and grown its current portfolio to 36 businesses, 21 of which are based in the North of England.

Praetura Ventures' ability to find and back exceptional businesses in the North has helped it attract £40 million over the last 24 months from two institutional funds, the Regional Angels Programme from British Business Investments and the GMC Life Sciences Fund from the Greater Manchester Combined Authority (GMCA), Cheshire and Warrington LEP and Alderley Park Holdings Limited.

Further details of the Manager's track record and investments held in its EIS portfolio can be found in Part 3 of this document.

The Offer

The Offer is seeking to raise up to £10 million, together with an over-allotment facility of up to a further £10 million. The Offer will open on 14 June 2023 and may close at any time in the Directors' discretion thereafter but, in any event, not later than 3.00 p.m. on 3 April 2024, in the case of the 2023/2024 tax year, and 3.00 p.m. on 31 May 2024, in the case of the 2024/2025 tax year (unless the Maximum Subscription is reached by an earlier date). The Company will apply for the Ordinary Shares issued, and to be issued, under the Offer to be listed on the Official List and to be admitted to trading on the London Stock Exchange's main market for listed securities. It is expected that applications will be made for the Ordinary Shares allotted under the Offer to be listed on the premium segment of the Official List and to be traded on the London Stock Exchange's main market for listed securities shortly after the Minimum Subscription is reached. If the Minimum Subscription has not been raised by 3 April 2024, the Offer will lapse and all Applicants will have their Application Amount returned in full.

The Directors and people associated with the Manager have undertaken to invest £1.02 million, in aggregate, under the Offer.

The Tax Benefits

Subscriptions for Ordinary Shares should attract income tax relief at the rate of 30% of the Investment Amount for eligible UK taxpayers. In addition, as long as the Company maintains its status as a VCT, the Company can make tax-free distributions to shareholders and gains made within the Company are free from capital gains tax. The availability of tax reliefs depends on the individual circumstances of investors and can be subject to change.

Prospective Investors should consult with their own independent financial adviser before making an investment in a VCT.

Yours sincerely,

Paul Jefferson

Chair
Praetura Growth VCT plc

Praetura Growth VCT plc

PART 2



PART 2

INFORMATION ON THE COMPANY AND THE MANAGER

Background to VCTs

VCTs were introduced by the UK Government in 1995 to encourage individuals to invest in UK smaller companies, to generate employment and to plug the perceived equity gap for investments in growing businesses. The VCT sector is now a mature market with over £6 billion under management and 51 VCTs. Investor interest has increased over the years and, according to the Association of Investment Companies (the "AIC"), the trade body for VCTs and the wider investment company industry, VCTs raised over £1 billion of investment in the 2022/2023 tax year, the second highest year for fundraising since VCT tax rules were introduced in 1995 and marking two consecutive tax years in which VCTs have raised over the £1 billion mark.

As the cost of living crisis continues with rising inflation and recently announced reductions in dividend and capital gains tax reliefs, VCT investment (with its exemptions from income tax on dividends and capital gains on disposals, along with a 30% income tax relief based on the amount invested) is becoming more appealing for target investors.

The Company's approach to investment

The Company has been launched to invest in growth companies that require scale-up capital across a range of sectors including technology and healthcare but focused predominantly in the North of England.

The Company will initially invest in follow on rounds in Qualifying Companies looking for growth capital that have already been supported by the Praetura EIS Growth Fund, also managed by Praetura Ventures. After the initial period, the Company expects to continue to back promising, high performing portfolio companies from the Praetura EIS Growth Fund through follow-on funding rounds, whilst also seeking out and investing in its own new opportunities.

The Manager has an extensive professional network of contacts (including a network of Operational Partners as described further below), a respected reputation from previous investment successes and the necessary know-how to generate opportunities that will help to ensure an ongoing pipeline of potential investments which can be considered by the Company going forward. The Manager assesses around £3 billion worth of funding requests from approximately 1400 applications annually, investing in just 10 to 20 companies per year.

Under current VCT legislation, the Company must hold at least 80% of its assets by value in Qualifying Investments by the start of the accounting period in which the third anniversary of the date the Shares were issued falls. At least 30% of all new funds raised by the Company must be invested in Qualifying Investments within 12 months of the end of the accounting period in which the Company issued the Shares. Qualifying Investments will be made in companies which are carrying out a qualifying trade, and have a permanent establishment in the UK, although some may trade overseas. The Qualifying Companies in which investments are made must have no more than £15 million of gross assets immediately prior to the investment (or £16 million immediately after the investment), fewer than 250 employees (or fewer than 500 employees in the case of a Knowledge Intensive Company) and generally cannot have been trading for more than seven years (or ten years in the case of a Knowledge Intensive Company) at the time of the Company's investment. It must also meet several other conditions to be classed as a VCT qualifying investment, further details of which are set out in Part 6.

ESG Policy

Environmental, social, and governance (“ESG”) considerations are an important aspect of responsible investing and can have a significant impact on the long-term performance and sustainability of an investment.

The Directors and the Manager recognise the importance of ESG considerations in the modern world and the responsibility of the Company to have a clear and comprehensive ESG policy in place. This involves integrating ESG considerations into the investment allocation process whilst providing ongoing ESG support and guidance to portfolio companies.

ESG considerations and guiding principles will apply to all investments made by the Company regardless of the stage and size of the investment and in all phases of the investment process.

Environmental considerations

The Company will seek to invest in portfolio companies that actively consider their environmental impact, have an awareness of environmental issues and are responsive in addressing them to the best of their ability. The Company will specifically consider the various underlying factors which contribute to the environmental impact of portfolio companies and of their supply chains. The Company will also seek to ensure that all portfolio companies exercise conscientious resource utilisation and waste management and will actively try to identify companies for investment that are enthusiastic about reducing their negative environmental impacts.

Social considerations

The Company recognises the importance of considering the social impacts of its investments and will seek to invest in companies that have a positive impact on society, including those that actively consider and contribute to the well-being of their employees and communities. The Company will consider the diversity and inclusion practices of portfolio companies in which it invests and will support portfolio companies to develop those practices.

Governance considerations

The Company will consider the governance practices of the portfolio companies in which it invests, recognising the importance this has to the long term sustainability of its investments. This includes considerations around board composition and process, ethics, executive compensation, company policies and procedures, risk and compliance management and transparency. The Company will seek to support portfolio companies in developing good governance practices.

The Manager

ESG continues to be an increasing focus for Praetura Ventures and the wider Praetura Group and ESG commitments are prominently and actively promoted to ensure a positive environmental and social impact. The Manager employs several initiatives to support its ESG commitments including dedicated employee led task forces focused on core ESG principles, an active carbon neutral target and several programs to support local communities.

The businesses in the Praetura Group have been accredited by the Good Business Charter, which celebrates companies that adhere to 10 key responsible business commitments, as listed below.



Real living wage



Fairer hours & contracts



Employee well-being



Employee representation



Diversity and inclusion



Pay fair tax



Environmental responsibility



Commitment to customers



Ethical sourcing



Prompt payment to suppliers

ESG reporting

The Company will report on its ESG initiatives and considerations on an annual basis. This report will include information on the investment approach taken, including the ESG considerations taken into account in making investment decisions and the relevant actions of portfolio companies in relation to ESG principles.

The ESG policy will be reviewed and updated on a regular basis to ensure that it appropriately reflects the principles of responsible investing, portfolio management and reporting.

The Manager

Praetura Ventures is authorised and regulated by the Financial Conduct Authority.

The core mission of Praetura Ventures is to find and back exceptional founders, help them build the best business they can and develop ongoing relationships with investors based around openness and trust. By doing this, the Manager believes it can offer investors a better investor experience combined with meaningful capital growth.

Hiring from a diverse range of backgrounds and skill sets, the Manager has a large and experienced investment team which focuses on investments in early-stage venture capital in the North of England. Having been based in Manchester since 2011 and focused on growth capital markets in the region, the Manager is well placed to continue capitalising on the UK Government's levelling up agenda and help the Company play its part in providing the funding gap needed to level up the geographical imbalances in the UK venture capital market.

The North of England and the Technology Industry

The Manager believes the North is an area filled with talent, potential and opportunity, reflected in the calibre of businesses that have started there or relocated there from other parts of the UK. This popularity is evidenced by the Manager's own research paper 'What's Powering The Powerhouse', with 73% of founders suggesting the North has become a more attractive destination over the last ten years for founders looking to start a business outside of London.

Due to a historic lack of capital, many of these businesses have been under served by the investment community despite the region's successes. A total of 75% of all UK venture capital funds invest predominantly into a concentrated area of London and the South East. At the same time, 65% of founders of businesses in the North of England want their investors to have a presence in the North. Research shows that founders of businesses based in the North of England are almost twice as likely to suggest their region lacks start-up funding when compared to London & South East founders.

Largely driven by this lack of investment, a recent study undertaken by the Manager found that 72% of North of England founders, that were asked, could only name up to four venture capital investors in their region, other than Praetura. Due to the Manager's prominence through events and media coverage in the region, they have developed key relationships that produce significant deal flow through their commitment to help and educate the start-up community in the North of England.

Tech Nation's recent research shows that the UK technology ecosystem in 2022 was worth US\$1 trillion (17x the value 10 years ago of US\$53.6 billion). When further analysing by region, the research stated that the technology economy in the North West of England has seen a 400% increase in investment and a 300% increase in valuations over this time period.

According to a study undertaken by Beauhurst in 2022, deal numbers have more than doubled in the region, from just 153 rounds in 2012 to a high of 334 in 2021. The amount of equity funding being deployed has also grown considerably with a total of £1.57 billion invested into Northern companies in 2021, up from just £330 million in 2012. Manchester-based tech companies also raised a record £532 million in funding in 2022, the highest amount outside of London and the South East. The city outperformed international cities such as Rome, Warsaw, Lisbon and Brussels over the same time frame.

The Manager has seen the North's continued development first-hand, with local government in the North continuing to push for greater devolved powers to decide on economic policy in the region. Local government executive leaders have been advocates for entrepreneurial growth and enterprise, leading to a rise in start-ups, scale-ups and established SMEs in the North, which are more commonly selling to the world. The North's strong economic ecosystems also present clear justification for the Company investing into North based businesses, with Leeds boasting one of the fastest-growing digital sectors in the UK and research showing that Greater Manchester's technology and science sectors alone employ over 60,000 people.

More Than Money' Portfolio Support

Based on research, the Manager believes that business founders in the North of England are more likely to seek an investor that offers mentorship and support than founders in any other region in the UK. Knowing that founders seek out an investor with these traits, the Manager has created a strong track record and a reputation for being a supportive and proactive investor that injects more than just capital. This commitment to providing 'more than money' has been a vital part of the Praetura ethos since its launch and is widely recognised by its portfolio companies and investors as invaluable support to help them achieve their ambitions. More than money is a way of ensuring founders have everything they need to build the best business they can. This includes providing founders with support from the Manager's internal investment, marketing and people teams around areas such as raising capital or building a brilliant culture.

More than money also extends to the Manager's industry-leading Portfolio Toolkit, which provides access to business cost savings via its corporate partnerships, to help with areas such as research and development (R&D) tax credits, recruitment, IT and hosting services. The Portfolio Toolkit has previously saved companies within the Praetura EIS Growth Fund thousands of pounds and is designed to maximise returns and mitigate risk for investors.

The Manager's Operational Partners programme has acted as a core differentiator for attracting the best potential investment opportunities. The programme employs experienced individuals, who are active in relevant sectors to serve as mentors, providing expertise around all areas of business based on their backgrounds and helping to scale successful companies such as ANS, Apple, AO.com, Co-operative Bank, Dr. Martens, OSTC, MPP Global and Social Chain. These industry leaders help offer impartial advice and support founders as they grow their businesses. The programme has been a marked success and has now expanded to seven Operational Partners since it first started in 2020, with founders often referencing the programme as a real attraction to working with Praetura.

The Manager monitors its investment portfolio performance through a custom-built tech platform developed with Peak, which gives them up to date data and insights allowing them to make faster and more effective decisions.

The Manager's experience, approach and reputation for finding and backing exceptional founders in the North was recently recognised by industry funding awards, British Business Bank Investments, who awarded Praetura Ventures a £20 million Regional Angels Programme co-investment fund, the largest award in this programme and the only Manchester based venture capital firm to receive such an award. Praetura Ventures also recently won the bid for the GMC Life Sciences Fund from the Greater Manchester Combined Authority (GMCA), Cheshire and Warrington LEP and Alderley Park Holdings Limited, a £20 million fund to invest in health and life sciences businesses based in Greater Manchester and Cheshire. Both institutional funds often co-invest alongside Praetura's EIS Growth Fund to support high growth portfolio companies within the Praetura Group portfolio.

Details of the Manager's track record and investments held in its EIS portfolio can be found in Part 3.

AIFM

The Company is classified by the FCA as an alternative investment fund (an "AIF"). Under the Alternative Investment Fund Management Directive (the "AIFM Directive") each AIF managed within the scope of the AIFM Directive has a single alternative investment fund manager (an "AIFM") responsible for ensuring compliance with the AIFM Directive. Praetura Ventures is the Company's AIFM.

For more information on Praetura's team and experience, please see Part 4 of this document headed "Information on the Board, Manager, Expenses and Fees" on page 37.

The Company's Dividend Policy

The Company will target an annual dividend equivalent to 4 to 6 per cent of the prevailing NAV per Share as well as special dividends, where appropriate, from the proceeds of successful exits of portfolio companies that are not reinvested. It is envisaged that dividends will be paid in respect of the financial year starting in 2027 and onwards, subject to the existence of realised profits, legislative requirements and the available cash reserves of the Company.

Share Liquidity

It is anticipated that the Ordinary Shares will be admitted to the premium segment of the Official List and will be admitted to trading on the London Stock Exchange's main market for listed securities. The secondary market for VCT shares is generally illiquid (which may be partly attributable to the fact that initial subscription tax reliefs are not available for VCT shares bought in the secondary market and because VCT shares typically trade at a discount to NAV per share). There may not, therefore, be a liquid market and Shareholders may find it difficult to realise their investment. Shareholders should not rely upon any share buyback policy to offer any certainty of selling their Shares at prices that reflect the underlying NAV per Share. An investment in the Company should, therefore, be considered as a long-term investment.

VCT Tax Relief

The Directors intend to manage the Company's affairs in order that it complies with the legislation applicable to VCTs from time to time. In this regard Philip Hare & Associates LLP has been appointed to advise on tax matters generally and, in particular, on VCT status. Approval will be sought as soon as possible, but will only be granted by HMRC once at least 80% by value of the Company's investments are represented by Qualifying Investments and the Company has complied with the other requirements relating to VCT qualification. Where requested, Philip Hare & Associates LLP (or other suitably qualified professional advisers) will assist Praetura (but report directly to the Board) on ascertaining the qualifying status of each investment as a Qualifying Investment or by seeking advance assurance from HMRC where appropriate and where requested will advise on the status of VCT approval. Once full VCT approval has been attained, the Company must continue to satisfy the requirements of HMRC in relation to VCTs, or it is likely to lose full VCT approval.

VCTs offer significant tax advantages to individual investors when compared to many other investment products. The income tax relief available on subscriptions for shares is currently 30% up to a maximum of £200,000 invested per individual per tax year. The shares in the VCT need to be held for a minimum of five years to maintain this initial tax relief (as well as the VCT itself maintaining its VCT status).

A summary of the tax reliefs for UK taxpayers who invest into a VCT are:

- income tax relief of 30% of the amount subscribed for shares up to £200,000 per tax year, subject to a minimum holding period of five years;
- dividends received by Investors from the VCT are tax free; and
- capital gains made upon the disposal of the shares are tax free.

VCT tax reliefs are available for investments of up to £200,000 per tax year and can be subject to change and are dependent on an individual's circumstances.

Share Buyback Policy

The Shares are intended to be traded on the London Stock Exchange's main market for listed securities. Although it is likely that there will be an illiquid market for such shares and, in such circumstances, shareholders may find it difficult to sell their Shares in the market, the Company intends to pursue an active buy back policy to improve the liquidity in the Shares where the Company may repurchase Shares which shareholders wish to sell at a discount of up to 5% to the latest published Net Asset Value per Share, subject to applicable regulations, available distributable reserves, market conditions at the time and the Company having the necessary cash resources available for the purpose. The making and timing of any share buybacks will remain at the absolute discretion of the Board. The Directors expect that there will be limited demand for share buybacks from Shareholders within the first five years because the only sellers are likely to be deceased Shareholders' estates and those Shareholders whose circumstances have changed (to such an extent that they are willing to repay the 30% income tax relief in order to gain access to the net proceeds of the sale).

Shareholder Reporting

The Directors believe that communication with Shareholders is vital. Shareholders will have access to a copy of the Company's annual report and accounts (expected to be published each May) and a copy of the Company's interim results (expected to be published each October). These will be made available on the Company's website, at www.praeturainvestments.com

In order to reduce the administrative burden and cost of communicating with Shareholders, the Company intends to publish all notices, documents and information to be sent to Shareholders generally ("**Shareholder Documents**") on the Company's website. Increased use of electronic communications will deliver significant savings to the Company in terms of administration, printing and postage costs, as well as speeding up the provision of information to Shareholders. The reduced use of paper will also have general environmental benefits. Shareholders will be notified when Shareholder Documents are published on the Company's website.

Such notification will be delivered electronically (or by post where no email address has been provided for that purpose) and, unless Investors complete the relevant section of the Application Form to receive hard copy Shareholder Documents or, as Shareholders, they subsequently notify the Company of the same, Shareholders will not receive hard copies of the Shareholder Documents.

All Qualifying Subscribers will automatically be provided with certificates enabling them to claim income tax relief.

Valuation Policy

Unquoted investments will be valued at fair value in accordance with the IPEV Guidelines. The Net Asset Value will be notified through a Regulatory Information Service announcement immediately upon calculation. Any quoted investment will be valued at the closing bid price of its shares, in accordance with generally accepted accounting practice. To ensure the effective management of the portfolio of investments, Praetura will undertake an evaluation of the Net Asset Value on a quarterly basis.

Fair value is the amount for which an asset could be exchanged between knowledgeable, willing parties in an arm's length transaction.

In estimating fair value for an investment, the methodology applied must be appropriate to the nature, facts and circumstances of the investment and its materiality based on reasonable assumptions and estimates. Such methodology, including earnings multiple, cost, cost less a provision or net assets, should be applied consistently.

Praetura will be responsible for the determination and calculation of the Net Asset Value of the Company in accordance with the policies set out above. The Company does not anticipate any circumstances arising under which valuations may be suspended. However, if this was to occur, the suspension would be announced through a Regulatory Information Service.

The valuation policy has been designed by the Board and Praetura to promote independence, build in adequate controls and avoid conflicts of interest. However, there is the possibility that a conflict of interest will arise as the Manager is responsible for calculating the valuations and the fees received by the Manager from the Company are based on the NAV. In order to prevent a conflict arising, all valuations will be made in accordance with the IPEV Guidelines. The Board will review all valuations of investments to ensure that the valuation policy has been complied with and that the Directors agree with the methodology applied and the Manager's valuations will also be reviewed by the auditor as part of the audit for the annual report and accounts.

Praetura Growth VCT plc

PART 3



PART 3

INVESTMENT POLICY, INVESTMENT STRATEGY AND MANAGER'S TRACK RECORD

'Investing growth capital into scalable businesses in the North of England'

Investment Objective

The investment objective of the Company is to provide investors with the opportunity for capital appreciation and a positive return on investment over the long term by investing growth capital into scalable businesses predominantly situated and/or servicing the North of England which meet the investment criteria outlined below under the heading 'Asset Allocation'.

The Company will comply with VCT tax rules in order to qualify and maintain its status as a VCT under the relevant tax legislation in the United Kingdom so that investors may benefit from the scheme's attractive tax reliefs.

Investment Policy

The Company intends to invest the net proceeds of the Offer in accordance with its stated investment policy.

Asset Allocation

The VCT Rules require at least 30% of the funds raised to be invested in companies carrying out a qualifying trade as defined under the relevant legislation ("**Qualifying Investments**") within 12 months of the end of the Company's accounting period in which the relevant Shares were allotted, and at least 80% by value of its investments, by the start of the Company's accounting period in which the third anniversary of the date the relevant Shares are allotted falls and continuously, thereafter, to be invested in Qualifying Investments.

The Company will invest in companies at various stages of their lifecycle, across a range of sectors including technology and healthcare, but with a focus on Qualifying Investments predominantly situated and/or servicing the North of England.

The Company will initially make a number of follow on investments into portfolio companies of the Praetura EIS Growth Fund. Once a portfolio of between six to eight portfolio companies has been established, the Company will seek to deploy capital of between £1 and £5 million into new VCT qualifying portfolio companies which meet the Company's investment criteria and are approved by the Investment Committee.

Funds not deployed in Qualifying Investments will be invested in short term liquid instruments, principally other funds which can be easily exited (e.g. money market funds, corporate bonds, term deposits, equity funds and debt instruments) including any appropriate funds managed by Praetura, to generate additional return for investors. These must be capable of being easily liquidated. Such investments are subject to market fluctuations.

Borrowing

The Company has no present intention of utilising gearing as a strategy for improving or enhancing returns. Under the Company's Articles of Association, the borrowings of the Company will not, without the previous sanction of the Company in general meeting, exceed 25% of the aggregate total amount received from time to time on the subscription of Shares in the Company.

Risk Diversification

It is intended that diversification will be achieved across both sector and stage by investing in a broad range of scalable growth opportunities across a range of sectors in line with the Company's investment policy. The maximum amount invested in any one company (inclusive of any related group company) will be limited to 15% of the value of the portfolio (calculated pursuant to the VCT Rules) at the time of investment.



Changes to the Investment Policy

The Company will not make any material changes to its Investment Policy without Shareholder approval.

Investment Strategy

The Company's focus is to back scalable businesses, run by experienced management teams with demonstrable evidence of momentum at the point of investment.

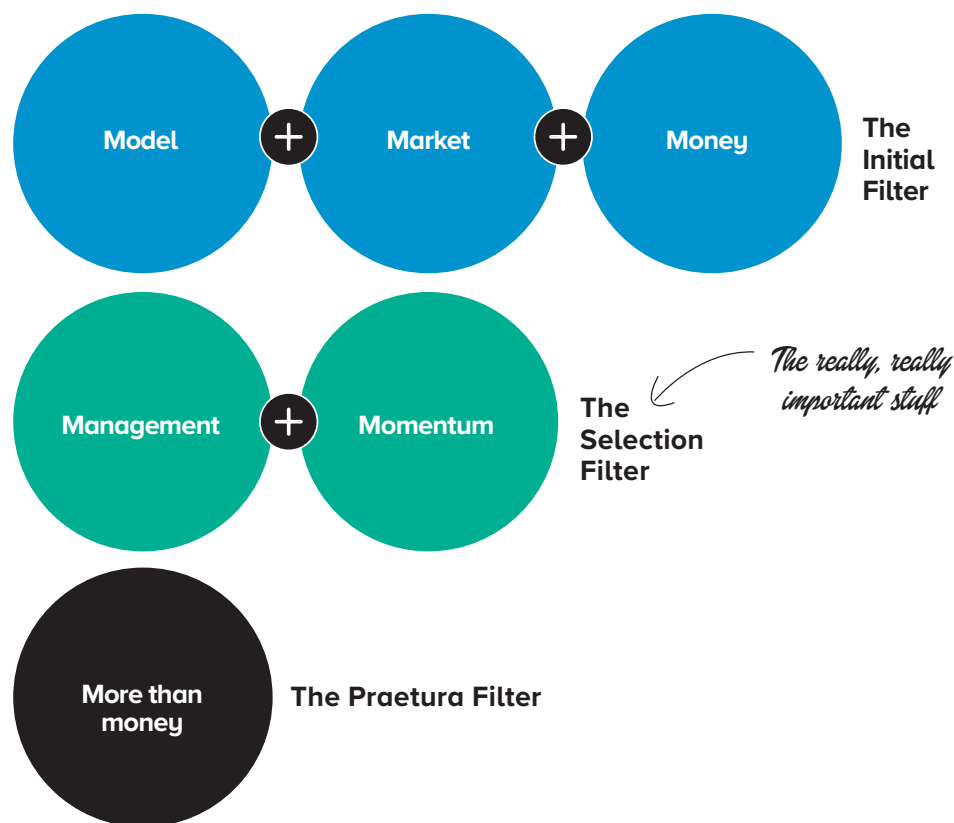
The majority of investments will be made into companies and founders located in the North of England. By focusing on the North, the Company intends on benefiting from structural imbalances in the UK venture capital market including:

- more attractive valuations for early-stage opportunities than can be found in London and the South-East of England;
- less competition to back the best founders; and
- a greater likelihood that the best Northern founders will choose to work with the Company, owing to Praetura Venture's closer proximity, differentiated approach and brand positioning.

The Company intends to be one of the first institutional investors in investee companies and to lead rounds with an investment of between £1 and 3 million, with equity positions after the first investment of between 5% and 30% of the total share capital of the investee company. The Manager currently assesses over 100 new opportunities each month, selecting the most attractive 1% for investment by its EIS Funds.

The Company will utilise the Manager's '6M' framework for successful investing which evaluates the fundamental factors required to deliver the investment strategy of the Company.

Our investment criteria – “The 6Ms”



Model

There are certain indicators within a financial model which support rapid scalability and, therefore, the Manager looks for evidence of current or future operational leverage combined with minimal working capital requirements and high margins. B2B businesses with recurring revenue streams are generally favoured, although consumer facing businesses will also be considered.

Market

Several market factors will be evaluated to establish whether the market conditions are ripe for the investee company to thrive. In particular, the Manager will look to identify companies with a large addressable market and/or a crowded competitive landscape where there is potential to take a large market share or companies that are carving a new market niche with a smaller addressable market but where they can become a category leader.

Money

The impact of the investment is also considered. An alignment on use of funds is key along with ensuring a business is properly capitalised to reach the milestones targeted within the investment plan. The Manager will identify valuation benchmarks for comparable investments and map various exit profiles to ensure there is potential for an attractive return for investors. It is also important to create a fair and equitable deal structure for all parties to ensure there is an alignment to exit.

Management

Management is the most critical area of the framework. Management teams backed by the Company must be of good character and values with an emphasis on team over individuals and cultivating a positive culture in the business. They will need to display passion, humility, drive and ambition and articulate a vision worthy of investment from the Company.

Momentum

Momentum within a business is usually demonstrated by increasing revenues and the Manager will target businesses which are capable of doubling revenues each year post investment. Other indicators of momentum could include critical partnerships being signed, development and release of software or, in the case of healthcare businesses, regulatory hurdles being reached.

More than Money

Businesses require more than capital to help them achieve the biggest successes and navigate the most difficult challenges. The business has to be supportive of the post investment strategy of providing 'more than money'. Establishing this plan requires openness, trust and honesty around areas of weakness and challenge.

Investment allocation policy

This describes the policy for allocating investment opportunities between the funds assigned to the Praetura Ventures team and managed by the Manager including, but not limited to, the Company, Praetura EIS Growth Fund, GMC Life Sciences Fund by Praetura and Praetura's Regional Angel Programme Fund.

Allocation Principles

The principles below are applied:

1. Tax status:

Priority is given to any fund or share class, in order to achieve or maintain that fund or share class's intended tax status. For example, the Company needs, under current VCT tax rules, to invest at least 30% of all new funds raised into VCT qualifying investments within 12 months of the end of the accounting period in which the VCT issued the shares and 80% into VCT qualifying investments within 36 months.

2. Suitability:

Priority is given to the fund for which the investment is most suitable according to the fund's published investment policy.

3. Existing Investment:

If a fund has an existing investment in a portfolio company, then it may have priority to follow on. If there are a number of funds already invested in a company, then this right is in proportion to their existing investments (by cost) and/or funds available for investment, but subject to all relevant principles stated in this policy and at the discretion of the Manager.

4. Liquidity:

The available liquidity of each fund is also a factor. Consideration will be given to the future cash requirements of each fund, including the need for follow on investments in the rest of the portfolio, as well as, amongst other things, running costs and anticipated dividends.

5. Participation:

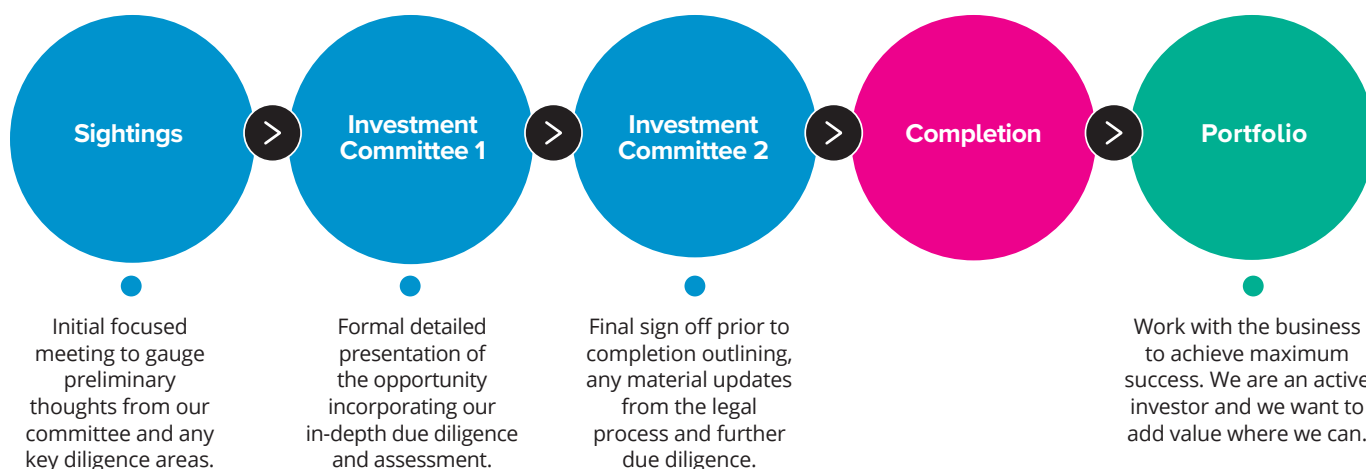
An attempt should be made to give each fund with the same or similar investment policy some exposure to each investment opportunity.

Manager's Discretion

The Manager will use its discretion to balance the requirements of the different funds under its management, with the aim of each fund meeting its investment objectives. The principles above have been designed to ensure that the interests of all the funds are taken into account.

Investment process

The Manager has developed a robust investment process which includes 3 different stages of Investment Committee approval.



First Stage Investment Committee - Sightings

Sightings is designed to create early discussions across multiple individuals across Praetura Ventures and the Praetura Group. At each Sightings meeting, there is a short-form document prepared by the proposing team which gives enough data to allow an understanding of what the business does, the market it operates in and why the team are proposing to take the business forward.

The purpose of the meeting is to debate the opportunity in an open, honest and candid manner. This involves understanding the positive dynamics that have led the investment team to propose the opportunity, the risks highlighted and the potential negative factors that would preclude an investment from the Company including identifying any potential conflicts. At the end of each Sightings meeting, the aim is to reach consensus on whether the business fits the Company's investment criteria, strategy and investment policy, whether further investment of time and resource should be deployed to continue evaluations and the focus areas for diligence.

High-level minutes summarise the discussion and the business is given a red, amber and green rating. Where appropriate, an Operational Partner with relevant industry experience will be assigned to the opportunity if this has not already been initiated by the proposers. The Operational Partner will then work with the proposers to meet with the founders and assist in the assessment of the business. At IC1, the chosen Operational Partner will act as an adviser to the committee to provide their views on the opportunity to supplement the proposers' assessment.

Second Stage Investment Committee 1 - IC1

IC1 is the first formal stage of the investment committee process.

The purpose of the meeting is to approve (or reject) an opportunity that has been through Sightings and has had significant levels of investigative work completed by the Manager.

At IC1, the proposers present a detailed investment proposal (the "**Proposal**") which details the findings of all areas of diligence undertaken and provides an analysis of the business using the 6Ms methodology. The Proposal includes details of the proposed transaction, including key terms, valuation, potential exit routes and return profiles and proposed funder consortium (if applicable).

While there will inevitably still be areas of diligence to undertake following IC1, these diligence streams will be known and addressed in the main Proposal by the proposing team. The Investment Committee may choose to add additional workstreams to this following their review.

Diligence to undertake will include an indicative scope and cost estimate of any external diligence that will be undertaken.

Final Stage Investment Committee 2 - IC2

IC2 is the final stage of the investment committee process. The purpose of the meeting is to understand and evaluate the additional diligence findings which were proposed at IC1.

A shorter form proposal (the "**Final Proposal**") is provided by the Manager's investment team outlining any material changes to the business or initial assessment, further due diligence findings and confirmation of the agreed final terms of the deal structure.

Wherever possible the Investment Committee will be the same as for IC1 to ensure continuity. As with IC1, where there is an Operational Partner assigned to the opportunity, they will act as an adviser to the Investment Committee. An investment is only transacted once approved by IC2.

Manager's Track Record

Praetura Ventures is part of the Praetura Group, who've been supporting UK businesses with equity and debt finance since 2011. We are here to help UK entrepreneurs reach their potential and secure the right funding. What sets us apart is our commitment to providing more than money.

Who are Praetura Group

148

Employees

4

Offices

£957M

Invested or lent to SMEs'

£544M

AUM



Hard asset funding



Asset-based lending



Invoice finance



Terms loans and soft asset lending



Invoice finance for recruitment businesses



Venture capital arm, specialising in BPR and EIS

Who are Praetura Ventures

23

Team Members

36

Companies in portfolio

£129M

Raised since 2019

16x

Return on Inspired Energy

7

Operational Partners

51

Startups invested into

£213M

AUM

19.2x

Return on EC3

100+

Venture Partners

c. 1400

Opportunities reviewed per year

£24.4M

Of investment made in tax year 22/23

2.9x

Average return on investments with further gains to realise

Investments made by funds managed or advised by the Manager

(valuations stated below are unaudited and sourced from the Manager)

As set out in the Company's investment policy, it is intended that the Company will consider follow on investments in some of the investee companies set out below to form part of the Company's initial investment portfolio, but no firm commitments to do so have been made.

CULTURE SHIFT



Culture Shift is a technology for good business which has created a platform (Report + Support) that enables staff and students to anonymously report instances of bullying and other or all forms of abuse. The company was founded in 2018 by Gemma McCall (CEO), with over 1,500,000 people having access to the platform. Outside of the education space, Culture Shift has been able to attract business from key institutions, including the NHS Trust and EY.

Over £1 million in ARR
Used by the NHS
Available to 1.5 million people
Sector: HR Tech
Website: <https://www.culture-shift.co.uk>

Investment Rationale: The Manager believes that Culture Shift is addressing a large and growing market need for tools to support employee welfare and promote a positive culture within businesses. This market is boosted by social and regulatory pressures, which are driving the requirements for this type of technology solution. The business had developed a sector agnostic, scalable platform for businesses of all sizes to enable employees to anonymously report instances of bullying and harassment. The Manager believes that Culture Shift is led by a strong management team, with the CEO seen as an influential voice and advocate in combating toxic cultures in the workplace or classroom.

Post Investment: Since taking initial investment from the Manager, Culture Shift has expanded into two new sector verticals outside of academia and seen 12x revenue growth.

Testimonial: "Praetura aren't like any other VC. The more than money promise goes to the core of what they are trying to create. Consistently, they're trying to find ways to support us and help us build the best business we can."

Gemma McCall, CEO of Culture Shift

BANKIFI



BankiFi is a Manchester based fintech business which was founded by Mark Hartley. Mark previously scaled Clear2Pay which sold in 2014 for approximately \$375 million. BankiFi sells its technology into banks and financial institutions to enable them to leverage open banking and compete against FinTechs. It is focused on providing technology to help banks better service their SME client base with value adding solutions. These solutions enable the SME to operate more effectively.

Over £1 billion payments processed
Over 500,000 SME customers serviced
Available in the UK, USA, Singapore, AUS and NZ
Sector: Fintech
Website: www.bankifi.com

Investment Rationale: The Manager was highly impressed by the experience and credibility of the founder of BankiFi, Mark. He had a deep understanding of the financial services market, was very well connected and respected in the industry. The Manager was of the view that, unlike many other fintechs, BankiFi was developing solutions to enable banks and financial institutions to actually compete with new independent innovations. BankiFi has a highly engaged customer base supported by a strengthening pipeline on a global scale which provided a solid foundation for investment.

Post Investment: Since taking initial investment when BankiFi had one banking client, they have gone on to win many new contracts with international banking clients, expanded into the US and achieved over 9x growth in ARR and net revenue retention of 140%.



Peak has developed an AI-based decision intelligence system which sits at the heart of a business, using machine learning algorithms to convert data into actionable insights to help drive growth, increase profitability, improve efficiencies and sustainability. Hailed as one of the North's breakout tech success stories, the business works with a number of global brands such as ASOS, KFC, Nike and PepsiCo. Their technology has been widely praised for its ability to drive commercial results and after a recent fundraise led by investment-giant SoftBank, the business is now scaling rapidly internationally. Praetura first invested in Peak when there were just three founders at idea stage, since then they've now grown their team to over 250 people around the world.

Six offices worldwide
 Backed by SoftBank
 Named in The Sunday Times' Top 25 Best mid-size companies to work for
 Sector: AI
 Website: www.peak.ai

Investment Rationale: The Manager believed that artificial intelligence adoption within enterprise businesses was accelerating. Peak.ai was a leading provider of artificial intelligence services and had developed a unique AI-platform as a service to allow businesses to develop their own AI tools within Peak's environment. The management team is strong and experienced, led by Richard Potter, a visionary in the field. The Manager's first investment round was at a £4 million pre-money valuation. Since then, the Peak.ai carried out a number of further investment rounds, including a \$75 million round led by Softbank's Vision II AI fund, at a valuation of £200 million+.

Post Investment: Since Praetura's seed round, the business has grown into multiple international territories, increased headcount to 240 people and increased contracted revenue by over £9 million.

orka.



Orka Technology Group is a frontrunner in the facilities management recruitment space providing an innovative suite of products to bring increased efficiencies and transparency to the recruitment process whilst providing workers with a much improved access and enhanced experience route to work with immediate access to earned pay. Orka are disrupting the market, establishing support in the form of integrated partnerships from the largest operators in this market.

Partnered with Team software by Workwave
 Named a UK Tech trailblazer (WIRED)
 7th on GP Bullhound's 100 fastest-growing Northern tech companies list 2022
 Sector: Workertech
 Website: www.orka.group

Investment Rationale: Orka had launched three products to address the various challenges facing companies in high turnover, hourly paid industries such as facilities management. The Manager was encouraged by the engagement they had from leading facility management companies, demonstrating a clear market fit and desire to improve the industry for workers and employees. To achieve traction at scale with the global customer base, complex integrations had been developed and were ready for deployment. The volume of recruitment undertaken by the customer base gave the Manager further confidence that exponential growth was possible within the short-medium term horizon.

Post Investment: Orka have delivered a prominent integration which provides significant route to market penetration for all 3 products. They officially launched their third product to market and have seen 13% month on month growth.

Patchwork



Patchwork was founded by two doctors, Anas Nader and Jing Ouyang, to help ease the staffing crisis faced by the NHS and health sector introducing cost savings and efficiencies. Now working with 100 UK-wide healthcare sites and 40,000 NHS staff, Patchwork is bringing flexibility to staff and employers through its intuitive end-to-end workforce management offering whilst providing significant savings to NHS Trusts they are partnered with.

Supporting 70 NHS Trusts
c.3 million hours of shifts supported
c.£40 million cost saving to the NHS
Sector: HR Tech
Website: www.patchwork.health

Investment Rationale: Patchwork is supporting the NHS with staffing challenges through time efficient and cost saving product innovations. The Manager was impressed by the management team and took considerable comfort from their first hand experience of the challenges they were addressing. This deep understanding led to exceptional product market fit which was evidenced in their continued traction across the trust network.

Post Investment: Patchwork have increased the number of hospital trusts they are now contracted with by 59, launched a new adjacent product and delivered contracted revenue growth of over 900%.

percayso inform



Percayso is a Nottingham based data enrichment business serving the insurance sector. The business was founded by Simon James following a successful exit of a previous business in this space. Percayso's next generation data intelligence tools help insurers to prevent fraud, compete on price comparison sites and better evaluate risk.

Trusted by Ageas
2022 Fraud Technology of the Year winner
Awarded silver for Business Partner of the Year – Technology Supplier award
Sector: Insurtech
Website: www.percayso-inform.com

Investment Rationale: With data playing such an important role in the modern world, a business such as Percayso, which has developed a variety of data intelligence tools to serve the insurance market, was of huge investment interest to the Manager. Furthered by the business being founded by someone who had previously built and successfully exited a business in this space and who had personally invested £4 million in the business, Percayso presented as a highly investable business, operating in a market that was growing in size and complexity, highlighting the need for data led intelligence outside of the single dominant provider currently supporting this industry.

Post Investment: Since taking external investment, the business has secured their first large insurer, acquired Cazana from Cazoo, experienced over 400% growth in contracted revenue and achieved 217% net revenue retention.



XR Games is leading the future of gaming with shared AR and VR experiences that bring people together through play. The business works with some of the world's biggest entertainment and gaming companies, including Sony Pictures and Meta, creating hugely successful games such as 'Zombieland VR: Headshot Fever'. The company is led by award-winning founder Bobby Thandi (CEO), who has grown the team to over 100 staff.

Trusted by Sony and Meta
 Founder Bobby Thandi named Entrepreneur of the Year 2022
 Team of +100
 Sector: Gaming
 Website: www.xrgames.io

Investment Rationale: XR Games is one of the market leaders in the development of AR and VR gaming experiences, securing multiple projects from the largest entertainment companies in the world such as Sony and Meta. The founder of XR Games appeared well respected and well connected in the industry and the Manager took confidence from this and the traction to date leading to the belief that XR Games would become a prominent figure in the AR/VR gaming.

Post Investment: Since the first investment made into the business by the Manager, XR Games has won multiple high profile projects including Zombieland, Hitman and Starship Troopers with a completely full order book for the rest of the year. The team have grown to over 100 people.



Illuma has created a highly innovative contextual advertising platform that enables advertisers to target specific audiences without the use of cookies, enabling the world's biggest brands including Sky, Volkswagen and Coca-Cola, to maximise their ROI and make better ad placement decisions in real-time.

Trusted by Sky and Coca-Cola
 Founder Peter Mason
 Team of 33
 Sector: Adtech
 Website: www.weareillumina.com

Investment Rationale: The regulatory and social pressure to eliminate or reduce the use of third party cookies is prevalent across the advertising industry. Illuma's technology is hugely sophisticated and provided the global customer base with market leading results from advertising campaigns. Illuma's platform incorporates article sentiment, reader mindset and reviews the interactions with a campaign in real-time, moving the campaign to pages that should yield better conversion rates. This technology is new to the market and the Manager gained great confidence from the results that they have achieved for their customer base.

Post Investment: Since securing investment from the Manager, Illuma has experienced further international expansion, contracted with many new advertisers, seen revenue growth of 180% year on year and a 100% valuation uplift.



Transreport is a company that has developed a suite of products which enables transport providers to operate and serve passengers more efficiently and comprehensively. The company serves all transport sectors but its main market is rail, where they have secured several national contracts with a number of providers across a number of products including their Passenger Assist app connecting disabled and vulnerable passengers directly with rail providers to offer a more accessible and supported journey.

Trusted by National Rail and Rail Delivery Group
Shortlisted for the Apple Design Award in the inclusivity category
Team of 71
Sector: SaaS Transport Tech
Website: www.transreport.co.uk

Investment Rationale: The Manager found the founder of Transreport to be a highly passionate and driven individual, focussed on delivering more efficient operations and better service to travelling passengers. The business had secured a number of high-value initial contracts with national rail operators demonstrating evidence of an expanding strategy. The Manager was further encouraged by the potential global application of the technology and hugely supported the 'Tech for Good' element associated with both the Passenger Assist product and driving more efficient travel services across the country.

Post Investment: Transreport has seen a national roll-out of the Passenger Assist App since taking investment. They have secured investment from Japan-based Hankyu, who will now support an expansion into the region. Since investment the business has delivered almost 4x ARR growth.

Testimonial : "I didn't expect Praetura to be so hands on, and I mean that in a good way. Not only did they provide the capital we needed to launch the passenger assistance app, they've also been helping us every step of the way, whether it's been help with HR, staff welfare, accounting or R&D tax credit claims. Even if they haven't had the resource internally at Praetura, the team has connected us with the right people, and that's amazing."

Jay Shen, CEO of Transreport



Coadjute connects all parties within a property transaction through its innovative blockchain network, making the process of transacting a property faster and more efficient. Capitalising on the growing demand for proptech, Coadjute's real-time property network connects the various parties involved on a transaction through their existing case management tools whilst allowing them to retain control and ownership of their data. This proprietary network reduces the need for parties within a transaction to chase stakeholders, exchange vital information and updates to workflows.

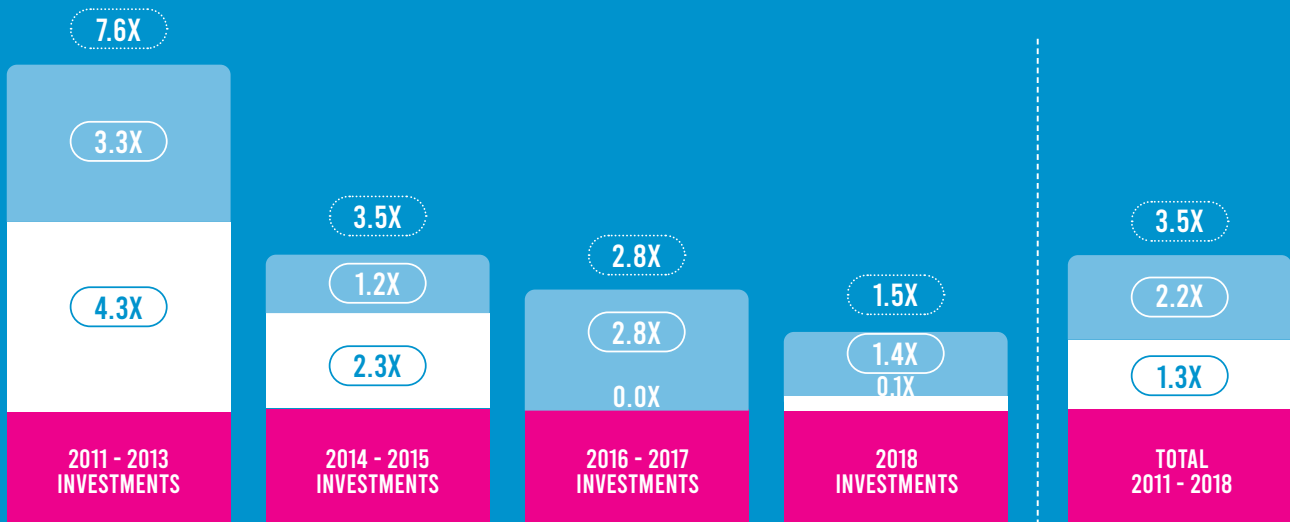
Working with Bank of England and British Columbia Land Registry
Founders John Reynolds and Sanj Bulsara
Team of 40
Sector: Proptech
Website: www.coadjute.com

Investment Rationale: Coadjute's approach to solving this globally prevalent and increasingly growing problem was a key factor in the investment decision. The Manager believes that property transactions have become more complex in nature causing significant delays and challenges for all parties. This industry challenge has tried to be tackled previously through an attempt to displace the various industry operating systems, Coadjute presented an effective backbone to connect the existing parties and systems, allowing them to synchronise and collaborate in real time without compromising their data controls and security. The Manager saw this unique approach and sector engagement as key investment drivers.

Post Investment: Coadjute have integrated with 70% of the CRM market serving the property transaction industry in the UK and have secured digital settlement projects with the Bank of England and British Columbia Land Registry worth over £1 million in revenue.

(Source: Praetura Ventures Limited and unaudited)

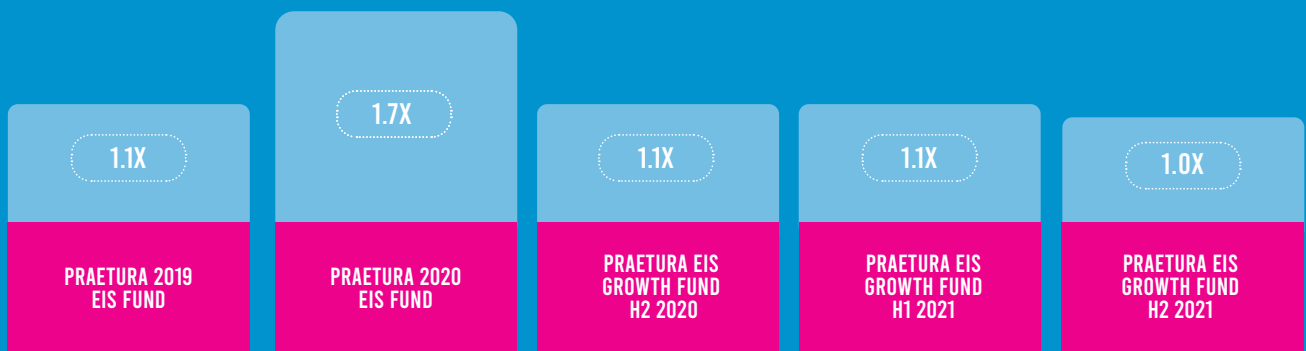
Praetura Group have achieved an average of 2.9x return for its equity investors since 2011



Gross Returns 2011-2018 Investments

● RETURNED ● STILL HELD

Praetura EIS Growth Fund



Praetura Ventures recent EIS Growth Funds

● STILL HELD

Examples of Exits achieved by the Manager for clients it manages or advises

2.7x Return **pib**

Why Did We Invest?

We backed a talented team to create a commercial lines broker, led and owned by its management.

What Went Well?

The business was able to recruit teams and on-board clients quickly. Post our investment the business had the opportunity to achieve significant scale with the support of additional funding. We introduced and exited to Carlyle within 22 months, which provided a 3x return for investors.

What Did We Learn?

Getting the right funding partner for a business is critical. We were the right funder to get the business off the ground and assisted the business to find the right follow-on-funder to deliver their ambitions.

Sector	Insurance
First Investment	2014
Cohort	Praetura 2
Investment	£2.8m
Return	£7.6m
Multiple	2.7x

19.2x Return



Why Did We Invest?

We backed an exceptional entrepreneur and experienced team to capitalise on existing relationships and experience in a niche, but highly attractive, sector.

What Went Well?

The start-up won clients immediately upon FCA approval and was profitable in its first year. Within 18 months, the initial capital had been repaid and by 2017, a £20m MBO was completed.

What Did We Learn?

Backing exceptional teams with relevant experience in attractive markets provides an opportunity for super-normal returns. In this instance, it is all about the team.

Sector	Insurance
First Investment	2014
Cohort	Praetura 2
Investment	£0.6m
Return	£11.3m
Multiple	19.2x

16x Return



Why Did We Invest?

We saw a highly scalable business, with strong traction in the market, underpinned by recurring revenues and cashflows.

What Went Well?

The business grew organically, but the major success was listing the business and then adopting an aggressive buy and build strategy, backed by supportive shareholders.

What Did We Learn?

Recurring revenue with limited working capital provides a great platform from which a business can generate value either organically or by acquisition.

Sector	Energy
First Investment	2011
Cohort	Praetura 1
Investment	£1.3m
Return	£21.4m
Multiple	16x

Praetura Growth VCT plc

PART 4



PART 4: INFORMATION ON THE BOARD, MANAGER, EXPENSES AND FEES

Board of Directors

The Board has overall responsibility for the Company's affairs, including determining its investment policy and having overall control, direction and supervision of the Manager. The Board comprises three non-executive directors, two of whom act independently of the Manager. Accordingly, the majority of the Board, including the Chair, are independent of the Manager.



Paul Jefferson
(Independent non-executive Director)

Paul is a leading corporate lawyer and heads up the Manchester office of listed law firm Gateley Plc and heads up the Gateley Private Equity group nationally and is also a member of the strategic board.

Paul has over 27 years of corporate transactional experience and was listed in Insider Media's Professional Power List for 2021 (listing the top 30 most influential professionals in the North West).

Paul leads a variety of M&A deals, specialising in private equity transactions, such as management buy-out/buy-in and development capital investments, as well as advising on mergers and acquisitions, disposals and joint ventures.

Paul also advises on fund formation and constitution for a range of private and institutional investors and limited partners both in the UK and offshore, advising fund managers and limited partners in those structures.



Elizabeth Scott
(Independent non-executive Director)

In recent years Elizabeth was part of the board of directors at Tech Nation, responsible for building a national network of over 4,000 high potential digital technology companies as well as leading the scaleup engagement, partnership, international and visa teams and strategies.

Elizabeth has 9 years of experience supporting, advising and engaging with technology ecosystems across the North of the UK. In the last 4 years at Tech Nation, Elizabeth has gained significant nationwide experience and expertise as to growth conditions, challenges and opportunities for UK start-ups and scaleups.

Prior to Tech Nation, she spent 17 years in professional services at Ernst and Young ("EY"). She held a variety of leadership roles at EY including tax director, building and leading EY's FTSE 250 tax practice servicing clients based in the North of the England. She also led a digital finance function transformation practice and a number of digital and innovation initiatives designed to disrupt both EY and EY clients' businesses.

Elizabeth is a non-executive director at fruugo.com (a North West founded global ecommerce marketplace), and sits on the advisory board of the Greater Manchester AI Foundry and the North West Development Board for The Princes' Trust.



Sam McArthur
(Non-independent non-executive Director)

Sam joined Praetura Ventures in April 2023 as a partner. He previously spent eight years as Chief Operating Officer of Puma Investments from 2015, where his responsibilities included all investment product management and launching new offers. In his time at Puma he was involved in the management of nine of the Puma VCTs and launched both Puma VCT 13 plc and Puma Alpha VCT plc. Sam was a member of Puma's board and senior management team and during his time the assets under management grew from approximately £100 million to approximately £950 million.

Prior to that, Sam previously held positions including CEO of a multi-site wholesale and distribution business as well as associate director at KBC Financial Products.

He graduated with a first from the University of Birmingham in History and French studies and with a distinction from ESCP Business School in European business.

The Directors have committed to invest an aggregate of £30,000 under the Offer.

Corporate Governance

The UK Corporate Governance Code published by the Financial Reporting Council in July 2018 (the “Code”) applies to the Company. The Directors note that the Code does not set out a rigid set of rules and that some provisions may have less relevance for investment companies and, in particular, considers some areas inappropriate to the size and nature of the business of the Company.

Accordingly, the Company will comply with all provisions of the Code save that (i) the Company will not conduct on an annual basis 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 VCT, (ii) as all of the Directors are non-executive, it is not considered appropriate to appoint a nomination or remuneration committee and (iii) in light of the responsibilities delegated to the Manager, its VCT status adviser and company secretary, the Company has not appointed a chief executive or deputy chairperson. The Directors (provided they are independent Directors) will not be obliged to comply with the Code recommendation that they stand for re-election on an annual basis. Non-independent Directors will be obliged to stand for re-election on an annual basis.

Audit Committee

The Company has established an audit committee which comprises Elizabeth Scott (Audit Chair) and Paul Jefferson (both independent directors). The committee meets at least twice a year. The Company’s auditors may be required to attend such meetings. The Committee will prepare a report each year addressed to shareholders for inclusion in the Company’s annual report and accounts. The duties of the committee are inter alia:

- to review and report to the Board on significant financial reporting issues and judgements which the financial statements, interim reports, preliminary announcements and related formal statements contain;
- to monitor, review and report to the Board on internal control and risk management systems;
- to consider the appointment of the external auditor, to monitor its independence and objectivity, the level of audit fees and to discuss with the external auditor the nature and scope of the audit; and
- to prepare a formal report to Shareholders on its activities to be included in the Company’s annual report, which includes all information and requirements set out in the UK Corporate Governance Code.

The Company does not have a remuneration committee or a nomination committee.

The Manager

The Company appointed Praetura Ventures as its investment manager and AIFM on 14 June 2023 to originate and manage its investments. On behalf of the Company the Manager will be pursuing an active investment strategy. The Manager is authorised by the FCA to manage investments and undertakes the fund management of the Company.

The Manager is the venture capital and EIS business associated with the Praetura Group. The Praetura Group has been supporting UK businesses with equity and debt finance since 2011 and operates 4 offices across the North West, employing over 140 people, with over £544 million under management. The Praetura Group comprises 6 businesses collectively contributing £37 million of revenue and over £6.5 million EBITDA in the financial year ended 2022.

Investment Management Team

Executive Leadership Team



David Foreman (ACA)

Managing Partner of Praetura Ventures

David co-founded Praetura with a background of over 16 years in corporate finance and venture capital. He qualified as an ACA with KPMG and has considerable experience in backing financial services and recurring revenue businesses.

David has an astute understanding of how technology businesses scale. Having backed and supported several major success stories in the North, David has carved out a distinct and respected voice in the investment community. Having grown the current portfolio to over 36 businesses employing over 1500 staff, David is known for championing his More Than Money approach to investors, advisers and founders. Through his leadership with Peadar O'Reilly, Praetura Group have now grown to over £544m assets under management and over 140 members of staff.



Andy Barrow

Partner

Andy was the CTO of leading Manchester software business ANS Group Plc with a 270 strong team, where he led the technology team until the company's sale to Inflexion Private Equity for a sum in excess of £200 million. As CTO, Andy was responsible for technical strategy across cloud computing, data analytics, application development and managed services.



Colin Greene

Partner

Colin has worked for the world's biggest tech companies, including Apple, Intel and NCR. At Apple's Cupertino HQ, he led the company's Consumer Retail business with direct responsibility for a >\$10 billion P&L. He has also held COO and Country CEO for Apple in Tokyo and Seoul. Now based in Lancashire, Colin advises many of our portfolio companies in his role as an Operational Partner, taking what he's learnt in his expansive career to inspire new founders.



Sam McArthur

Partner

Sam joined Praetura Ventures in April 2023 as a partner. He previously spent eight years as Chief Operating Officer of Puma Investments from 2015, where his responsibilities included all investment product management and launching new offers. In his time at Puma he was involved in the management of nine of the Puma VCTs and launched both Puma VCT 13 plc and Puma Alpha VCT plc. Sam was a member of Puma's board and senior management team and during his time the assets under management grew from approximately £100 million to approximately £950 million.

Prior to that, Sam previously held positions including CEO of a multi-site wholesale and distribution business as well as associate director at KBC Financial Products.

He graduated with a first from the University of Birmingham in History and French studies and with a distinction from ESCP Business School in European business.



Jonathan Prescott

Partner

Jon is a core member of the Praetura Ventures team. As a partner, he heads up the business development team and has helped to develop many of the services we offer today. He boasts over 20 years financial services experience, with 15 of those spent at AJ Bell forging links with advisers across the country in his role as Business Development Manager. Jon was also a key member of the Octopus Investments team, working across the North, Scotland and Northern Ireland as the business's area sales director.

Investment Team

This team is responsible for sourcing, evaluating, diligencing and transacting all investments across tech, health and life sciences.



Pete Carway
Investment Director

Pete is a qualified accountant with 16 years' experience including finance director and financial controller positions in software and other service businesses. He held the role of Finance Director in a fast growth Artificial Intelligence business, raising over £5 million of investment and overseeing a 5x increase in company value in 2 years.



Louise Chapman
Investment Director

Louise joined Praetura in November 2017 from KPMG where she had spent over nine years in its Advisory business, including a secondment to a clearing bank. Louise is a Chartered Accountant with significant experience in advising SMEs and has undertaken a role as finance director of a high growth business.



Sim Singh-Landa
Investment Director

Sim has worked in the financial services industry for over 20 years with experience spanning banking, real estate, finance, investments, pensions and funds. Sim has experience of undertaking financial and qualitative appraisals, marketing, due diligence, project management and client relationship management.



Tania Rahman
Investment Manager

Tania has mentored ambitious start-up founders throughout her career, which includes almost a decade spent running her own award-winning London restaurant chain Chit Chaat Chai. Outside of her work at Praetura, Tania continues to champion underrepresented entrepreneurs, having previously spearheaded initiatives aimed at making the venture capital landscape more inclusive.



Jess Jackson
Investment Manager

Jess has extensive experience of supporting businesses across the UK including at Praetura Ventures where she is responsible for sourcing and transacting exciting investment opportunities across the various fund mandates. Jess has a passion for social impact investing and is a founding member of Fund Her North, a collective which was created to support the female founder community.



Mahesh Santipillai
Investment Executive

Mahesh has worked in a variety of buy and sell side roles for leading financial institutions such as UBS, where he helped to implement large-scale company critical strategic projects across the bank. Prior to joining Praetura Ventures, Mahesh worked at Alantra and LGT Capital Partners, specialising in private debt investment in the latter.



Michael Rees
Investment Executive

Michael joined Praetura Ventures from the Development Bank of Wales, where he was part of the technology venture investments team. He brings with him plenty of seed investment experience, having worked on approximately 20 transactions, ranging from life sciences to hardware.



Grace Sanderson
Investment Executive

Grace has worked across the local investment landscape for several years. Prior to joining Praetura Ventures, Grace was part of the investment team at Maven Capital Partners, where she worked on a number of funds and investment areas. A passionate environmentalist, Grace is interested in ESG and impact investing and has previously worked abroad in the pharmaceuticals space.



Stefano Smith
Graduate Investment Associate

Stefano has gained experience across many areas of the finance industry, from asset management to corporate and personal banking. Prior to Praetura, Stefano worked as a trainee financial planner for a year and a half at the international advice firm Forth Capital, having graduated from the University of Dundee with a degree in Financial Economics.



Emily Bourne
Graduate Investment Associate

Emily is a graduate investment associate at Praetura Ventures, having graduated from the University of Oxford with a First Class honours degree in French & Linguistics. Emily's interest in tech and VC stems from her time living in Paris, where she worked as an account manager at a financial PR agency. She later joined the global VC firm Partech, where she co-managed Partech's marketing and communications.

Portfolio Team

The portfolio team is responsible for growing and supporting the entire portfolio.



Guy Weaver
Portfolio Director

Guy was formerly a Director at KPMG and has extensive SaaS experience and a large network within the technology sector. He co-founded Introstream, a business helping companies connect with technology solutions providers. Guy is a member of Pro Manchester Science and Technology Committee and a mentor for Manchester Tech Trust & Pitch@Palace.



Tom Hardman
Portfolio Director

Tom is an experienced finance professional. He has responsibility for providing in-depth analysis on the financial and commercial performance and promoting strong financial governance across the portfolio. Prior to joining Praetura, Tom held similar financial and analytic roles at leading companies in the North West, including Push Doctor, AO.com and Matalan.



Joe Ball
Portfolio Analyst

Joe joined Praetura Ventures with 3 years experience in management consulting and investment analysis. Core activities have included leading on large scale strategy and finance change initiatives, financial analysis, due diligence, and streamlining business operations. Currently responsible for supporting the financial analysis and on-going support provided to portfolio companies.

Operational Partner Team



Steve Caunce

Non-executive Chairman (Praetura Ventures) and Operational Partner

Steve spent 13 years as CEO of FTSE 250 group AO world, the owner of AO.com and was previously CFO of Phones4U. Steve has significant expertise in scaling businesses having overseen rapid growth in his times at AO and Phones4U. Steve delivered significant growth during his tenures, through to successful exits.



Helen Verwoert

Operational Partner

Helen was previously Chief Human Resources Officer for Dr. Martens, the global footwear brand. As part of the leadership team, she was instrumental in the development of Dr. Martens, taking the brand from family ownership to a sale to the private equity firm Permira, which later culminated in a £3.7 billion IPO in 2021.

Helen was also instrumental in restructuring the executive team (including recruiting the CEO, CFO and three Regional Presidents) in addition to being the company's Global Head of Diversity, Equity and Inclusion. Helen also acts as non-executive director to the Rugby Players Association.



Paul Johnson

Operational Partner

Paul is the co-founder of MPP Global and was CEO for 20 years until its acquisition by AIM-listed Aptitude Software in October 2021. MPP Global is the award-winning international provider of the cloud-based subscription management and billing SaaS platform eSuite. MPP's clients include Sky, NBC Universal and L'Equipe and, at exit, MPP Global had grown to over 100 employees, including offshore development teams and £9 million ARR.



Mark Slade

Operational Partner

Mark is the vice chairman of OSTC, a global derivatives trading and education company he co-founded, which has 450 employees in five countries. As vice chairman for the company, Mark champions robust governance, long-term goals and collective excellence at OSTC.



Siobhan Almond

Operational Partner

As General Counsel and Company Secretary, Siobhan was part of the executive leadership team that scaled JD Sports from £900 million when she joined 10 years ago, to £9 billion of revenue in 2022. She was involved in the execution of multiple retail acquisitions and channel expansion in the US and internationally. Siobhan completed her legal studies at the University of Manchester, and is also a trustee of the Salford Foundation Trust, a grant giving charity that helps young people to develop their skills and talents.



Mark Horncastle

Operational Partner

Mark spent 20 years at PA Consulting where he was a Partner and UK Head of Healthcare. Mark is a recognised leader and healthcare transformation expert who is focussed on building and developing teams to meet client outcomes. A clinician by training, he is passionate about working with boards and clinical leaders to transform quality, cost and outcomes delivered for patients and staff. With a deep experience of service and operating model design, enabled by technology to deliver transformational service change he has delivered a wide range of programmes across major system re-configuration, provider collaboration, Out of Hospital and Integrated Care delivery, clinical IT and analytics.



Penny Attridge

Operational Partner

Penny has worked in healthcare for over 50 years, first as a research scientist and later as the founder director of Id-Tech Ltd, a company specialising in the prevention of sharps injuries in medical settings. In more recent times, Penny has worked as a healthcare consultant and, while at Spark Impact, led a successful bid for £15 million of European funding for the North West Fund for Biomedical (NWF4B). This coincided with securing an additional £15 million and leading an investment team from Spark Impact's Liverpool HQ



Expenses and Fees

Fees, charges and pricing of the Offer

Commission

Commission is permitted to be paid to authorised financial intermediaries under the rules of the FCA in respect of execution only clients where no advice or personal recommendation has been given. Such authorised financial intermediaries who, acting on behalf of their clients, return valid Application Forms bearing their stamp and FCA number will usually be entitled to an initial commission of 1% in respect of each Application. Provided that the intermediary continues to act for the Investor and the Investor continues to be the beneficial owner of the Shares, the Company may pay ongoing commission to intermediaries up to 0.35% per annum of the net asset value of a Share for a period of up to five years. The intermediary can choose to waive all or part of the initial commission for the benefit of their investor client. The amount of commission waived will be used to acquire additional New Shares under the Offer.

Adviser Charge

Commission is generally not permitted to be paid to Financial Advisers who provide a personal recommendation to UK retail clients on investments in VCTs. Instead of commission being paid by the Company, a fee can be agreed between the adviser and Investor for the advice and related services ("**Adviser Charge**"). This fee can either be paid directly by the Investor to the intermediary or, if it is a one-off fee, the payment of such fee may be facilitated by the Company. The Investor is required to specify the amount of the charge on the Application Form (see Section 8 of the Application Form). VCT tax relief cannot be claimed on any Adviser Charge. For the avoidance of doubt, commission is permitted to be paid to Financial Advisers who provide a personal recommendation to Professional Clients, as opposed to UK retail clients.

Initial Fee

Praetura will charge the Company the Initial Fee, for its role as promoter, being 3% of the Application Amount

The Initial Fee is paid by the Company and not the Investor, but the amount of the Initial Fee will adjust the number of Shares issued to the Investor.

Investment management

Praetura is paid an annual investment management fee of 2% of Net Asset Value (plus VAT if applicable). The fee is payable quarterly in arrears.

The Investment Manager will also provide certain administration and company secretarial services to the Company for an annual fee of 0.35% of the Net Asset Value (plus VAT if applicable), payable quarterly in arrears.

The Company is responsible for its normal third-party costs including (without limitation) listing fees, audit and taxation services, legal fees, sponsor fees, registrars' fees, receiving agent fees, Directors' fees and other incidental costs. The Directors anticipate that the total Annual Running Expenses will be approximately 3.5% of Net Asset Value per annum. In any event Praetura has agreed to cap the total Annual Running Expenses to a maximum of 3.5% of Net Assets and any excess above this will be borne by the Manager.

A maximum of 75% of the Company's management expenses will be capable of being charged against capital reserves with the balance charged against revenues.

Transaction Fees

Praetura is entitled to charge the underlying portfolio companies fees for arrangement, structuring, monitoring of board directors and, to the extent that other services are provided, additional fees may be agreed. For the avoidance of doubt, these fees are not borne by the Company. Subject to FCA inducement and conflict of interest rules, fees may be paid to introducers in respect of the introduction of transactions.

Performance Fee

Praetura will be incentivised through a performance fee that they will be entitled to receive in each accounting period where the performance value per Share exceeds a high water mark. Where the performance fee is payable it will be equal to 20% of the amount by which the performance value per Share at the end of an accounting period exceeds the high water mark.

The high water mark is set at the higher of 120p per Share and the highest performance value per Share at the end of any previous accounting period. The performance value is defined as the aggregate of: (i) the Net Asset Value, (ii) all performance incentive fees previously paid or accrued by the VCT to Praetura as Manager for all previous accounting periods, and (iii) the cumulative amount of dividends paid by the Company before the relevant accounting reference date. This includes the amount of those dividends in respect of which the ex-dividend date has passed as at that date. The performance value will then be divided by the number of Shares in issue in the VCT on the relevant date to give the performance value per Share.

The Directors believe that the performance fee structure aligns the interests of the Manager with the Shareholders and incentivises the Manager to make distributions as high and as soon as possible.

Praetura Growth VCT plc

PART 5



PART 5

THE OFFER

Reasons for the Offer

The Offer has been launched to provide Investors with the opportunity to invest in a company with exposure to high-growth portfolio companies predominantly based in the North of England, with the benefit of VCT tax reliefs. The Company will use the proceeds of the Offer to invest in growing businesses in accordance with its stated investment policy, for general working capital purposes and to cover the costs of the Offer.

Number of Shares to be issued

The number of Shares to be issued to each Investor will be calculated by reference to the latest published NAV per Share and determined by the following Pricing Formula (rounded down to the nearest whole number of Shares):

Number of Shares = Application Amount less (i) Initial Fee and (ii) Adviser Charges (if any), divided by the latest published NAV per Share*.

* Assumed to be 100p per Share or last published NAV per Share, if any such revised NAV is announced during the Offer.

For example, if an advised Investor subscribes £10,000 under the Offer, agrees a fee with their adviser of £300 (the Initial Fee is 3% of the Application Amount (assuming no reduced amount has been agreed by the Manager) payable by the Company to the Promoter), and the NAV per Share at the time of allotment is 100p, they will receive 9,400 Shares (i.e. £10,000 - (£300 + £300) = £9,400 divided by 100p = 9,400 Shares.

For Investors whose applications are accepted after the first allotment of Shares has been made, the NAV per Share at the time of allotment may be higher or lower than £1.00 and the number of Shares they would receive would be adjusted accordingly on the basis of the Pricing Formula set out above.

The Initial Fee is not payable by Investors, but by the Company. However, the Initial Fee will be reflected in the price per Share paid by Investors as a result of a reduction in the number of Shares issued to them in proportion to the amount of the Initial Fee that is applicable to their application, in accordance with the Pricing Formula set out above. The Promoter may agree to reduce the Initial Fee in whole or in part in respect of specific Investors.

Allotment, dealings and settlement

Application will be made to the FCA for the Ordinary Shares in issue, and to be issued, pursuant to the Offer to be admitted to the premium segment of the Official List and to trading on the London Stock Exchange's main market for listed securities.

Following the receipt of the Minimum Subscription by the Company, allotments of Ordinary Shares will be made thereafter and successful Applicants will be notified by post. Dealings may commence prior to notification.

Dealings are expected to commence within 10 Business Days of each allotment.

In the event that the Minimum Subscription is not reached by the deadline for receipt of Application Forms and cleared funds for the 2023/2024 tax year, being 3 April 2024, the Offer will lapse and any monies received under the Offer will be returned to Applicants without interest within 14 Business Days at the Applicants' risk.

Ordinary Shares will be issued in registered form and will be freely transferable in both certificated and uncertificated form and it is anticipated that definitive share certificates will be issued within 10 Business Days of each allotment.

Ordinary Shares will be capable of being transferred by means of the CREST system. Investors who wish to take account of the ability to trade their Ordinary Shares in uncertificated form (and who have access to a CREST account) may arrange through their professional adviser to convert their holding into dematerialised form.

The Offer may not be withdrawn after dealings in the Ordinary Shares have commenced. In the event of any requirement for the Company to publish a supplementary prospectus, Applicants who have yet to be entered into the Company's register of members will be given two days to withdraw from their subscription. Applicants should note, however, that such withdrawal rights are a matter of law that is yet to be tested in the courts of England and Wales and Applicants should, therefore, rely on their own legal advice in this regard. In the event that notification of withdrawal is given by post, such notification will be effected at the time the Applicant posts such notification rather than at the time of receipt by the Company.

ISAs

The Ordinary Shares will, following Admission, be "qualifying investments" for the stocks and shares component of an ISA (subject to applicable subscription limits) provided that they have been acquired by purchase in the market (which, for these purposes, will include any Ordinary Shares subscribed for under the Offer). Save where Ordinary Shares are being acquired using available funds in an existing ISA, an investment in Ordinary Shares by means of an ISA is subject to the usual annual subscription limits applicable to new investments into an ISA. Individuals wishing to hold their Ordinary Shares in an ISA should contact their professional advisers regarding their eligibility.

Profile of a Typical Investor

A typical Investor for whom the Company is designed is a retail investor and/or sophisticated investor and/or high net-worth individual who is a UK tax resident with sufficient income and capital available to be able to commit to an investment for over 5 years and who is attracted by the expected income tax relief available for a VCT investment.

Praetura Growth VCT plc

PART 6



PART 6

TAXATION

The following information is only a summary of the current law concerning the tax position of individual Qualifying Subscribers in VCTs. Therefore, potential Investors are recommended to consult a duly authorised financial adviser (and, where appropriate, an accountant or tax adviser) as to the taxation consequences of an investment in the Company. All tax reliefs referred to in this document are UK tax reliefs dependent on companies maintaining their VCT qualifying status. Tax relief may be subject to change and will depend on individual circumstances.

Taxation of a VCT

VCTs are exempt from corporation tax on chargeable gains, with no restriction on the distribution of realised capital gains by a VCT, subject to the requirements of company law. VCTs will be subject to corporation tax on their income (generally excluding dividends received from UK companies) after deduction of attributable expenses.

Qualification as a VCT

To qualify as a venture capital trust, a company must be approved as such by HMRC. To maintain approval, the conditions summarised below must continue to be satisfied throughout the life of the VCT:

- i. (after its first accounting period) the VCT's income must have been derived wholly or mainly from shares and securities (in the case of securities issued by a company, meaning loans with a five-year or greater maturity period);
- ii. (after its first accounting period) no holding in a company (other than a VCT or a company which would, if its shares were listed, qualify as a VCT) by the VCT may represent more than 15%, by value, of the VCT's total investments at the time of investment;
- iii. (after its first accounting period) the VCT must not have retained more than 15% of the income derived from shares or securities in any accounting period;
- iv. the VCT must not be a close company. Its ordinary share capital must be listed on the main list of the London Stock Exchange or a regulated European market by no later than the beginning of the accounting period following that in which the application for approval is made;
- v. (from the beginning of the accounting period during which the third anniversary of the issue of Shares falls) at least 80%, by value, of its investments is represented by shares or securities comprising Qualifying Investments. Funds raised by a further share issue are disregarded in judging whether this condition has been met for accounting periods ending no later than three years after the new issue;
- vi. at least 30% of the funds from those share issues must be invested in qualifying holdings by the anniversary of the end of the accounting period in which those shares were issued;
- vii. (from the beginning of the accounting period during which the third anniversary of the issue of Shares falls) for funds included in the requirement at (v) above, at least 70%, by value, of the VCT's Qualifying Investments must be in "eligible shares", that is shares which carry no preferential rights to assets on a winding up and no rights to be redeemed although they may have certain preferential rights to dividends so long as those rights are non-cumulative and are not subject to discretion;
- viii. the VCT must not make an investment in a company which causes that company to receive more than £5 million of State Aid investment in the 12 months ending on the date of the investment (no more than £10 million for a Knowledge Intensive Company);
- ix. the VCT must not return capital to shareholders (or make any payment from share capital or share premium) before the third anniversary of the end of the accounting period during which the subscription for shares occurs;
- x. no investment can be made by the VCT into a company which causes that company to receive more than £12 million (£20 million 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 Risk Finance State Aid can cause the lifetime limit to be exceeded in certain circumstances;
- xi. no investment can be made by the Company in a company whose first commercial sale was more than 7 years prior to date of investment, (10 years from the first commercial sale or the end of the accounting period where revenue first exceeded £200,000 for a Knowledge Intensive Company) except where previous Risk Finance State Aid was received by the company within 7 years of it commencing to trade

commercially (10 years from the first commercial sale or the end of the accounting period where revenue first exceeded £200,000 for a Knowledge Intensive Company) or where the company is entering a new product market or new geographic market and a turnover test is satisfied;

- xii. no funds received from an investment into a company can be used to acquire shares in another company nor another existing business or trade nor any intellectual property or goodwill previously employed in a trade; and
- xiii. the VCT must not make a non-Qualifying Investment other than those specified in section 274 ITA 2007.

“Qualifying Investments” comprise shares or securities (including some loans with a five year or greater maturity period but excluding guaranteed loans and securities) issued by unquoted trading companies which exist wholly or mainly for the purpose of carrying on one or more qualifying trades. Companies on the AIM market of the London Stock Exchange, or on another Qualifying Exchange, are treated as unquoted companies. The trade must be carried on by, or be intended to be carried on by, the investee company or a qualifying subsidiary at the time of the issue of the shares or securities to the VCT (and by such company or by any other subsidiary in which the investee company has not less than a 90% interest at all times thereafter). A company intending to carry on a qualifying trade must begin to trade within two years of the issue of shares or securities to the VCT and continue it thereafter. The definition of a qualifying trade excludes dealing in property, shares, securities, commodities or futures. It also, amongst other things, excludes banking, insurance, receiving royalties or licence fees in certain circumstances, leasing, the provision of legal and accounting services, farming and market gardening, forestry and timber production, property development, shipbuilding, coal and steel production, operating or managing hotels or guest houses, generation of any form of energy, production of fuel, nursing and residential care homes. The funds raised by the investment must be used for the purposes of the qualifying trade within certain time limits.

A qualifying investment can also be made in a company which is a parent company of a trading group where the activities of the group, taken as a whole, consist of carrying on one or more qualifying trades. Investee companies must have a permanent establishment in the UK. The investee company cannot receive more than £5 million (subject to UK legislation £10 million for a Knowledge Intensive Company) from VCTs or other State Aid investment sources during the 12-month period which ends on the date of the VCT's investment. The investee company's gross assets must not exceed £15 million immediately prior to the investment and £16 million immediately thereafter. The investee company must have fewer than 250 employees or 500 employees in the case of a Knowledge Intensive Company. Neither the VCT nor any other company may control the investee company, nor can the investee company control any company which is not a qualifying subsidiary. The investee company cannot be in financial difficulty. At least 10% of the VCT's total investment in the investee company must be in eligible shares, as described above. The company cannot receive more than £12 million (£20 million if the company is deemed to be a Knowledge Intensive Company) of State Aid investment (including from VCTs) over the company's lifetime. The company's first commercial sale must be no more than 7 years (10 years from the first commercial sale or the end of the accounting period where revenue first exceeded £200,000 for a Knowledge Intensive Company) prior to the date of the VCT's investment, except where previous Risk Finance State Aid was received by the company within 7 years (10 years from the first commercial sale or the end of the accounting period where revenue first exceeded £200,000 for a Knowledge Intensive Company) or where the company is entering a new product market or new geographic market and a turnover test is satisfied. Funds received from an investment by a VCT cannot be used to acquire shares in another company nor another existing business or trade.

Companies whose shares are traded on AIM are treated as unquoted companies for the purposes of calculating qualifying investments. Shares in an unquoted company which subsequently becomes listed may still be regarded as a qualifying investment for a further five years following listing, provided all other conditions are met.

The risk-to-capital condition introduced in Finance Act 2018 requires that a Qualifying Company has long term growth plans and that the investment made by the VCT is at risk.

Tax reliefs for individual Investors

In order to benefit from the tax reliefs outlined below, individuals who subscribe must be aged 18 or over.

Relief from Income Tax

Relief from income tax of 30% will be available on subscriptions for shares in a VCT, subject to the Qualifying Limit (currently £200,000 in each tax year). The relief, which will be available in the year of subscription, cannot exceed the amount which reduces the income tax liability of the Qualifying Subscriber in that year to nil. Relief may not be available if there is a loan linked with the investment. Relief will not be available, or, where given, will be withdrawn, either in whole or in part, where there is any disposal (except on death) of the shares (or of an interest in them or right over them) before the end of the period of five years beginning with the date on which the shares were issued to the Qualifying Subscriber.

Relief is restricted or not available where a Subscriber disposes of shares in the same VCT (or in another VCT which is known to be merging with the VCT) within six months of their subscription, whether the disposal occurs before or after the subscription.

Income tax relief is available on the Investment Amount (including the amounts used to pay the Initial Fee but not including the amount of the Adviser Charge settled by the Company through the Receiving Agent prior to subscription for Shares), subject to VCT Rules, personal circumstances and changes in the availability of tax reliefs.

Dividend Relief

Any Qualifying Subscriber, who has acquired shares in a VCT of a value of no more than £200,000 in any tax year, will not be liable for UK income tax on any dividends paid out on those shares by the VCT. There is no withholding tax on dividends.

Capital Gains Tax Relief

A disposal by a Qualifying Subscriber of his or her shares in a VCT will give rise to neither a chargeable gain nor an allowable loss for the purposes of UK capital gains tax. This relief is limited to the disposal of shares acquired within the £200,000 limit for any tax year.

Loss of Tax Reliefs

Relief from corporation tax on capital gains will be withdrawn should a company that has been granted approval or provisional approval as a VCT fails to maintain the conditions required to keep its qualifying status. After such a status is lost, all gains will fail to benefit from tax exemption.

For investors, loss of VCT status could result in:

- claw-back of the 30% tax relief previously obtained on the subscription for new VCT shares;
- any payments of dividends made by the company during the accounting period in which the company loses VCT status, and thereafter, being subject to income tax; and
- a liability to tax on capital gains as would normally occur on the disposal of shares, except for any part of the gain that could be attributed to the time when the company had VCT status.

Qualifying Investors investing in a company that has provisional approval as a VCT, but fails to obtain full unconditional approval as a VCT may experience the following consequences:

- claw-back of the 30% tax relief previously obtained on the subscription for new VCT shares and interest on any overdue tax;
- any payments of all dividends by the company being subject to income tax; and
- any gain from the disposal of any shares being subject to capital gains tax and losses on the shares being allowable losses for capital gains tax purposes.

The impact of the death of an investor

Initial Income Tax

Should any investor die having made an investment in a VCT, the transfer of shares on his or her death will not be viewed as a disposal of shares and so there will not be any claw-back of the income tax relief obtained on the subscription for those shares. However, the shares transferred will become part of the estate of the deceased for inheritance tax purposes.

Tax implications for the beneficiary

The beneficiary of any VCT shares inherited from a deceased investor will continue to be entitled to tax-free dividends and tax-relief on disposal, provided the beneficiary is at least 18 years of age and acquires the shares within their annual £200,000 limit but will not be entitled to any initial income tax relief because they have not subscribed for those shares.

The impact of a transfer of shares between spouses

As it is not deemed a disposal of shares, any transfer of shares between spouses will continue to benefit from all tax reliefs.

General

Investors not residing in the UK

Investors who are not resident in the UK or who may become a non-resident should seek their own 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.

Stamp Duty and Stamp Reserve Tax

No stamp duty or stamp duty reserve tax is payable on the issue of shares. The transfer on the sale of shares is usually liable to ad valorem stamp duty or stamp duty reserve tax. Such duties would be payable by the individual who purchases the shares from the original subscriber.

Purchasing shares after listing

Any qualifying purchaser of existing VCT shares, rather than new VCT shares, will not qualify for income tax relief on investments, but may be able to receive exemption from tax on dividends and capital gains tax on disposal of his or her VCT shares if those shares are acquired within the investor's annual £200,000 limit.

The information in this Part 6 is based on current legislation, including taxation legislation. The tax legislation of the UK and of any other jurisdiction to which an Investor is subject may have an impact on the income received from the securities. The tax reliefs described are those currently available. Levels and bases of, and relief from taxation are subject to change and such change could be retrospective.

Praetura Growth VCT plc

PART 7



PART 7

ADDITIONAL INFORMATION

1. The Company

- 1.1 The Company was incorporated and registered in England and Wales on 6 December 2022 under the name Praetura Growth VCT plc with registered number 14525115 as a public company limited by shares under the Act. The principal legislation under which the Company operates is the Act. The legal and commercial name of the Company is Praetura Growth VCT plc.
- 1.2 On 14 December 2022 the Company gave notice to the Registrar of Companies of its intention to carry on business as an investment company under section 833 of the Act. On 14 December 2022 the Registrar of Companies issued the Company with a trading certificate under section 761 of the Act.
- 1.3 The Company has not traded since incorporation. The Company is domiciled in England. The LEI of the Company is 894500SMOMUFH0UZXT46.

2. Share capital

- 2.1 The Company was incorporated with one ordinary share issued fully paid to the subscribers to the memorandum of the Company (the “**Subscriber Share**”) which is held by HK Nominees Limited.
- 2.2 The following resolutions were passed by the Company on 8 December 2022:

Ordinary Resolution

- 2.2.1 the Directors were generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company. This power was limited to the allotment of relevant securities up to an aggregate nominal amount of £250,000;

Such authority was to expire on the later of 15 months from the date of the resolution or the next annual general meeting of the Company (unless previously revoked, varied or extended by the Company in general meeting);

Special Resolutions

- 2.2.2 that, subject to the passing of the resolution referred to in paragraphs 2.2.1 above, the Directors were empowered (pursuant to section 570(1) of the Act) to allot or make offers or agreements to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority referred to in paragraph 2.2.1 above as if section 561 of the Act did not apply to any such allotment, such power to expire at the conclusion of the Company's next annual general meeting, or on the expiry of 15 months following the passing of the resolution, whichever was the later (unless previously renewed or extended by the Company in general meeting). This power was limited to the allotment of equity securities in connection with:
 - 2.2.2.1 the allotment of equity securities in connection with the issue of 50,000 Redeemable Preference Shares of £1 each in the capital of the Company;
 - 2.2.2.2 the Offer;
 - 2.2.2.3 an offer of equity securities by way of rights; and
 - 2.2.2.4 otherwise than pursuant to paragraphs 2.2.2.1 to 2.2.2.3, an offer of equity securities up to an aggregate nominal amount of 20% of the issued ordinary share capital of the Company immediately following closing of the Offer;
- 2.2.3 that, the Directors were authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares provided that:

- 2.2.3.1 the maximum aggregate number of Ordinary Shares authorised to be purchased is an amount equal to 14.99% of the Ordinary share capital of the Company immediately following Admission;
 - 2.2.3.2 the minimum price which can be paid for an Ordinary Share is £0.01;
 - 2.2.3.3 the maximum price which can be paid for an Ordinary Share, exclusive of expenses, is the higher of (i) an amount equal to 105% of the average of the middle market prices shown in the quotations for an Ordinary 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 is purchased and (ii) the amount stipulated by Article 5(6) of the Market Abuse Regulation; and
 - 2.2.3.4 unless renewed, the authority thereby conferred was to expire either at the conclusion of the next annual general meeting of the Company or on the expiry of 15 months from the passing of this resolution, whichever is the later to occur, save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after such expiry;
- 2.2.4 subject to approval by the High Court of Justice, the amount standing to the credit of the share premium account of the Company at the date an order is made confirming such cancellation by the Court will be cancelled.

2.3 The following resolutions were passed by the Company on 2 June 2023:

Ordinary Resolution

- 2.3.1 the Directors were generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company. This power was limited to the allotment of relevant securities up to an aggregate nominal amount of £300,000;

Such authority was to expire on the later of 15 months from the date of the resolution or the next annual general meeting of the Company (unless previously revoked, varied or extended by the Company in general meeting);

Special Resolution

- 2.3.2 that, subject to the passing of the resolution referred to in paragraphs 2.3.1 above, the Directors were empowered (pursuant to section 570(1) of the Act) to allot or make offers or agreements to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority referred to in paragraph 2.3.1 above as if section 561 of the Act did not apply to any such allotment, such power to expire at the conclusion of the Company's next annual general meeting, or on the expiry of 15 months following the passing of the resolution, whichever was the later (unless previously renewed or extended by the Company in general meeting). This power was limited to the allotment of equity securities in connection with:
 - 2.3.2.1 the Offer;
 - 2.3.2.2 an offer of equity securities by way of rights; and
 - 2.3.2.3 otherwise than pursuant to paragraphs 2.3.2.1 to 2.3.2.2, an offer of equity securities up to an aggregate nominal amount of 20% of the issued ordinary share capital of the Company immediately following closing of the Offer;
- 2.4 On 8 December 2022, 50,000 Redeemable Preference Shares in the Company were allotted and issued to Praetura Ventures and paid up as to one-quarter so as to enable the Company to obtain a certificate under section 761 of the Act. Once fully paid up and upon the Minimum Subscription being reached, the Redeemable Preference Shares will be redeemed in full by the Company out of the proceeds of the Offer. Each of the Redeemable Preference Shares which is redeemed shall automatically be cancelled.
- 2.5 Save as disclosed in paragraphs 2.1 and 2.4, since the date of its incorporation, no share or loan capital of the Company or any subsidiary has been issued or agreed to be issued, or (except pursuant to the Offer) is now proposed to be issued, for cash or any other consideration. No commissions, discounts, brokerages, or other special terms have been granted by the Company in connection with the issue or sale of any share or loan capital since its incorporation, other than pursuant to the Offer.

- 2.6 No share or loan capital of the Company is under option or has been agreed conditionally or unconditionally to be put under option.
- 2.7 The Shares will be in registered form and temporary documents of title will not be issued. The ISIN of the Ordinary Shares is GB00BL690L89 and the SEDOL code is BL690L8.
- 2.8 The issued share capital of the Company, assuming full subscription under the Offer by Investors at an issue price of 100p per Share, through an execution-only platform and with the over-allotment facility fully utilised, will be as follows:

Issued Ordinary Shares of £0.01 each	
Number	Nominal Value
19,400,000	194,000

- 2.6 No share or loan capital of the Company is under option or has been agreed conditionally or unconditionally to be put under option.
- 2.7 The Shares will be in registered form and temporary documents of title will not be issued. The ISIN of the Ordinary Shares is GB00BL690L89 and the SEDOL code is BL690L8.
- 2.8 The issued share capital of the Company, assuming full subscription under the Offer by Investors at an issue price of 100p per Share, through an execution-only platform and with the over-allotment facility fully utilised, will be as follows:
- 2.9 The Company will be subject to the continuing obligations of the Financial Conduct Authority and the London Stock Exchange with regard to the issue of securities for cash and the provisions of section 561 of the Act (which confers on shareholders rights of pre-emption in respect of the allotment of equity securities which are, or are to be, paid up in cash) will apply to the Company to the extent any such issues are not subject to the dis-application referred to in sub-paragraphs 2.2.2 and 2.3.2 above.

3. Articles of Association

- 3.1 The articles of association of the Company provide that its principal object is to carry on the business of a Venture Capital Trust and that the liability of members is limited.
- 3.2 The articles of association of the Company, which were adopted on incorporation, contain, inter alia, provisions to the following effect:

3.2.1 *Voting Rights*

Subject to any disenfranchisement as provided in paragraph 3.2.5 below and subject to any special terms as to voting on which any Shares may be issued, on a show of hands every member present in person (or being a corporation, present by authorised representative) shall have one vote and, on a poll, every member who is present in person or by proxy shall have one vote for every Share of which he is the holder. The Shares shall rank *pari passu* as to rights to attend and vote at any general meeting of the Company.

3.2.2 *Rights Attaching to the Redeemable Preference Shares*

Each of the Redeemable Preference Shares carries the right to a fixed, cumulative, preferential, dividend of 0.1% per annum (exclusive of any imputed tax credit available to shareholders) on the nominal amount thereof, but confers no right to vote except as otherwise agreed by the holders of a majority of the Shares. On a winding-up, the Redeemable Preference Shares confer the right to be paid the nominal amount paid on such shares. The Redeemable Preference Shares are redeemable at any time by the Company and by the holder at any time after the Minimum Subscription is raised under the Offer. Each Redeemable Preference Share which is redeemed, shall, thereafter, be cancelled without further resolution or consent.

3.2.3 *Transfer of Shares*

The Ordinary Shares are in registered form and will be freely transferable. All transfers of 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 an 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 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:

- 3.2.3.1 it is duly stamped (if so required), is lodged at the Company's registered office or with its registrars or at such other place as the Directors may appoint and is accompanied by the certificate for the 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;
- 3.2.3.2 it is in respect of only one class of share; and
- 3.2.3.3 the transferees do not exceed four in number.

3.2.4 *Dividends*

The Company may in general meeting by ordinary resolution declare dividends in accordance with the respective rights of the members, 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 an Ordinary Share 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.

3.2.5 *Disclosure of Interest in Ordinary Shares*

If any member or other person appearing to be interested in shares of the Company is in default 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 Act within the time period specified by such notice, the Directors may, for such period as the default shall continue, impose restrictions upon the relevant 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 shares and additionally in the case of a shareholder representing at least 0.25% by nominal value of any class of shares of the Company then in issue, the withholding of payment of any dividends on, and the restriction of transfer of, the relevant shares.

3.2.6 *Distribution of Assets on Liquidation*

On a winding-up, any surplus assets of the Company will be divided amongst the holders of its Shares according to the respective numbers of Shares held by them in the Company and in accordance with the provisions of the Act, subject to the rights of any shares which may be issued with special rights or privileges. The Company's articles of association provide that the liquidator may, with the sanction of a 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.

3.2.7 *Changes in Share Capital*

- 3.2.7.1 Without prejudice to any rights attaching to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or in the absence of such determination, as the Directors may determine. Subject to the Act, the Company may issue shares, which are, at the option of the Company or the holder, liable to be redeemed.
- 3.2.7.2 The Company may by ordinary resolution increase its share capital, consolidate and divide all or any of its share capital into shares of larger amount, sub-divide its shares or any of them into shares of smaller amounts, or cancel or reduce the nominal value of any shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount so cancelled or the amount of the reduction.
- 3.2.7.3 Subject to the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account, and may also, subject to the Act (and to any rights for the time being attached to any shares of the Company), purchase its own shares.

3.2.8 *Variation of Rights*

Whenever the capital of the Company is divided into different classes of shares, the rights attached to any class may (unless otherwise provided by the terms of issue of that class) be varied or abrogated either with the consent in writing of the holders of not less than 75% of the nominal amount of the issued shares of that class or with the sanction of a resolution passed at a separate meeting of such holders.

3.2.9 *Directors*

Unless and until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two nor more than six. The continuing Directors may act notwithstanding any vacancy in their body, provided that, if the number of the Directors be less than the prescribed minimum, the remaining Director or Directors shall forthwith appoint an additional Director or additional Directors to make up such minimum or shall convene a general meeting of the Company for the purpose of making such appointment.

Any Director may in writing under their hand appoint (a) any other Director, or (b) any other person who is approved by the Board of Directors as hereinafter provided, to be his alternate. A Director may at any time revoke the appointment of an alternate appointed by them. Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for their own acts and defaults, and they shall not be deemed to be the agent of or for the Director appointing them.

Subject to the provisions of the Act, the Directors may from time to time appoint one or more of their body to be managing director or joint managing directors of the Company, or to hold such other executive office in relation to the management of the business of the Company as they may decide.

A Director of the Company may continue to be or become a Director or other officer, servant or member of any company promoted by the Company or in which it may be interested as a vendor shareholder, or otherwise, and no such Director shall be accountable for any remuneration or other benefits derived as director or other officer, servant or member of such company.

The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality, whether at home or abroad, in such manner as they think fit.

3.2.10 *Directors' Interests*

3.2.10.1 A Director who is in any way, directly or indirectly, interested in a transaction or arrangement with the Company shall, at a meeting of the Directors, declare, in accordance with the Act, the nature of their interest.

3.2.10.2 Provided that they have declared their interest in accordance with paragraph 3.2.10.1, a Director may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise interested and may be a director or other officer or otherwise interested in any body corporate promoted by the Company or in which the Company is otherwise interested. No Director so interested shall be accountable to the Company, by reason of them being a Director, for any benefit that they derive from such office or interest or any such transaction or arrangement.

3.2.10.3 A Director shall not vote nor be counted in the quorum at a meeting of the Directors in respect of a matter in which they have any material interest otherwise than by virtue of their interest in shares, debentures or other securities of, or otherwise in or through the Company, unless their interest arises only because the case falls within one or more of the following paragraphs:

- (a) the giving to them of any guarantee, security or indemnity in respect of money lent or an obligation incurred by them at the request of or for the benefit of the Company or any of its subsidiary undertakings;
- (b) the giving to a third party of any guarantee, security or indemnity in respect of a debt or an obligation of the Company or any of its subsidiary undertakings for which they have assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
- (c) any proposal concerning the subscription by them of shares, debentures or other securities of the Company or any of its subsidiary undertakings or by virtue of their participating in the underwriting or sub-underwriting of an offer of such shares, debentures or other securities;

- (d) any proposal concerning any other company in which they are interested, directly or indirectly, whether as an officer or shareholder or otherwise, provided that they and any persons connected with them do not (to their knowledge) hold an interest in shares representing 1% or more of any class of the equity share capital of such company or of the voting rights available to members of the company;
- (e) any proposal relating to an arrangement for the benefit of the employees of the Company or any subsidiary undertaking which does not award to any Director as such any privilege or advantage not generally awarded to the employees to whom such arrangement relates; and
- (f) any arrangement for purchasing or maintaining for any officer or auditor of the Company or any of its subsidiaries, insurance against any liability which by virtue of any rule of law would otherwise attach to them in respect of any negligence, breach of duty or breach of trust for which they may be guilty in relation to the Company or any of its subsidiaries of which they are a director, officer or auditor.

3.2.10.4 When proposals are under consideration concerning the appointment of two or more Directors to offices or employment with the Company, or any company in which the Company is interested, the proposals may be divided and considered in relation to each Director separately and (if not otherwise precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.

3.2.11 *Remuneration of Directors*

- 3.2.11.1 The ordinary remuneration of the Directors shall be such amount as the Directors shall from time to time determine (provided that, unless otherwise approved by the Company in general meeting, the aggregate ordinary remuneration of such Directors, including fees from the Company, shall not exceed £200,000 per year) to be divided among them in such proportion and manner as the Directors may determine. The Directors shall also be paid by the Company all reasonable travelling, hotel and other expenses they may incur in attending meetings of the Directors or general meetings or otherwise in connection with the discharge of their duties.
- 3.2.11.2 Any Director who, by request of the Directors, performs special services for any purposes of the Company may be paid such reasonable extra remuneration as the Directors may determine.
- 3.2.11.3 The emoluments and benefits of any executive director for their services as such shall be determined by the Directors and may be of any description, including membership of any pension or life assurance scheme for employees or their dependants or, apart from membership of any such scheme, the payment of a pension or other benefits to him or his dependants on or after retirement or death.

3.2.12 *Retirement of Directors*

At each Annual General Meeting of the Company one-third of the Directors, who are subject to retirement by rotation, shall retire from office. A retiring Director shall be eligible for re-election. A Director shall be capable of being appointed or re-appointed a Director despite having attained any particular age.

3.2.13 *Borrowing Powers*

Subject as provided below, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital.

The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control over its subsidiary undertakings (if any) so as to secure that the aggregate amount at any time outstanding in respect of money borrowed by the group, being the Company and its subsidiary undertakings for the time being (excluding intra-group borrowings), shall not, without the prior sanction of an ordinary resolution of the Company, exceed a sum equal to 25% of the aggregate total amount received from time to time on the subscription of shares of the Company.

3.2.14 *Uncertificated Shares*

CREST, a paperless settlement system enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by a written instrument, was introduced in July 1996. The Company's articles of association are consistent with CREST membership and allow for the holding and transfer of shares in uncertificated form pursuant to the Uncertificated Securities Regulations 2001.

The Company anticipates that it will enter the CREST system on admission of the Shares to the London Stock Exchange.

3.2.15 *General Meetings*

The Company shall, within 6 months of a company's financial year end, at such time and place as may be determined by the Directors, hold a general meeting as its annual general meeting in addition to any other meetings in that year.

The Directors may, whenever they think fit, convene a general meeting of the Company, and general meetings shall also be convened on such requisition or in default may be convened by such requisitions as are provided by the Act. Any meeting convened under this Article by requisitions shall be convened in the same manner as near to as possible as that in which meetings are to be convened by the Directors.

An annual general meeting shall be called by not less than twenty-one days' notice in writing, and all other general meetings of the Company shall be called by not less than fourteen days' notice in writing. The notice shall be exclusive of the day on which it is given and of the day of the meeting and shall specify the place, the day and hour of meeting, and, in the case of special business, the general nature of such business. The notice shall be given to the members (other than those who, under the provisions of the articles or the terms of issue of the shares they hold, are not entitled to receive notice from the Company), to the Directors and to the Auditors. A notice calling an annual general meeting shall specify the meeting as such and the notice convening a meeting to pass a special resolution or an ordinary resolution, as the case may be, shall specify the intention to propose the resolution as such.

In every notice calling a meeting of the Company or any class of the members of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him, and that a proxy need not also be a member.

If within 15 minutes (or such longer interval as the Chair in his or her absolute discretion thinks fit) from the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to later on the same day or to such other day and at such time and place as the Chair (or, in default, the Board) may determine.

The Chair may, with the consent of the meeting (and shall, if so directed by the meeting) adjourn any meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

The Board shall procure that at the later of the Company's annual general meeting in 2032 and the annual general meeting of the Company held after the fifth anniversary of the last allotment of shares (from time to time) in the Company (and at five yearly intervals thereafter), a resolution will be proposed to the effect that the Company shall continue as a VCT for a further five year period. If any such resolution is not passed the Board shall, within four months of such meeting, convene a general meeting to consider proposals for the reorganisation or reconstruction or member's voluntary liquidation of the Company.

4. Directors and Other Interests in the Company

- 4.1 Neither the Company nor the Directors are aware of any person who, immediately after the close of the Offer (assuming full subscription with the over-allotment facility fully utilised), will hold (for the purposes of rule 5 of the Disclosure Guidance and Transparency Rules (“**DGTR 5**”), directly or indirectly, voting rights representing 3% or more of the issued share capital of the Company to which voting rights are attached or who could, directly or indirectly, jointly or severally, exercise control or ownership over the Company.
- 4.2 The interests of the Directors (and their immediate families) in the share capital of the Company, all of which are beneficial, as they are expected to be following the close of the Offer, and of persons connected to the Directors (and their immediate families) and the existence of which is known to, or could with reasonable diligence, be ascertained by that Director, will be as set out below together with the percentages which such interests represent of the Shares in issue if the Offer is fully subscribed at an issue price of 100p per Share (with the over-allotment facility fully utilised and assuming no Initial Fee applies):

Name	Number of Ordinary Shares	Percentage of total Ordinary Shares
Paul Jefferson	10,000	0.05%
Elizabeth Scott	10,000	0.05%
Sam McArthur	10,000	0.05%

- 4.3 The Company and the Directors are not aware of any arrangements, the operation of which may, at a subsequent date result, in a change of control of the Company.
- 4.4 The Company's major Shareholders do not have different voting rights.
- 4.5 Save for Sam McArthur's interests as an employee and shareholder in Praetura Ventures, a party to the Investment Management Agreement and Administration Agreement, no Director is or has since the period from the Company's incorporation, been interested in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company and which was effected by the Company and remains in any respect outstanding or unperformed.
- 4.6 No loans made or guarantees granted or provided by the Company to or for the benefit of any director are outstanding.
- 4.7 There are no service contracts in existence between the Company and any of its Directors nor are any such contracts proposed. The services of the Directors are provided to the Company pursuant to letters of appointment dated 14 June 2023, each of which is terminable upon six months' notice given by the Company at any time after the first anniversary of their appointment. All the Directors are non-executive directors. Save in respect of these letters of appointment, no member of any administrative, management or supervisory body has a service contract with the Company.
- 4.8 There are no family relationships between any of the Directors or members of the Manager.
- 4.9 During the five years immediately prior to the date of this document, the Directors have been members of the administrative, management or supervising bodies or parties of the entities specified below (excluding subsidiaries of any company of which he or she is also a member of the administrative, management or supervisory body):

Paul Jefferson:

Current Directorships/Partnerships:
 Gateley PLC
 Horneywink Limited

Past Directorships/Partnerships:
 N/A

Elizabeth Scott:

Current Directorships/Partnerships:
Fruugo PLC
Fruugo.com Limited

Past Directorships/Partnerships:
Tech Nation
Greater Manchester AI Foundry

Sam McArthur:

Current Directorships/Partnerships:
McArthur Group Limited*

Past Directorships/Partnerships:
Oaktree Packaging Company Limited****
Hull City Wire Works Limited ****
McArthur Fencing Limited ****
Reflex Import/Export Limited****
Collated Fastenings Limited****
John E.Hill limited****
McArthur Steel & Metal Limited****
McArthur Cyclone Limited****
Signal Building Services Limited*
Puma Investment Management Limited
Puma Private Equity Limited

In respect of the abovementioned dissolved companies or companies currently in liquidation, Sam was brought in as a director to rescue (what was at the time) a loss making group of companies falling under the umbrella of the McArthur Group Limited structure.

Despite best efforts, the group of companies was unable to reverse its decline and entered into administration in 2014.

* in members' (solvent) voluntary liquidation

** dissolved after a voluntary (solvent) strike off.

*** dissolved after a compulsory strike off (with no creditors).

**** dissolved after a members' (solvent) voluntary liquidation.

4.10 None of the Directors in the five years prior to the date of this Prospectus:-

- 4.10.1 save as set out in paragraph 4.9 above, is currently a director of a company or a partner in a partnership or has been a director of a company or a partner in a partnership;
- 4.10.2 has any unspent convictions in relation to fraudulent offences;
- 4.10.3 save as set out in paragraph 4.9 above, has had any bankruptcies, receiverships or liquidations or administrations through acting in the capacity of a member of any administrative, management or supervisory bodies or as a partner, founder or senior manager of any partnership or company; and
- 4.10.4 has had any official public incriminations and/or sanctions by any statutory or regulatory authority (including any designated professional body) nor has ever been disqualified by a Court from acting as a member of the administrative management or supervisory bodies of any company or firm acting, or in the management or conduct of the affairs of, any company or firm.

4.11 No Shares are being reserved for allocation to existing Shareholders, Directors or employees.

- 4.12 The Company has taken out directors' and officers' liability insurance for the benefit of the Directors.
- 4.13 The estimated aggregate remuneration for the Company, including benefits in kind, to be paid to the Directors in the financial period ending 31 January 2024, based on the arrangements currently in place with each Director, will not exceed £40,000.
- 4.14 Save insofar as Sam McArthur is an employee and shareholder of Praetura Ventures and save for the agreements referred to at paragraphs 5.1, 5.2, 5.3 and 5.4 below, no Director or member of the investment management team has any potential conflict of interest between his duties to the Company and their private interests or other duties.
- 4.15 There are no restrictions agreed by any Director or member of the Manager on the disposal within a certain time period of their holdings in the Company's securities.
- 4.16 There are no amounts set aside or accrued by the Company to provide pension, retirement or similar benefits to the Directors.
- 4.17 None of the Directors or members of the Manager have any service contract with the Company providing for benefits upon termination of employment. See paragraph 5.3 below which refers to the Directors' Letters of Appointment.
- 4.18 The audit committee of the Company comprises the independent Directors and will meet at least twice a year. The Company's auditors may be required to attend such meetings. The Committee shall prepare a report each year addressed to the shareholders for inclusion in the Company's annual report and accounts. The duties of the Committee are, inter alia:
- 4.18.1 to review and approve the half yearly and annual results of the Company and the statutory accounts before submission to the Board;
 - 4.18.2 to review management accounts;
 - 4.18.3 to review internal control and risk management systems;
 - 4.18.4 to consider the appointment of the external auditor, to monitor its independence and objectivity, the level of audit fees and to discuss with the external auditor the nature and scope of the audit; and
 - 4.18.5 to consider matters of corporate governance as may generally be applicable to the Company and make recommendations to the Board in connection therewith as appropriate.
- 4.19 The Company does not have a remuneration committee or a nomination committee.

5. Material Contracts

The following constitutes a brief summary of the principal contents of each material contract entered into by the Company, otherwise than in the ordinary course of business, since incorporation. There are no other contracts, not being contracts entered into in the ordinary course of business, entered into by the Company which contain any provision under which the Company has an obligation or entitlement which is material to the Company as at the date of this document:

5.1 Offer Agreement

An Offer Agreement dated 14 June 2023 and made between the Company (1), the Directors (2), the Promoter (3) and the Sponsor (4), pursuant to which the Sponsor has agreed to act as sponsor to the Offer and the Promoter has undertaken, as agent of the Company, to use its reasonable endeavours to procure subscribers for Ordinary Shares under the Offer. Under the Offer Agreement, the Company will pay the Promoter a commission of up to 3% of the Application Amount.

The Promoter will be responsible for the payment of initial commission to authorised financial intermediaries in respect of execution only clients.

Under the Offer Agreement, which may be terminated by the parties in certain circumstances, the Company, the Promoter and the Directors have given certain warranties and indemnities. Warranty claims must be made by no later than three months after the date of the second annual general meeting of the Company following the closing date of the Offer at which Shareholders approve the Company's accounts or (if earlier) by the date the Company is subject to a takeover. The warranties and indemnities are in usual form for a contract of this type and the warranties are subject to limits of one year's director fees for each Director. The Company has also agreed to indemnify the Sponsor in respect of its role as Sponsor and under the Offer Agreement. The Offer Agreement may be terminated, inter alia, if any statement in the Prospectus is untrue, any material omission from the Prospectus arises or any breach of warranty occurs.

5.2 *Investment Management Agreement*

An Investment Management Agreement dated 14 June 2023 and made between the Company and Praetura Ventures whereby Praetura Ventures will, with effect from the first date on which the Company resolves to allot Shares pursuant to the Offer (the “**Effective Date**”), be appointed as the Company’s investment manager to provide discretionary investment management and advisory services to the Company in respect of its portfolio of Qualifying Investments and Non-Qualifying Investments and valuations of its portfolio interests.

The Manager will receive an annual management fee calculated at the rate of 2% per annum of the Net Asset Value (plus VAT if applicable) payable quarterly in arrears, the first payment to be made in respect of the period from the Effective Date until the end of the first quarter following the Effective Date. The Manager is entitled to reimbursement of expenses incurred in performing its duties under the agreement, and will also be entitled to receive and retain transaction and introductory fees, directors’ fees, monitoring fees, consultancy fees, corporate finance fees, syndication fees, exit fees and commissions in relation to portfolio companies.

The Manager will also be entitled to a performance fee in relation to each accounting period. Where the performance fee is payable it will be equal to 20% of the amount by which the performance value per Share at the end of an accounting period exceeds the high water mark. The high water mark is set at the higher of 120p per Share and the highest performance value per Share at the end of any previous accounting period. The performance value is defined as the aggregate of: (i) the Net Asset Value, (ii) all performance incentive fees previously paid or accrued by the VCT to the Manager for all previous accounting periods, and (iii) the cumulative amount of dividends paid by the Company before the relevant accounting reference date. This includes the amount of those dividends in respect of which the ex-dividend date has passed as at that date. The performance value will then be divided by the number of Shares in issue in the VCT on the relevant date to give the performance value per Share.

Praetura Ventures will also act as the Company’s AIFM for the purposes of the AIFM Directive. As AIFM, the Manager will provide portfolio and risk management services to the Company.

The appointment of the Manager in relation to the investment services will commence on the Effective Date and will continue unless and until terminated by either party giving to the other not less than 12 months’ notice in writing, such notice not to take effect before the end of the fourth anniversary following the first allotment of Shares under the Offer. The Investment Management Agreement is subject to earlier termination by either party in certain circumstances.

All securities purchased through the Manager will be registered (except for bearer stocks) in the name of the Company, to hold all or any of the Company’s Assets and documents of title or certificates evidencing title on behalf of the Company.

Any investment or other asset of the Company will be registered (except for bearer stocks) in the name of the Company, or, subject to the written agreement of the Company, in the name of a custodian which may be appointed from time to time by the Company on terms agreed by the Manager.

Transactions undertaken by the Manager for the Company shall correspond with the provisions of the Manager’s written execution policy, and the Manager shall manage conflicts of interest, disclosing to the Board the nature of any material interest which the Manager may have in any proposed transaction to which the Company is, or is to be, a party, the Manager not causing the Company to become a party to any such contract or transaction except with the prior approval of those members of the Board who are independent of the Manager (such prior approval not to apply to the allocation of investment opportunities governed by the Investment Management Agreement).

The Manager has agreed to indemnify the Company by such amount as is equal to the excess by which the Annual Running Costs of the Company exceeds 3.5% of the Net Asset Value, calculated on an annual basis.

The provision by the Manager of discretionary investment management and advisory services is subject to the overall control, direction and supervision of the Directors.

5.3 *Directors’ Letters of Appointment*

Each of the Directors entered into an agreement with the Company dated 14 June 2023 as referred to in paragraph 4.7 above whereby he or she is required to devote such time to the affairs of the Company as the Board reasonably requires consistent with their role as non-executive director. Paul Jefferson, Elizabeth Scott and Sam McArthur

are each entitled to receive an annual fee of £20,000 (plus VAT if applicable) but Sam McArthur has agreed to waive his fee until further notice. Each party can terminate the agreement by giving to the other at least six months' notice in writing to expire at any time after the date 12 months from the respective commencement dates. No benefits are payable on termination.

5.4 Administration Agreement

An agreement dated 14 June 2023 and made between the Company and the Manager, whereby the Manager will provide certain administration services, accounting, custody and company secretarial services to the Company in respect of the period from Admission until the termination of the Administration Agreement with regard to all the investments of the Company, for an annual fee of 0.35% of NAV (plus VAT if applicable).

The Administration Agreement will continue for a period of five years from the date on which the Minimum Subscription is raised under the Offer and thereafter is terminable by either party giving 12 months' written notice, on or after the fifth anniversary of the agreement, but subject to early termination in certain circumstances. The Administration Agreement is co-terminous with the Investment Management Agreement summarised in paragraph 5.2 above.

5.5 Custody Agreement

An agreement dated 14 June 2023 and made between the Company and Howard Kennedy LLP under which Howard Kennedy LLP agrees to hold securities in certificated form on behalf of the Company as custodian for an annual fee of £2,000 plus VAT, terminable by either party on one month's notice.

6. General

- 6.1 The principal place of business and registered office of the Company is at Level 8 Bauhaus, 27 Quay Street, Manchester M3 3GY. The telephone number of the Company is 0161 641 9475 and its website address is: www.praeturainvestments.com. The information on the website does not form part of the Prospectus unless that information is incorporated by reference into the Prospectus. The Company has no subsidiaries or associated companies.
- 6.2 There are and have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) since the Company's incorporation which may have, or have had in the recent past, significant effect on the Company's financial position or profitability.
- 6.3 The Company does not have, nor has it had since incorporation, any employees and it neither owns nor occupies any premises.
- 6.4 The Sponsor will be entitled to receive a fee from the Company in connection with the Offer as described in paragraph 5.1 above. Praetura will be promoter of the Company and will receive management fees and other payments from the Company as described in paragraph 5.2 above.
- 6.5 Save as disclosed in this paragraph and in paragraph 5 above, no amount or benefit has been paid or given to any promoters and none is intended to be paid or given.
- 6.6 The Company's accounting reference date is 31 January in each year.
- 6.7 The Manager is Praetura Ventures, a private limited company registered in England and Wales and incorporated pursuant to and operating under the Act on 29 June 2018 under company number 11439791, which is authorised and regulated by the Financial Conduct Authority and whose principal place of business and registered office is at Level 8 Bauhaus, 27 Quay Street, Manchester M3 3GY. The principal legislation under which it operates is the Act. The Manager is domiciled in England and its legal and commercial name is Praetura Ventures. The telephone number of the Manager is 0161 641 9475 and its website is www.praeturaventures.com. The information on their website does not form part of the Prospectus unless that information is incorporated by reference into the Prospectus.
- 6.8 The Offer is not underwritten.
- 6.9 The expenses of and incidental to the Offer and the listing of the Shares, including registration and listing fees, printing, advertising and distribution costs, legal and accounting fees and expenses (excluding trail commission), are payable by the Promoter. If the maximum of £20 million is raised under the Offer (assuming the over-allotment facility is fully utilised), the net proceeds will amount to approximately £19.4 million.

- 6.10 Save in connection with the Offer, Ordinary Shares have not been marketed to and are not available to the public. Market makers will not be offered the opportunity to subscribe for Ordinary Shares under the Offer.
- 6.11 Macintyre Hudson LLP was appointed as auditor of the Company on 14 June 2023. It is registered to carry out audit work by the Institute of Chartered Accountants of England and Wales. The Company shall take all reasonable steps to ensure that its auditor is independent of it and has obtained written confirmation from its auditor that it complies with guidelines on independence issued by its national accountancy and auditing body.
- 6.12 The Company has given notice to the Registrar of Companies, pursuant to section 833 of the Act, of its intention to carry on business as an investment company, which will enhance its ability to pay dividends out of income. If and when capital profits are realised which the Directors consider it appropriate to distribute by way of dividend (for example on the disposal of a successful investment), the Directors would anticipate revoking this status.
- 6.13 Save for the agreements described in paragraphs 5.1, 5.2 and 5.4 of this Part 7, there are no material potential conflicts of interest which a service provider to the Company may have as between their duty to the Company and duties owed by them to third parties and their other interests. In order to manage such potential conflicts of interest it is a term of the agreement between the Manager and the Company referred to in paragraph 5.2 of this Part 7 that the Manager shall manage conflicts of interest, disclosing to the Board the nature of any material interest which the Manager may have in any proposed transaction to which the Company is, or is to be, a party, the Manager not causing the Company to become a party to any such contract or transaction except with the prior approval of those members of the Board who are independent of the Manager (such prior approval not to apply to the allocation of investment opportunities which is governed by the Allocations Policy). Transactions undertaken by the Manager for the Company and other funds that it manages will be carried out in accordance with the Manager's written execution and conflicts policy.
- 6.14 Since the date of its incorporation, the Company has not commenced operations. No financial statements have been made up as at the date of this document.
- 6.15 The Company is of the opinion that, subject to the receipt of the Minimum Subscription, the working capital available to the Company is sufficient for its present requirements, that is for at least the next 12 months following the date of this document.
- 6.16 The Offer will not proceed if the Minimum Subscription is not reached.
- 6.17 The capitalisation of the Company as at the date of this document is shareholders' equity of £50,000.01 comprising 50,000 redeemable preference shares of £1 each paid up as to one-quarter and 1 Ordinary Share of £0.01 paid up in full.
- 6.18 As at the date of this Prospectus, the Company did not have loan capital outstanding, any other borrowings nor guaranteed, unguaranteed, secured and unsecured indebtedness, including indirect and contingent indebtedness.
- 6.19 The Company does not assume responsibility for the withholding of tax at source.
- 6.20 Securities in certificated form belonging to the Company will be held on its behalf by Howard Kennedy LLP, incorporated in England on 1 February 2011 with registered number OC361417, whose registered office is at No.1 London Bridge, London SE1 9BG (telephone 020 3755 6000) and whose website address is www.howardkennedy.com. The information on the Howard Kennedy website does not form part of the Prospectus unless that information is incorporated by reference into the Prospectus.
- 6.21 The Company has to satisfy a number of tests to qualify as a VCT and will be subject to various rules and regulations in order to continue to qualify as a VCT, as set out under the heading "Taxation" in Part 6 of this document. In addition, the following restrictions are imposed upon the Company under the rules relating to admission to the Official List:
- 6.21.1 it, or any of its subsidiaries, must not conduct any trading activity which is significant in the context of the group as a whole;
- 6.21.2 it must not invest more than 10% in aggregate of the value of its total assets (at the time the investment is made) in other listed closed-ended investment funds except listed closed-ended investment funds which themselves have published investment policies to invest no more than 15% of their total assets in other closed-ended investment funds; and

- 6.21.3 it must manage and invest its assets in accordance with the investment policy set out on page 22 of this Prospectus, which contains information about the policies which it will follow relating to asset allocation, risk diversification and gearing and which includes maximum exposure.
- 6.22 Praetura Ventures has given, and has not withdrawn, its written consent to the issue of this document with the inclusion of its name in this document and the information in those sections in Part 1, 2, 3 and 4 of this document under the headings "The Praetura Group", "The Manager", "Manager's Track Record", and "The Manager" including all sub-headings for which it is stated to accept responsibility (as being the stated source of such information) in each case in the form and context in which they appear. Praetura Ventures accepts responsibility for those sections in Part 1, 2, 3 and 4 of this document under the headings "The Praetura Group", "The Manager", "Manager's Track Record", and "The Manager" including all sub-headings, and declares that, to the best of the knowledge of Praetura Ventures, the information contained in those parts of this document for which Praetura Ventures accepts responsibility is in accordance with the facts and those parts of this document for which Praetura Ventures accepts responsibility make no omission likely to affect their import. The full name and address of Praetura Ventures are set out on page 10, together with details of their material interests in the Company at paragraphs 5.1, 5.2 and 5.4 of this Part 7.
- 6.23 The Offer has been sponsored by Howard Kennedy whose offices are at No.1 London Bridge, London SE1 9BG and which is authorised and regulated by the Financial Conduct Authority. The Sponsor has given, and has not withdrawn, its written consent to the issue of this document with the inclusion of its name in the form and context in which it is included.
- 6.24 The Offer is being promoted by Praetura Ventures which is authorised and regulated by the Financial Conduct Authority. The Promoter has given, and has not withdrawn, its written consent to the issue of this document with the inclusion of its name in the form and context in which it is included.
- 6.25 There have been no significant changes in the financial or trading position of the Company since it was incorporated.
- 6.26 Shareholders will be informed, through a Regulatory Information Service announcement, if the investment restrictions which apply to the Company as a VCT detailed in this document are breached.
- 6.27 The results of the Offer will be announced through a Regulatory Information Service within 3 Business Days of the closing of the Offer.
- 6.28 Mandatory takeover bids: The City Code on Takeovers and Mergers (the "**City 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 City Code provides an orderly framework within which takeovers are conducted and the Panel on Takeovers and Mergers (the "**Panel**") 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 Act. The Takeovers Directive applies to takeovers of companies registered in an EU member state and admitted to trading on a regulated market in the EU or the EEA States.
- 6.29 The City 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 City 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.
- 6.30 There are not in existence any current mandatory takeover bids in relation to the Company.

- 6.31 Squeeze out: Section 979 of the Act provides that if, within certain time limits, an offer is made for the share capital of a 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 relevant company to hold on trust for the outstanding shareholders. The consideration offered to shareholders whose shares are compulsorily acquired under the Act must, in general, be the same as the consideration available under the takeover offer.
- 6.32 Sell out: Section 983 of the Act 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.
- 6.33 The Shares will usually trade at a discount to their underlying net asset value. Shares in VCTs are inherently illiquid and there may be a limited market in the Ordinary Shares primarily because the initial tax relief is only available to those subscribing for newly issued Ordinary Shares which may, therefore, adversely affect the market price of the Ordinary Shares and the ability to sell them.
- 6.34 The Company and the Directors consent to the use of the Prospectus by financial intermediaries, from the date of the Prospectus until the close of the Offer, for the purpose of subsequent resale or final placement of securities by financial intermediaries for Shares until the close of the Offer, and accept responsibility for the information contained therein for such purpose. The Offer is expected to close on or before 3.00 pm on 31 May 2024. There are no conditions attaching to this consent. Financial intermediaries may use the Prospectus only in the UK.
- 6.35 In the event of an offer being made by a financial intermediary, information on the terms and conditions of the offer will be given to Investors by the 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 6.34 above.
- 6.36 The maximum number of Ordinary Shares which are the subject of this Prospectus is 19,400,000 Ordinary Shares, assuming the over-allotment facility is fully utilised.
- 6.37 Any forward-looking statements in this Prospectus do not in any way seek to qualify the working capital statement in paragraph 6.15 of this Part 7 and will be updated as required by the Prospectus Regulation Rules, the Listing Rules and the Disclosure Guidance & Transparency Rules, as appropriate.
- 6.38 The Prospectus has been approved by the Financial Conduct Authority, as competent authority under the UK Prospectus Regulation. The FCA only approves the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval shall not be considered as an endorsement of the Company that is, or the quality of the Ordinary Shares that are, the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the Ordinary Shares.
- 6.39 The information contained in this document sourced from third parties has been accurately reproduced and, so far as the Company is aware and is able to ascertain from information published by the relevant third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. Where such information has been included in this document, the source of that information has been identified.
- 6.40 The Company is an alternative investment fund for the purposes of AIFMD and Praetura Ventures, a small authorised UK AIFM, has notified the FCA that it will manage the Company as its AIFM. The Company is not otherwise regulated.
- 6.41 Praetura currently manages 2 funds under delegation.

7. Documents for Inspection

- 7.1 The Company's articles of association are available for inspection at the offices of Howard Kennedy LLP, No.1 London Bridge, London SE1 9BG, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this document until closing of the Offer and may also be inspected at the Company's website address at www.praeturainvestments.com.

Dated: 14 June 2023

Definitions

The following definitions are used throughout this document and, except where the context requires otherwise, have the following meanings.

Act	Companies Act 2006, as amended
Administrator	Praetura Ventures Limited
Admission	admission of the Ordinary Shares to the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange's main market for listed securities
Adviser Charge	fees agreed between an Investor and his or her Financial Adviser for being given a personal recommendation to subscribe for Shares in the Company
AIFM	an alternative investment fund manager within the meaning of AIFMD
AIFMD	the European Union's Alternative Investment Fund Managers Directive (No. 2011/61/EU) as amended by the Alternative Investment Fund Managers (Amendment) (EU Exit) Regulations 2019 (UK AIFMD)
AIM	the AIM market of the London Stock Exchange
Annual Running Expenses	the central running costs of the Company, including Directors' fees, the annual investment management fee and the administration fee but excluding transaction related fees and expenses and any performance incentive and costs relating to the establishment of the Company.
Applicant	an applicant for Shares under the Offer
Application Amount	the amount remitted by the Applicant with the Application Form, including any amount requested to be facilitated, as accepted under the Offer
Application Form	the application form for use in respect of the Offer
Business Days	any day (other than Saturday or Sunday or public holiday in the UK) on which clearing banks in London are open for normal banking business
Company	Praetura Growth VCT plc
Company's Assets	the assets from time to time of the Company
CREST	the computerised settlement system to facilitate the transfer of title to securities in uncertificated form operated by Euroclear UK & Ireland Limited
Directors, Board of Directors or Board	the directors of the Company whose names appear on page 10 of this document
DGTR or Disclosure Guidance and Transparency Rules	disclosure guidance and transparency rules, being the rules published by the FCA from time to time and relating to the disclosure of information in respect of financial instruments
EEA States	the member states of the European Economic Area

EIS	the Enterprise investment scheme, as set out in Part 5 of the Income Tax Act 2007 and Schedule 5B of the Taxation of Chargeable Gains Tax Act 1992
Financial Conduct Authority or FCA	the United Kingdom Financial Conduct Authority
Financial Adviser	a natural or legal person which is authorised and regulated by the FCA to give advice to its clients on investments
Final Stage Investment Committee - IC2 or IC2	the final stage of the Manager's investment process
First Stage Investment Committee – Sightings or Sightings	the first stage of the Manager's investment process
FSMA	financial Services and Markets Act 2000, as amended
Gross Proceeds	the total funds raised under the Offer
HMRC	HM Revenue and Customs
Howard Kennedy or Sponsor	Howard Kennedy Corporate Services LLP, which is authorised and regulated by the Financial Conduct Authority
Initial Fee	the fee, as described on page 43, payable to the Promoter in connection with the Offer
Investment Amount	an Applicant's Application Amount, less any amount of initial Adviser Charge agreed to be facilitated in respect of an advised investor
Investment Management Agreement	the investment management agreement between the Company and the Manager dated 14 June 2023, a summary of which is set out in paragraph 5.2 of Part 7 of this document
Investor(s)	an individual(s) aged 18 or over who subscribes for Shares under the Offer
Investment Committee	the Manager's investment committee for selecting and approving investments in portfolio companies, which includes three different stages of Investment Committee approval
IPEV Guidelines	International Private Equity and Venture Capital Valuation Guidelines
ITA	Income Tax Act 2007, as amended
Knowledge Intensive Company	a company satisfying the conditions in Section 331(A) of Part 6 ITA
Listed	admitted to the premium segment of the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange's main market for listed securities
Listing Rules	Listing Rules issued by the Financial Conduct Authority and made under Part VI of the FSMA
London Stock Exchange	London Stock Exchange plc

Manager or Praetura Ventures	Praetura Ventures Limited, authorised and regulated by the Financial Conduct Authority, and manager of the Company's portfolios of Qualifying Investments and Non-Qualifying Investments
Market Abuse Regulation or UK MAR	the UK version of the EU Market Abuse Regulation which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time including by the Market Abuse (Amendment) (EU Exit) Regulations 2019
Maximum Subscription	full subscription under the Offer, excluding the over-allotment facility, of £10 million
Minimum Subscription	subscriptions under the Offer of at least £3 million (net of Offer costs)
ML Regulations	the Money Laundering Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017, as amended
Net Asset Value or NAV	the aggregate of the gross assets of the Company less its gross liabilities
Non-Qualifying Investment	those investments as non-qualifying specified in section 274 ITA
Offer	the offer for subscription of up to £10 million of Ordinary Shares as described in this document, together with an over-allotment facility of up to a further £10 million of Ordinary Shares
Offer Agreement	the agreement dated 14 June 2023 between the Company, the Directors, the Promoter and the Sponsor relating to the Offer, a summary of which is set out in paragraph 5.1 of Part 7 of this document
Offer Price	the price per share to be paid by an Investor calculated by reference to the last published NAV per Share, and in accordance with the Pricing Formula
Official List	the Official List of the Financial Conduct Authority
Operational Partner	an adviser to a portfolio company that reports to the Manager and ultimately the Board
Ordinary Shares or Shares	ordinary shares of £0.01 each in the capital of the Company
Persons Closely Associated or PCA	<p>as defined in Article 3(1)(26) of UK MAR and further clarified by section 131AC of FSMA, namely:</p> <ul style="list-style-type: none"> • a spouse or civil partner; • a child, including a stepchild, who is under the age of 18 years, is unmarried and does not have a civil partner; • a relative who has shared the same household for at least one year on the date of the transaction concerned; or <p>a legal person, trust or partnership, the managerial responsibilities of which are discharged by a PDMR or by a person referred to in any of the bullet points above, which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.</p>

PDMR	<p>a person discharging managerial responsibilities being:</p> <p>(i) a member of the administrative, management or supervisory body of the Company; or</p> <p>a senior executive who is not a member of the above bodies but who has regular access to inside information relating directly or indirectly to the Company and who has power to make managerial decisions affecting the future development and business prospects of the Company</p>
Portfolio Company	a company in which the Company invests
Portfolio Toolkit	the Manager's toolkit for providing support to portfolio companies
Praetura EIS Growth Fund or EIS Growth Fund	the EIS growth fund launched by the Manager in 2019
Praetura Group	companies under a common ownership structure, which include trading entities; Praetura Ventures Limited, Praetura Asset Finance Limited, Praetura Commercial Finance Limited, Praetura Invoice Finance Limited, Kingsway Finance Limited and Zodeq Limited, together with associated investors represented or advised by members of the Praetura Group
Pricing Formula	the mechanism by which the number of Shares issued to an Investor may be adjusted according to the level of the Initial Fee, the Adviser Charge (if any) and the latest published net asset value per share at time on any allotment
Promoter	Praetura Ventures Limited, which is authorised and regulated by the Financial Conduct Authority
Prospectus	this document which describes the Offer in full
Prospectus Regulation Rules	the Prospectus Regulation Rules issued by and made under Part VI of FSMA
Professional Client	a client that is either a professional client or an elective professional client, pursuant to COBS 3.5.1 R of the FCA handbook
Qualifying Company	a company satisfying the conditions in Chapter 4 of Part 6 ITA, as described in Part 6 of this document (and Qualifying Companies shall be construed accordingly)
Qualifying Exchange	an exchange that is not a Recognised Stock Exchange by HMRC under S1005 ITA 2007
Qualifying Investment	an investment in an unquoted company or stocks which are quoted on the AIM market of the London Stock Exchange or on another Qualifying Exchange which satisfy the requirements of Chapter 4 of Part 6 ITA, as described in Part 6 of this document
Qualifying Investor	an individual aged 18 or over who satisfies the conditions of eligibility for tax relief available to investors in a VCT
Qualifying Limit	a total amount of £200,000 per individual investor
Qualifying Purchaser	an individual who purchases Shares from an existing Shareholder and is aged 18 or over and satisfies the conditions of eligibility for tax relief available to investors in a VCT

Qualifying Subscriber	an individual who subscribes for Shares under the Offer and is aged 18 or over and satisfies the conditions of eligibility for tax relief available to investors in a VCT
Qualifying Subsidiary	a subsidiary company which falls within the definition of Qualifying Subsidiary contained in Section 298 ITA, as described in Part 2 of this document
Qualifying Trade	a trade complying with the requirements of Section 300 ITA
Redeemable Preference Shares	redeemable preference shares of £1.00 each in the capital of the Company
Receiving Agent or Registrar	The City Partnership (UK) Limited, of The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH
Second Stage Investment Committee - IC1 or IC1	the second stage of the Manager's investment process
Regulatory Information Service	a regulatory information service that is on the list of regulatory information services maintained by the FCA
Risk Finance State Aid	State aid received by a company as defined in Section 280B (4) of ITA
Shareholders	holders of Ordinary Shares
Terms and Conditions of Application	the terms and conditions of application, contained on pages 75 to 78.
Total Return	NAV, together with cumulative dividends paid or declared but unpaid
UK MIFID Laws	(1) the Financial Services and Markets Act 2000 (Markets in Financial Instruments) Regulations 2017 (SI 2017/701), The Data Reporting Services Regulations 2017 (SI 2017/699) and the Financial Services and Markets Act 2000 (Regulated Activities) (Amendment) Order 2017 (SI 2017/488), and any other implementing measure which operated to transpose EU MiFID II in to UK law before 31 January 2020 (as amended and supplemented from time to time including by: (1) Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2018; (2) The Financial Regulators' Powers (Technical Standards etc.) and Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2019 (SI 2019/576); (3) The Financial Services (Miscellaneous) (Amendment) (EU Exit) Regulations 2019; and (4) The Financial Services (Electronic Money, Payment Services and Miscellaneous Amendments) (EU Exit) Regulations 2019; and (ii) the UK version of Regulation (EU) No 600/2014 of the European Parliament, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time including by: (a) Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2018; (b) The Financial Regulators' Powers (Technical Standards etc.) and Markets in Financial Instruments (Amendment) (EU Exit) Regulations 2019 (SI 2019/576); (c) The Financial Services (Miscellaneous) (Amendment) (EU Exit) Regulations 2019; and (d) The Financial Services (Electronic Money, Payment Services and Miscellaneous Amendments) (EU Exit) Regulations 2019

Terms and Conditions of the Application

1. In these terms and conditions of application, the expression "Prospectus" means this document dated 14 June 2023. The expression "Application Form" means the application form for use in accordance with these Terms and Conditions of application and posting it (or delivering by hand during normal business hours) to The City Partnership (UK) Limited at The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH or as otherwise indicated in this document or the Application Form.
2. The right is reserved to reject any application in whole or part only or to accept any application in whole or part only. Multiple applications are permitted. If any application is not accepted, or if any contract created by acceptance does not become unconditional, or if any application is accepted for fewer Shares than the number applied for, or if in any other circumstances there is an excess paid on application, the application monies or the balance of the amount paid or the excess paid on application will be returned without interest by post or as otherwise indicated in this document at the risk of the applicant. In the meantime, application monies will be retained in a designated bank account in the name of the Receiving Agent.
3. You may pay for your application for Shares by cheque submitted with the Application Form, or by way of electronic bank transfer. Application Forms accompanied by a post-dated cheque will not be processed until the cheque can be presented and will not be treated as being received by the Receiving Agent until that date. All bank transfers must be referenced with your initials and phone number with no spaces if feasible.
4. The contract created by the acceptance of applications in respect of allotment of Shares under the Offer will be conditional on gross subscriptions under the Offer reaching the Minimum Subscription. If this condition is not met, the Offer will be withdrawn and subscription monies will be returned to Investors at their own risk, without interest. The Offer is not underwritten.
5. By completing and delivering an Application Form, you:
 - i) offer to subscribe for the amount specified on your Application Form or any smaller sum for which such application is accepted at the Offer Price, on the terms and subject to the Prospectus, these Terms and Conditions of application and the Articles of the Company;
 - ii) acknowledge that, if your subscription is accepted, you will be allocated such number of Ordinary Shares as determined by the Pricing Formula;
 - iii) authorise the Registrar of the Company to send a document of title for, or credit your account in respect of, the number of Shares for which your application is accepted and/or a bank transfer for any monies returnable, by bank transfer at your risk to your bank account details as set out on your Application Form;
 - iv) agree that your application may not be revoked and that this paragraph constitutes a collateral contract between you and the Company which will become binding upon dispatch by post or delivery of your duly completed Application Form to the Company or to your financial adviser;
 - v) 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 share certificates in respect of the Shares applied for until you make payment in cleared funds for such Shares and such payment is accepted by or on behalf of the Company in its absolute discretion (which acceptance shall be on the basis that you indemnify it, the Sponsor, and the Registrar 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 or on behalf of the Company of such late payment, the Company may (without prejudice to its other rights) avoid the agreement to subscribe such Shares and may issue or allot such Shares to some other person, in which case you will not be entitled to any payment in respect of such Shares, other than the refund to you, at your risk, of the proceeds (if any) of the cheque accompanying your application, without interest;

- vi) agree that if, following the issue of all or any Ordinary Shares applied for pursuant to the Offer, your remittance is not honoured on first presentation, those Ordinary Shares may, forthwith upon payment by Praetura Ventures of the Offer Price of those Ordinary Shares to the Company, be transferred to Praetura Ventures or such other person as Praetura Ventures may direct at the relevant Offer Price per Ordinary Share and any director of the Company is hereby irrevocably appointed and instructed to complete and execute all or any form(s) of transfer and/or any other documents in relation to the transfer of those Ordinary Shares to Praetura Ventures or such other person as Praetura Ventures may direct and to do all such other acts and things as may be necessary or expedient, for the purpose of or in connection with, transferring title to those Ordinary Shares to Praetura Ventures, or such other person, in which case you will not be entitled to those Ordinary Shares or any payment in respect of such Ordinary Shares;
- vii) agree that all cheques may be presented for payment on the due dates and any definitive document of title and any monies returnable to you may be retained pending clearance of your remittance and the verification of identity required by the ML Regulations and that such monies will not bear interest;
- viii) undertake to provide satisfactory evidence of identity within such reasonable time (in each case to be determined in the absolute discretion of the Company and the Sponsor) to ensure compliance with the ML Regulations;
- ix) agree that, in respect of those Shares for which your application has been received and is not rejected, your application may be accepted at the election of the Company either by notification to the London Stock Exchange of the basis of allocation or by notification of acceptance thereof to the Registrar;
- x) agree that all documents in connection with the Offer and any returned monies will be sent at your risk and will be sent to you at the address supplied in the Application Form;
- xi) agree that having had the opportunity to read the Prospectus, you shall be deemed to have had notice of all the information and representations including the risk factors contained therein;
- xii) confirm that (save for advice received from your financial adviser) in making such an application you are not relying on any information and representation other than those contained in the Prospectus and you accordingly agree that no person responsible solely or jointly for the Prospectus or any part thereof or involved in the preparation thereof will have any liability for any such other information or representation;
- xiii) agree that all applications, acceptances of applications and contracts resulting therefrom under the Offer shall be governed by and construed in accordance with English law, and that you submit to the jurisdiction of the English Courts and agree that nothing shall limit the right of the Company or the Sponsor 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 any Court of competent jurisdiction;
- xiv) irrevocably authorise the Registrar and/or the Sponsor or any person authorised by either of them, as your agent, to do all things necessary to effect registration of any Shares subscribed by or issued to you into your name and authorise any representative of the Registrar or of the Sponsor to execute any documents required therefor and to enter your name on the register of members of the Company;
- xv) agree to provide the Company with any information which it may request in connection with your application or to comply with the VCT regulations or other relevant legislation (as the same may be amended from time to time) including without limitation satisfactory evidence of identity to ensure compliance with the ML Regulations;
- xvi) warrant that, in connection with your application, you have observed the laws of all requisite territories, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with your application in any territory and that you have not taken any action which will or may result in the Registrar and/or the Sponsor acting in breach of the regulatory or legal requirements of any territory in connection with the Offer of your application;
- xvii) confirm that you have read and complied with paragraph 6 below;
- xviii) confirm that you have reviewed the restrictions contained in paragraph 7 below;
- xix) warrant that you are not under the age of 18 years;

- xx) warrant that, if the laws of any territory or jurisdiction outside the United Kingdom are applicable to your application, you have complied with all such laws and none of the Registrar and/or the Sponsor will infringe any laws of any such territory or jurisdiction directly or indirectly as a result of in consequence of any acceptance of your application;
 - xxi) agree that the Receiving Agent and/or the Sponsor are acting for the Company in connection with the Offer and for no-one else and that they will not treat you as their customer by virtue of such application being accepted or owe you any duties or responsibilities concerning the price of Shares or concerning the suitability of Shares for you or be responsible to you for the protections afforded thereunder;
 - xxii) warrant that if you sign the Application Form on behalf of somebody else or yourself and another or others jointly or a corporation, you have the requisite power to make such investments as well as the authority to do so and such person will also be bound accordingly and will be deemed also to have given the confirmations, warranties and undertakings contained in these Terms and Conditions of application and undertake (save in the case of signature by an authorised financial adviser on behalf of the Investor) to enclose a power of attorney or a copy thereof duly certified by a solicitor with the Application Form;
 - xxiii) warrant that you are not subscribing for the Shares using a loan which would not have been given to you or any associate or not have been given to you on such favourable terms, if you have not been proposing to subscribe for the Shares;
 - xxiv) warrant that the Shares are being acquired for bona fide commercial purposes and not as part of a scheme or arrangement the main purpose of which, or one of the main purposes of which, is the avoidance of tax. Obtaining tax reliefs given under the applicable VCT legislation is not itself tax avoidance;
 - xxv) warrant that you are not a "US Person" as defined in the United States Securities Act of 1933 ("**Securities Act**") (as amended), nor a resident of Canada and that you are not applying for any Shares on behalf of or with a view to their offer, sale or delivery, directly or indirectly, to or for the benefit of any US Person or a resident of Canada;
 - xxvi) warrant that: (i) you do not have a standing instruction(s) to pay amounts in your bank account to a US bank account, (ii) you do not have a current power of attorney or signatory authority granted to a person with a US address, and (iii) you do not have an in-care-of or hold mail address that is the sole address you have provided to us;
 - xxvii) warrant that the information contained in the Application Form is accurate; and
 - xxviii) agree that if you request that Shares are issued to you on a specific date, and such Shares are not issued on such date, that the Company and its agents and Directors will have no liability to you arising from the issue of such Shares on a different date.
6. No person receiving a copy of this document or an Application Form in any territory other than the UK may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use such Application Form unless, in the relevant territory, such an invitation or offer could lawfully be made to him or her or such Application Form could lawfully be used without contravention of any regulations or other legal requirements. It is the responsibility of any person outside the United Kingdom wishing to make an application to satisfy him or herself 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.
7. The Shares have not been and will not be registered under the Securities Act, as amended, or under the securities laws of any state or other political subdivision of the United States and may not be offered or sold in the United States of America, its territories or possessions or other areas subject to its jurisdiction (the "**USA**"). In addition, the Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended. The Manager will not be registered under the United States Investment Advisers Act of 1940, as amended. No application will be accepted if it bears an address in the USA.

8. This application is addressed to the Receiving Agent. The rights and remedies of the Receiving Agent and the Sponsor under these Terms and Conditions of Application are in addition to any rights and remedies which would otherwise be available to either of them, and the exercise or partial exercise of one will not prevent the exercise of the others.
9. The dates and times referred to in these Terms and Conditions of application may be altered by the Company with the agreement of the Sponsor.
10. The section headed Application Procedures forms part of these Terms and Conditions of application.

Investors should be aware of, and hereby agree to comply with, the Money Laundering Notice set out below on page 79, which forms part of these Terms and Conditions of application.

11. Your electronic transfer or cheque must be drawn in Sterling on an account at a branch (which must be in the United Kingdom, the Channel Islands or the Isle of Man) of a bank which is either a member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited, a member of the Scottish Clearing Banks Committee or the Belfast Clearing Committee or which has arranged for its cheques to be cleared through facilities provided for members of any of those companies or associations and must bear the appropriate sorting code in the top right hand corner. Cheques should be drawn on the personal account to which you have sole or joint title to such funds. Third party cheques will not be accepted. The account name should be the same as that shown on the application. Post-dated cheques will not be processed until the cheque can be presented and will not be treated as being received by the Receiving Agent until that date. Cheques will be presented for payment upon receipt. The Company reserves the right to instruct the Receiving Agent to seek special clearance of cheques to allow the Company to obtain value for remittances at the earliest opportunity. If you wish to pay by electronic transfer, please use the account details provided. The right is reserved to reject any Application Form in respect of which the cheque has not been cleared on first presentation.
12. Applications under the Offer will be accepted on a "first-come, first-served" basis, subject always to the discretion of the Board. For these purposes, "first-come, first served" shall be assessed based on the date and time of receipt of a fully completed Application Form, subject to receipt of the Application Amount (in full) in cleared funds within 5 Business Days thereafter to retain the Applicant's position of priority. The right is reserved to reject in whole or in part and/or scale down and/or ballot any application or any part thereof including, without limitation, where applications in respect of which any verification of identity (which the Company or the Receiving Agent consider may be required for the purposes of the ML Regulations) has not been satisfactorily supplied. Dealings prior to the issue of certificates for Shares will be at the risk of Applicants. A person so dealing must recognise the risk that an application may not have been accepted to the extent anticipated or at all. The Company may accept applications made otherwise than by completion of an Application Form where the Applicant has agreed in some other manner acceptable to the Company to apply in accordance with these Terms and Conditions of application.
13. The application of the subscription proceeds is subject to the absolute discretion of the Directors.
14. Intermediaries who have not provided personal recommendations or advice to UK retail clients on the Ordinary Shares being applied for and who, acting on behalf of their clients, return valid Application Forms bearing their FCA number may be entitled to commission normally of 1% on the amount payable in respect of such Shares allocated for each such Application Form. Intermediaries may agree to waive part or all of their initial commission in respect of an application for Ordinary Shares under the Offer. If this is the case, then the charges to be deducted under the Pricing Formula will be adjusted. Intermediaries should keep a record of Application Forms submitted bearing their stamp to substantiate any claim for their commission.

Money Laundering Notice

In accordance with the ML Regulations, the identity of all applicants must be verified before Shares can be allotted. This is a routine step associated with the application process and looks to ensure that (i) Applicants are who they say they are; and (ii) Application Amounts have not been acquired illegally and there is no attempt to use the Company and the Receiving Agent as part of criminal activity.

Please note that Shares cannot be allotted if the Receiving Agent is unable to verify the Applicant's identity, and the application may ultimately be treated as invalid, and funds returned.

For applications made through a financial intermediary, the intermediary should complete verification of the Applicant's identity. By signing the Application Form, the financial intermediary confirms that they have applied customer due diligence measures on a risk sensitive basis in respect of the application to the standard required by the ML Regulations within the guidance for the UK financial sector issued by the Joint Money Laundering Steering Group. If the Company, Manager and/or the Receiving Agent request additional information in connection with the financial intermediary's due diligence, they will provide it within 2 Business Days of receiving the request.

For direct applications the Receiving Agent will use the Applicant's personal information from the Application Form to verify their identity through Veriphy, a specialist AML compliance solution provider. Veriphy's anti-money laundering checks include identity and UK address validation as well as mortality, departure, sanction, and politically exposed person searches. Veriphy's checks have no impact on an Applicant's credit score or their ability to obtain credit.

In the small number of cases where Veriphy is unable to verify the Applicant's identity sufficiently, the Receiving Agent will need the Applicant to supply evidence of their identity and will contact the Applicant (or their financial intermediary if applicable) to request copies of the relevant documents (typically, an original or certified copy of a passport or driving licence, as well as a recent bank statement or utility bill) and explain how those should be provided. Please note that failure to provide satisfactory evidence following such a request may result in a delay in processing an application or, at the point of the Offer closing to applications, the application being treated as invalid, and funds returned.

Note: The Company and the Receiving Agent may, in their absolute discretion, and regardless of the Application Amount and/or the involvement of a financial intermediary, require identity verification.

Privacy Notice

An Investor's personal data will be used by Praetura Ventures, The City Partnership (UK) Limited, the Company and any other third-party advisers or intermediaries to:

- process an Investor's application and verify their identity, including performing online anti-money laundering checks;
- keeping an Investor updated on the progress of their investment;
- allotting Shares and provide the relevant documentation in connection with an Investor's shareholding if their application is successful;
- pay dividends and process other corporate actions as necessary;
- providing an Investor with any reports or information required by law; and
- provide an Investor's financial intermediary with reports and information to help them manage and monitor an investment in the Company.

The Company's privacy policy can be found at www.praeturainvestments.com.

If the Company relies on an Investor's consent as its legal basis for processing an Investor's personal information, an Investor has the right to withdraw that consent at any time by contacting the Company by telephone on 0161 641 9475, by email at vct@praetura.co.uk or in writing to Praetura Growth VCT Plc, Level 8 Bauhaus, 27 Quay Street, Manchester, England, M3 3GY.

The Company will not share your data with any other party other than those listed above unless required to do so.

Application Procedures

It is essential that you complete all relevant parts of the Application Form in accordance with the instructions in these notes. The Application Form can be found on the Company's website at www.praeturainvestments.com or upon email request to investments@praetura.co.uk

In the interest of reducing the carbon footprint associated with the Offer and generally improving the Offer's administration, the Company encourage Investors and their financial intermediary (if any) to use the online application facility.

Application Form Submission Online

You may complete and submit your Application Form online at www.praeturainvestments.com

Payments associated with an online Application Form may be made by electronic transfer, cheque or banker's draft. Please see below for further details.

Application Form Submission by Email

Please send the completed Application Form to praeturagrowthvct@city.uk.com. Payments associated with an email submission may be made by electronic transfer, cheque or banker's draft. Please see below for further details.

Application Form Submission by Post/Hand

Please send the completed Application Form, together with your cheque or banker's draft, by post, or deliver it by hand (during normal business hours), to Praetura Growth VCT plc Offer, The City Partnership (UK) Limited, The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH.

Please take time to read the following Application Procedures. If you are unsure about any of the instructions, please contact the Receiving Agent at praeturagrowthvct@city.uk.com or on 01484 240 910 (Mon-Fri, 9am – 5.30pm).

PLEASE NOTE: IF YOU ARE A NOMINEE APPLYING ON BEHALF OF A BLOCK OF INVESTORS, PLEASE DO NOT COMPLETE THE APPLICATION FORM. INSTEAD, PLEASE CONTACT THE RECEIVING AGENT FOR ALTERNATIVE INSTRUCTIONS.

Incomplete or otherwise deficient application forms will NOT be considered eligible for acceptance and will be returned to you at your risk to be completed or corrected in line with these procedures.

SECTION 1 – APPLICANT DETAILS

Please provide your full name, date of birth (you must be eighteen years of age or older), and National Insurance number ("NINo") (if you have one).

Should we need to contact you regarding your application, we would like to do so by telephone. Please provide your telephone number in the box provided. We also ask that you use this telephone number as part of your subscription payment reference.

Regarding this application, the Receiving Agent would like to issue, through email, an acknowledgement of receipt, a confirmation of receipt of monies, and if the Company accepts your application, a confirmation of allotment and an income tax relief certificate. If you would like to receive email correspondence from the Receiving Agent, please provide your email address below. Alternatively, the Receiving Agent will send the relevant correspondence to you in the post. For applications accepted under the Offer, the Company's Registrar will send the associated share certificates in the post (if applicable).

For anti-money laundering purposes (incl. verification of identity), please provide your current address and if you have lived at your current address for less than three years, please provide your previous address in the boxed provided.

We are legally required to collect information about the tax residency and classifications of new Shareholders which may be shared with HMRC.

If you are a UK tax resident but do not have a NINo, please enter "United Kingdom" and your Unique Taxpayer Reference number ("UTR") in the boxes provided. Your UTR may be found in any recent correspondence from HMRC concerning your income tax return.

For any other countries in which you are a tax resident, please provide the relevant information in the boxes provided.

It is very important that you complete this section clearly and accurately, as the Receiving Agent will send an email acknowledgement, or, if no email address is given, a confirmation letter to you at the address shown in this section.

If your application to the Offer is successful, your name and address as stated in this section will be entered onto the Register of the Company and printed on the tax and share certificates.

SECTION 2 – FINANCIAL INTERMEDIARY

Please tick the relevant box (only one) to confirm if a financial Intermediary firm is associated with your application.

SECTION 3 – APPLICATION AMOUNT

Insert the amount of money which you wish to invest. Your total application must be for a minimum value of £3,000 (including any initial Adviser Charge to be facilitated) in the Company. Income tax relief is available on the Application Amount less any initial Adviser Charge to be facilitated.

SECTION 4 – SHAREHOLDING PREFERENCES

The Company would like to communicate with you electronically in respect of your shareholding in the Company. The Articles of the Company provide authority to use electronic means to convey information to Shareholders, including, but not limited to, sending, and supplying documents or information to Shareholders by making them available on a website. This means that you will receive notifications by email (where you have provided an email address in Section 1) or by letter that information and/or documents are available on the Company's website. We will notify you when documents and information are available to access on the website, and we will provide you with:

- the address of the website;
- the place on the website where the documents and information may be accessed; and
- details of how to access the documents or information.

Please indicate how you would like to receive Shareholder communications.

You have the right to opt out of electronic communications at any time and revert to receiving hard copies of Company documents by post, by emailing registrars@city.uk.com or calling 01484 240 910 (Mon-Fri, 9am-5.30pm).

If you do not confirm a communications preference above and you are a registered holder of Shares, the Company will send hard copy documents to you by post.

If you wish for any new Shares for which your application is accepted to be allotted to your nominee (CREST or otherwise), please provide the nominee details in the relevant boxes.

SECTION 5 – DIVIDENDS

If you wish that any Shares for which your application is accepted are issued to your nominee, please do NOT complete this section. Please contact your nominee regarding your dividend options.

For any dividends that may from time to time become due on any Shares which stand in your name on the Company's register, please provide your bank or building society details in the space provided. Dividends paid directly into your account will be paid in cleared funds on the dividend payment date. Your bank or building society statement will identify details of the dividends as well as the dates and amounts paid.

Dividends will NOT be paid by cheque.

SECTION 6 – PAYMENT

Payment can be made by electronic transfer or cheque/banker's draft. Your payment must relate solely to this application.

Electronic transfer

Please transfer the required funds to:

Account name:	PRAETURA GROWTH VCT PLC
Account number:	15440036
Sort code:	010085
IBAN:	GB84NWBK01008515440036
BIC:	NWBKGB2L
Reference:	Initial(s) and phone number (alphanumeric, no spaces)

Note: Payments need to come from a personal pound sterling bank account held at a UK-regulated credit or e-money institution in the Applicant's name (sole or joint). We do not accept payments from business accounts or third parties, including a spouse.

Cheque or banker's draft

Please make your cheque or banker's draft payable to Praetura Growth VCT plc and cross "A/C Payee only".

Reference (mark back of cheque): Initial(s) and phone number (alphanumeric, no spaces)

Please send your cheque or banker's draft to:

Praetura Growth VCT plc Offer
The City Partnership (UK) Limited
The Mending Rooms
Park Valley Mills
Meltham Road
Huddersfield HD4 7BH

Note: Cheques must be from a personal Sterling-denominated bank account held at a UK-regulated credit institution in the Applicant's name (sole or joint). We do not accept cheques from business accounts, third parties (including a spouse). Banker's drafts and building society cheques must specifically mention the Applicant's name. Further, please note that funds may require to be cleared prior to allotting any Shares, which for cheques, takes two working days after the date of lodgement.

Receipt of your Application Form (online, email, or post) will be acknowledged by the Receiving Agent by email (if you have provided an email address in Section 1) or post. Further, you will also receive confirmation of receipt of payment from the Receiving Agent once the monies have been matched to your application by email or letter.

Regardless of your payment method, please provide the details of the remitting bank account to allow the Company's Receiving Agent to match, reconcile, and confirm receipt of your monies. Verification of your bank account also forms part of the Company's checks under the ML Regulations.

The Receiving Agent cannot take responsibility for correctly identifying payments without a reference nor where a payment has been received but without an accompanying Application Form. The right is reserved to reject any application in respect of which the applicant's electronic transfer, cheque or banker's draft has not been cleared on first presentation. Any monies will be returned by a BACS credit to the remitting account provided, at the risk of the persons entitled thereto without interest.

SECTION 7 – APPLICANT DECLARATION

You must sign, state your name, and date the application form in Section 7. By signing and dating the Application Form you agree to invest in the Company in accordance with the Terms and Conditions of Application as set out in the Company's Prospectus.

If this section of the Application Form is not signed, the Receiving Agent will not be able to process your application and your subscription monies will be returned to you.

SECTION 8 – FINANCIAL INTERMEDIARY DETAILS

Please provide the name of the network or service provider name to which your firm is associated (if applicable), the name of your firm and its FCA number, your partner reference (if applicable), email address, and telephone number. The right is reserved to reject any application or withhold any payment of fees or commission if the Company is not, at their sole discretion, satisfied that the financial intermediary is authorised or is unable to identify the financial intermediary on the basis of information provided.

SECTION 9 – FINANCIAL INTERMEDIARY REMUNERATION

Financial intermediaries must complete A or B (not both).

Please tick box (A) if you have provided financial advice to your client, who is not a Professional Client (as per COBS 3.5) and have agreed on an initial adviser charge (nil or otherwise) which complies with COBS 6.1A. Please enter the initial adviser charge for facilitation in the box provided. If you do not want the Companies to facilitate payment of the initial adviser charge, or you have made alternative arrangements, please enter "0" if NIL.

Please tick box (B) if your financial intermediary firm is entitled to receive commission in accordance with COBS 2.3/2.3A and any other applicable FCA regulations. The initial commission may be waived for the benefit of your client. Please insert the amount of initial commission you wish to be waived in the box provided (please enter "0" if NIL)

Please confirm the bank account into which any adviser charges or initial commission payments associated with the application should be paid by BACS.

Should you wish the Receiving Agent to carry a reference against any initial adviser charge or commission payment associated with the application, please provide it in the box provided.

If you would like your firm's finance department to receive a copy of a statement detailing the initial adviser charges or commission payment(s) due to your firm, please provide the relevant email address in the box provided. If required, additional copies of statements will be issued by the Receiving Agent in return for a £10 administration fee.

SECTION 10 – FINANCIAL INTERMEDIARY DECLARATION

An individual with the authority to sign on behalf of the financial intermediary firm detailed in Section 8 should sign and date the Application Form in Section 10.