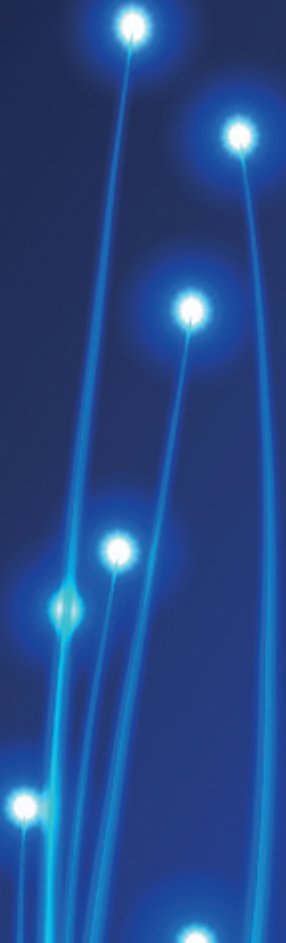


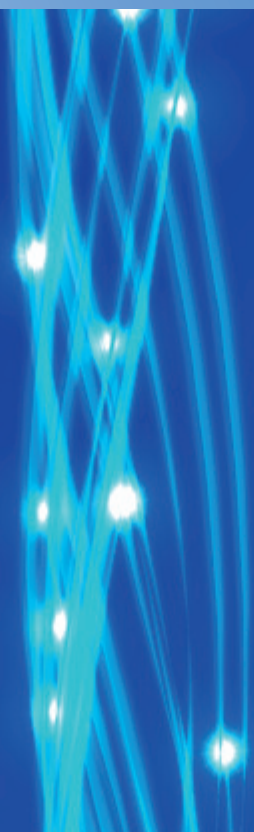


TriplePoint



VENTURE CAPITAL TRUSTS

Triple Point | TP12



Prospectus and  
Application Form



## Contents

Summary	<b>4</b>
Risk Factors	<b>8</b>
Expected Timetable	<b>11</b>
Offer Statistics	<b>11</b>
Directors and Advisers	<b>12</b>
Chairmens' Letter	<b>13</b>
PART I – TP12(I) VCT plc and TP12(II) VCT plc	<b>14</b>
PART II – Taxation	<b>23</b>
PART III - Additional information on TP12(I) VCT plc and TP12(II) VCT plc	<b>26</b>
PART IV – Definitions	<b>43</b>
PART V – Terms and Conditions of Application and Guide to the Application Form	<b>46</b>
Application Form	<b>51</b>

# Prospectus

This document which constitutes a prospectus relating to TP12(I) and TP12(II) has been prepared in accordance with the Prospectus Rules made by the Financial Services Authority pursuant to Part VI of the Financial Services and Markets Act 2000 ("FSMA") and has been approved by and filed with the Financial Services Authority.

The Directors of the Companies, whose names appear on page 12 of this Prospectus together with the Companies, accept responsibility for the information contained herein. To the best of the knowledge of the Directors and the Companies (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Application has been made to the UKLA for all of the ordinary shares issued and to be issued in each Company pursuant to the Offer to be

admitted to a premium listing on the Official List and to the London Stock Exchange for the ordinary shares to be admitted to trading on its main market for listed securities. It is expected that such admission will become effective and that dealings in the ordinary shares will commence within 5 business days of their allotment. Applications for ordinary shares may be made at any time after the date of publication of this Prospectus and prior to 5:00pm on 30 March 2012. Your attention is drawn to the risk factors set out on pages 8 to 10 of this Prospectus.

Howard Kennedy is acting as sponsor in connection with the Offer, and is not 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, will it be responsible to any such person for providing the protections afforded to its customers or clients or for providing advice in connection with the Offer.

## TP12(I) VCT plc

(incorporated in England and Wales with registered number 7778062)

## TP12(II) VCT plc

(incorporated in England and Wales with registered number 7862470)

OFFER FOR SUBSCRIPTION OF UP TO 20,000,000 ORDINARY SHARES OF 1P EACH COMPRISING UP TO 10,000,000 ORDINARY SHARES OF 1P EACH IN THE CAPITAL OF EACH OF TP12(I) VCT PLC AND TP12(II) VCT PLC AT AN ISSUE PRICE OF 100P EACH, PAYABLE IN FULL IN CASH ON APPLICATION

---

### Share capital of each of TP12(I) and TP12(II) following the issue of the ordinary shares under the Offer\*

*Issued and maximum number to be issued, fully paid*

NOMINAL VALUE	NUMBER
£100,000.02	10,000,002
	Ordinary Shares

\* (assuming full subscription under the Offer, that the Offer is not increased and that no additional shares are issued to early Investors)

---

A maximum of 10,000,000 ordinary shares in each of TP12(I) and TP12(II), which are being offered to the public, are being made available under the Offer. The subscription list for the Offer will open on 9 January 2012 and may close at any time thereafter but in any event not later than 5:00pm on 30 March 2012, unless previously extended by the Directors. If the Offer is over-subscribed, the Offer may be increased at the discretion of the Directors up to a further 5 million ordinary shares in each Company.

The procedure for and the terms and conditions

of, applications under the Offer are set out at the end of this document and an Application Form is attached. The minimum subscription per Investor is £25,000 and the Offer is conditional upon the Minimum Net Proceeds being raised for TP12(I) before 5:00pm on 30 March 2012.

*Completed Application Forms should be sent by post or delivered by hand to:*

Triple Point Investment Management LLP  
4-5 Grosvenor Place  
London  
SW1X 7HJ

# Summary

This Summary should be read as an introduction to the Prospectus. Any decisions to invest in shares in the Companies should be based on consideration of the Prospectus as a whole. Where a claim by an investor relating to the information contained in a prospectus is brought before a court, the investor might, under national legislation of the EEA States, have to bear the costs of translating the prospectus before the legal proceedings are initiated. Civil liability attaches to those persons who are responsible for this Summary, including any translation of the same, but only if the Summary is misleading, inaccurate or inconsistent when read together with other parts of the Prospectus.

## Key Features

### *An innovative and compelling investment*

- TP12(I) and TP12(II) offer exposure to venture capital investments identified by Triple Point Investment Management LLP (“TPIM”) which are intended to provide more readily realisable returns than is generally the case in venture capital.
- Key objectives include relatively low risk of capital loss combined with attractive risk-adjusted returns.
- TPIM’s risk mitigation strategy focuses on investments in cash generative businesses with predictable revenues operating in stable business fields or mature markets.
- Qualifying Investments are targeted to include companies investing in renewable energy including Feed in Tariff generating businesses, as well as those operating in more conventional energy and other stable sectors.
- Prior to deployment in Qualifying Investments the net proceeds of the Offer will be exposed directly or indirectly to cash, cash-based similar liquid investments or investments with a comparable profile to the Qualifying Investments and with an anticipated realisation date which meets the cash requirements of the Companies.
- After five years Shareholders will be given the alternative either of realising or retaining their investment.

### *Summary of Investment Policy*

- Each Company intends that at least 70% of its net assets will be in Qualifying Investments invested in unquoted companies. Investments will focus on sectors such as renewable energy and other cash generative businesses.
- The remaining net assets of the Companies will be invested in cash, cash-based similar liquid investments or investments originated in line with the VCT’s Qualifying Investment policy. There is no present intention to borrow.
- In order to limit the risk of the portfolio that is derived from any particular investment, no single investment by either of the Companies at the time any investment is made or added to will represent more than 15% of the aggregate value of all investments of that Company.

### *Market-leading investment management capability*

- TPIM-managed VCTs raised over £191m since TPIM’s inception in 2004.
- TPIM specialises in private company investments where the risk of capital loss is reduced and the prospect of exit enhanced typically by the strong predictable cash generation of the underlying businesses.
- TPIM sources investments both directly and from a network of intermediaries. TPIM’s particular areas of expertise include renewable energy, social enterprise and service provision to the public and leisure sectors.

### *A tax efficient investment*

- Assuming UK income taxpayers claim and receive 30% income tax relief on shares purchased under the Offer, the effective cost to Investors will be 70p per share. In addition, any income or capital gains from the Companies are tax free in the hands of the Investor.
- For example, an investment of £100,000 should qualify for tax relief worth £30,000, making the initial net cost £70,000. As such the Investor would have at the outset an unrealisable

investment worth £94,700 (after deduction of 5.5% initial charges and allowing for the effect of additional shares for early applications) which would reflect an uplift of over 35%, free of CGT, dependent upon the shares being held for five years.

### Use of proceeds

- The proceeds of the Offer will be applied in accordance with the Companies' investment policy and £50,000 of the share subscription proceeds of each Company will be used to redeem its Redeemable Preference Shares.

The Companies are targeted at sophisticated Investors of substantial net worth. A typical Investor will be attracted by the income tax relief available for VCT investments but be seeking a strategy focused on capital protection and early realisations and who will be able to commit to their investment for over 5 years.

### Charges

Initial charges for each Company are capped by TPIM at 5.5% of the amount raised excluding VAT. Annually, management fees for each Company are fixed at 2.25% and additional expenses are expected to be approximately 1.25% excluding VAT, assuming each Company raises £10 million.

If the Minimum Net Proceeds are not raised for TP12(I) prior to 12 noon on 30 March 2012, the Offer will not proceed and any application monies will be returned without interest by post at the risk of the applicant.

### Key People

#### TP12(I)'s Board

##### **Vaughan Williams** (*Chairman*)

Vaughan read English at London University. He has 30 years' experience with Deutsche Bank and its predecessors where he has been a managing director from 1997. He expects to retire from Deutsche Bank early in 2012. He is also involved in the world of theatre in which he is an enthusiast and has business interests.

##### **Paul Curtis Hayward**

Paul read PPE at Merton College, Oxford. He was with James Capel from 1981 until 1995, the last two years as a director. From 1995 to date he has been with Guy Butler Limited, an independent bond brokerage based in the city of London, of which he was founder and is now Chairman.

##### **Simon Acland**

Simon has over 20 years' experience in venture capital, primarily at Quester, where he became Managing Director. When Quester was sold in 2007 it had £200m under management and it was one of the leading VCT investment managers. Simon was a director of over 20 companies in the Quester portfolio, most of which achieved successful exits through flotation or trade sale. Simon is also a Director of TP70 2008 I VCT plc, TP70 2010 VCT plc, Elektron Technology plc and various private companies and charities.

#### TP12(II)'s Board

##### **Andrew West** (*Chairman*)

Andrew holds an MA from Oxford University, having read modern history at Keble College. His career in corporate finance includes senior positions at Smith Barney, Lehman Brothers, Guinness Mahon and Strand Partners. Since the late 1990's he has run his own corporate finance advisory practice. He is Chairman of Gulfsands Petroleum PLC, an AIM-listed company, and is currently Chairman or Non-executive Director of a number of unquoted companies whose activities encompass energy, insurance, microfinance and the restaurant trade. Since the mid-1990's he has had extensive experience of the renewable energy sector as both an adviser to and Director of the CLP Envirogas Group and associated entities.

##### **Chad Murrin**

After graduating in law from Cambridge University, Chad qualified as a barrister. He worked for 3i Group plc from 1986 to 2004, the last five years as 3i's Corporate Development Director. In 2004 he set up his own corporate advisory business, Murrin Associates Limited. He holds the Advanced Diploma in Corporate Finance from The Corporate Finance Faculty of the ICAEW. He is a Non-executive Director of TP70 VCT plc, TP70 2008 (II) VCT plc, Triple Point VTC 2011 plc, Downing Absolute Income VCT 2 plc, E.W. Beard (Holdings) Limited and Setsquare Recruitment Limited.

### **David FitzHerbert**

David has spent over thirty years engaged in investment, finance and business. After spending fourteen years at Hambros Bank including being Chief Representative in Japan, David founded and ran a successful renewable energy business which was ultimately sold successfully to a financial investor. Since then David has been engaged in the field of investing in microfinance institutions in the developing world; he established a leading fund to invest in this sector and he remains a Principal of the General Partner of this fund. David is an Irish citizen, he lives in London and is a graduate of Oxford University.

### **Investment Management Team**

The Investment Management Team is led by the following:

**Claire Ainsworth** is TPIM's Managing Partner. Claire started her career at Hill Samuel, followed by 16 years in swaps and structured finance at Morgan Grenfell, subsequently Deutsche Bank, where she was a managing director of European Securitisation and a member of the European Securitisation Forum's reporting and regulatory committees. Claire joined TPIM in 2006.

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

**James Cranmer** has 16 years' experience in vendor finance. James joined TPIM from Cranmer Lawrence, a specialist asset and lease management boutique, where he spent seven years as a Principal and was responsible for originations in excess of £500 million from Local Authorities, the NHS and FTSE 100 companies. James directs the origination process for all TPIM's venture capital investments.

**Ian McLennan** has 23 years' experience of investment analysis and portfolio management. A chartered financial analyst, Ian was previously global equity strategist for Brevan Howard

LLP, Europe's largest hedge fund. Prior to that he held the same role as managing director at UBS AG, having spent many years in Asia researching the region's stock markets. Ian leads Triple Point's Renewable Energy Group.

### **Risk Factors: Summary**

- Prospective Investors should be aware that the value of shares may fall below the original amount invested, that their market price may not fully reflect the underlying net asset value and that dividends may not be paid. Investment in the Companies should be viewed as a long-term investment.
- The past performance of members of the Investment Management Team is no indication of future performance.
- There can be no guarantee that the Companies will meet all their objectives or that suitable investment opportunities will be identified in order to create a diversified portfolio of investments.
- Investing in a VCT may not be suitable for all Investors and tax reliefs may be lost by Investors or the Companies taking or not taking certain steps. Investors should seek advice on these questions from their independent financial adviser.
- The Companies' investments will be in companies whose shares are not readily marketable, and therefore difficult to realise, and as a minority investor, the Companies may not be able fully to protect their interests. There may also be constraints imposed on the realisation of investments to maintain the VCT tax status of the Companies.
- Investments in private companies can involve a higher degree of risk than investments in larger "blue chip" companies and can result in substantial losses.
- The Companies may be unable to maintain their qualifying status as VCTs, which could result in loss of tax reliefs and adverse tax consequences for Investors.
- Levels, bases of, and relief from, taxation are subject to change, which could be retrospective. The tax reliefs described are based upon current

legislation, practice and interpretation and the value of tax reliefs depends upon the individual circumstances of Investors.

- There is likely to be an illiquid market in the shares with Investors finding it difficult to realise their investment.
- The Companies may make investments into companies with similar trading profiles and with exposures in the same industry and/or to the same customer base. Whilst each of the Companies will have no more than 15% by value of all their investments in any single company or group at the time any investment is made or added to, those entities may be in the same sector (e.g renewables) and their income may be derived from the same sources (e.g electricity companies). The level of returns to the Companies may, therefore, be adversely affected by any downturn in those sectors or the sources within those sectors from which income is derived.
- Investee companies may incur unplanned costs and delays as a result of statutory and regulatory requirements in areas such as labour and health and safety, or where construction operations do not proceed as planned, which may reduce the level of returns to the Companies.
- The level of returns from investments may be reduced if there are delays in the investment programme, such that part of the net proceeds of the Offer are held in cash or cash-based similar liquid investments for longer than anticipated, or if the investments cannot be realised at the expected time and values.

#### **Risks associated with the Non-Qualifying Investments**

- There is no guarantee that any Non-Qualifying Investments in which the Companies elect to invest will meet their investment objectives.
- The Companies' agents and advisers may be involved in other financial, investment or other professional activities which may conflict with the interests of the Companies. The Directors will endeavour to ensure such conflicts are resolved fairly.
- The Companies will not benefit from the Financial Services Compensation Scheme and may not be eligible for the Financial Services Ombudsman Scheme.
- The Companies' exposure to Non-Qualifying Investments is subject to market fluctuations and such investments are normally intended for professional and sophisticated Investors who can afford the risks inherent in this type of investment, including the loss of the entire amount invested by the Investor.
- Exchange rate fluctuations may cause the value of the Companies' investment to go up or down and may adversely affect the level of dividends and interest earned.
- Investing in securities of foreign issuers involves special risks including currency rate fluctuations, political and economic instability, foreign taxes and different regulatory, auditing and reporting standards to those applying in the United Kingdom.
- The ability of the Companies to realise Non-Qualifying Investments may be adversely affected by illiquidity in underlying assets.
- It may be difficult to deal in investments for which there is no recognisable market or to obtain reliable information about their value or the extent of the risks to which such investments are exposed.
- Non-Qualifying Investments may have redemption periods that result in investments being illiquid and not readily realisable, and which could result in the premature realisation of other investments.
- Returns to the Companies are dependent on the performance of the strategies selected by TPIM.
- It cannot be guaranteed that the use of the various strategies will not result in overall losses or that the returns, considered as a whole, will be positive.

# Risk Factors

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

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

The Directors draw the attention of potential Investors to the following risk factors which may affect an investment in the ordinary shares, the Companies' performance and/or the availability of tax reliefs.

- The ordinary shares will usually trade at a discount to their underlying net asset value. The value of an investment in the Companies depends on the performance of their underlying assets and that value and the income derived from the investment may go down as well as up and an Investor may not get back the amount invested.
  - Although the shares will be listed on the Official List and admitted to trading on the London Stock Exchange, shares in VCTs are inherently illiquid and there may be a limited market in the shares primarily because the initial tax relief is only available to those subscribing for newly issued shares and Shareholders may, therefore, have difficulty in selling them.
  - The Directors are committed to maintaining the Companies' VCT status
- but there can be no guarantee that the Companies will find sufficient Qualifying Investments by the end of their third year or fulfil the other criteria to enable it to qualify as a VCT or to maintain full VCT status thereafter. If the Companies lose their approval as VCTs before Investors have held their shares for five years, the 30 per cent income tax relief obtained will have to be repaid by such Investors. Following a loss of VCT status, an Investor will be taxed on dividends paid by the Companies, and in addition, a liability to capital gains tax may arise on any subsequent disposal of shares.
- Where full approval as a VCT is not maintained, any dividends previously paid to holders of shares will be liable to be assessed to income tax in the year in which they were paid. Interest may also be due. The Companies will also lose their exemption from corporation tax on capital gains. If at any time VCT status is lost, dealings in the shares will normally be suspended until such time as the Companies have published proposals to continue as VCTs or be wound up.
  - The information in this document is based on existing legislation, including taxation legislation. The tax reliefs described are those currently available. Levels, bases of, and relief from taxation are subject to change. Such change could be retrospective. The value of tax reliefs depends on the personal circumstances of holders of shares, who should consult their own tax advisers before making any investment.
  - Smaller unquoted companies, usually with limited trading records, requiring venture capital frequently experience significant change. Investments in such companies carry substantially higher risks than would an investment in larger or longer-established businesses.
  - Investment in unquoted companies, by its nature, involves a higher degree of risk than investment in the main market. In particular, small companies often have limited product lines, markets or financial resources and may be dependent for their management on a smaller number of key individuals. In

addition, the market for stock in smaller companies is often less liquid than that for stock in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such stock. Proper information for determining their value or the risks to which they are exposed may also not be available.

- Valuations of unquoted companies are determined by the Directors within BVCA guidelines. However these valuation policies take account of stock market price earning ratios for the relevant industry sectors, discounted for non-marketability, and therefore the valuation of the portfolio and opportunities for realisation depend on stock market conditions.
- The Companies' investments may be difficult to realise. There may also be constraints imposed on the realisation of investments by reason of the need to maintain the tax status of the Companies.
- The Companies may make investments into companies with similar trading profiles and with exposures in the same industry and/or to the same customer base. Whilst the Companies will have no more than 15% by value of their investments in any single company or group at the time any investment is made or added to, those entities may be in the same sector (e.g renewables) and their income may be derived from the same sources (e.g electricity companies). The level of returns to the Companies may, therefore, be adversely affected by any downturn in those sectors or the sources within those sectors from which income is derived.
- Although the Companies expect to receive certain conventional venture capital rights in connection with their unquoted investments, as a minority investor they will not control the boards of directors of investee companies and may not always be in a position to fully protect their interests.
- The Companies are seeking to raise up to, in aggregate, £20 million by the Offer (together with an over-allotment facility of up to £5 million per Company). To the extent that a relatively small level of funds is raised by the Companies, the

fixed costs of running the Companies will be proportionately higher and may make it more difficult to find smaller unquoted companies to invest in.

- Investment in the Companies should be regarded as long-term in nature as a sale by Investors of their shares within 5 years will require a repayment of the 30 per cent income tax relief obtained and is not suitable for all individuals. Potential Investors should consult their professional advisers prior to making any investment decision in relation to the Offer.
- The past performance of members of the Investment Management Team is no indication of future performance.
- TPIM will provide discretionary and advisory investment management services to the Companies in respect of their portfolio of investments. If TPIM does not perform its obligations in accordance with those agreements, the performance of the Companies and/or their ability to achieve or maintain VCT status, may be adversely affected.
- TPIM, or any of its officers, employees, agents and affiliates and the Directors and any person or company with whom they are affiliated or by whom they are employed (each an 'Interested Party') may be involved in other financial, investment or other professional activities which may cause conflicts of interest with the Companies. An Interested Party may not be liable to account for any profit made in connection with these activities. For example, and without limitation, an Interested Party may:
  - a) deal or invest in any investment, whether or not for its own account and notwithstanding that similar investments may be held by one of the Companies.
  - (b) enter into or be interested in any financial or other transaction with any entity any of whose securities are held by or for the account of the Companies.
  - (c) allocate investment opportunities among the funds and accounts it manages in accordance with its internal policies.

(d) arrange for the Companies to acquire investments from or dispose of investments to any Interested Party or any investment fund or account advised or managed by any such person.

- In the event of a conflict of interest arising, so far as it is within their powers to do so, the Directors will endeavour to ensure that it is resolved fairly and in accordance with the conflicts policy from to time relating to the Triple Point Group. To the extent that the Companies intend to invest in a company in which another fund managed by TPIM has invested or intends to invest, the investment must be approved by the Board.
- Investee companies may incur unplanned costs and delays as a result of statutory and regulatory requirements in areas such as labour and health and safety, or where construction operations do not proceed as planned, which may reduce the level of returns to the Companies.
- The level of returns from investments may be reduced if there are delays in the investment programme, such that part of the net proceeds of the Offer are held in cash or cash-based similar liquid investments for longer than anticipated, or if the investments cannot be realised at the expected time and values.
- On 6 December 2011, the Government published a draft Finance Bill, which included proposals affecting VCTs. In particular, it is proposed that a new “disqualifying purpose” would be introduced for VCT investments made after 5 April 2012 into companies “set up for the purpose of accessing tax relief”. Broadly, the exclusion will apply where the whole or majority of the funds raised benefit another party to the arrangement or where it would be reasonable to expect that the trade would be carried out as part of another business. The extent to which this new provision would restrict implementation of TP12’s investment policy remains uncertain and, in the circumstances, it is intended that TP12 makes Qualifying Investments, as far as possible, before

5 April 2012, under current rules. Whilst TPIM has a pipeline of such investment opportunities there can be no guarantee that they will be completed as planned prior to 5 April 2012.

### **Risks associated with exposure to non-qualifying assets**

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

- The performance of the Companies’ Non-Qualifying Investments is affected by the selection of funds, managers and strategies by TPIM and by investment decisions of such portfolio managers. There is no guarantee (whether from TPIM or any other party) that the Companies will meet their investment objective.
- Potential Investors in the United Kingdom are advised that all or most of the protections provided by the UK regulatory system do not apply to the Companies’ investments in or exposure to the Non-Qualifying Investments. For example, the Companies will not benefit from the Financial Services Compensation Scheme and may not be eligible to make an application under the Financial Services Ombudsman Scheme.
- The Companies’ portfolios of Non-Qualifying Investments are subject to market fluctuations. There can be no assurance that appreciation will occur or that losses will not be incurred.
- The ability of the Companies to return funds to Shareholders may be adversely affected by illiquidity in underlying assets.
- It may be difficult to deal in investments for which there is no recognisable market or to obtain reliable information about their value or the extent of the risks to which such investments are exposed.

# Expected Timetable

Each Company is seeking to raise a total of £10,000,000 (a total, in aggregate, of £20,000,000) under the Offer, together with an over-allotment facility of up to £5 million per Company. If the gross subscription proceeds are less than £6,500,000, the entire subscription proceeds will be applied to subscribe for shares in TP12(l) only. If the gross subscription proceeds are equal to or in excess of £6,500,000, with both of the Companies having met the Minimum Net Proceeds, applications will be allocated as far as possible equally between the two Companies so that Investors will receive shares in only one of the Companies.

The subscription list for the Offer will open on 9 January 2012 and may close at any time thereafter but in any event not later than 5:00 pm on 30 March 2012 unless previously extended by the Directors. The Offer is conditional upon the Minimum Net Proceeds being raised for TP12(l) before 5.00pm on 30 March 2012.

It is expected, subject to the Minimum Net Proceeds for TP12(l) having been raised, that the shares in respect of applications received prior to 5.00 pm on 31 January 2012 will be issued and allotted on 31 January 2012 and that the shares in respect of applications received thereafter but prior to 5.00 pm on 30 March 2012 will be issued and allotted or before 5 April 2012 with Admission commencing within 5 business days following the allotment. Share certificates and certificates to enable a claim for tax reliefs to be made in respect of the shares subscribed for under the Offer will be posted to Shareholders within 30 days of the date of each allotment.

<i>Offer opens</i>	<i>Offer closes on</i>	<i>Dealings expected to commence on</i>
9 January 2012	30 March 2012	Within 5 business days of any allotment

## Offer Statistics

<i>Offer Price</i>	£1
<i>Maximum Offer</i>	£20,000,000
<i>Initial net asset value per share</i>	94.5p (assuming initial charges are 5.5% of amount raised)
<i>Minimum subscription</i>	£25,000
<i>Minimum number of Shares in issue following the Offer</i>	3,200,002
<i>Maximum number of shares in issue following the Offer</i>	20,112,504*
<i>Estimated net proceeds</i>	£18,900,000**
<i>Commission available to introducers</i>	3% of the amount invested by their client payable on investment or 1 per cent payable on investment plus 0.5 per cent paid annually for five years in arrears.

Investors will receive additional shares equivalent to 1.5% of the shares they subscribe for in respect of valid Application Forms received and accepted, up to a maximum of £10,000,000 of applications in aggregate, by 31 January 2012. Investors will receive additional shares equivalent to 0.75% of the shares they subscribe for in respect of valid Application Forms, up to a maximum of £10,000,000 of applications in aggregate, received and accepted by 29 February 2012.

\*The maximum number of shares in issue assumes that Application Forms received on or before each of the dates specified in the preceding paragraph are such that half of the maximum number of additional shares are issued.

\*\* The estimated net proceeds assumes full subscription.

# Directors and Advisers

<b>Directors of TP12(I) (all non-executive)</b>	Vaughan Williams (Chairman) Paul Curtis Hayward Simon Acland
<b>Directors of TP12(II) (all non-executive)</b>	Andrew West (Chairman) Chad Murrin David FitzHerbert
<b>all of: Registered Office</b>	4-5 Grosvenor Place London SW1X 7HJ
<b>Sponsor</b>	Howard Kennedy Corporate Services LLP 19 Cavendish Square London W1A 2AW
<b>Solicitors</b>	Howard Kennedy LLP 19 Cavendish Square London W1A 2AW
<b>Company Secretary, Investment Manager and Administrator</b>	Triple Point Investment Management LLP 4-5 Grosvenor Place London SW1X 7HJ
<b>VCT Tax Adviser</b>	PricewaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH
<b>Auditors</b>	Grant Thornton UK LLP 1 Westminster Way Oxford OX2 0PZ
<b>Registrars</b>	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen West Midlands B63 3DA

# Chairmens' Letter

TP12(I) VCT plc  
TP12(II) VCT plc  
4-5 Grosvenor Place  
London  
SW1X 7HJ

9 January 2012

Dear Investor,

We are pleased to introduce the Offer for TP12(I) and TP12(II), which are generalist VCTs established to give investors exposure to Qualifying Investments and other investments identified by Triple Point Investment Management LLP ("TPIM"). As with other VCTs managed by TPIM, each of TP12(I) and TP12(II) will focus its investment strategy on cash generative businesses with stable valuations.

Each of the Companies' strategy is to secure investments with the potential to provide more stable and readily realisable returns than is typical in VCTs. The investment strategy will be directed towards companies which are operating in stable or mature fields with a high quality customer base. Targeted sectors identified will include renewable energy, in particular anaerobic digestion, hydro electricity and other companies that benefit from Feed in Tariffs, Renewable Obligation Certificates and the Renewable Heat Incentive. In the current economic climate TPIM has been able to secure appropriate investments on attractive terms for other funds for which it acts as investment manager.

The portion of the Companies' assets that are not Qualifying Investments will be invested in cash or money market funds or investments with a profile similar to that of the Qualifying Investments. After five years shareholders will be given the alternative either of realising or retaining their investment in the Companies.

The past performance of TPIM is not an indication of its future performance.

You can invest between £25,000 and £200,000 in the Companies this tax year and you will find the application form on page 51 of this prospectus. We very much look forward to welcoming you as a Shareholder.

*Yours sincerely,*

**Vaughan Williams**  
Chairman TP12(I) VCT plc

**Andrew West**  
Chairman TP12(II) VCT plc

# Part I: TP12(I) VCT plc and TP12(II) VCT plc

## Introduction to the Offer

TP12(I) and TP12(II) are generalist VCTs established to make investments which are intended to provide more secure and hence readily realisable returns than is generally the case in venture capital.

The Offer provides Investors with an opportunity to invest in the Companies, which are structured as VCTs to take advantage of the substantial tax reliefs available to and for investments in VCTs, including 30 per cent. income tax relief on amounts invested.

Each Company is seeking to raise a total of £10,000,000 (a total, in aggregate, of £20,000,000) under the Offer, together with an over-allotment facility of up to £5 million per Company. If the gross subscription proceeds are less than £6,500,000, the entire subscription proceeds will be applied to subscribe for shares in TP12(I) only. If the gross subscription proceeds are equal to or in excess of £6,500,000, with both of the Companies having met the Minimum Net Proceeds, applications will be allocated as far as possible equally between the two Companies so that Investors will receive shares in only one of the Companies. The benefit of raising funds for two VCTs (rather than one larger VCT) is that, together, they will be able to invest in larger single transactions of up to £2,000,000 per tax year.

The proceeds of the Offer will be applied in accordance with the Companies' investment policy as set out on pages 16 to 17 and £50,000 of the proceeds received by each Company will be used to redeem the Redeemable Preference Shares. The Offer will not proceed if the Minimum Net Proceeds are not raised for TP12(I) before 5:00pm on 30 March 2012. If the Offer is over-subscribed, the Offer may be increased at the discretion of the Directors up to a further 5 million shares in each of the Companies.

The Offer will remain open until a date no later than 30 March 2012 unless fully subscribed at an earlier date or unless previously extended

by the Directors. Applications have been made for all of the shares allotted under the Offer to be admitted to trading on the London Stock Exchange's main market for listed securities.

## Principal Features of the Offer

*Investment strategy targeting capital security and an attractive yield*

The Companies are generalist VCTs established to target capital security combined with an attractive yield from venture capital investments sourced by TPIM. Each of the Companies' strategy is to focus on more consistent returns than is typical in venture capital and TPIM's key objectives include reduced risk of capital loss and volatility, combined with the opportunity for maximising risk-adjusted returns, low correlation to traditional asset classes and a rapid exit after 5 years.

The Companies follow on from the previous successes of TPIM managed VCTs which together have raised over £191m. Like their predecessors, the Companies' expected Qualifying Investments are designed to appeal to more risk averse Investors seeking VCTs targeting more realisable investments and more secure returns than are typically offered by VCTs. The Companies' risk mitigation strategy focuses on venture capital investments, including loans, in companies with strong business credentials and low volatility. Typical indicators of businesses which the Companies find attractive are strong stable cash flows, such as Feed in Tariff earnings, asset-backing and a high quality customer.

Initially, the proceeds of the Offer will be invested in liquid assets – cash, cash-based similar liquid investments - or investments with a similar profile to the Qualifying Investments but which meet the cash requirements of the Companies, and with not more than 15% of the aggregate value of all investments, in the case of each Company, in any one undertaking at the time any investment is made or added to. Thereafter, by the end of the third year it is the intention that at least 70% of each Company's assets will be invested in Qualifying Investments

with any remaining balance remaining invested in liquid assets or investments similar to the Qualifying Investments.

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

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

*Specialised investment management capability*

TPIM is the investment manager to TP12 responsible for the management of both Qualifying Investments and Non-Qualifying Investments.

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

TPIM's origination of investments derives both from its own network and from a network of intermediaries introducing thoroughly researched and carefully sourced opportunities in TPIM's target sectors. TPIM originated £18 million of VCT and EIS-qualifying investments in calendar year 2007, £19.5 million in calendar year 2008, £39.5 million in calendar year 2009, £24.6 million in calendar year 2010 and a further £27.3 million in 2011 to date. Investments have been concluded in the energy, the environment and social enterprise sectors.

TPIM currently has a pipeline of potential investments totalling over £100 million, concentrated in renewable energy, environment and social enterprise as well as leisure sectors. These opportunities are in various stages of maturity; from early discussions, under review, in due diligence to in negotiation. It is possible that the Companies may make more than one investment in companies in the same sector.

TPIM's team includes individuals with significant experience in private equity, stock market investment, securitisation and swaps, public sector financing and business and trust management. A summary CV for each of the senior members of the Investment Management Team is set out on page 19.

---

*A tax efficient investment*

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

Maximum effect of initial tax relief - illustrative calculation		
	No VCT tax relief	VCT tax relief
Initial investment	£100,000	£100,000
30 per cent. income tax relief	-	(£30,000)
Effective current cost of the investment	£100,000	£70,000

Investors are encouraged to seek their own independent tax advice. Further general information on the tax reliefs available for investing in a VCT is given in the "Tax Reliefs for Individual Investors" in Part II of this Prospectus.

## Investment Policies of the Companies

The investment policy of each of the Companies is as set out below.

At least 70% of the Company's net assets will be invested in unquoted companies. The remaining assets will be exposed either to (i) cash or cash-based similar liquid investments or (ii) investments originated in line with the Company's VCT Qualifying Investment policy. To comply with VCT rules, the Company will seek to acquire (and subsequently maintain) a portfolio of VCT-qualifying company investments equivalent to a minimum of 70 per cent of the value of its investments over a period not exceeding three years. These VCT-qualifying investments will typically be in investments ranging between £500,000 and £2,000,000 and will encompass businesses with cash generative ability, arising from a niche position or the market in which they operate. No single investment by the Company will represent more than 15 per cent of the aggregate value of all the investments of the Company at the time any investment is made or added to.

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

- (a) TPIM will seek investments where robust due diligence has been undertaken;
- (b) TPIM will favour investments where there is a high level of access to material financial and other information on an ongoing basis (as a condition for investing in a company, the Company may nominate directors to the boards of investee companies);
- (c) TPIM will seek to minimise the risk of losses when investing through careful analysis of the collateral available to investee companies;
- (d) TPIM will target investments where there is a strong relationship with the key decision makers.

### *Qualifying Investments*

The Company will pursue investments in the renewable energy sector and other industries where the type of business being targeted is subject to the specific investment criteria set out below. The objective is to build a diversified portfolio of young unquoted companies which

are cash generative and, therefore, capable of producing income and capital repayments to the Company prior to their disposal by the Company.

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

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

- (a) an attractive valuation at the time of the investment;
- (b) minimising the risk of capital losses;
- (c) the predictability and reliability of the company's cash flows;
- (d) the quality of the business' counterparties, suppliers and market position;
- (e) the sector in which the business is active. Key targets include energy, the environment and social enterprise.
- (f) the quality of the company's assets;
- (g) the opportunity to structure an investment that can produce distributable income;
- (h) the prospect of achieving an exit after 5 years of the life of the Company.

### *Non-Qualifying Investments*

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

### *Borrowing Powers*

The Company has no present intention of utilising direct borrowing as a strategy for

improving or enhancing returns. To the extent that borrowing is required, the Directors will restrict the borrowings of the Company and exercise all voting and other rights or powers of control over its subsidiary undertakings (if any) to ensure that the aggregate amount of money borrowed by the group, being the Company and any subsidiary undertakings for the time being, (excluding intra-group borrowings), shall not without the previous sanction of an ordinary resolution of the Company exceed 30 per cent of its NAV at the time of any borrowing.

#### *Change in Investment Policy*

The Boards do not intend to vary the investment policy. However, should a change in the investment policy be deemed appropriate this will be done with the relevant Company's Shareholders' approval and in accordance with the Listing Rules.

### **Other Features of the Offer**

#### *Investment Objectives*

The Companies' key objectives include low risk of capital loss, attractive risk-adjusted returns and a rapid exit after 5 years.

The Companies' strategy is designed to appeal to more risk averse Investors seeking the diversification benefits of such 'alternative', and potentially risky, venture capital asset classes, whilst also being sensitive to downside risk and the liquidity of underlying investments.

#### *Investor profile and investment rationale*

The Companies are targeted at sophisticated Investors of substantial net worth. The profile of a typical Investor will be an individual with sufficient income and capital that his investment in the Companies can be tied up for over 5 years, who is attracted by the income tax relief available for a VCT investment, but seeks a venture capital strategy focused on capital protection and early realisations.

Attractive returns are possible from the Companies' investment strategy. For example, an investment of £100,000 should qualify for tax relief worth £30,000, making the initial net cost £70,000. As such the Investor would have at the outset an unrealisable investment worth £94,700 (after the deduction of initial charges) which, having cost a net £70,000, reflects an uplift of over 35% free of CGT provided an

Investor holds the shares for at least 5 years.

#### *Investment capability*

Each of the Company's investment capability centres around the specialist skills of TPIM in venture capital. TPIM has a strong track record in the origination and execution of Qualifying Investments.

TPIM's investment platform was established to identify and manage specialist investments qualifying under the rules governing VCT, EIS and BPR tax reliefs. TPIM's management team combines individuals with strong track records in managing or co-managing portfolios consisting of private equity or publicly listed equity, and others with significant experience in securitisation, public sector financing and business and trust management.

#### *Valuation Policy*

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

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

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

The Net Asset Value per share will be valued on a quarterly basis. Each of the Company's annual report and financial statements ("FSs")

(expected to be published each June) and its unaudited interim financial report (expected to be published each December) will each detail the Net Asset Value per share. Information on the Net Asset Value per share will also be included in interim management statements expected to be made up to 31 May and 30 November in each year and published on [www.triplepoint.co.uk](http://www.triplepoint.co.uk)

#### *Post-Investment Management*

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

### **The Management Team**

#### **The Boards**

Each of the Boards consists of 3 Directors, 2 of whom are independent of TPIM. The Boards are responsible for the affairs of the Companies. Primary responsibility for the execution of the Companies' investment policy lies with TPIM, with the Boards overseeing its activities.

#### **TP12(I) Board**

##### **Vaughan Williams**

Vaughan read English at London University. He has 30 years' experience with Deutsche Bank and its predecessors where he has been a managing director from 1997. He expects to retire from Deutsche Bank early in 2012. He is also involved in the world of theatre in which he is an enthusiast and has business interests.

##### **Paul Curtis Hayward**

Paul read PPE at Merton College, Oxford. He was with James Capel from 1981 until 1995, the last two years as a director. From 1995 to date he has been with Guy Butler Limited, an independent bond brokerage based in the city of London, of which he was founder and is now Chairman.

##### **Simon Acland**

Simon has over 20 years' experience in venture capital, primarily at Quester, where he became Managing Director. When Quester was sold in 2007 it had £200m under management and it was one of the leading VCT investment managers. Simon was a Director of over 20 companies in the Quester portfolio, most of which achieved successful exits through

flotation or trade sale. Simon is also a director of TP 70 2008 I VCT plc, TP 70 2010 VCT plc, Elektron Technology plc and various private companies and charities.

#### **TP12(II) Board**

##### **Andrew West**

Andrew holds an MA from Oxford University, having read modern history at Keble College. His career in corporate finance includes senior positions at Smith Barney, Lehman Brothers, Guinness Mahon and Strand Partners. Since the late 1990's he has run his own corporate finance advisory practice. He is Chairman of Gulfsands Petroleum PLC, an AIM-listed company, and is currently Chairman or Non-executive Director of a number of unquoted companies whose activities encompass energy, insurance, microfinance and the restaurant trade. Since the mid-1990's he has had extensive experience of the renewable energy sector as both an adviser to and Director of the CLP Envirogas Group and associated entities.

##### **Chad Murrin**

After graduating in law from Cambridge University, Chad qualified as a barrister. He worked for 3i Group plc from 1986 to 2004, the last five years as 3i's Corporate Development Director. In 2004 he set up his own corporate advisory business, Murrin Associates Limited. He holds the Advanced Diploma in Corporate Finance from The Corporate Finance Faculty of the ICAEW. He is a Non-executive Director of TP70 VCT plc, TP70 2008 (II) VCT plc, Triple Point VTC 2011 plc, Downing Absolute Income VCT 2 plc, E.W. Beard (Holdings) Limited and Setsquare Recruitment Limited.

##### **David FitzHerbert**

David has spent over thirty years engaged in investment, finance and business. After spending fourteen years at Hambros Bank including being Chief Representative in Japan, David founded and ran a successful renewable energy business which was ultimately sold successfully to a financial investor. Since then David has been engaged in the field of investing in microfinance institutions in the developing world; he established a leading fund to invest in this sector and he remains a principal of the General Partner of this fund. David is an Irish citizen, he lives in London and is a graduate of Oxford University.

## Investment Management Team

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

**Claire Ainsworth** is TPIM's Managing Partner. Claire started her career at Hill Samuel, followed by 16 years in swaps and structured finance at Morgan Grenfell, subsequently Deutsche Bank, where she was a managing director of European Securitisation and a member of the European Securitisation Forum's Reporting and Regulatory committees. Claire joined TPIM in 2006.

**Michael Bayer**, a founding partner of Triple Point, runs TPIM's Corporate Finance operations. Michael managed the investment process for Triple Point VCT plc, TPIM's first VCT, which was at the vanguard of the limited life VCT sector. Michael joined Triple Point from 3i where he was responsible for a broad range of investment activities, principally in the SME sector and was involved in investments with

aggregate realised value uplifts of over £300 million. Prior to 3i he was with Ernst & Young's Corporate Finance practice and private equity at Dresdner Kleinwort Wasserstein.

**James Cranmer** has 16 years' experience in vendor finance. James joined TPIM from Cranmer Lawrence, a specialist asset and lease management boutique, where he spent seven years as a Principal and was responsible for originations in excess of £500 million from Local Authorities, the NHS and FTSE 100 companies. James directs the origination process for all TPIM's venture capital investments.

**Ian McLennan** has 23 years' experience of investment analysis and portfolio management. A chartered financial analyst, Ian was previously global equity strategist for Brevan Howard LLP, Europe's largest hedge fund. Prior to that he held the same role as managing director at UBS AG, having spent many years in Asia researching the region's stock markets. Ian leads Triple Point's Renewable Energy Group.

## Tax Benefits for VCT Investors

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

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

years. This benefit is available on aggregate investments in VCTs of up to £200,000 in total in any one tax year but the tax relief is limited to the amount which reduces the Investor's income tax liability to nil.

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

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

<b>Examples of the present Net Cost of Investment in either of the Companies</b>		
Initial gross investment in a VCT	£25,000	£100,000
Income tax relief (see below)	£7,500	£30,000
Effective cost of VCT investment (see below)	£17,500	£70,000

Depending upon the Investor's personal circumstances, subscribers for shares in the Companies will be entitled to income tax relief of up to 30 per cent provided that the Companies' shares are held for at least five

Income tax relief may be claimed by the Investor by obtaining, from HM Revenue & Customs, an adjustment to their tax coding under the PAYE system or through the Investor's annual tax return.

**Note: The 30% tax relief is available to basic rate tax payers, subject to the amount of relief claimed not exceeding the aggregate income tax due prior to claiming the relief.**

Investors who make income tax payments by instalments may reduce their instalment payments to take account of the relief due. The above is only a summary of the law concerning the tax position of individual Investors in the Companies. Further information on the taxation of VCTs is set out in Part II. Before investing in the Companies, potential Investors should seek advice from an appropriate professional adviser as to the consequences of so doing.

## Policies

### *Dividend Policy*

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

In the early years, each of the Companies will be run as an investment company and the Directors expect to pay a dividend of 5p per share from Year 2 onwards. The Directors will consider revoking the Companies' status as investment companies as soon as capital profits have been realised in order that these may be distributed as tax free dividends.

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

### *Share Buy Back Policy*

Although it is anticipated that the shares will be admitted to a premium listing on the Official List and to trading on the London Stock Exchange's main market for listed securities, there is likely to be an illiquid market in the shares and in such circumstances Shareholders will find it difficult to sell their shares in the market. In order to try to improve liquidity in the shares, the Boards will establish a buy back policy for the shares subject to the requirements of the listing rules produced by the UK Listing Authority. As a guide and subject to the Boards'

discretion and providing that, in the opinion of the Boards, there is adequate surplus cash available, the Companies will consider buying back shares at a 10% discount to the last published NAV, subject to a maximum of 105% of the middle market price per share over the preceding 5 business days and a minimum of nominal value. **Shareholders are reminded that if they hold their shares for less than five years they will lose their income tax relief.**

### *HM Revenue & Customs Approval*

The Directors intend to manage the Companies' affairs in order that they comply with the legislation applicable to VCTs. In this regard PricewaterhouseCoopers has been appointed to advise on tax matters generally and, in particular, on the Companies' VCT status. HM Revenue & Customs has granted each of the Companies provisional approval as a VCT. Full approval can be obtained once certain conditions are met by the Companies (see Part II below). PricewaterhouseCoopers will monitor progress towards achieving full VCT approval. Once full approval has been obtained, the Companies must continue to satisfy the requirements to qualify as a VCT or lose such status.

## The Companies' Costs

### *Capital Raising Costs*

TPIM has agreed to indemnify each of the Companies against the costs of the Offer exceeding 5.5% of the funds it raised excluding VAT. To the extent that initial charges are less than 5.5% excluding VAT, TPIM will receive a sum equal to the difference between such charges and 5.5% of the funds raised.

### *Annual Fees and Running Costs*

TPIM has been appointed as each of the Companies' investment manager and administrator under an agreement (the "IMA Agreements") for an initial period of six years, which can be terminated by not less than twelve months' notice, given at any time by either party, after the fifth anniversary. Under the terms of the IMA Agreements, TPIM will be paid an annual fee of 2.25% (plus VAT as appropriate) of the Net Asset Value payable quarterly in arrears for investment management services and an

annual fee of 0.25% (plus VAT as appropriate) of the Net Asset Value payable quarterly in arrears in respect of administration services.

Pursuant to the IMA Agreements, TPIM will act as company secretary of the Companies for a fee of £7,500 per annum per Company (plus VAT as appropriate), payable quarterly in arrears.

Annual directors' fees payable to each of the Boards will not exceed £45,000 (excluding any VAT or National Insurance contributions).

Assuming full subscription under the Offer, the Directors estimate that the annual running costs of each of the Companies will be approximately 3.5% of the Net Asset Value (excluding VAT). Such running costs of the Companies will include the management and administration fees described above as well as fees for Directors, the auditors, taxation advisers, registrar, other direct costs incurred in the management/running of the VCT and the costs of communicating with Shareholders. Total annual running costs will, in the case of each VCT, be capped at 3.95% of the Net Asset Value (excluding irrecoverable VAT). TPIM has agreed to indemnify the Companies in respect of any annual costs in excess of 3.95% of Net Asset Value (excluding VAT).

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

Further details of these fees are set out at paragraph 5 of Part III of this Prospectus.

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

## Reporting to Shareholders

### *Communicating with Shareholders*

The Directors believe that communication with Shareholders is important. Shareholders will receive a copy of the Companies' annual report and financial statements ("FSs") (expected to be published each June) and a copy of the Companies' unaudited interim financial report (expected to be published each December). It is expected that the first FSs will cover the period 19 September 2011 to 28 February 2012 in respect of TP12(I) and the period 28 November 2011 to 28 February 2012 in respect of TP12(II). The FSs, and interim financial reports made up to 31 August in each year, will each detail the Net Asset Value per share. Information on the Net Asset Value per share will also be included in interim management statements expected to be made up to 31 May and 30 November in each year and published on [www.triplepoint.co.uk](http://www.triplepoint.co.uk).

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

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

## Corporate Governance

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

and (iv) as all the Directors are non-executive, it is not considered appropriate to appoint a nomination or remuneration committee.

#### *Status of the Companies and TPIM*

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

TPIM is authorised and regulated by the Financial Services Authority in the conduct of its designated investment businesses.

#### **Details of the Offer**

##### *Minimum and Maximum Investment*

The shares are offered at 100p each payable in full upon application. Up to 10 million shares in each Company are being made available under the Offer. If the Offer is over-subscribed, the Offer may be increased at the discretion of the Directors by up to a further 5 million shares in each of the Companies. The Offer is conditional upon the Minimum Net Proceeds being raised for TP12(I) prior to to 5:00pm on 30 March and if this is not raised the Offer will lapse and all application monies will be returned (without interest) by returning applicants' cheques or bankers drafts or by crossed cheque in favour of applicants through the post at the risk of the person entitled thereto. In the event that applications are received in excess of the maximum subscription under the Offer, the Directors and the Sponsor reserve the right to use their absolute discretion in the allocation of successful applications. Such discretion will give priority to the earliest applicants. Applicants are encouraged to submit their application form early in order to be confident that their application will be successful.

If the gross subscription proceeds are less than £6,500,000, the entire subscription proceeds will be applied to subscribe for shares in TP12(I) only. If the subscription proceeds are equal to or in excess of £6,500,000, with both of the Companies having met the Minimum Net Proceeds, applications will be allocated as far as possible equally between the two Companies so that Investors will receive shares in only one of the Companies.

The minimum investment level for any Investor under the Offer will be £25,000. There is no maximum investment but the maximum investment on which tax reliefs are currently available is £200,000 in Venture Capital Trusts in any tax year. A husband and wife

can each invest up to £200,000 in any one tax year. Further information with regard to taxation matters can be found in Part II of this document. Multiple applications are permitted. Please see the "Terms and Conditions of Application and Guide to the Application Form" for further details.

Authorised financial intermediaries who stamp the application form will be entitled to receive commission on the amount invested by their client, normally at the rate of either 3 per cent payable on investment or 1 per cent on investment plus 0.5 per cent paid annually for five years in arrears. The 3 or 1 per cent payable on investment will be paid as part of the initial costs, expected to be 5.5% of the proceeds of the Offer, whilst the 0.5 per cent paid annually for five years in arrears will be payable by TPIM.

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

##### *Listing*

Applications have been made to the UK Listing Authority and the London Stock Exchange for the shares in TP12(I) subscribed for under the Offer, subject to the Minimum Net Proceeds for TP12(I) being raised, to be admitted to a premium listing on the Official List and to trading on the London Stock Exchange's main market for listed securities respectively and for the shares in TP12(II) subscribed for under the Offer, subject to the gross subscription proceeds under the Offer being equal to or in excess of £6,500,000 with both Companies therefore having met the Minimum Net Proceeds, to be admitted to a premium listing on the Official List and to trading on the London Stock Exchange's main market for listed securities respectively. These shares will be issued in registered form and will be freely transferable in both certificated and uncertificated form and will rank *pari passu* in all respects. It is expected that the shares in respect of applications received prior to 5.00 pm on 31 January 2012 will be issued and allotted on or before 31 January 2012 and that the shares in respect of applications received thereafter but prior to 5.00 pm on 30 March 2012 will be issued and allotted on or before 5 April 2012 with Admission commencing within 5 business days following such allotment. Share certificates and certificates to enable a claim for income tax relief to be made in respect of the shares will be posted to Shareholders within 30 business days of allotment of the shares. No temporary documents of title will be issued.

# Part II: Taxation

The following information is based on the law and practice currently in force in the United Kingdom. It assumes that an Investor is resident or ordinarily resident in the UK and not in any other jurisdiction. If potential Investors are in any doubt as to their tax position, they should consult their professional advisers.

## 1. Tax Reliefs for Individual Investors

Investors must be individuals aged 18 or over to be eligible for the respective tax reliefs. Tax reliefs will only be given in relation to an individual's total investments in VCTs in any tax year not exceeding £200,000.

### Income Tax Relief

#### *Relief on investment*

An Investor subscribing for ordinary shares in a VCT during any tax year will be entitled to claim income tax relief on amounts subscribed up to the permitted maximum of £200,000. The relief is given for the tax year in which the shares are issued and is currently at the rate of 30 per cent. The relief is restricted to the amount which reduces the Investor's income tax liability to nil and will not be available if there is a loan linked to the investment.

If the shares are sold or otherwise disposed of (other than to the Investor's spouse) within five years of their issue then some or all of the income tax relief obtained will have to be repaid. Shares may be transferred into the name of a nominee, provided the nominee holds them for the Investor's benefit.

#### *Relief on dividends*

An Investor who either subscribes for or subsequently purchases ordinary shares in a VCT, up to a maximum of £200,000 in any given tax year, will not be liable to UK income tax on dividends paid by the VCT.

#### *Capital Gains Tax Reliefs*

Any gain or loss accruing to Investors on a disposal of ordinary shares in a company which was a VCT at the time he or she acquired the shares and which has remained a VCT throughout his or her period of ownership will

neither be a chargeable gain, nor an allowable loss, for the purposes of capital gains tax.

## 2. Obtaining Tax Reliefs

### *Income tax relief on investment*

The Companies will give each Investor a certificate which he can use to claim the income tax relief, either (where applicable) immediately by obtaining an adjustment to his tax coding from HM Revenue & Customs or by waiting until the end of the tax year and claiming the relief on his tax return.

## 3. Investors who are not resident in the UK

Any potential Investors who are not resident or ordinarily resident in the UK 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.

## 4. Approval as a VCT

A VCT must be approved as such by HM Revenue & Customs. To obtain such approval it must:

- (a) derive its income wholly or mainly from shares or securities.
- (b) have at least 70 per cent by value of its investments represented by "Qualifying Holdings" (see below) of which at least 70 per cent by value must be in "eligible shares". Eligible shares are ordinary shares which do not have any preferential rights to assets on a winding up or any rights to be redeemed, but which may have a preferential dividend right, so long as that right is non cumulative and is not subject to discretion.
- (c) not have more than 15 per cent by value of its investments in any single company or group (other than another VCT or a company which would, if its shares were listed, qualify as a VCT) at the time any investment is made or added to.
- (d) have its ordinary share capital included on the Official List or quoted on any regulated market in the EU or European Economic Area).

- (e) not retain more than 15 per cent of its income derived from shares and securities.
- (f) not be a close company.

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

Normally, HM Revenue & Customs cannot give approval of a VCT unless (a) to (f) above have all been met throughout the company's most recent accounting period and is satisfied that they will be met throughout its current accounting period at the time of application for approval. However, to facilitate the launch of VCTs HM Revenue & Customs may give provisional approval if it is satisfied that conditions (a), (c), (d) and (e) will be met throughout the current or subsequent accounting period and condition (b) will be met in relation to an accounting period commencing no later than three years after the date of the provisional approval. The actions proposed to be taken by TPIM in the case of a breach by the Companies of these investment restrictions will be announced through a regulatory information service.

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

Qualifying Holdings comprise shares or securities (including loans with a five year or greater maturity period) issued by unquoted trading companies which exist wholly for the purpose of carrying on one or more qualifying trades and are limited to investments of £1 million per tax year per investee company. It is proposed that this limit will be removed for investments after 5 April 2012. The investee company must not be controlled by the VCT or any other company or a company and persons connected with such company and its gross assets must not exceed £7 million immediately prior to the investment or £8 million immediately thereafter (from 6 April 2012 the limits are proposed to increase to £15million and £16 million respectively). The investee company must not receive more than £2 million from

State Aid sources, including VCT money raised on or after 6 April 2007 and the Enterprise Investment Scheme, in any twelve month period (from 6 April 2012 this limit is proposed to increase to £10 million). It must have fewer than 50 full time (or full time equivalent) employees at the time of investment (it is proposed to increase this to 250 from 6 April 2012). The proposed increases in the limits are subject to EU State Aid approval.

Not less than 10 per cent of each investment must be by way of eligible shares (see 4(b) above).

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

## 5. Taxation of the Companies

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

Under current legislation, the Companies will be exempt from United Kingdom taxation on capital gains realised while they are approved as VCTs.

The Directors consider that the Companies will not be close companies immediately following the Offer. If either of the Companies were a close company in any accounting period, approval as a VCT would be withdrawn.

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

## 6. Loss or Clawback of Tax Reliefs

### *The Companies*

If either of the Companies loses approval as a VCT, it will lose its exemption from corporation tax on chargeable gains. Loss of approval

takes effect either on the date when notice is given to that Company by HM Revenue & Customs or, if earlier and at HM Revenue & Customs' discretion, from the beginning of that Company's accounting period in which the notice is given.

#### *Investors*

Withdrawal or clawback of Investors' tax reliefs can occur as a result of either Company losing full approval as a VCT or as a result of actions taken by the Investors themselves.

#### *Income tax relief on investment*

If either Company loses approval as a VCT within five years from the time when an Investor acquired the shares by subscription, the income tax relief will be clawed back by an assessment to income tax for the year of assessment in respect of which the relief was given.

#### *Income tax relief on dividends*

If either Company loses approval as a VCT then shares acquired by an Investor after loss of approval are not capable of generating tax free dividends and any dividend paid in respect of profits or gains arising to that Company in any accounting period ending at a time when that Company was not a VCT will likewise not be exempt from income tax.

#### *Exemption from capital gains tax on disposal*

If either Company loses approval as a VCT, then any Investor disposing of shares subsequently will be treated as making a chargeable gain or an allowable loss (as the case may be). However, he will be deemed to have disposed of and reacquired the shares at market value immediately before withdrawal of approval of that Company as a VCT, so any accrued gain or loss to that date will not be taxable or allowable.

Any Investor acquiring shares after it has lost VCT approval will likewise make a chargeable gain or an allowable loss on a subsequent disposal of the shares.

## **7. Stamp Duty and Stamp Duty Reserve Tax**

No stamp duty or (unless shares are issued to a nominee for a clearing system or a provider of depository receipts) stamp duty reserve tax should be payable on the issue of shares. The transfer on sale of shares would normally be subject to ad valorem stamp duty or (if an unconditional agreement to transfer such shares is not completed by a duly stamped transfer within two months) stamp duty reserve tax, generally, in each case, at the rate of 0.5 per cent of the consideration paid (rounded to the next complete £5.00, a minimum of £5.00 being payable).

**This is only a brief summary of the law concerning the tax position of individual investors in VCTs. Any potential Investor in doubt as to the taxation consequences of investment in a VCT should consult an appropriately qualified professional adviser.**

# Part III: Additional Information on TP12(I) VCT plc and TP12(II) VCT plc

## 1. The Companies

- 1.1 TP12(I) VCT plc was incorporated and registered in England and Wales under the 2006 Act as a public company limited by shares on 19 September 2011 under the name TP12 VCT plc with registered number 7778062. The name of TP12(I) was changed on 2 December 2011 to TP12(I) VCT plc. TP12(II) VCT plc was incorporated and registered in England and Wales under the 2006 Act as a public company limited by shares on 28 November 2011 with registered number 7862470. The principal legislation under which the Companies operate and the shares have been created is the 2006 Act and regulations made thereunder.
- 1.2 On 3 January 2012 the Companies gave notice to the Registrar of Companies of their intention to carry on business as investment companies under section 833 of the 2006 Act. On 5 January 2011 the Registrar of Companies issued the Companies with a certificate under section 761 of the 2006 Act entitling them to commence business.
- 1.3 TPIM was incorporated in England and Wales under number OC321250 on 28 July 2006. The address and telephone number of TPIM's registered office is 4-5 Grosvenor Place, London SW1X 7HJ, tel. 020 7201 8989. The principal legislation under which TPIM operates is the Limited Liability Partnerships Act 2000 and regulations made thereunder.
- 1.4 Since their incorporation there has been no significant change in the financial and trading position of either of the Companies.

## 2. Share Capital

- 2.1 On the incorporation of the Companies, two ordinary shares were issued nil paid to the subscribers to the memorandum of each Company, HK Nominees Limited and HK Registrars Limited, nominee companies of Howard Kennedy LLP.

2.2 By ordinary and special resolutions passed by each of the Companies on 2 December 2011:

- (a) the Directors were generally and unconditionally authorised in accordance with section 551 of the 2006 Act to exercise all the powers of the Companies to allot shares in the Companies or to grant rights to subscribe for or to convert any security into shares in the Companies. This power was limited to the allotment of shares, or the right to grant rights to subscribe for or to convert any security into shares, up to an aggregate nominal amount of £250,000.

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

- (b) the Directors were empowered (pursuant to section 571(1) of the 2006 Act) to allot or make offers or agreements to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash pursuant to the authority referred to in paragraph (a) above as if section 561 of the 2006 Act did not apply to any such allotment, such power to expire at the conclusion of the Companies' next annual general meeting, or on the expiry of fifteen months following the passing of the resolution, whichever is the later (unless previously renewed or extended by the Companies in general meeting). This power was limited to the allotment of equity securities in connection with:
  - (i) the issue of 50,000 Redeemable Preference Shares.
  - (ii) the Offer.
  - (iii) an offer of equity securities by way of rights.
  - (iv) otherwise than pursuant to sub-paragraphs (i)-(iii), an offer of equity

- securities up to an aggregate nominal amount of 10% of the issued share capital of the Companies immediately following closing of the Offer.
- (c) subject to approval by the High Court of Justice, the amount standing to the credit of the share premium account of the Companies immediately after the final closing date of the Offer will be cancelled.
- (d) the Companies were authorised to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of shares provided that:
- (i) the maximum aggregate number of shares authorised to be purchased is an amount equal to 15% of the issued shares following the Offer.
- (ii) the minimum price which may be paid for a share is its nominal value.
- (iii) the maximum price which may be paid for a share is an amount, exclusive of expenses, equal to 105 per cent. of the average of the middle market prices shown in the quotations for a share in the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which that share is purchased.
- (iv) unless renewed, the authority hereby conferred shall expire either at the conclusion of the annual general meeting of the Companies following the passing of the resolution or on the expiry of 15 months from the passing of the resolution, whichever is the later to occur, save that the Companies may, prior to such expiry, enter into a contract to purchase shares which will or may be completed or executed wholly or partly after such expiry.
- 2.3 On 5 December 2011, in the case of TP12(I) and on 3 January 2012, in the case of TP12(II), 50,000 Redeemable Preference Shares in each of the Companies were allotted and issued to TPIM and paid up as to one quarter so as to enable the Companies to obtain a certificate under section 761 of the 2006 Act. Once fully paid up, the Redeemable Preference Shares will be redeemed by each of the Companies out of the proceeds of the Offer. Each of the Redeemable Preference Shares which is redeemed shall automatically be redesignated on redemption as, and subdivided into, 100 ordinary shares in the authorised, but unissued, capital of the Companies without any further resolution or consent. It is the intention that the Redeemable Preference Shares will be redeemed prior to Admission and will not be admitted to the Official List.
- 2.4 As at the date of this Prospectus, the total issued share capital of each of the Companies is £50,000.02 comprising 2 ordinary shares of 1p each, with each ordinary share issued as fully paid, and 50,000 Redeemable Preference Shares, with each Redeemable Preference Share paid up as to one quarter.
- 2.5 Save as disclosed in this paragraph 2 and in paragraph 4 below, since the date of its incorporation no share or loan capital of either of the Companies has been issued or agreed to be issued, or is now proposed to be issued, for cash or any other consideration and no commissions, discounts, brokerages or other special terms have been granted by the Companies in connection with the issue or sale of any such capital.
- 2.6 No share or loan capital of the Companies is under option or has been agreed, conditionally or unconditionally, to be put under option. Other than pursuant to the Offer, no material issue of shares (other than to Shareholders pro rata to existing holdings) will be made within one year without the prior approval of Shareholders in general meeting.
- 2.7 The shares will be in registered form and temporary documents of title will not be issued. The ISIN and SEDOL code of TP12(I)'s ordinary shares is GB00B4XCZ273 and B4XCZ27 respectively. The ISIN and SEDOL code of TP12(II)'s ordinary shares is GB00B3VZLS93 and B3VZLS9 respectively.
- 2.8 Following Admission and the redemption of the Redeemable Preference Shares by the Companies, and assuming the Offer is fully subscribed, the Offer is not

increased and no additional shares are issued to early Investors, the issued share capital of each of the Companies will be £100,000.02 divided into 10,000,002 ordinary shares all of which will have been issued and fully paid or credited as fully paid.

- 2.9 The Company will be subject to the continuing obligations of the UK Listing Authority and the London Stock Exchange with regard to the issue of securities for cash and the provisions of section 561 of the 2006 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 Companies, subject to any disapplication of pre-emption rights conferred by authority of the Shareholders.

### 3. Articles of Association

- 3.1 Each of the Company's articles of association provide that its principal object is to carry on the business of a Venture Capital Trust and that the liability of the members is limited.
- 3.2 The articles of association of each of the Companies adopted on 2 December 2011 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 the ordinary shares shall carry the right to receive notice of or to attend or vote at any general meeting of the Company and on a show of hands every holder of ordinary shares present in person (or being a corporation, present by authorised representative) shall have one vote and, on a poll, every holder of ordinary shares who is present in person or by proxy shall have one vote for every ordinary 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.

The deferred shares and the Redeemable Preference Shares shall not carry any right to receive notice of or to attend or 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 dividend of 0.1 per cent 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.

#### 3.2.3 *Transfer of Shares*

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

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

#### 3.2.4 *Dividends*

The Company may in general meeting by ordinary resolution declare dividends to be paid to 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 a 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.

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

### 3.2.5 *Disclosure of Interest in Shares*

If any Shareholder or other person appearing to be interested in shares of the Company is in default in supplying within 14 days after the date of service of a notice requiring such member or other person to supply to the Company in writing all or any such information as is referred to in section 793 of the 2006 Act, 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 per cent. 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 will be divided amongst the holders of the shares in the Company according to the respective numbers of shares held by them 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 Articles provide that the liquidator may, with the sanction of a special resolution and any other sanction required by the Act, divide amongst the members in specie the whole or any part of the assets of the Company in such manner as he may determine.

### 3.2.7 *Changes in Share Capital*

(i) 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, or at the option of the Company or the holder are, liable to be redeemed.

(ii) 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.

(iii) 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, purchase its own shares.

(iv) The Company may by ordinary resolution convert any fully paid up shares into stock of the same class as the shares which shall be so converted,

and reconvert such stock into fully paid up shares of the same class and of any denomination.

### 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 three-fourths of the nominal amount of the issued shares of the 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 pursuant to Article 122, the number of Directors shall not be fewer than two nor more than ten. The continuing Directors may act notwithstanding any vacancy in their body, provided that if the number of the Directors be fewer 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 his hand appoint (a) any other Director, or (b) any other person who is approved by the Board as hereinafter provided, to be his alternate. A Director may at any time revoke the appointment of an alternate appointed by him. Every person acting as an alternate Director of the Company shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him.

Subject to the provisions of the Statutes (as defined in the Company's articles of association), 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 may continue or become a Director or other officer, servant or member of any company promoted by the Company or in which they 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 appoint a chairman of the Company (who need not be a Director of the Company) and may determine his duties and remuneration and the period for which he is to hold office.

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 his interest.

3.2.10.2 Provided that he has declared his 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 his being a Director, for any benefit that he derives

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 he has any material interest otherwise than by virtue of his interest in shares, debentures or other securities of, or otherwise in or through the Company, unless his interest arises only because the case falls within one or more of the following paragraphs:

(a) the giving to him of any guarantee, security or indemnity in respect of money lent or an obligation incurred by him 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 he has 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 him of shares, debentures or other securities of the Company or any of its subsidiary undertakings or by virtue of his 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 he is interested, directly or indirectly, whether as an officer or shareholder or otherwise, provided that he and any persons connected with him do not to his knowledge hold an interest in shares representing one per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of the relevant 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 him in respect of any negligence, breach of duty or breach of trust for which he may be guilty in relation to the Company or any of its subsidiaries of which he is 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 his 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, shall not exceed £100,000 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 his 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 the annual general meeting of the Company next following the appointment of a Director he shall retire from office. A Director shall also retire from office at or before the third annual general meeting following the annual general meeting at which he last retired and was re-elected. A retiring Director shall be eligible for re-election. A Director shall be capable of being appointed or re-appointed despite having attained any particular age and shall not be required to retire by reason of his having attained any particular age, subject to the provisions of the Act.

#### 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 of money borrowed by the group, being the Company and any subsidiary undertakings for the time

being (excluding intra-group borrowings), shall not without the previous sanction of an ordinary resolution of the Company exceed a sum equal to 30% of the Net Asset Value at the time of any borrowing.

#### 3.2.14 *Distribution of Realised Capital Profits*

At any time when the Company has given notice in the prescribed form (which has not been revoked) to the Registrar of Companies of its intention to carry on business as an investment company ("a Relevant Period") the distribution of the Company's capital profits shall be prohibited. The Board shall establish a reserve to be called the capital reserve. During a Relevant Period, all surpluses arising from the realisation or revaluation of investments and all other monies realised on or derived from the realisation, payment or other dealing with any capital asset in excess of the book value thereof and all other monies which are considered by the Board to be in the nature of accretion to capital shall be credited to the capital reserve. Subject to the Act, the Board may determine whether any amount received by the Companies is to be dealt with as income or capital or partly one way and partly the other. During a Relevant Period, any loss realised on the realisation or payment or other dealing with investments, or other capital losses, and, subject to the Act, any expenses, loss or liability (or provision therefor) which the Board considers to relate to a capital item or which the Board otherwise considers appropriate to be debited to the capital reserve shall be carried to the debit of the capital reserve. During a Relevant Period, all sums carried and standing to the credit of the capital reserve may be applied for any of the purposes for which sums standing to any revenue reserve are applicable except and provided that during a Relevant Period no part of the capital reserve or any other money in the nature of accretion to capital shall be transferred to the revenue reserves of the Company or be regarded or treated as profits of the Company available for distribution except for the purpose of redeeming or purchasing its own shares in accordance with sections 687 and 692 of the 2006 Act or applied in paying

dividends on any shares in the Company. In periods other than a Relevant Period, any amount standing to the credit of the capital reserve may be transferred to the revenue reserves of the Company or be regarded or treated as profits of the Company available for distribution or applied in paying dividends on any shares in the Company.

### 3.2.15 *Duration of Company*

The Directors shall put an ordinary resolution to the annual general meeting of the Company held in 2017 and, if passed, the Directors shall draw up proposals for the reorganisation, reconstruction or voluntary winding up of the Company for submission to the members of the Company at a general meeting to be convened by the Directors as soon as reasonably practicable without prejudice to the VCT status of the Company. Implementation of the proposals will require the approval of members by ordinary resolution. For the purposes of this, an ordinary resolution will only have been carried if those members present in person or by proxy who vote for such resolution hold in aggregate not less than twenty five per cent of the issued share capital of the Company at such time.

### 3.2.16 *General Meetings*

Annual general meetings shall be held at such time and place as may be determined by the Directors and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next.

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 requisitionists as are provided by the Statutes, as defined in the Company's articles of association. Any meeting so convened by requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

An annual general meeting and a general

meeting called for the passing of a special resolution 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 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 Company's 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 half an hour 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 such time (being not less than fourteen days and not more than twenty-eight days hence) and at such place as the Chairman shall appoint. At any such adjourned meeting the member or members present in person or by proxy and entitled to vote shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. The Company shall give not less than seven clear days notice of any meeting adjourned for the want of a quorum and the notice shall state that the member or members present as aforesaid shall form a quorum.

The Chairman 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.

#### 3.2.17 *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 1995.

The rights and restrictions attaching to the shares are as set out in each of the Company's articles of association.

#### **4. Directors' and Other Interests in the Company**

- 4.1 As at the date of this Prospectus, the Companies are not aware of any person who, immediately following the issue of the shares pursuant to the Offer, is or will, directly or indirectly, be interested in 3 per cent or more of the issued share capital of the Companies. Further, as at the date of this Prospectus the Companies are not aware of any person who, directly or indirectly, jointly or severally, exercises or could exercise control over the Companies.
- 4.2 No Director, member of the Investment Management Team, nor any person connected with any Director or member of the Investment Management Team, (within the meaning of section 252 of the 2006 Act) has any interest in the share capital or loan capital of the Companies, whether beneficial or non-beneficial.
- 4.3 The Companies' major shareholders do not have different voting rights.
- 4.4 No shares are being reserved for allocation to existing shareholders, Directors or employees of the Companies.
- 4.5 None of the Directors has a service contract with the Companies, and no such contract is proposed. The services of the Directors are provided to the Companies pursuant to letters of appointment dated 9 January 2012, each of which is terminable on 3 months notice given by the Companies to expire at any time after 15 months from their commencement dates. All the Directors are non-executive. Save in respect of these letters of appointment, no member of any administrative, management or supervisory body has a service contract with the Companies.
- 4.6 There are no family relationships between any of the Directors or between any members of the Investment Management Team, or between any of the Directors and the members of the Investment Management Team.
- 4.7 No loan or guarantee has been granted or provided by the Companies to any Director.
- 4.8 Save in respect of the Offer Agreements and the letters of appointment referred to at paragraphs 5.1 and 5.3 below respectively, none of the Directors has or has had any interest in any transactions which are or were unusual in their nature or conditions or significant to the business of the Companies and which were effected by the Companies during either the current or immediately preceding financial year, or during an earlier financial year and remain in any respect outstanding or unperformed.
- 4.9 No Director has an interest in any transaction effected by the Companies since their incorporation which is or was unusual in its nature or conditions or significant to the business of the Companies.
- 4.10 It is anticipated that the aggregate of fees paid or to be paid to the Directors by each Company for the period from incorporation until 1 April 2012 will not exceed £45,000 plus VAT or National Insurance (as applicable).
- 4.11 The Companies will be taking out directors' and officers' liability insurance in respect of the Directors.

4.12 During the five years immediately prior to the date of this Prospectus, the Directors have been members of the administrative, management or supervisory bodies or partners of the companies and partnerships specified below:

<b>Name</b>	<b>Current Directorships</b>	<b>Past Directorships</b>	<b>Membership of Partnerships</b>	<b>Past Membership of Partnerships</b>
<b>Vaughan Williams</b>	Off Broadway Theatres UK Limited Charing Cross Theatre Limited	Kings Head Theatre Productions Limited St Katharine and Shadwell Trust London Industrial Leasing Limited Phoebus Leasing Limited City Leasing (Medwayside) Limited City Leasing (Avonside) Limited (in liquidation) City Leasing (Clydeside) Limited (in liquidation) City Leasing (Donside) Limited City Leasing (Fleetside) Limited City Leasing (Severnside) Limited City Leasing (Thameside) Limited City Leasing (Wearside) Limited City Leasing and Partners Limited City Leasing Limited Custom Leasing Limited Dredger Leasing Limited Deutsche Aviation Leasing Limited (in liquidation)	None	None
<b>Paul Curtis Hayward</b>	Guy Butler Limited		Killing Time Fourth	None
<b>Simon Acland</b>	Elektron Technology plc Bond Fabrications Limited TP70 2008(l) plc TP70 2010 plc Plantlife International – The Wild Plant Conservation Charity The Environment Industries Group Limited	Spark Venture Management Limited Quester Limited (dissolved) Quester Services Limited Quester Nominees Limited Spark Impact Limited Querist Limited Quester Venture GP Limited Quester Academic GP Limited Nexagent Limited (in liquidation) British Business Angels Association Workshare Limited Celona Technologies Limited (in administration)	Quester Venture GP Partnership Quester Academic GP Partnership	None

Name	Current Directorships	Past Directorships	Membership of Partnerships	Past Membership of Partnerships
<b>Simon Acland (cont)</b>		Plaxica Limited Young Enterprise London Ltd Elateral Holdings Limited TP70 2009 plc (dissolved) Rocko Limited (dissolved)	None	None
<b>Andrew West</b>	Alterra At Lloyd's Limited Arbutus Renewables Limited Bellamy's Of Bruton Place Limited Buck's Club Limited Firstcity Insurance Group Limited Firstcity Partnership Limited Ganymede Limited Grassroots Capital Limited Green's (St James's) Limited Greenwich Insurance Holdings Plc Gulfsands Petroleum Plc Irtys Petroleum Limited Plothire Ltd Serious Global Holdings Limited	Clpe Holdings Limited Clpe Projects 2 Limited Beighton Energy Limited Bellhouse Energy Limited Chelson Meadow Energy Limited Clp Envirogas Limited Clpe 1991 Limited Clpe 1999 Limited Clpe Projects 1 Limited Cotesbach Energy Limited Queens Park Road Energy Limited Skelbrooke Energy Limited Summerston Energy Limited United Mines Energy Limited Whinney Hill Energy Limited Auchencarroch Energy Limited Bolam Energy Limited Colsterworth Energy Limited Connon Bridge Energy Limited Feltwell Energy Limited Garlaff Energy Limited Jameson Road Energy Limited Kilgarth Energy Limited March Energy Limited Todhills Energy Limited Wetherden Energy Limited Whinney Hill Energy 2 Limited Clpe Roc - 1 Limited Beetley Energy Limited Clpe Projects 3 Limited Snetterton Energy Limited Cathkin Energy Limited Stoneyhill Energy Limited Clpe Roc - 2 Limited Clpe Roc - 3 Limited Clpe Roc - 2a Limited Clpe Roc - 3a Limited Clpe Roc - 4 Limited Clpe Roc - 4a Limited Cilgwyn Energy Limited	None	None

Name	Current Directorships	Past Directorships	Membership of Partnerships	Past Membership of Partnerships
<b>Andrew West (cont)</b>		Farglade Limited Landgas Energy Limited Imagine Underwriting Limited Bellhouse Energy 2 Limited Deerplay Energy Limited Kenwick Energy Limited Leadenham Energy Limited Rushton Energy Limited Whisby Energy Limited Broom Energy Limited Landgas Developments Limited Landgas Services Limited Mountsorrel Energy Limited Rowley Energy Limited Gma Imagine Limited Funtley Energy Limited Danish Re Syndicates Limited		
<b>Chad Murrin</b>	Murrin Associates Limited Corporate Development Association Limited TP70 VCT Plc E.W. Beard (Holdings) Limited Guildford Cricket Club Limited TP70 2008(II)VCT Plc Setsquare Recruitment Limited Watson Limited Downing Absolute Income VCT 2 Plc Triple Point VCT 2011 Plc Yorkset Managers 1 Limited Yorkset Managers 2 Limited	Blundell's School Pennine Downing Aim VCT 2 Plc TP70 2009 VCT Plc Triple Point VCT Plc E.W. Beard Limited	None	None
<b>David FitzHerbert</b>	Arbutus Renewables Limited Grassroots Capital Limited Plothire Ltd Optimal Japan Absolute Long – Master Fund Optimal Japan Absolute Long Fund – US Feeder Optimal Japan Absolute Long Fund – Offshore Feeder Progression Capital Limited Progression Capital Africa Limited CLP Envirogas SL CLP Organogas SL Abanilla Energia SL Montemarta Energia SL	Braydon Reforestation Trust Landgas Energy Limited Landgas Services Limited Mountsorrel Energy Limited Rowley Energy Limited GMEF GP Limited ACCION Investments in Microfinance SPC AfriCap Microfinance Investment Company GMEF GP LLC Arbutus Renewables International Limited Balkans Financial Sector Equity Fund	Progression Capital Advisors LLP Somerford Farm Partnership GMEF GP LP	None

- 4.14 The Directors in the five years prior to the date of this Prospectus:
- (i) do not have any convictions in relation to fraudulent offences;
  - (ii) have not been associated with any bankruptcies, receiverships or liquidations through acting in the capacity of a member of any administrative, management or supervisory bodies or as a partner, founder or senior manager or any partnership or company; and
  - (iii) do not have any official public incriminations and/ or sanctions by statutory or regulatory authorities (including designated professional bodies) and have not been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of any company or from acting in the management or conduct of the affairs of any company.
- 4.14 The Directors and members of the Investment Management Team do not have any conflict of interest between their duties to the Companies and their private interests or other duties.
- 4.15 There are no restrictions agreed by any Director or member of the Investment Management Team on the disposal within a certain time period of any holdings in the Companies' securities.
- 4.16 From incorporation of the Companies until the date of this Prospectus no remuneration has been paid (including any contingent or deferred compensation) and no benefits in kind granted to any of the Directors or members of the Investment Management Team by the Companies for services in all capacities to the Companies.
- 4.17 There are no amounts set aside or accrued by the Companies to provide pension, retirement or similar benefits to the Directors or members of the Investment Management Team.
- 4.189 None of the Directors or members of the Investment Management Team have any service contract with the Companies providing for benefits upon termination of employment. Please see paragraph 4.6 above which refers to the Directors' letters of appointment.
- 4.19 The audit committees of the Companies are comprised of the Boards and will meet at least twice a year. The Companies' auditors may be required to attend such meetings. The audit committees shall prepare a report each year addressed to the Shareholders for inclusion in the Companies' annual report and accounts. The duties of the audit committees are, inter alia:
- 4.19.1 to review and approve the half yearly and annual results of the Companies and the statutory accounts before submission to the Boards;
  - 4.19.2 to review management accounts;
  - 4.19.3 to consider the appointment of the external auditor, the level of audit fees and to discuss with the external auditor the nature and scope of the audit; and
  - 4.19.4 to consider matters of corporate governance as may generally be applicable to the Companies and make recommendations to the Boards in connection therewith as appropriate.
- The Companies do not have a remuneration committee.

## 5. Material Contracts

The following constitutes a summary of the principal contents of each material contract entered into by the Companies, otherwise than in the ordinary course of business, during the 2 years immediately preceding the date of this Prospectus. There are no other contracts, not being contracts entered into in the ordinary course of business, entered into by the Companies which contain any provision under which the Companies may have any obligation or entitlement which is material to the Companies as at the date of this document:

## 5.1 Offer Agreements

Under agreements (the "Offer Agreements") dated 9 January 2012 between each of the Companies (1), their Directors (2), the Sponsor (3), TPIM (4) and the Investment Management Team (5), the Sponsor agreed to act as sponsor to the Offer.

The Companies will pay all other costs and expenses of or incidental to the Offer and Admission.

Under the Offer Agreements, which may be terminated by the Sponsor in certain circumstances of breach, the Investment Management Team and the Directors have given certain warranties, customary for this type of agreement, relating to the accuracy and completeness of the information contained in the Prospectus. Warranty claims must be made by no later than 30 days after the date of the publication of the audited accounts of the Companies for the accounting year ending in 2012. The liability of the Directors in respect of a breach of a warranty or representation is limited to £12,500 each and the liability of each member of the Investment Management Team is limited to £10,000 each. The Companies have also agreed to indemnify the Sponsor, without limit in time or amount, in respect of its role as Sponsor and under the Offer Agreements. The Offer Agreements may be terminated if any statement in the Prospectus is untrue, any material omission from the Prospectus arises or any breach of warranty in the Offer Agreements occurs and provided that such termination takes place prior to Admission.

## 5.2 Investment Management and Administration Agreements

Under agreements ("the IMA Agreements") dated 9 January 2012 between each of the Companies and TPIM, TPIM will provide discretionary and advisory investment management to the Companies in respect of their portfolio of investments in accordance with the

provisions of the IMA Agreements. TPIM will receive fees (exclusive of VAT) equal to 2.25% per annum of the Net Asset Value, payable quarterly in arrears. TPIM is entitled to reimbursement of expenses incurred in performing its obligations. In respect of investments made in companies that are not listed on AIM, TPIM is entitled to charge expenses and arrangement fees to investee companies that, without the Boards' consent, will not exceed 3% of the value of the total investment by the Companies (and any other investor to whom the Companies syndicate any part of their investment) plus, in the case of periodical fees charged by it or any other member of the Triple Point Group, £10,000 per annum (plus VAT, if applicable) provided that for the avoidance of doubt these restrictions shall not apply to all reasonable fees charged by TPIM on a commercial, arms length basis for the provision of administrative, accounting and director services to the investee companies.

TPIM will also provide certain administrative services to the Companies in respect of the period from Admission until termination of the IMA Agreements for an annual fee of 0.25% of the Net Asset Value and will act as company secretary of the Companies for an annual fee of £7,500 per Company, all fees payable quarterly in arrears plus VAT at the relevant rate.

TPIM has agreed to indemnify the Companies to the extent that the costs of the Offer exceed 5.5% excluding VAT of the aggregate value of accepted applications for shares received pursuant to the Offer and to the extent that the annual running costs of the Companies exceed 3.95% of its Net Asset Value excluding VAT and in consideration the Companies have agreed to pay TPIM such amount, if any, by which 5.5% of the aggregate value of accepted applications received for shares pursuant to the Offer exceeds the initial costs of the Offer excluding VAT.

The appointment will continue for a

period of 6 years from Admission and thereafter terminate on 12 calendar months' notice by either party given at any time after the fifth anniversary of Admission subject to earlier termination in certain circumstances.

Any investment or other asset of any description of the Companies will be held in the Companies' name although in exceptional circumstances TPIM may hold such investments or assets in the name of TPIM or other suitable person acting as custodian where, due to the nature of the law or market practice of an overseas jurisdiction, it is in the best interests of the Companies to do so or it is not feasible to do otherwise.

#### 5.3 *Directors' Letters of Appointment*

The Directors have entered into agreements with the Companies dated 9 January 2012 as referred to in paragraph 4.5 above whereby they are required to devote such time to the affairs of the Companies as the Boards reasonably require consistent with their role as a non-executive Director. Vaughan Williams and Andrew West are entitled to receive an annual fee of £15,000, of which £2,500 shall be in respect of their services as chairman of the Companies' Boards, and each of the other Directors is entitled to receive an annual fee of £12,500. Either party can terminate the agreement by giving to the other at least 3 months' notice in writing to expire at any time after the date 15 months from the commencement date.

#### 5.4 *Registrar's Agreements*

By agreements dated 19 December 2011 between the Companies and Neville Registrars Limited, the latter was appointed registrar to the Companies. The Companies shall pay the registrar an annual register maintenance fee of £1.50 per shareholder account plus out of pocket expenses subject to a minimum fee of £1,800 per annum, which shall be subject to an annual review.

## 6. General

6.1 The principal place of business and registered office of the Companies and TPIM is at 4-5 Grosvenor Place, London SW1X 7HJ. The telephone number of the Companies is 020 7201 8989. The Companies currently have no subsidiaries, associated companies or employees.

6.2 There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Companies are aware) since the Companies' incorporation which may have, or have had in the recent past, a significant effect on the Companies' financial position or profitability.

6.3 The subscription price of 100p per share represents a premium of 99p over the nominal value of ordinary shares.

6.4 The Offer is not underwritten. The costs and expenses of the Offer and the listing of the shares including registration and listing fees, printing, advertising and distribution costs, legal and accounting fees and expenses and commissions payable, excluding any irrecoverable VAT are expected to amount to £1,100,000 assuming subscription in full. The proceeds will be applied in accordance with the Companies' investment policy and to redeem the Redeemable Preference Shares. On the basis that the Offer is fully subscribed the net proceeds of each Company are expected to be £9,450,000. If the minimum of £3,200,000 is raised under the Offer, the net proceeds will amount to £3,024,000. Authorised financial intermediaries who stamp the Application Form will be entitled to receive commission on the amount invested by their client normally at the rate of 2.5 per cent of the amount invested by their client.

6.5 There have been no related party transactions since the date of the Companies' incorporation to the date of this document.

- 6.6 Since the date of their incorporation the Companies have not commenced operations. No financial statements have been made up as the date of this Prospectus.
- 6.7 TP12(I) is of the opinion that, after taking into account the Minimum Net Proceeds, it has sufficient working capital for its present requirements, that is, for at least the next twelve months following the publication of this Prospectus.
- TP12(II) is of the opinion that, after taking into account the Minimum Net Proceeds, it has sufficient working capital for its present requirements, that is, for at least the next twelve months following the publication of this Prospectus.
- 6.8 The Offer will not proceed if the Minimum Net Proceeds are not achieved for TP12(I) and the Minimum Net Proceeds for either Company may only be waived or varied through the production of a supplementary prospectus. If the Minimum Net Proceeds for TP12(I) are not raised prior to 5.00pm on 30 March 2012, all application monies will be returned (without interest) by returning applicants' cheques or bankers drafts or by crossed cheque in favour of applicants through the post at the risk of the person entitled thereto.
- 6.9 Grant Thornton UK LLP of 1 Westminster Way, Oxford OX2 0PZ has been the only auditor of the Companies since their incorporation and is registered by the Institute of Chartered Accountants in England and Wales as auditors. Each of the Companies shall take all reasonable steps to ensure that its auditors are independent of it and will obtain written confirmation from its auditors that they comply with guidelines on independence issued by their national accountancy and auditing bodies.
- 6.10 As at the date of this Prospectus the Companies have no loan capital outstanding, no other borrowings and no guaranteed, unguaranteed, secured and unsecured indebtedness, including indirect and contingent indebtedness. As at the date of this document each of the Companies has shareholders' equity of £50,000.02 comprising 50,000 Redeemable Preference Shares (one quarter paid up) and 2 ordinary shares and the Companies have no legal or other reserves.
- 6.11 Save in connection with the Offer, shares have not been marketed to, and are not available to, the public. Independent market makers will be offered the opportunity to subscribe for shares under the Offer.
- 6.12 The Companies do not assume responsibility for the withholding of tax at source.
- 6.13 The Companies do not have, nor have they had since their incorporation, any employees and they neither own nor occupy any premises.
- 6.14 There are no patents or other intellectual property rights, licences or particular contracts which are of fundamental importance to the Companies' business.
- 6.15 The Offer has been sponsored by Howard Kennedy whose registered office is at 19 Cavendish Square, London W1A 2AW. Howard Kennedy has given and has not withdrawn its consent to the inclusion in this document of its name and the references thereto in the form and context in which they appear.
- 6.16 TPIM has given and has not withdrawn its consent to the inclusion in this Prospectus of its name and the references thereto in the form and context in which it appears.
- 6.17 The results of the Offer will be announced through a regulatory information service within 3 business days of the closing of the Offer.
- 6.18 The Directors believe that the Offer constitutes a significant gross change in the Companies including an increase

in the net assets of the Companies of an amount that is equal to the net proceeds they receive under the Offer. If the Minimum Net Proceeds are raised for each of the Companies, the increase in net assets would have certain consequences, including a reduction in the annual expenses ratio of the Companies and increasing the Companies' earnings. A full subscription under the Offer will increase the size and range of investments which the Companies could undertake and increase the number of investments the Companies would be required to make in order to meet the VCT eligibility rules.

6.19 The Companies have to satisfy a number of tests to qualify as VCTs and will be subject to various rules and regulations in order to continue to qualify as VCTs, as set out under the heading "Approval as a VCT" in Part II of this document. In addition, the following restrictions are imposed upon the Companies under the rules relating to admission to the Official List:

6.19.1 it, or any of its subsidiaries, must not conduct any trading activity which is significant in the context of the group as a whole; and

6.19.2 it must not invest more than ten per cent 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 listed closed-ended investment funds; and

6.19.3 it must manage and invest its assets in accordance with the investment policy set out on pages 16 to 17 which contains information about the policies which it will follow relating to asset allocation, risk diversification and gearing and which includes maximum exposure.

Investors will be informed through a regulatory information service of the action that TPIM proposes to take in the event that any of these investment restrictions is breached.

## 6. Documents for Inspection

Copies of the following documents are available for inspection at the offices of Howard Kennedy during normal business hours on any weekday (Saturdays and public holidays excepted) whilst the Offer remains open:

- 7.1 the Memorandum and Articles of Association of the Companies;
- 7.2 the material contracts referred to in paragraph 5 above; and
- 7.3 this Prospectus.

9 January 2012

# Part IV: Definitions

In this document the following words and expressions have the following meanings:

“2006 Act”	the Companies Act 2006 (as amended);
“Admission”	admission of the ordinary shares to the Official List and to trading on the London Stock Exchange’s main market for listed securities;
“AIM”	AIM, the market of that name operated by the London Stock Exchange;
“annual running costs”	the annual costs incurred by the Companies in the ordinary course of its business (including irrecoverable VAT);
“Board” or “Directors”	the directors of the Companies at the date of this Prospectus;
“BPR”	Business Property Relief under section 105 Inheritance Tax Act 1984, as amended;
“BVCA”	British Venture Capital Association;
“Companies”	TP12(I) and TP12(II) (and each a “Company”);
“EIS”	The Enterprise Investment Scheme as set out in Part 5 ITA;
“FSA”	the Financial Services Authority;
“Gross Assets”	the aggregate of the gross assets of the relevant Company including assets represented by any principal monies borrowed by the relevant Company less all current liabilities of the relevant Company (other than any principal monies borrowed);
“Howard Kennedy”	Howard Kennedy Corporate Services LLP;
“ITA”	Income Tax Act 2007 (as amended);
“Investment Management Team”	those persons detailed on page 19 of Part I of this Prospectus under the heading “Investment Management Team”;
“Investor”	an individual who subscribes for ordinary shares under the Offer;
“IPO”	an initial public offering of shares in a company;
“London Stock Exchange”	London Stock Exchange plc;

<b>“Minimum Net Proceeds”</b>	the minimum net proceeds of the Offer to be raised by a Company in order for that Company to issue shares under the Offer, being £3,024,000;
<b>“Net Asset Value”</b>	the aggregate of the gross assets of the relevant Company less (in respect of each Company) its gross liabilities;
<b>“Non-Qualifying Investments”</b>	that part of the net proceeds of the Offer that will be invested in any investments that are not Qualifying Investments;
<b>“Offer”</b>	the offer for subscription of up to, in aggregate, 20,000,000 shares described in this document, together with an over-allotment facility of up to £5 million per Company;
<b>“Official List”</b>	the Official List of the UK Listing Authority;
<b>“ordinary shares” or “shares”</b>	ordinary shares of 1p each in the capital of either or both of the Companies;
<b>“PLUS-quoted”</b>	a trading facility operated by PLUS Markets Group plc to facilitate trading in securities neither quoted nor dealt in on the London Stock Exchange (formerly known as OFEX);
<b>“Prospectus”</b>	this prospectus relating to the Offer;
<b>“Qualifying Company”</b>	an unquoted (including AIM-traded) company carrying on a qualifying trade wholly or mainly in the UK satisfying the conditions in chapter 4 of Part 6 ITA, which are summarised in Part II of this document;
<b>“Qualifying Holdings” or “Qualifying Investments”</b>	shares in, or securities of, a Qualifying Company held by a VCT which meets the requirements described in chapter 4 of Part 6 ITA;
<b>“Redeemable Preference Shares”</b>	redeemable preference shares of £1 each in the capital of each Company;
<b>“Registrar”</b>	Neville Registrars Limited;
<b>“Shareholder”</b>	holders of ordinary shares;
<b>“TPIM”</b>	Triple Point Investment Management LLP;
<b>“TP5”</b>	TP5 VCT plc;
<b>“TP70”</b>	TP70 VCT plc;
<b>“TP70 2008(l)”</b>	TP70 2008(l) VCT plc;

<b>“TP70 2008(II)”</b>	TP70 2008(II) VCT plc;
<b>“TP10”</b>	TP10 VCT plc;
<b>“TP12(I)”</b>	TP12(I) VCT plc;
<b>“TP12(II)”</b>	TP12(II) VCT plc;
<b>“TP70 2010”</b>	TP70 2010 VCT plc;
<b>“TP11”</b>	Triple Point VCT 2011 plc;
<b>“Triple Point 1”</b>	Triple Point VCT plc;
<b>“Triple Point Group”</b>	TPIM and Triple Point LLP;
<b>“UK Listing Authority”</b>	the FSA acting in its capacity as the competent authority under the Financial Services and Markets Act 2000;
<b>“VAT”</b>	Value Added Tax;
<b>“venture capital trust” or “VCT”</b>	a Venture Capital Trust as defined in Section 259 ITA.

# Part V: Terms and Conditions of Application & Guide to Application Form

1. The contract created by the acceptance of applications for the shares will be conditional upon the admission of the relevant shares to the Official List of the UKLA and to trading on the London Stock Exchange.
2. The right is reserved by the Companies to present all cheques and banker's drafts for payment on receipt and to retain surplus application monies pending clearance of successful applicants' cheques. Interest earned on application monies will be used to meet bank charges and other costs. The Companies also reserve the right to accept or reject in whole or in part, or to scale down or limit, any application for whatever number of shares. If any application is not accepted in full or if any contract created by acceptance does not become unconditional, the application monies or, as the case may be, the balance thereof will be returned (without interest) by returning the relevant applicant's cheque or banker's draft or by crossed cheque in favour of the applicant, through the post at the risk of the person entitled thereto. In the meantime, application monies will be retained by the Company, 4-5 Grosvenor Place, London SW1X 7HJ in its Offer bank account. The Offer will not be withdrawn after dealings in the shares have commenced.
3. By completing and delivering an Application Form, you (as the applicant):
  - 3.1 offer to subscribe for the number of shares specified in your Application Form (or such lesser number for which your application is accepted) at the offer price of 100p pence per share on the terms and subject to this document, including these terms and conditions, and the Articles of Association of the Companies;
  - 3.2 agree that in consideration of the Companies agreeing that they will not prior to the Offer closing issue or allot any shares to any person other than by means of the procedures referred to in this document, your application shall not be revoked and that this paragraph shall constitute a collateral contract between you and the Companies which will become binding upon despatch by post to, or (in the case of delivery by hand) on receipt by, TPIM of your Application Form;
  - 3.3 warrant that your remittance will be honoured on first presentation and agree that if it is not so honoured you will not be entitled to receive a share certificate or have your CREST account credited in respect of the shares applied for unless and until you make payment in cleared funds for such shares and such payment is accepted by the Companies in their absolute discretion (which acceptance may be on the basis that you indemnify it against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of your remittance to be honoured on first presentation) and you agree that, at any time prior to the unconditional acceptance by the Companies of such payment, the Companies may (without prejudice to other rights) avoid the agreement to allot such shares and may allot such shares to some other person, in which case you will not be entitled to any payment in respect of such shares;
  - 3.4 agree that, in respect of those shares for which your application has been received and is not rejected, acceptance shall be constituted, at the election of the Companies, either (i) by notification to the London Stock Exchange of the basis of allocation (in which case acceptance shall be on that basis) or (ii) by notification of

- acceptance thereof to TPIM;
- 3.5 agree that any monies returnable to you may be retained by the Companies pending clearance of your remittance and that such monies will not bear interest;
- 3.6 authorise the Companies to send (a) share certificate(s) or credit your CREST account in respect of the number of shares for which your application is accepted and/or a crossed cheque for any monies returnable, by post, at the risk of the person entitled thereto, to the address of the person named as an applicant in the Application Form;
- 3.7 declare that a loan has not been made to you or any associate, which would not have been made or not have been made on the same terms, but for you offering to subscribe for, or acquiring, shares and 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 is the avoidance of tax. (Please note that obtaining the reliefs available under the VCT legislation does not of itself constitute tax avoidance);
- 3.8 agree that all applications, acceptances of applications and contracts resulting therefrom shall be governed by and construed in accordance with English law, and that you submit to the jurisdiction of the English Courts and agree that nothing shall limit the right of the Companies to bring any action, suit or proceedings arising out of or in connection with any such applications, acceptances of applications and contracts in any other manner permitted by law or in any court of competent jurisdiction;
- 3.9 confirm that in making such application you are not relying on any information or representation in relation to the Companies other than the information contained in this document and accordingly you agree that no person responsible solely or jointly for this document or any part thereof or involved in the preparation thereof shall have any liability for any such other information or representation;
- 3.10 authorise the Companies, the Registrar or any persons authorised by them, as your agent, to do all things necessary to effect registration of any shares subscribed by you into your name or into the name of any person in whose favour the entitlement to any such shares has been transferred and authorise any representatives of the Companies or the Receiving Agent to execute any document required therefor and to enter your name on the register of members;
- 3.11 agree that, having had the opportunity to read this document, you shall be deemed to have had notice of all information and representations concerning the Companies contained therein;
- 3.12 confirm and warrant that you have read and complied with paragraph 4 below;
- 3.13 confirm that you have reviewed the restrictions contained in paragraph 5 below and warrant as provided therein;
- 3.14 warrant that you are not under the age of 18; and
- 3.15 agree that all documents and cheques sent by post to, by, or on behalf of the Companies or TPIM, will be sent at the risk of the person entitled thereto.
4. No person receiving a copy of this document or an Application Form in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him, nor should he in any event use such Application Form unless, in the relevant territory, such an invitation or offer could lawfully be made to him or such Application Form could

lawfully be used without contravention of any registration or other legal requirements. It is the responsibility of any person outside the United Kingdom wishing to make an application hereunder to satisfy himself as to full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any other formalities requiring to be observed in such territory and paying any issue, transfer or other taxes required to be paid in such territory.

5. The shares have not been and will not be registered under the United States Securities Act 1933 (as amended) and, subject to certain exceptions, the shares may not be offered, sold, renounced, transferred or delivered, directly or indirectly, in the United States or to any person in the United States. Persons subscribing for shares shall be deemed, and (unless the Companies are satisfied that shares can be allotted without breach of United States security laws) shall be required, to represent and warrant to the Companies that they are not a person in the United States and that they are not subscribing for such shares for the account of any such person and will not offer, sell, renounce, transfer or deliver, directly or indirectly, such shares in the United States or to any such person. As used herein, "United States" means the United States of America (including each of the States and the District of Columbia) its territories or possessions or other areas subject to its jurisdiction. In addition, the Companies have not been and will not be registered under the United States Investment Company Act of 1940, as amended. TPIM will not be registered under the United States Investment Advisers Act of 1940, as amended.
6. This application is addressed to the Companies and the Sponsor. The rights and remedies of the Companies under these Terms and Conditions of Application are in addition to any rights and remedies which would otherwise be available to them, and the exercise or partial exercise of one will not prevent the exercise of others.

7. Authorised financial advisers who, acting on behalf of their clients, return valid Application Forms bearing their stamp and FSA number will be paid commission on the amount payable in respect of Shares allocated for each such Application Form at the rates specified in the paragraph headed "Details of the Offer" in Part I of this Prospectus. Authorised financial advisers may waive part or all of their commission in respect of an application. If this is the case, then such application will be treated as an application to apply for the number of shares stated in box 2 of the Application Form together with a number of additional shares equivalent to the amount of commission waived at 100 pence per share, which waived commission will be applied in paying for such shares (and which additional shares will be treated as a pro rata application in respect of the tax year(s) indicated under box 2 of the Application Form). Financial advisers should keep a record of Application Forms submitted bearing their stamp to substantiate any claim for their commission.
8. Save where the context otherwise requires, words and expressions defined in this document have the same meaning when used in the Application Form and any explanatory notes in relation thereto.

#### *Conditionality of Investment*

The contract created by the Companies by accepting Application Forms as set out herein will be conditional on the Offer Agreements referred to in the Prospectus becoming unconditional and not being terminated in accordance with their terms and the Minimum Net Proceeds being raised under the Offer for TP12(l) before before 5.00pm on 30 March 2012.

If the gross subscription proceeds are less than £6,500,000, the entire subscription proceeds will be applied to subscribe for shares in TP12(l) only. If the gross subscription proceeds are equal to or in excess of £6,500,000, applications will be allocated as far as possible equally between the two Companies so that Investors will receive shares in only one of the Companies.

### *Availability of this Prospectus*

Copies of this Prospectus and the Application Form are available for collection only, free of charge, from the Companies' registered office at 4-5 Grosvenor Place, London SW1X 7HJ from the date of this Prospectus until the closing of the Offer. A copy of this Prospectus has been submitted to the National Storage Mechanism and is available to the public for viewing online at the following web-site address: <http://www.hemscott.com/nsm.do>.

### *Important Note for Applications*

The verification of identity requirements of the Money Laundering Regulations 2007 will apply and verification of the identity of the applicant will be required. Payment should be made by means of a UK clearing bank cheque drawn by the person named in box 1 on an account in his or her name. If this is not practicable and you use a cheque drawn by a third party or a building society cheque or banker's draft, you should write the name, address and date of birth of the person named in box 1 on the back of the cheque or banker's draft and if a building society cheque or banker's draft is used, the building society or bank must also endorse on the cheque or draft the name and account number of the person whose account is being debited.

You must ensure that both of the following documents are enclosed with the Form: a certified copy of your passport (or your driving licence bearing a photograph and signature of the individual) and a recent (dated within three months preceding the date of application) original bank or building society statement (or utility bill) in your name. A copy passport or driving licence should be certified by a solicitor, chartered accountant or bank. Original documents will be returned to you by post at your risk.

A failure to provide the necessary evidence of identity may result in the application being treated as invalid or in delay in confirming the application.

TPIM may carry out its own verification of an investor using an electronic anti-money laundering check.

TP12(I) VCT plc and TP12(II) VCT plc  
**Application Form**

# Guide to the Application Form

Please complete in block capitals in black ink. Sections 1-7 to be completed by the applicant. Sections 8-9 to be completed by your financial adviser.

All applications must include either an enclosed cheque or banker's draft, or be made in conjunction with an appropriate electronic payment.

All applications must be sent to:

**TP12 Investor Relations**

Triple Point Investment Management LLP  
4-5 Grosvenor Place  
London  
SW1X 7HJ

All payments for applications must clear before 5.00pm on 30 March 2012 for the application to be valid.

If you have any questions please contact Triple Point:

**T** 020 7201 8990  
**F** 020 3357 9560  
**E** contact@triplepoint.co.uk

All applications must arrive before 5.00pm on 30 March 2012.

## 1 Contact Information

Mr, Mrs, Miss, Ms or Title \_\_\_\_\_

Surname \_\_\_\_\_

Forename(s) (in full) \_\_\_\_\_

Permanent Address \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Postcode \_\_\_\_\_

Email address \_\_\_\_\_

National Insurance Number \_\_\_\_\_

Date of Birth 

D	D	M	M	Y	Y	Y	Y
---	---	---	---	---	---	---	---

I have previously invested with Triple Point  YES  NO

**Notes on Contact Information**  
Insert your full name, permanent and email address together with your date of birth and National Insurance number in BLOCK CAPITALS in section 1.

These contact details will be used for all communications, distributions and dividends. If you wish to nominate another address to receive your share and VCT certificates, please fill out Section 5.

Applications may only be made by persons aged 18 or over. Tax reliefs are not available to persons aged under 18.

**Notes on Number of Shares**

Please fill in the box above (in figures) to confirm the number of Shares for which you want to apply. Your application must be for a minimum of 25,000 shares and in multiples of 1,000 thereafter.

Please note that for every 1,000 shares which you subscribe for you must pay £1,000. Applications for any other number or multiples of shares may be rejected or treated as applications for the next smaller number of shares that complies with the requirements of this paragraph e.g. £25,000 for 25,000 shares, £90,000 for 90,000 shares etc.

## 2 Number of Shares

I apply for \_\_\_\_\_ ordinary shares

(or any smaller number of shares for which this application is accepted) at the price of 100 pence per share, payable in full on application, on the terms and conditions set out in the Application Form and the Prospectus dated 9 January 2012 and subject to the Articles of Association of TP12 (I) or (II) VCT plc.

### Notes on Payment

Please fill in the first box (in figures) with the amount of your payment. Your payment must be for a minimum of £25,000 and in multiples of £1,000 thereafter. Please note that for each £1,000 of payment you are subscribing for 1,000 shares.

Please cross the relevant box for your method of payment.

The first box denotes a payment by cheque or banker's draft. If you cross this box please ensure that the cheque or banker's draft is enclosed with the application form. Your cheque or banker's draft must be payable to "Triple Point Investment Management LLP Client Account" and crossed "A/C Payee only". No receipt will be issued.

Your cheque or banker's draft must be drawn in sterling on an account at a branch of a bank or building society in the United Kingdom, the Channel Islands or the Isle of Man and must bear the appropriate sorting code in the top right-hand corner. An Application Form may be accompanied by a cheque or banker's draft drawn by someone other than the applicant, but any monies returned will be sent by cheque crossed "A/C Payee" in favour of the applicant.

The second box denotes a payment by electronic transfer. Please add your surname as a reference to your electronic payments. All electronic payments to be made to "Triple Point Investment Management LLP Client Account". Sort code: 16-10-29. Account number: 10300185.

All payments should be for the exact amount you specified on this form.

## 3 Payment

The total amount payable is

£						
---	--	--	--	--	--	--

(This should be the number of shares shown in Section 2 multiplied by 100 pence).

Please mark with an "X" as appropriate:

- I attach a cheque or banker's draft payable to:  
**Triple Point Investment Management LLP Client Account**  
and crossed "A/C Payee only" for the total amount due.  
*Please staple or pin your cheque(s) or banker's draft(s) to this application form.*
- I have instructed my bank to make an electronic payment to:  
**Triple Point Investment Management LLP Client Account**  
**Sort Code:** 16-10-29  
**Account Number:** 10300185 (The Royal Bank of Scotland plc)  
*Please add your initials and surname as a reference to electronic payments.*  
**Please complete the mandate in Section 4 below**

## 4 Direct Payment of Dividends

Name of Bank or Building Society \_\_\_\_\_

Branch Title \_\_\_\_\_

Branch Address \_\_\_\_\_

Sort Code \_\_\_\_\_

Account Number \_\_\_\_\_

Account Name \_\_\_\_\_

Signature \_\_\_\_\_

Date 

D	D	M	M	Y	Y	Y	Y
---	---	---	---	---	---	---	---

### Notes on Payment of Dividends

All dividends paid on shares in the company will be paid directly into your bank or building society accounts. Dividends paid directly to your account will be paid in cleared funds on the dividend payment dates.

Please complete Section 5 if you wish to nominate an alternative address, such as an

accountant or financial adviser, to receive your share and income tax certificates. Should section 5 be completed the original share and income tax certificate will be sent to the nominated address and copies of the certificates will be sent to you.

## 5 Destination of Certificates

If you wish to nominate another address to receive your share and VCT certificates, please complete Section 5.

Mr, Mrs, Miss, Ms or Title \_\_\_\_\_

Surname \_\_\_\_\_

Forename(s) (in full) \_\_\_\_\_

Company Name \_\_\_\_\_

Reference (if required) \_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_

Postcode \_\_\_\_\_

## 6 Crest

If you would like the shares delivered to a CREST account, please provide the CREST information below:

CREST Participant ID \_\_\_\_\_

CREST Member Account ID \_\_\_\_\_

## 7 Signature

By signing this form I hereby declare that I have read the terms and conditions of subscription contained in the Prospectus and agree to be bound by them.

I understand that, by signing this form, I will be authorising TP12(I) VCT plc, TP12(II) VCT plc and their Directors, their Company

Secretary, their Registrar and TPIM to use the information given by me to provide me with the highest quality of service. These organisations will keep all information supplied to them on a strictly confidential basis and will process this information in accordance with the requirements set out in the Data Protection Act 1998.

Signature \_\_\_\_\_

Date   D  D  M  M  Y  Y  Y  Y  

### Notes on Signature

*The applicant named in Section 1 must sign and date Section 7. Individuals can only apply on their own behalf and in their own name. A nominee name should not be used as this will prejudice your entitlement to the VCT tax reliefs.*

*Neither Triple Point Investment Management LLP, nor TP12(I) VCT plc nor TP12(II) VCT plc will be liable to the Investor in the event of an insolvency of any bank with which any funds held by Triple Point Investment Management LLP, TP12(I) VCT plc or TP12(II) VCT plc have been deposited or held nor in the event of any restriction on the liability of Triple Point Investment Management LLP, TP12(I) VCT plc or TP12(II) VCT plc to withdraw funds from such bank for reasons which are beyond the reasonable control of Triple Point Investment Management LLP, TP12(I) VCT plc or TP12(II) VCT plc.*

## 8 Money Laundering Regulations

(to be completed by your financial adviser)

We reserve the right to request any further additional information we deem necessary to confirm the identity or address of the Investor, and further we reserve the right to decline to act for any individual or business where we consider that the information available is unsuitable or unreliable

TPIM may carry out its own verification of an investor using an electronic anti-money laundering check.

### Money Laundering Regulations 2007

Regulations currently in force require sufficient evidence from the Investor to confirm his or her identity and permanent address. Applications received from any person who has not provided such evidence cannot be processed. In order to comply with these regulations you will need to supply the following:

#### Option 1

Verification of the applicant's identity may be provided by means of a "Letter of Introduction" from an IFA or other regulated person (such as a solicitor or chartered or certified accountant) who is a member of a regulatory authority and is required to comply with the Money Laundering Regulations 2007 or a UK or EU financial institution (such as a bank). TPIM will supply specimen wording on request;

**OR**

#### Option 2

you must ensure that the following documents are enclosed with the Application Form:

- 1 a certified copy of either the passport or the driving licence of the applicant (and cheque payer if different); AND
- 2 an original bank or building society statement or utility bill (no more than 3 months old), or recent tax bill, in the name of the applicant (and cheque payer if different). Copies should be certified by a solicitor, chartered or certified accountant or bank. Original documents will be returned by post at your risk

#### Enclosed

#### Please tick one box

I confirm that I have enclosed:



**Letter of Introduction**

**OR**



**A certified copy of either the passport or the driving licence of the applicant (and cheque payer if different); and an original bank or building society statement or utility bill (no more than 3 months old), or recent tax bill, in the name of the applicant (and cheque payer if different).**

## ~~9 Authorised Advice~~ (to be completed by your financial adviser)

~~By completing this section you confirm advice has been given to the Investor~~

Firm details **EXECUTION ONLY TRANSACTION**  
Firm name Clubfinance Ltd  
FSA ref no 400139

**Stamp of intermediary**

Address PO Box 1036

City Hemel Hempstead

Post Code HP1 2WU

**Adviser details**

Adviser name \_\_\_\_\_

FSA ref no \_\_\_\_\_

Adviser email \_\_\_\_\_

Adviser tel no \_\_\_\_\_

**Administrator details**

Administrator name Philip Rhoden

Administrator email contact@clubfinance.co.uk

Administrator tel no 01442 217 287

Authorised Financial Intermediaries should confirm whether commission is to be paid either as:

- 3 per cent payable on investment   
Payable to broker \_\_\_\_\_ %  
Reinvested for client \_\_\_\_\_ %

**OR**

- 1 per cent payable on investment   
Payable to broker Nil %  
Reinvested for client 1 (All) %  
Plus 0.5 per cent of the NAV paid annually for five years in arrears (annual commission cannot be reinvested).

**Notes on Commission**

*Authorised Financial Intermediaries should complete Section 9 giving their full name and address and details of their authorisation under the Financial Services and Markets Act 2000.*

*Completed Application Forms should be sent by post or delivered by hand to Triple Point Investment Management LLP to arrive not later than 5.00pm on 30 March 2012. Application Forms may also be faxed but the original must be received before the appropriate deadline.*







Triple Point

**Triple Point Investment Management LLP**

4-5 Grosvenor Place  
London SW1X 7HJ  
United Kingdom  
(Registered Office)

+44 (0)20 7201 8989  
[contact@triplepoint.co.uk](mailto:contact@triplepoint.co.uk)  
[www.triplepoint.co.uk](http://www.triplepoint.co.uk)

Triple Point Investment Management LLP is Authorised and Regulated by the Financial Services Authority no. 456597. Triple Point Investment Management LLP is Registered in England and Wales no. OC321250