



**SHORE CAPITAL**



# PUMA VCT 8 PLC

Investment Details  
with Application Forms



This document, which is a financial promotion in accordance with Section 21 of the Financial Services Markets Act 2000 and an “advertisement” as described in the Prospectus Rules made pursuant to Section 73A of the Act, is issued by Shore Capital Stockbrokers Limited (“SCS”) of Bond Street House, 14 Clifford Street, London, W1S 4JU. SCS is authorised and regulated by the Financial Services Authority. It contains information, in summary form, drawn from the Prospectus, published on and dated 26 July 2011 (the “Prospectus”), which alone contains full details of the Company and its Shares. Terms defined in the Prospectus bear the same meaning when used in this document. The Directors are satisfied that this document contains a fair summary of the key information set out in the Prospectus. The UK Listing Authority has not authorised the issue of this document nor approved its contents. **In subscribing for ordinary shares of 1p each in Puma VCT 8 plc (“Ordinary Shares”) you will be treated as subscribing solely on the basis of the Prospectus. Your attention is drawn to the risk factors set out on page 7 of this document and to the terms and conditions of application set out in part IV of this document.** This document is an advertisement and not a Prospectus, and investors should not subscribe for Shares except on the basis of the information in the Prospectus.

The Directors, whose names appear on page 17 of this document, together with the Company, accept responsibility for the information contained herein. To the best of the knowledge and belief of the Directors and the Company (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 for all the Ordinary Shares in the Company to be issued pursuant to the offer for subscription (“Offer”) to be admitted to a premium listing on the Official List of the UK Listing Authority. Application will also be made to the London Stock Exchange for the Ordinary Shares to be traded on its main market for Listed Securities. It is expected that admission will become effective and that dealings in the Ordinary Shares will commence on 31 May 2012. Applications for Ordinary Shares may be made at any time after the date of publication of this document and on or prior to the Closing Date.

Persons receiving this document should note that, in connection with the Offer, Howard Kennedy is acting as sponsor and Shore Capital Stockbrokers Limited as promoter. They are 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 or the regulatory regime established there under, will they be responsible to any such person for providing the protections afforded to their respective customers or clients or for providing advice in connection with the Offer.

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## Puma VCT 8 plc

*(incorporated in England and Wales with registered number 07696739)*

### **Offer for Subscription of up to 30,000,000 Ordinary Shares of 1p at an issue price of 100p, payable in full in cash on application**

Promoter  
**Shore Capital Stockbrokers Limited**

Sponsor  
**Howard Kennedy**

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Share capital of the Company assuming full subscription under the Offer  
Issued and maximum number to be issued, fully paid Ordinary Shares of 1p each

Nominal Value	Number
£300,000.02	30,000,002

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The subscription list for the Offer will open on 29 July 2011 and may close at any time thereafter but in any event not later than 5.30 p.m. on the Initial Closing Date, unless previously extended by the Promoter. 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 £5,000. Completed Application Forms should be sent by post or delivered by hand (during normal business hours only) to SLC Registrars, Thames House, Portsmouth Road, Esher, Surrey KT10 9AD.

The Offer will be open from 29 July 2011 until the earlier of 5.30 p.m. on the Closing Date and the date on which the maximum subscription is reached. The Promoter may extend the closing date of the Offer at its discretion. The Offer is not underwritten.

Copies of this document may be obtained, free of charge, from the Company’s registered office and Shore Capital Stockbrokers Limited, Bond Street House, 14 Clifford Street, London, W1S 4JU until the closing of the Offer. A copy of this document has been submitted to the National Storage Mechanism and is available to the public for viewing online at the following web-site address: <http://www.hemscott.com/nsm.do>.

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## SUMMARY

This summary should be read as an introduction to the Prospectus. Any decisions to invest in shares in the Company should be based on consideration of the Prospectus as a whole. Where a claim by an investor related 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.

### The Opportunity

Puma VCT 8 plc is a new Venture Capital Trust providing Investors with an opportunity to invest, with significant tax benefits, in a growth capital, high income fund managed by Shore Capital.

### Investment Strategy of the Fund

- To invest in relatively lower risk VCT qualifying companies and non-VCT qualifying assets with a particular emphasis on income-yielding investments. This is to facilitate the Company's aim of paying out dividends of up to 5p per annum.
- To create a diversified portfolio of investments in smaller UK based companies, largely unquoted but possibly including stocks quoted on AIM or PLUS.
- To make extensive use of loans (including convertible loans) to investee companies and seek to take security over their assets.
- To take advantage of the continuing tighter market in credit following the banking crisis.
- The non-VCT qualifying portion of the portfolio is to be invested in a range of investments intended to generate a positive return and attractive running yield, including corporate bonds and corporate bond funds, funds of hedge funds and other products which aim to achieve an absolute return.
- Endeavour to achieve high tax free dividend distributions to Shareholders.

### Substantial Tax Reliefs

Investors will receive the following tax benefits:

- **Income tax relief at 30 per cent.** on the amount invested, up to a maximum investment of £200,000 per tax year (£400,000 for a married couple provided that each spouse invests up to the £200,000 individual limit).
- **Tax free dividends and capital distributions** received by an Investor from the VCT.
- **Capital gains tax exemption** on the disposal of VCT shares.

Income tax relief means that a 70p net cost of investment "purchases" 94.5p of net assets.

The benefit of the income tax reliefs will be lost where there is any disposal (except on death) of the shares within five years.

### Experienced Investment Manager

The Company will be managed by experienced unquoted companies fund manager Shore Capital which currently manages seven other venture capital trusts including two which are in the process of winding-up having already distributed 95p back to investors making a total return of 135p per share when including the original tax relief and have approximately 8p per share yet to be distributed.

### The Board

The Board of the Fund consists of three Directors, namely Sir Aubrey Brocklebank, David Brock and Graham Shore (who is a director of Shore Capital).

### Five Year Review

The Board intends to review the investment portfolio after five years with a view to distributing the capital back to Shareholders.

## Performance Incentive

Shore Capital and members of the investment management team will be entitled to receive 20 per cent. of all cash paid or other distributions made by the Company once the Company has paid to Shareholders after the Closing Date (whether by way of dividend, distribution or otherwise) the original £1 invested. Thus, the Investment Manager has a strong incentive to make distributions as high and as soon as possible.

## Risk Factors

The attention of the Investors is drawn to the following summary of the material risk factors:

- Tax Reliefs – If the Company does not maintain VCT qualifying status Investors could lose the tax reliefs associated with this investment.
- Liquidity – Although the Company's shares will be listed it is unlikely there will be a liquid market in the Shares and it may prove difficult for Investors to sell their Shares.
- Performance – There are risks associated with the investments that the Fund will undertake. Investments are likely to be primarily in private companies or those whose shares are not traded or readily marketable or, where they are, the markets may be illiquid. The Non-Qualifying Investments Portfolio may be invested in funds which directly or indirectly invest in derivative or other potentially volatile instruments which may be difficult to value and illiquid. These factors could cause the Company to be subject to substantial losses and Investors may lose some or all of their investment. Under current VCT rules, at the point of investment investee companies must not have gross assets in excess of £7 million and must have fewer than 50 employees. Such companies generally have a higher risk profile than larger companies.
- If materially less than the intended £30 million is raised under the Offer, the investment portfolios may be less diversified.
- The Company intends to maintain a regular dividend payout of up to 5p per annum. In the early years of the Fund, when the Company is not fully invested in qualifying investments, this dividend may exceed the income received from its investment portfolio. Moreover, the income when fully invested may not meet the Investment Manager's current expectations. As a result, paying out such a dividend may erode the capital value of the Company. The ability to pay the intended dividends may also be constrained by, amongst other things, the available cash reserves of the Company.

## DIRECTORS AND ADVISERS

### Directors (all non-executive)

Sir Aubrey Brocklebank (Chairman)  
David Brock  
Graham Barry Shore

### Secretary

Eliot Kaye  
all of:

### Registered Office

Bond Street House  
14 Clifford Street  
London W1S 4JU

### Investment Manager

Shore Capital Limited  
Bond Street House  
14 Clifford Street  
London W1S 4JU

### Promoter

Shore Capital Stockbrokers Limited  
Bond Street House  
14 Clifford Street  
London W1S 4JU

### Administrator

Shore Capital Fund Administration Services Limited  
Bond Street House  
14 Clifford Street  
London W1S 4JU

### Sponsor

Howard Kennedy Corporate Services LLP  
19 Cavendish Square  
London W1A 2AW

### Solicitors

Howard Kennedy LLP  
19 Cavendish Square  
London W1A 2AW

### VCT Tax Adviser

PricewaterhouseCoopers LLP  
1 Embankment Place  
London WC2N 6RH

### Bankers

The Royal Bank of Scotland plc  
Western Branch  
60 Conduit Street  
London W1R 9FD

### Registrars and Receiving Agent

SLC Registrars  
Thames House  
Portsmouth Road  
Esher  
Surrey KT10 9AD

### Auditor

Baker Tilly UK Audit LLP  
2 Bloomsbury Street  
London WC1B 3ST

## DETAILS, TIMETABLE AND STATISTICS OF THE OFFER

### Timetable of the Offer

Offer opens	29 July 2011
First allotment	as soon as the minimum Offer size of £3.175 million is reached
Share and tax certificates expected to be despatched	within ten business days of each allotment
Initial closing date <sup>1</sup>	5 April 2012
Dealings expected to commence	31 May 2012

1. The closing date is subject to the Offer not being fully subscribed at an earlier date. Closing and dealings dates may be extended at the Promoter's discretion.

### Statistics of the Offer

Offer Price per Ordinary Share	100p
Initial net asset value per Ordinary Share	94.5p
Maximum number of Ordinary Shares in issue following the Offer, assuming full subscription	30,000,002
Estimated maximum net proceeds of the Offer	£28,350,000
Minimum aggregate number of Ordinary Shares in issue following the Offer	3,175,000
Minimum individual investment	£5,000
Estimated expenses of the Offer	£174,625

## LETTER FROM THE CHAIRMAN

26 July 2011

Dear Investor

Puma VCT 8 is a new Venture Capital Trust which will be managed by Shore Capital's successful fund management team. Its structure and investment strategy have been based on the attractive model developed for the previous Puma VCTs which together raised close to £94m in 2005, 2006, 2008, 2009 and 2010 and include some of the best performing VCTs of their peer group based on total return.

The investment objective will be to maximise distributions to Shareholders by investing in a diversified portfolio of smaller companies, principally unquoted companies but possibly also including stocks quoted on AIM or PLUS, which Shore Capital believes will have the potential for value appreciation, but with a relatively lower risk profile than is typical for their size. There will be a particular emphasis on making income-yielding investments. This is to facilitate the Company's aim of paying out dividends of up to 5p per annum. The Company expects to be in a position to make such annual payments from income received from its investments, failing which it will utilise its available distributable reserves to assist in paying a consistent level of dividends. We believe that this Fund should be attractive to Investors seeking a tax-efficient, higher income investment with the defensive qualities associated with its emphasis on solid and well managed companies.

Initially, whilst suitable Qualifying Companies are being identified, the Investment Manager will invest the net proceeds of the Offer in a range of investments intended to generate a positive return and an attractive running yield, including corporate bonds and corporate bond funds, hedge funds and funds of hedge funds, and other products which aim to achieve an absolute return. The Company will continue to hold a proportion of its assets in such products after three years.

The Company has been structured as a VCT to take advantage of the substantial tax reliefs available for VCTs, including 30 per cent. income tax relief on the amount invested which results in an investment having an effective cost of 70p acquiring 94.5p of net assets (after issue costs of 5.5 per cent.).

The Investment Manager has a strong track record, built up over the past 15 years, of investing in smaller growing companies. In periods of strong performance of smaller companies Shore Capital has generally delivered excellent returns, whilst in more difficult conditions it has protected capital and delivered a satisfactory growth in net assets. The Company has been structured to achieve the objectives which, we believe, make sense for Investors in this changed fiscal environment and accordingly the Investment Manager will endeavour to deliver strong returns to Investors, without incurring undue risks.

The Investment Manager will manage the Company's assets proactively with an emphasis on realising gains in the medium term. It will seek to select Qualifying Investments with a strong emphasis on reducing downside risks as well as gaining upside. The aim will be to avoid higher risk investments, by selecting solid and well managed growth companies, whether unquoted or AIM/PLUS-traded, will be selected. The Investment Manager will seek to make extensive use of loans (including convertible loans) to investee companies and seek to take security over their assets, thereby taking advantage of the continuing tighter market in credit that has existed since the financial crisis of 2008, and has continued to date.

The Company may co-invest on a pro rata basis with other Puma VCTs allowing a greater investment size in each investee company and enhanced deal flow.

It is intended that the Ordinary Shares will be listed on the Official List of the UK Listing Authority and will be admitted to trading on the London Stock Exchange's main market for listed securities. It is envisaged that the Company should not have a fixed life but, after five years, the Directors will propose an ordinary resolution for Shareholders to vote on whether or not to commence the process of winding up. If such a vote is passed, the Company will cease to make new investments and the Directors will commence a process of an orderly liquidation of the Company's assets and the distribution of capital and income to the Shareholders. Any such distributions are expected to be free of tax to UK taxpayers.

The Directors have committed to invest £70,000 under the Offer on the same terms as Investors.

We very much look forward to welcoming you as a Shareholder.

Yours sincerely

Sir Aubrey Brocklebank Bt, Chairman

## RISK FACTORS

Prospective Investors should be aware that the value of Ordinary Shares can fluctuate and that they may not get back the full amount they invest. In addition, there is no certainty that the market price of Ordinary Shares will fully reflect the underlying net asset value, that Shareholders will be able to realise their shareholding or that any dividends will be paid. An investment in the Company should be viewed as a higher risk, longer-term investment. The Company and the Directors consider the following risks to be material for prospective investors, but the risks listed below do not necessarily comprise all those associated with an investment in the Company and are not set out in any order of priority. Additional risks and uncertainties currently unknown to the Company and the Directors (such as changes in legal, regulatory or tax requirements), or which the Company and the Directors currently believe are immaterial, may also have a materially adverse effect on the financial condition or prospects of the Company or on the market price of Ordinary Shares.

- The past performance of the Investment Manager is no indication of its future performance.
- An investment in a Venture Capital Trust is only suitable for those Investors who are capable of evaluating the risks and merits of such an investment. If Investors have any doubts, they should seek advice from their independent financial adviser.
- Investments made by the Fund may be in companies, including private companies, whose shares are not publicly traded or readily marketable and, therefore, may be difficult to realise. The fact that a share is traded on AIM or PLUS does not guarantee its liquidity. There may also be constraints imposed on the realisation of investments to maintain the VCT tax status of the Fund.
- The market price of the Ordinary Shares will not usually reflect their underlying net asset value. The value of an investment in the Company depends on the performance of its underlying assets and that value and the income derived from the investment may go down as well as up and an Investor may lose some or all of the investment.
- The Non-Qualifying Investments Portfolio may be invested in investment funds which may themselves invest in a diversified portfolio of derivative instruments, commodity contracts and other funds. The prices of commodities contracts and all derivative instruments, including futures and options, in which underlying investment funds held by the Company may invest may be highly volatile which could result in losses to the Company. However, it is intended that the Company will invest in a spread of hedge funds and will seek to diversify the risk in the portfolio by selecting funds which are expected to have returns which are not strongly correlated with each other. This strategy could pose higher risks than one where the Non-Qualifying Investments Portfolio is restricted to cash or cash equivalents.
- The relevant investment funds referred to in the previous paragraph may in effect borrow funds through entry into repurchase agreements and may “leverage” their investment return with options, commodity futures contracts, swaps, forwards and other derivative instruments. The use of borrowings by those funds can result in increased losses to the Company.
- The Company may construct for itself a diversified portfolio of such investment funds. These underlying investments in the portfolio may be highly volatile and therefore be exposed to losses if realisation is required when falls in value have been experienced. Some of these funds may not be regularly traded on an exchange which may impact upon the accuracy of the determination of the net asset value of these investments. These funds may also be illiquid and, therefore, difficult to realise. As a result the Company may be subject to substantial losses in relation to these investments.
- Corporate or UK Government bonds are loans to a company or Government (“counterparty”). Should the counterparty to a loan become bankrupt or be unable to pay back the loan, the Company may lose some or all of such an investment.
- Investments in private companies, usually with limited trading records, require specific deal structuring and detailed due diligence, the conclusions of which may subsequently be shown to be incorrect. Standards of corporate governance in private companies are generally lower than in quoted investments and often dependent on minority investor protections which the fund is able to negotiate in advance. While investments in private companies can offer opportunities for above average capital appreciation, these investments involve a higher degree of risk than would investments in a larger or longer-established businesses and can result in substantial losses.
- It is possible for Investors to lose their tax reliefs by themselves taking or not taking certain steps, and Investors are advised to take their own independent financial advice on the tax aspects of their investment.

- Levels, bases of, and relief from, taxation are subject to change. Such changes could be retrospective. Those shown in this document are based upon legislation, practice and interpretation current at the date of this document and are dependent upon the individual circumstances of Shareholders.
- If Puma VCT III and Puma VCT IV have not been placed into members' solvent liquidation before Listing or David Brock and Sir Aubrey Brocklebank have not ceased to be directors of Puma VCT III and Puma VCT IV and been replaced with directors considered to be independent as required by the Listing Rules, the Company would not be capable of Listing in which case the Offer could not proceed and subscriptions received would be returned to Investors. It is anticipated such liquidation will have been achieved by the autumn 2011.
- Although it is anticipated that the Ordinary Shares will be admitted to the Official List and to trading on the London Stock Exchange's market for listed securities, there is likely to be an illiquid market in the shares primarily because the initial tax relief is only available to those subscribing for newly issued shares and in such circumstances Investors will find it difficult to realise their investment.
- The Fund will invest in companies with gross assets of not more than £7 million prior to investment and with fewer than 50 employees at the point of investment. Such companies generally have a higher risk profile than larger "blue chip" companies.
- Whilst it is the intention of the Directors that the Fund will be managed so as to qualify as a VCT, there can be no guarantee that it will qualify or that such status will be maintained. A failure to meet the qualifying requirements could result in the Company losing the tax reliefs previously obtained, resulting in adverse tax consequences for Investors.
- Investors who sell their Shares within 5 years of allotment will have to repay some or all of their initial income tax relief depending on the sale proceeds and it is therefore probable that the market in the Shares will be illiquid for at least 5 years.
- The information in this document is based on existing legislation, including taxation legislation. Legislation governing qualifying investments 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.
- The Directors will seek to ensure that the Company maintains its VCT status but there can be no guarantee that the Company will find sufficient Qualifying Investments by the end of its third year or fulfil the other criteria to enable it to qualify as a VCT or to maintain full VCT status thereafter. If the Company loses its approval as a VCT before Investors have held their shares for five years, the 30 per cent. income tax relief obtained will have to be repaid by such Investors. Following a loss of VCT status, an Investor will be taxed on dividends paid by the Company, and in addition, a liability to capital gains tax may arise on any subsequent disposal of Shares.
- Where full approval as a VCT is not obtained and subsequently maintained, any dividends previously paid to holders of Shares will be liable to be assessed to income tax in the year in which they were paid. Interest may also be due. The Company will also lose its exemption from corporation tax on capital gains. If at any time VCT status is lost, dealings in the shares will normally be suspended until such time as the Company has published proposals to continue as a VCT or be wound up. Further information concerning the loss of VCT status is set out in Part IV of this document.
- The Company is seeking to raise up to £30 million by the Offer. To the extent that a relatively small level of funds is raised by the Company, there can be no guarantee that all the Company's investment objectives and management costs structures will be achieved or that suitable investment opportunities will be identified in order to create as diversified a portfolio as could be achieved where a higher level of funds has been raised. A smaller amount of funds raised will result in the fixed costs of running the Company to be proportionately higher and may make it more difficult to find smaller unquoted companies to invest in.
- The Company's hedge fund investments can carry a greater risk than the Non-Qualifying Investments traditionally made by VCTs.
- The performance of the Company's hedge fund investments is affected by the selection of funds and portfolio managers by Shore Capital and by investment decisions of such portfolio managers. There is no guarantee that the Company will meet its investment objectives.

- Underlying investment funds in which the Company may invest may utilise such investment techniques as option transactions, concentrated portfolios, margin transactions, short sales and futures and forward contracts and other leveraged or derivative transactions which practices can, in certain circumstances, significantly exacerbate any losses and so cause a diminution in the company's assets.
- To the extent that the Company invests in underlying investment funds and the custodian with whom such investment funds maintain accounts fails to segregate the fund's assets, the investment fund (and hence the Company) will be subject to a risk of loss in the event of the bankruptcy of the broker. In certain circumstances, where there is segregation, the investment fund concerned might be able to recover, even in respect of property specifically traceable to it, only a pro rata share of all property available for distribution to a bankrupt broker's customers resulting in losses being suffered by the Company.
- The Company's hedge fund portfolio and exposure is subject to market fluctuations. There can be no assurance that appreciation will occur or that losses will not be incurred. Asset allocation will vary during market cycles.
- To the extent that hedging techniques are used, there is no guarantee that these will have their intended effect.
- Corporate bonds and corporate bond funds are exposed to the risks of corporate default and of changes in bond yields, particularly for medium and longer-dated securities. Capital values may fall as a result of rises in comparative bond yields after an investment is made or as a result of the worsening of the perceived credit-worthiness of bond issuers.
- The Company intends to maintain a regular dividend payout of up to 5p per annum. In the early years of the Fund, when the Company is not fully invested in Qualifying Investments, this dividend may exceed the income received from its investment portfolio. Moreover, the income when fully invested may not meet the Investment Manager's current expectations. As a result, paying out such a dividend may erode the capital value of the Company. The ability to pay the intended dividends may also be constrained by, amongst other things, the available cash reserves of the Company.
- Higher income yielding investments do not always return the initial capital intact. Companies which offer higher yield usually carry higher risk than lower yielding companies and may offer higher yields only to compensate for these greater risks.

## PART I

### 1.1 The Offer

#### Introduction to the Offer

The Company is a new VCT which will be managed by Shore Capital's successful fund management team. Its structure and investment strategy have been based on the attractive model developed for the Puma VCTs which together raised close to £94m in aggregate in 2005, 2006, 2008, 2009 and 2010 and include some of the best performing VCTs of their peer group based on total return.

The objective will be to achieve high distributions to Shareholders. The Company will invest the net proceeds of the Offer in a diversified portfolio of smaller companies, principally unquoted companies but possibly also including stocks quoted on AIM or PLUS, selecting companies which Shore Capital believes will have a relatively lower risk profile than is typical for their size whilst having the opportunity for value appreciation.

There will be a particular emphasis on making income-yielding investments (both Qualifying Investments and Non-Qualifying Investments which will allow the payment of annual dividends). The Company expects to be in a position to make such annual payments from income received from its investments, failing which it will utilise its available distributable reserves to assist in paying a consistent level of dividends. This is to facilitate the Company's aim of paying out dividends of up to 5p per annum, a key feature of the Fund. Initially, whilst suitable Qualifying Companies are being identified, the Investment Manager will invest the net proceeds of the Offer in a range of investments intended to generate a positive return and an attractive running yield, including corporate bonds and corporate bond funds, hedge funds and funds of hedge funds, and other products which aim to achieve an absolute return. The Company will continue to hold a proportion of such products after building up the desired holdings of Qualifying Companies.

The Company has been structured as a VCT to take advantage of the substantial tax reliefs available for investing in VCTs including 30 per cent. income tax relief on the amount invested, which results in an investment costing 70p acquiring 100p of assets, less issue costs of 5.5p in the £1.00.

Shore Capital has a strong track record built up over the past 15 years of investing in smaller growing companies. In periods of strong performance of smaller companies, Shore Capital has generally delivered excellent returns, whilst in more difficult conditions it has protected capital and delivered a satisfactory growth in net assets.

The Investment Manager will manage the Company's assets proactively with an emphasis on realising gains in the medium term. Shore Capital will select Qualifying Investments with a strong emphasis on reducing downside risks as well as gaining upside. The aim will be to avoid higher risk investments, whilst solid and well managed growth companies, whether unquoted or AIM/PLUS-traded, will be selected.

The Board has significant commercial, banking, investing and VCT experience. Details of the directors are set out on page 17.

It is proposed to raise up to an aggregate of £30 million by means of the Offer. It is expected that the Ordinary Shares will be admitted to a premium listing on the Official List and will be admitted to trading on the London Stock Exchange's main market for listed securities.

The Offer is conditional on Puma VCT III and Puma VCT IV having been placed into members' solvent liquidation or David Brock and Sir Aubrey Brocklebank having ceased to be directors of Puma VCT III and Puma VCT IV (as appropriate) and having been replaced with directors considered to be independent as required by the Listing Rules. It is anticipated such liquidation will have been achieved by the autumn 2011.

#### The investment opportunity

For its Qualifying Investments, the Fund is expected to invest primarily in companies whose shares are not traded on any exchange, although it may also invest in companies whose shares are traded on AIM or PLUS. The objective will be to identify established companies which seek expansion capital or are subject to a buy-out or buy-in or where, on a selective basis, there is an opportunity to provide liquidity for other shareholders. It is expected that a substantial proportion of the Qualifying Investments will be in the form of mezzanine or fully secured loans, offered together with ordinary equity. The Fund may invest in unquoted companies that seek to generate renewable forms of energy and benefit from long-term government-backed price guarantees where the risk/return profile is consistent with the overall objective of the Fund.

The continuing tighter market in credit for companies since the financial crisis of 2008 has engendered and, the Directors believe is likely to continue to engender, a strong demand for this type of offering. The Investment Manager has substantial expertise in structuring and executing these types of financing for Qualifying Companies.

Until suitable Qualifying Investments are identified, the net proceeds of the Offer will be invested in a portfolio of corporate bonds and corporate bond funds, hedge funds and other investments, with a focus on providing absolute returns to Investors, or on cash deposit. The Company will continue to hold a proportion of its assets in such products after three years.

#### **The Investment Manager and its track record**

Shore Capital is a specialist in managing funds investing in smaller companies and alternative assets. The team at Shore Capital has many years of experience and currently manages approximately £1.3 billion in a combination of alternative assets and private client portfolios which as described below is of relevance to the management of the Company's proposed portfolio. (The Investment Manager has accepted responsibility for all data in this section.)

Shore Capital has a strong track record of 15 years of investing in smaller quoted and unquoted companies and delivering consistent returns, both in periods of strong performance of smaller companies generally and where market conditions have been more challenging. Puma I, a growth capital fund managed by Shore Capital, delivered net returns to investors after all costs of 76.5 per cent. per annum over the period from May 1996 to August 2000 (when the fund was liquidated and wound up) (Puma Development Capital Fund report and accounts for period ending 31 December 2000). Puma II, the second fund launched by Shore Capital in the growth capital area in October 1999, notwithstanding very challenging market conditions, achieved an overall growth in net assets per share (after all expenses but prior to founders' carried interest) of 64.7 per cent. to December 2006, outperforming the FTSE AIM Index by 78.7 per cent. over the same period. Puma II is almost entirely liquidated. Both these funds have invested in companies of a size and type in which the Company will invest.

The Investment Manager has been managing a portfolio of specialist funds (including hedge funds) since July 2001 and currently manages the Puma Absolute Return Fund ("PARF"), a fund of funds, launched in May 2003 and structured as an open ended investment company with its shares being listed on the Irish Stock Exchange. The Investment Manager believes that a portfolio of specialist funds provides an opportunity to diversify away from difficult equity markets and other traditional asset classes. The aim is to achieve consistent and competitive capital appreciation by investing in a diversified portfolio of specialist funds which use alternative asset management strategies. PARF has achieved an annualised return of 5.7 per cent. for the Sterling class as at 30 June 2011.

Shore Capital launched Puma Sphera, in December 2006. This is an equity long/short hedge fund drawing on the long established and proven expertise of Sphera Fund Management of Tel Aviv. It replicates a proven, fundamentally driven strategy managed by Sphera since 2001, focussed mainly on Israeli and Israeli-related companies listed on the Tel Aviv, NASDAQ and other international exchanges. Since the launch of Puma Sphera to 3 June 2011 it has generated a total return of 65.6 per cent. and an IRR of 11.6 per cent. This compares very favourably with the CS Tremont HF Index, which over the same time period showing a total return of 24.1 per cent. and an IRR of 4.8 per cent.

Shore Capital also jointly managed a property fund, the Puma Property (DD) Fund LLP, which was launched in 2002 and begun its liquidation process in April 2006. Including rents received during the life of the fund the limited partners made a gain of 130 per cent. on their total original investment, representing an internal rate of return of over 39 per cent. per annum.

Shore Capital established Puma Hotels plc (formerly Dawnay Shore Hotels plc) ("Puma Hotels") in July 2004, a specialist vehicle to acquire portfolios of UK hotels. The idea was to create a cash generative investment vehicle to acquire a portfolio of four star regional hotels. Puma Hotels plc now owns 20 major hotel properties, which have been let on a long term lease to Barceló, the leading Spanish hotel operator. This lease provides for a pre-set rental growth over the first four years which is inflation-indexed thereafter and can also increase if hotel EBITDA performs well. The hotel portfolio was valued at £458.3m as at 31 December 2010.

Together with a partner, in April 2007, Shore Capital established St Peter Port Capital Limited ("St Peter Port"). St Peter Port is a fund focussed on investing in pre-IPO companies around the world (primarily non-UK businesses) where the company is expected by the fund manager to achieve an IPO or trade sale within a reasonably short time. Since its launch, the fund has widened its investment mandate to include providing bridging finance ahead of trade sales and other opportunistic investing in development capital situations. St Peter Port recently issued its annual accounts which showed that the NAV as at 31 March 2011 had grown to 120.8p from an initial 97.5p at launch. St Peter Port held shares and warrants in HRT Participações em Petróleo S.A., a Brazilian oil and natural-gas exploration company which completed an IPO in Brazil on 25 October 2010, and subsequently sold virtually its entire resulting holding. The overall gain from the original investment of US\$5million (including the original share holding sold following the IPO) is £20.7 million and the multiple of net proceeds to original investment is 7.5x.

St Peter Port also stated that a number of its other holdings offer potential for significant realisations over the coming months, generally at a significant premium to carry value.

The Investment Manager has substantial expertise in structuring and executing these types of financing for Qualifying Companies and the Directors believe that the above extensive range of experience is a strength of the management arrangements for the investment portfolio of the Company.

#### **Puma VCTs – Examples of Investments to Date**

Shore Capital launched Puma VCT and Puma VCT II in early 2005, Puma VCT III and Puma VCT IV in 2006, Puma VCT V in 2008, Puma High Income VCT in 2009 and Puma VCT VII in 2010. As with the Company, the strategy of the Puma VCTs had an absolute return focus. Qualifying Investments to date include:

*Cadbury House Hotel & Country Club.* A major venue for weddings, conferences and banqueting in the Bristol area with a well-established fitness centre on 14 acres of freehold grounds.

*Bond Contracting Limited.* A contracting company which entered into a master contract to build a 141 room Holiday Inn hotel on the outskirts of Winchester.

*Patsystems plc.* An AIM-quoted company involved in the development, distribution and support of software enabling the electronic trading of financial products on global trading exchanges.

*Stocklight Limited.* Trading under the name Bernard J Shapero Rare Books, this private business is an internationally recognised dealer in antiquarian and rare books, based in the UK. It is also the parent of Bloomsbury Auctions Limited, an auctioneer of rare books, manuscripts and fine art.

*Vertu Motors plc.* An AIM-quoted company which operates motor dealerships.

*Clifford Contracting Limited.* A contracting business supplying services to residential developers which was acquired by Telford Homes plc (“Telford”), the AIM listed residential property developer in East London noted for regeneration projects within public sector partnerships, for a mixture of new Telford shares and loan notes, attracting a combined annual running yield of approximately 8 per cent.

*Albemarle Contracting Limited and Heddon Services Limited.* Two contracting businesses supplying services to the IT sector which were acquired by Traffic Broker Limited (now known as Forward Internet Group Limited) (“Forward”) a London based internet search engine specialist, for a mixture of new Forward shares and loan notes, attracting a combined annual running yield of approximately 6.5 per cent.

*SKPB Services LLP.* A contracting business which entered into a master contract to build a residential development comprising 45 houses in Mirfield, West Yorkshire.

#### **Winding-up of Puma VCTs**

In accordance with the plans set out in their original Prospectus, on 15 September 2010 the directors convened an extraordinary general meeting of Puma VCT and Puma VCT II at which a resolution was unanimously adopted by shareholders to place those funds into members’ solvent liquidation. To date, shareholders in Puma VCT and Puma VCT II have received cash distributions of a total of 95p per share. As at 30 June 2011, the estimated fully diluted residual net asset value per share of Puma VCT was 7.8p and Puma VCT II was 7.8p representing a return on the 60p initial cost of investment, including cash distributions, of 102.8p in the case of Puma VCT and of 102.8p in the case of Puma VCT II.

In accordance with the plans set out in their original Prospectus, it is expected that the directors of Puma VCT III and Puma VCT IV will convene extraordinary general meetings in the autumn of 2011 at which resolutions will be proposed to place those funds into members’ solvent liquidation. To date, shareholders in Puma VCT III and Puma VCT IV have received cash distributions of a total of 48.5p per share.

The Company also has a limited life, as set out in more detail in paragraph 1.17 below, and intends to follow a similar procedure at the end of its life.

#### **Net asset values of existing Puma VCTs**

As at 30 June 2011 the estimated fully diluted net asset value per share, including cash distributions, of Puma VCT III was 97.7p, Puma VCT IV was 96.2p, Puma VCT V was 105.1p and Puma High Income VCT was 96.5p (source: Shore Capital). The small difference between Puma VCT III and Puma VCT IV reflects the timing of their hedge fund investments as Puma VCT IV was funded later.

Shore Capital, therefore, has substantial fund management experience of investing in smaller companies and alternative assets.

### Substantial tax reliefs for Investors

VCTs offer significant tax advantages over most investment products. Income tax relief available on an investment is 30 per cent., up to a maximum of £200,000 invested per tax year, subject to holding the shares for a minimum of 5 years. There is also no tax to be paid on dividend payments nor on any capital gains on sale of the shares.

In summary, the main tax reliefs for Investors are:

- income tax relief of 30 per cent. on the amount invested up to £200,000 per tax year (£400,000 per married couple, provided that each spouse invests up to their £200,000 limit);
- dividends received by an Investor from the VCT are tax free; and
- capital gains on the disposal of the VCT shares are tax free.

**The effective cost of a £1 Share (£0.945 pence net of costs) in the Company is therefore only 70p.**

Maximum effect of initial tax relief (assuming maximum £200,000 is invested)	
	VCT tax relief
Initial investment	£200,000
30 per cent. income tax relief	(£60,000)
Effective current cost of the investment	£140,000

Investors are encouraged to seek their own independent tax advice. Further general information on the tax reliefs available for investing in a VCT is given in the “Tax Considerations for Shareholders” section in Part III of this document.

## 1.2 Investment objective

The investment objective will be to achieve high distributions to Shareholders from capital gains and income generated by the Company’s assets. There will be a particular emphasis on making income-yielding investments. This is to facilitate the Company’s aim of paying out dividends of up to 5p per annum.

## 1.3 Investment policy

The Company will seek to invest in a diversified portfolio of smaller companies, principally unquoted companies but possibly also including stocks quoted on AIM or PLUS, selecting companies which Shore Capital believes will have a relatively lower risk profile than is typical for their size whilst having the opportunity for value appreciation. There will be an initial period, permitted by law, during which whilst suitable VCT Qualifying Companies investments will be sought out. During this period, whilst suitable Qualifying Companies are being identified, the Investment Manager will invest in a range of investments intended to generate a positive return and attractive running yield, including corporate bonds and corporate bond funds, funds of hedge funds and other products which aim to achieve an absolute return. The Company will continue to hold a proportion of such products after building up the desired holdings of Qualifying Companies.

The Investment Manager will select Qualifying Investments with a strong emphasis on reducing downside risks as well as realising gains in the medium term. High risk investments will be avoided, whilst solid and well managed growth companies, whether unquoted or AIM/PLUS-traded, will be selected.

Prior to an investment being made, it is expected that each potential investee company will be subject to a due diligence process, with the key selection criteria being: an experienced and proven management team; a credible, sound business plan; and strong financial controls. The Company will select Qualifying Investments with a strong emphasis on reducing downside risks but with upside potential, avoiding high risk, high reward investments and focussing on solid well-managed growth companies.

The Company has no present intention of utilising gearing itself as a strategy for improving or enhancing returns although the portfolios of some of the hedge funds in which the Company may invest may utilise gearing. To the extent that borrowing is required the borrowings of both the Company and any subsidiaries shall not, without the previous sanction of the Company in general meeting, exceed 25 per cent. of the aggregate total amount received from time to time on the subscription of shares of the Company.

In order to diversify risk that is derived from any particular investment no single investment by the Company will represent more than 15 per cent. of the aggregate net asset value of the Company.

The Company will not make any material change to its investment policy to any material extent without the prior approval of Shareholders.

### **The Qualifying Investments Portfolio**

For its Qualifying Investments, the Company is expected to invest primarily in companies whose shares are not traded on any exchange, although it may also invest in companies whose shares are traded on AIM or PLUS, and will invest up to a maximum of £1,000,000 per income tax year in any single Qualifying Investment. The Investment Manager will seek to construct a portfolio diversified by sector. The objective will be to identify established companies which seek expansion capital or are subject to a buy-out or buy-in or, on a selective basis, there is an opportunity to provide liquidity for other shareholders. It is expected that a substantial proportion of the Qualifying Investments will be in the form of mezzanine or fully secured loans, offered together with ordinary equity. The Fund may invest in unquoted companies that seek to generate renewable forms of energy and benefit from long-term government-backed price guarantees where the risk/return profile is consistent with the overall objective of the Fund.

The continuing tighter market in credit since the financial crisis of 2008 has engendered and, it is believed, is likely to continue to engender a strong demand for this type of offering.

### **The Non-Qualifying Investments Portfolio**

Until suitable Qualifying Investments are identified, the net proceeds of the Offer will be invested in a portfolio of corporate bonds and corporate bond funds, hedge funds and other investments, with a focus on providing absolute returns to Investors, or on cash deposit. The Company will continue to hold a proportion of its assets in such products after three years.

Under current VCT legislation, the Company must have at least 70 per cent. by value of its investments in Qualifying Companies within 3 years, and the Company intends to invest at least 75 per cent. by value of its investments (as permitted in this legislation) in Qualifying Companies by that date. However, this programme of investment in Qualifying Companies will take time to complete; thus in the first three years a considerable proportion of the Company's funds (initially all of its funds) will need to be invested in Non-Qualifying Investments. After the end of the three years of initial investment in Qualifying Investments, the Company will continue to hold no more than 30 per cent. of its funds in Non-Qualifying Investments.

The portfolio of Non-Qualifying Investments will be managed with the intention of generating a positive return. Subject to the Investment Manager's view from time to time of desirable asset allocation it will comprise quoted and unquoted investments (direct or indirect) in cash or cash equivalents, mezzanine loans, bonds, equities, vehicles investing in property, bond funds, funds of funds and a portfolio of hedge funds.

The Company may invest directly in hedge funds and may also invest indirectly through a holding in the Puma Absolute Return Fund or in independently managed funds of funds. The intention will be to achieve, overall, a diversified portfolio of hedge fund interests. The Investment Manager will only select "absolute return" investments with limited liability and the Company will not have any principal involvement in hedge fund activities or act as a hedge fund.

## **1.4 Deal flow**

Shore Capital has many years experience of investing in smaller companies to produce above average returns for investors. This has enabled it to establish a good network of contacts, including other fund managers, stockbrokers and professional advisers, which should ensure a good deal flow. In addition, members of the investment management team have regular meetings with smaller companies, a number of which may be suitable for investment by the Fund, which should increase the opportunities to participate in secondary fund raisings.

Although, the AIM market has seen a significant reduction in levels of activity over the last two years, it still remains a source of new capital for growth companies capable of significant value appreciation. The less onerous admission requirements, lower costs and ability to attract VCT monies continue to make AIM a potential market for growing smaller companies. As a result the Fund does not rule out potential investment opportunities of eligible new issues by companies quoted on AIM.

## **1.5 Co-Investment Policy**

The Company expects to co-invest with the other Puma VCTs managed by the Investment Manager and the Directors believe that the Company should benefit from the enhanced deal flow and greater ability to co-invest in larger deals. The existing Puma VCTs (not including Puma VCT and Puma VCT II which are in members'

solvent liquidation) are either one, two, three or five years older than the Fund and are likely to be wound up during the life of the Fund, which may create further opportunities for the Fund to supply new capital to replace funding made by the Puma VCTs. Where the Investment Manager identifies suitable opportunities for investment by the Company or the Puma VCTs, it will in general offer such opportunities pro rata to the initial size of the net funds raised by the Company and the Puma VCTs, other than where the investment is a follow-on to a pre-existing investment. However, the Investment Manager, in consultation with the Board (the majority of which are independent of the Investment Manager), will have the discretion to allocate the opportunity differently to reflect considerations such as the remaining life of a company, the requirement to achieve or maintain a minimum of 70 per cent. by value of a VCT's portfolio in Qualifying Investments or the availability of funds.

Shore Capital also manages other funds which can invest in the same types of companies as the Company or the Puma VCTs. Where the Company and/or the Puma VCTs are co-investing in deals with other Shore Capital managed funds then the Investment Manager will take into account such factors as the risk profile and investment strategy of the participating funds when deciding how much a Company will invest.

If situations arise where the Company proposes to invest in the same companies as other funds managed by Shore Capital, but at a different time or on different terms, any such proposed investment will require approval from the Board, the majority of which are independent of the Investment Manager.

The Board will be responsible for determining the Company's investment policy and will have overall responsibility for the Company's activities.

### **1.6 Post-Investment Management**

The Investment Manager will monitor each investment closely and will expect to meet with the management of investee companies on a regular basis.

As the values of underlying investments increase, Shore Capital will monitor opportunities for the Fund to realise gains, and make tax free distributions to Shareholders.

Where possible, underperforming investments will be disposed of if the Investment Manager believes that there is unlikely to be any capital appreciation in the short to medium term.

### **1.7 Valuation Policy**

Investments in AIM and PLUS-traded shares will be valued at prevailing bid prices in the market, unless it is thought necessary to make any adjustment for illiquidity.

Investments in hedge funds and funds of hedge funds will be valued on the basis of net asset value per share as reported by the administrator of each fund held. These funds typically permit investors to redeem their shares at net asset value per share using the next valuation published after the redemption notice period (typically 30 days).

All other investments will be valued by the Directors on the recommendation of the Investment Manager in accordance with International Private Equity and Venture Capital Valuation ("IPEVC") guidelines. IPEVC guidelines have replaced BVCA guidelines for investment companies investing in unquoted investments and reporting under IFRS.

The underlying principle of IFRS is that investments should be reported at fair value. Fair value is the amount for which an asset could be exchanged between knowledgeable, willing parties in an arm's length transaction.

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

Shore Capital Fund Administration Services Limited will be responsible for determination and calculation of the net asset value of the Company in accordance with the policies set out above

In addition to the Company's interim statements and annual reports, there will be quarterly announcements of these values to Shareholders.

## 1.8 The investment management team and Board

### The investment management team

Shore Capital will manage both the portfolio of Qualifying Investments and Non-Qualifying Investments.

A summary CV for each of the principal members of the Investment Manager is shown below.

#### ***Graham Shore (Chairman of the Shore Capital VCT Investment Committee)***

Graham was previously a partner in Touche Ross (now Deloitte & Touche) and was responsible for the London practice advising the telecommunications and new media industries. At Touche Ross he undertook strategic and economic assignments for a wide range of clients including appraisals of venture capital opportunities. In 1990 he joined the Shore Capital Group as managing director, and has been involved in managing the Puma VCTs and other venture capital funds managed by Shore Capital, including evaluating new deals for the funds and representing the funds with investee companies. Graham has been involved with AIM since its inception as both a corporate financier and investor and with private equity for more than 20 years. He is a director of the other Puma VCTs and St Peter Port Capital Limited.

#### ***Alexandre Abadie***

Alex is CEO of the Investment Manager and has more than 20 years financial experience in New York, Paris, London and Zurich. Prior to joining Shore Capital, he was Managing Director, Global Head of Products, Investment Solutions and Marketing, in the Asset Management Division of Credit Suisse, where he was responsible globally for structuring all new investment products and providing customised solutions to insurance and pensions clients. He was also a Board Member of Credit Suisse Asset Management Ltd and a Management Committee member of the Asset Management Division. Prior to Credit Suisse, Alex was Managing Director, Head of Financial Institutions Global Capital Markets, at Morgan Stanley in London. Alex has a Master of Science (MS) from Stanford University, a Master in Business Administration (MBA) from The University of Chicago and a Senior Management Programme (SMG) certificate from the Kennedy School at Harvard University.

#### ***Eliot Kaye***

Eliot joined Shore Capital in 2006 following seven years at leading city law firm Berwin Leighton Paisner LLP, as a trainee solicitor and then as an associate in the corporate finance group. He advised on a substantial number of M&A and private equity deals, and was short-listed as a nominee for the Associate of the Year Award at the Legal Week Awards 2004. Eliot has been involved in managing the Puma VCTs, The Puma (II) Fund and St Peter Port Capital Limited, including the structuring and execution of new deals for the funds and representing the funds with investee companies.

#### ***Shay Ramalingam***

Shay joined Shore Capital in 2010 and has 14 years experience in Private Equity and Corporate Finance. He was previously Principal at Nomura Private Equity and was responsible for developing Nomura's investments in Healthcare and Business Services. He served on the board of investee companies including Nations Healthcare, Lifeways Community Care, ADP Dental and Huntress Group. Shay holds a first class degree in economics from Cambridge University, qualified as a Chartered Accountant in London with Arthur Andersen and also worked for Deloitte Corporate Finance. He is responsible for identifying and executing investments on behalf of the Puma VCTs.

#### ***David Kaye***

David graduated from Oxford with a degree in law and was called to the Bar in 2000. He practised as a barrister at a leading London set of chambers for five years, specialising in advising on a range of complex commercial legal issues with a particular focus on financial investments and real estate. He joined Shore Capital in January 2006. David, who as General Counsel for Shore Capital is also responsible for the Group's legal affairs, is primarily involved in the Group's asset management and principal finance divisions.

#### ***Rupert West***

Rupert read Philosophy and Economics at the University of Bristol whilst sponsored by Arthur Andersen, before completing an MSc in Globalisation & International Policy Analysis. Before joining Shore Capital in 2008, Rupert was a Manager in the Barclays Capital Real Estate Group, working on the Eclipse CMBS securitisation conduit,

focusing on Western European commercial property. Prior to Barclays Capital, Rupert worked for Standard Bank within Primary Markets as a specialist in financial modelling. Based mainly in London, he spent six months on secondment in Johannesburg and time in the Middle East including Pakistan and Saudi Arabia, where he was the lead Associate on the first international Sukuk issuance for a Saudi corporate. At Shore Capital, Rupert works on real-estate related deals across a broad range of asset classes, with a focus on analytics and structuring.

**Daniel Jacobs**

Daniel Jacobs went to University of York to study Economics and Finance, after which he joined UBS Global Asset Management as a structured finance analyst. Daniel went on to work as an analyst at a hedge fund consultancy for a short period before joining Shore Capital in September 2009 and is currently a level III CFA candidate.

**Johnnie Collins**

Johnnie joined Shore Capital in January 2010 and was previously a business analyst for private equity consultancy firm, Opera Solutions after gaining experience at a variety of financial institutions. His role at Shore Capital includes the initial assessment of deal flow for potential VCT investments, due diligence responsibilities for all undertaken investments whilst aiding as a research analyst for non-qualifying investment opportunities. He currently holds Unit 1 of the CFA Investment Management Certificate.

**The Board**

The Board comprises three Directors, all of whom are non-executive. Sir Aubrey Brocklebank and David Brock are independent of the Investment Manager and the third director, Graham Shore, is a director of the Investment Manager. Although the management of the Company's portfolio has been delegated to the Investment Manager, the Directors retain overall responsibility for the Company's affairs.

**Sir Aubrey Brocklebank Bt, ACA (Non-Executive Chairman, age 59)**

After Qualifying as a Chartered Accountant Sir Aubrey worked for Guinness Mahon from 1981 to 1986, initially in its corporate finance department before assisting in the establishment of a specialist development capital department. From 1986 to 1990 he was a director of Venture Founders Limited, managing a £12 million venture capital fund, which had been raised to invest in early stage ventures. He managed the Avon Enterprise Fund (a venture capital fund of circa £4.5 million investing in approximately 20 companies) from 1990 until all investments had been realised in 1997. He is chairman of two other VCTs, the Hargreave Hale Aim VCT 1 plc and Downing Planned Exit 2011 VCT plc. He has been a director of seven other VCT's of which he was chairman of five, including Puma's I-IV. He is and has been a director of a number of companies, several of which have been quoted on AIM.

**David Michael Brock (age 61)**

David was, until July 1997, a main board director of MFI Furniture Group plc and managing director of MFI International Limited having been involved at a senior level in both MFI's management buy-out and its subsequent flotation. He started his career at Marks and Spencer Group PLC. He is currently chairman of Episys Limited and Elderstreet VCT plc; a non executive director of Hargreave Hale Aim VCT 1 plc and acts as an advisor to Crystal Amber Fund plc. He has had interests in venture capital both as a private investor and as an adviser to various funds.

**Graham Shore (age 55)**

See biography above.

The Directors have committed to invest an aggregate of £70,000 under the Offer on the same terms as Investors.

David Brock is currently a director of Puma VCT III and Sir Aubrey Brocklebank is currently a director of Puma VCT IV. In accordance with the plans set out in their original Prospectus, it is expected that the directors of Puma VCT III and Puma VCT IV will convene extraordinary general meetings in September 2011 at which resolutions will be proposed to place those funds into members' solvent liquidation. It is anticipated that this process will be complete in good time before the Ordinary Shares are admitted to listing on the Official List. The Offer is, however, conditional on this having occurred (or David Brock and Sir Aubrey Brocklebank having ceased to be directors of Puma VCT III and Puma VCT IV (as appropriate) and having replaced with directors considered to be independent) so as to ensure the independence of the Company's board as required by the Listing Rules.

## 1.9 The management arrangements

### Investment Manager

Shore Capital has been appointed as the investment manager of the Company on a discretionary basis for an initial period of five years, which can be terminated by not less than twelve months' notice, given at any time by either party, on or after the fifth anniversary. Under the terms of this agreement Shore Capital will be paid an annual fee of 2.0 per cent. of the Net Asset Value of the Company payable quarterly in arrears.

### Performance Incentive

Shore Capital and members of the investment management team will be entitled to a performance related incentive of 20 per cent. of the aggregate excess on any amounts realised by the Company in excess of £1 per Ordinary Share, and Shareholders will be entitled to the balance. This incentive will only be payable once Shareholders have received distributions of £1 (whether capital or income). The performance incentive structure provides a strong incentive for the Investment Manager to make distributions as high and as soon as possible.

This will be effected through the issue of Loan Notes to a nominee on behalf of the Investment Manager's group and employees of and persons related to the investment management team. In the event that distributions attributable to the Ordinary Shares of £1 per share have been made the Loan Notes will convert into sufficient Ordinary Shares to represent 20 per cent. of the enlarged number of Ordinary Shares.

## 1.10 Capital Structure

In line with the practice of the other Puma VCTs, the Directors intend to reorganise the Company's share capital after Admission to facilitate the payment of dividends and repurchase of Ordinary Shares.

## 1.11 Dividend policy

Generally, a VCT must distribute by way of dividend such amount as to ensure that it retains not more than 15 per cent. of its income from shares and securities. The Directors aim to maximise tax free distributions to Shareholders by way of dividends paid out of income received from investments and capital gains received following successful realisations.

There will be a particular emphasis on making income-yielding investments. This is to facilitate the Company's aim of paying out dividends of up to 5p per annum. The Company expects to be in a position to make such annual payments from income received from its investments, failing which it will utilise its available distributable reserve to assist in paying a consistent level of dividends. Upon liquidation of the Company, the balance of the funds will be distributed to Shareholders. All such distributions are expected to be free of tax to UK taxpayers.

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 Company's registered office.

## 1.12 Purchase of Ordinary Shares

Although it is anticipated that the Ordinary Shares will be admitted to the Official List and to trading on the London Stock Exchange's market for listed securities, there is likely to be an illiquid market and in such circumstances Shareholders may find it difficult to sell their Ordinary Shares in the market. In order to try to improve the liquidity in the Ordinary Shares, the Board will consider whether to establish a buy back policy whereby the Company will purchase Ordinary Shares for cancellation. Consequently, the Company may consider buying back Ordinary Shares. It is expected that the NAV will be announced on a quarterly basis. Shareholders are reminded that if they hold their Ordinary Shares for less than five years they are likely to lose their income tax relief.

## 1.13 Reporting to Shareholders

The Directors believe that communication with Shareholders is important. In addition to quarterly announcements of the NAV being released to the London Stock Exchange, Shareholders will receive a copy of the Company's annual report and accounts (expected to be published each April) and a copy of the Company's interim results (expected to be published each August).

The Company's first report and accounts are expected to be published in August 2012 and will be in respect of the period from incorporation to 30 June 2012.

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

### 1.14 Corporate Governance

The section headed “Comply or Explain” in the UK Corporate Governance Code (“the Code”) published by the Financial Reporting Council in June 2010 acknowledges that smaller listed companies and judge that some of the provisions are disproportionate or less relevant and that externally managed investment companies typically have a board structure which may affect the relevance of certain of its provisions. Accordingly, all the provisions of the Code are complied with save that (i) new directors do not receive a full, formal and tailored induction on joining the Board (such matters are addressed on an individual basis as they arise), (ii) the Company does not have executive directors or a senior independent director, (iii) the Company does not conduct a formal review as to whether there is a need for an internal audit function as the Directors do not consider that an internal audit would be an appropriate control for a venture capital trust and (iv) as all the Directors are non-executive, it is not considered appropriate to appoint a nomination or remuneration committee.

### 1.15 Status of the Company and the Investment Manager

The Company is unregulated although VCTs need to meet a number of conditions set out in tax legislation in order for tax reliefs to apply.

The Investment Manager is authorised and regulated to conduct investment business by the Financial Services Authority.

### 1.16 Taxation and HM Revenue & Customs approval

The Directors intend to manage the Company’s affairs in order that it complies with the legislation applicable to VCTs. In this regard PricewaterhouseCoopers LLP (“PwC”) has been appointed to advise on tax matters generally and, in particular, on VCT status. HM Revenue & Customs has granted the Company provisional approval as a VCT, effective from the date of Admission. Full approval will be sought as soon as possible, but will only be granted by HM Revenue & Customs once 70 per cent. by value of the Company’s investments are represented by Qualifying Investments and the Company has complied with the other requirements relating to VCT qualification. PwC will assist Shore Capital (but report directly to the Board) in seeking confirmation of the status of each investment as a Qualifying Investment and will monitor progress towards achieving full VCT approval. Once full approval has been given, the Company must continue to satisfy the requirements of HM Revenue & Customs in relation to VCTs, or it is likely to lose full approval.

### 1.17 Life of the Fund

It is intended that the Company should not have a fixed life but not later than three months after the fifth anniversary of the Closing Date the Directors will propose an ordinary resolution whereby holders of Ordinary Shares can elect to commence the process of winding up, in accordance with applicable VCT legislation. If such vote is passed, the Company will cease to make new investments and the Directors will commence a process of an orderly liquidation of the Company’s assets and the distribution of capital and income to the Shareholders. Any such distributions are expected to be free of tax to UK taxpayers.

### 1.18 Costs of the Offer and annual fees and expenses

#### Costs of the Offer

The issue costs of the Offer (including irrecoverable VAT) will be 5.5 per cent. of the gross proceeds raised paid as a commission to the Promoter. Out of this the Promoter will pay all other costs and expenses of or incidental to the Offer and Admission including the initial commissions to authorised financial intermediaries referred to below. The Promoter reserves the right to offer applicants, by such date as it may determine, additional Shares and to fund the subscription for such additional Shares by waiving all or part of its commission in respect of such applications.

#### Annual fees and expenses

Shore Capital will be paid an annual investment management fee of 2 per cent. (plus VAT if applicable) of the Net Asset Value. The fee will be payable quarterly in arrears.

Shore Capital Fund Administration Services Limited will provide administrative services to the Company for an aggregate annual fee of 0.35 per cent. of the Net Asset Value (plus VAT if applicable), payable quarterly in arrears.

The Directors estimate that, in the period from incorporation until 31 December 2012, fees payable to them will not exceed £56,000 in respect of arrangements currently in force.

Authorised financial intermediaries who, acting on behalf of their clients, return valid Application Forms bearing their stamp and FSA number will usually be entitled to receive an initial commission of either 3 per cent. or 2.5 per cent. (depending on whether they wish to receive trail commission) of the amount invested by their clients. Additionally, provided that the intermediary continues to act for the client and the client continues to be the beneficial owner of the New Shares, intermediaries who elect to take an initial commission of 2.5 per cent. will usually be paid an annual trail commission by the Company of 0.35 per cent. of the Net Asset Value for each such Share for a period of 5 years from the Closing Date.

The Company will also be responsible for its normal third party costs including listing fees, audit and taxation services, legal fees, registrars' fees, directors' fees and other incidental costs. Excluding the Investment Manager's annual fee, it is expected that the running costs of the Company per year will be about 1 per cent. of the Net Asset Value. The Directors anticipate that the annual costs will be around 3 per cent. of the Net Asset Value per annum (as has been the case for the current Puma VCTs). In any event the Investment Manager has agreed to reduce its fee (if necessary to nothing) to contain total annual costs to within 3.5 per cent. of Net Asset Value.

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

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

It is proposed to raise an aggregate of up to £30 million by means of the Offer, payable in full, by cheque or banker's draft, on subscription. The Offer will open on 29 July 2011 until the earlier of 3.00 p.m. on 5 April 2012 and the date on which the maximum subscription is reached. The Promoter may extend the closing date of the Offer at its discretion. The Offer is not underwritten. The maximum net proceeds of the Offer, assuming full subscription, will be approximately £28,350,000. The minimum subscription level under the Offer is £3.175 million. If subscriptions for less than this amount are received the Offer will lapse and subscription monies will be returned to investors as soon as reasonably practicable.

Irrevocable commitments to invest £70,000 under the Offer, on the same terms as other Investors, have been received from the Directors.

The profile of a typical Investor is an individual with substantial income, capital available to commit for 3 to 5 years and who is attracted by the income tax relief available for a VCT investment.

Applications will be accepted on a first come, first served basis (provided cheques are not post dated), subject always to the discretion of the Directors. Investors are encouraged to submit their Application Forms early in order to be confident that their subscriptions will be successful. Multiple applications are permitted.

The minimum application level under the Offer is £5,000.

The full terms and conditions of application are set out in Part VI of this document and an Application Form, together with details of the application procedure, is set out at the end of this document.

### **1.20 Allotment, dealings and settlement**

Application has been made to the UK Listing Authority for the Ordinary Shares issued 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 intended that an initial allotment of Ordinary Shares will be made as soon as the minimum subscription level of £3.175 million is reached. Successful applicants will be notified by post.

Dealings are expected to commence on 31 May 2012.

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

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

## PART II

### Definitions

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

“Act”	Companies Act 2006 (as amended)
“Administrator”	Shore Capital Fund Administration Services Limited
“Admission”	admission of the Ordinary Shares to the Official List and to trading on the London Stock Exchange’s market for listed securities
“AIM”	the AIM market of the London Stock Exchange
“Application Form”	the application form for use in respect of the Offer set out at the end of this document
“BVCA”	British Venture Capital Association
“Closing Date”	the Initial Closing Date or if later such date as the Promoter has at its discretion selected as the Closing Date
“Directors”, “Board of Directors” or “Board”	the directors of the Company whose names appear on page 17 of this document
“Howard Kennedy” or “Sponsor”	Howard Kennedy Corporate Services LLP, which is authorised and regulated by the Financial Services Authority
“Initial Closing Date”	5 April 2012
“Investment Manager” or “Shore Capital”	Shore Capital Limited, authorised and regulated by the Financial Services Authority, the manager of the Qualifying Investments Portfolio and the Non-Qualifying Investments Portfolio
“Investor(s)”	an individual(s) aged 18 or over who subscribes for Shares under the Offer
“IPO”	initial public offering
“ITA”	Income Tax Act 2007 (as amended)
“Loan Notes”	£1,000 nominal 5 per cent. convertible loan notes issued by the Company
“London Stock Exchange”	London Stock Exchange plc
“Net Asset Value” or “NAV”	the aggregate of the gross assets of the Company less its gross liabilities
“Non-Qualifying Investments Portfolio” or “Non-Qualifying Investments”	that part of the net proceeds of the Offer that will be invested in short term deposits, and a portfolio of hedge funds, structured products and other investments with a focus on absolute return
“Offer”	the Offer for subscription of up to 30,000,000 Shares described in this document
“Offer Agreement”	the agreement dated 26 July 2011 between the Company, the Directors, the Promoter, the Investment Manager and the Sponsor relating to the Offer, a summary of which is set out in Part V of the Prospectus
“Offer Price”	100p per Share
“Official List”	the Official List of the UK Listing Authority
“Ordinary Shares” or “Shares”	ordinary shares of 1p each in the capital of the Company
“Performance Incentive”	an incentive derived from holdings of Loan Notes whereby, in the event that distributions (whether capital or income), attributable to the Ordinary Shares of £1 per Share have been made, the Loan Notes will convert into sufficient Ordinary Shares to represent 20 per cent. of the enlarged number of issued Ordinary Shares
“PLUS”	the trading facility operated by Plus Markets plc to facilitate trading in securities neither quoted nor dealt in on the London Stock Exchange

“Promoter”	Shore Capital Stockbrokers Limited
“Prospectus”	the prospectus dated 26 July relating to the Offer
“Puma High Income VCT”	Puma High Income VCT plc
“Puma VCT”	Puma VCT plc
“Puma VCT II”	Puma VCT II plc
“Puma VCT III”	Puma VCT III plc
“Puma VCT IV”	Puma VCT IV plc
“Puma VCT V”	Puma VCT V plc
“Puma VCT VII”	Puma VCT VII plc
“Puma VCTs”	Puma VCT, Puma VCT II, Puma VCT III, Puma VCT IV, Puma VCT V, Puma High Income VCT and Puma VCT VII
“Qualifying Company”	a company satisfying the conditions in Chapter 4 of Part 6 ITA as described in Part IV of this document
“Qualifying Holding”	shares in, or securities of, a Qualifying Company, which satisfy the conditions in Chapter 4 of Part 6 ITA as described in Part IV of this document
“Qualifying Investment”	an investment in an unquoted company or stocks which are AIM/PLUS-traded which satisfies the requirements of Chapter 4 of Part 6 ITA, as described in Part IV of this document
“Qualifying Investments Portfolio”	that part of the net proceeds of the Offer that will be invested in Qualifying Investments in VCTs in any one income tax year
“Qualifying Limit”	a total amount of £200,000 per individual investor
“Qualifying Purchaser”	an individual who purchases Shares from an existing Shareholder and is aged 18 or over and satisfies the conditions of eligibility for tax relief available to investors in a VCT
“Qualifying Subscriber”	an individual who subscribes for Shares under the Offer and is aged 18 or over and satisfies the conditions of eligibility for tax relief available to investors in a VCT
“Qualifying Subsidiary”	a subsidiary company which falls within the definition of Qualifying Subsidiary contained in Section 298 ITA, as described in Part III of this document
“Qualifying Trade”	a trade complying with the requirements of Section 300 ITA
“Redeemable Preference Shares”	redeemable preference shares of £1 each in the capital of the Company
“Shareholders”	holders of Ordinary Shares
“Shore Capital Group”	Shore Capital Group Limited and/or its subsidiary companies including Shore Capital Stockbrokers Limited and the Investment Manager
“the Company”, “Puma VCT 8” or “the Fund”	Puma VCT 8 plc
“UK Listing Authority”	the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000
“Venture Capital Trust” or “VCT”	a company approved as a venture capital trust under Section 274 ITA by the Board of HM Revenue & Customs

## PART III

### 1. Tax Position of the Fund

#### 1.1 Qualifying as a VCT

In order to qualify as a VCT, a company must satisfy the following conditions in each accounting period:

- 1.1.1 it must be approved as a VCT by HM Revenue & Customs;
- 1.1.2 it must not be a close company;
- 1.1.3 throughout the period, each class of its ordinary share capital has been quoted on any regulated market in the EU or European Economic Area;
- 1.1.4 it must derive its income in the period wholly or mainly from shares or securities;
- 1.1.5 it must have at least 70 per cent. by value of its investments throughout the period in newly issued shares or securities (where the securities are not redeemable within 5 years of issue) comprised in Qualifying Holdings, of which at least 70 per cent. by value must be ordinary shares which carry no preferential rights to assets on a winding up nor any rights to be redeemed, although they may have certain preferential rights to dividends;
- 1.1.6 it must have at least 10 per cent. by value of its investments in any Qualifying Company in ordinary shares which carry no preferential rights
- 1.1.7 it must have not more than 15 per cent. by value of its investments throughout the period in a single company or group (other than a VCT, or other similar company); and
- 1.1.8 it must generally not retain more than 15 per cent. of the income which it derives from shares and securities in the period; and

In order, however, to facilitate the launch of VCTs, there is a relaxation of some of these tests during the Company's first and, in the case of test 1.1.5, up to the third accounting period (see below under the heading, "Approval as a VCT").

#### 1.2 Qualifying Holdings

A Qualifying Holding consists of shares in, or securities of, a Qualifying Company (see below under heading "Qualifying Companies" for further details). A Qualifying Company must:

- 1.2.1 be unquoted (which will, in the case of a company which was unquoted at the time of the VCT's investment, be deemed to be the case for a further five years after the company ceases to be unquoted). Companies whose shares are traded on AIM or PLUS are treated as unquoted.
- 1.2.2 have gross assets of £7 million or less immediately pre-investment and £8 million or less immediately post investment (in the case of companies which have Qualifying Subsidiaries (see below), the test is applied on a group basis). There are proposals to increase (inter alia) the gross assets limit with effect from 6 April 2012;
- 1.2.3 must have a permanent establishment in the UK;
- 1.2.4 not be able to control (whether on its own or together with a connected person) any company which is not a Qualifying Subsidiary;
- 1.2.5 not be controlled by another company (on its own or together with a connected person);
- 1.2.6 have fewer than 50 employees immediately pre-investment; and
- 1.2.7 not have any property managing subsidiaries which do not fall into the definition of relevant Qualifying Subsidiaries (see below).

Qualifying Investments are limited to investments of £1 million per tax year, or a six month period which straddles two tax years, per investee company. In addition, a Qualifying Company can receive no more than £2 million in any twelve month period from Venture Capital Trusts which raised funds after 5 April 2007 or the Enterprise Investment Scheme. In certain circumstances, a holding can be split into part-Qualifying Holdings and part-non-Qualifying Holdings.

### 1.3 Qualifying Companies

A Qualifying Company is a company which exists to carry on one or more Qualifying Trades (see below) or is the parent of a trading group, where each of its subsidiaries is a Qualifying Subsidiary and the group as a whole is not engaged in non-qualifying activities (see below).

For the purposes of the Qualifying Holdings test in paragraph 1.2.3 above, a subsidiary will be a relevant Qualifying Subsidiary if at least 90 per cent. of its issued share capital and its voting power is directly owned by the Qualifying Company or by a wholly owned Qualifying Subsidiary. A relevant Qualifying Subsidiary can also be a wholly owned subsidiary of a 90 per cent. owned subsidiary. Certain other tests as to the distribution of the subsidiary's profits and assets on a winding-up must also be satisfied.

In the case of the Qualifying Holdings test in paragraph 1.2.4 above, a subsidiary will be a Qualifying Subsidiary if the majority of its issued share capital is owned by the Qualifying Company and the other tests are also satisfied.

A trade will be a Qualifying Trade only if it does not to a substantial extent include non-qualifying activities (non-qualifying activities include dealing in land or shares, providing financial services or activities which are largely land-based, such as farming, hotels and nursing homes). In the case of a company which is preparing to carry on a Qualifying Trade, the Qualifying Trade must begin within two years of the issue to the VCT of the shares or securities, and must continue thereafter.

### 1.4 Approval as a VCT

A VCT must be approved as such at all times by HM Revenue & Customs. Approval has effect from the time specified in the approval, which cannot be earlier than the time at which the application for approval is made.

A VCT cannot be approved until the relevant tests (see above under the heading, "Qualifying as a VCT") have been satisfied throughout the most recent complete accounting period of the VCT and HM Revenue & Customs is satisfied that the tests will be satisfied in relation to the accounting period of the VCT which is current at the time the application is made.

However, in order to facilitate the launch of VCTs, HM Revenue & Customs may grant provisional approval to a VCT, notwithstanding that not all the relevant tests are satisfied at the time of the application, provided that HM Revenue & Customs is satisfied that the tests will be satisfied within a certain period. In particular, HM Revenue & Customs may grant provisional approval if it is satisfied that:

- 1.4.1 the relevant tests in paragraphs 1.1.3, 1.1.4, 1.1.7 and 1.1.8 under the heading, "Qualifying as a VCT" above will either be satisfied in the accounting period current when the application for approval is made or the following accounting period;
- 1.4.2 the relevant test in paragraphs 1.1.5 under the heading, "Qualifying as a VCT" above, will be satisfied in relation to any accounting period beginning not more than three years after the time when approval is given, or if earlier, when it has effect; and
- 1.4.3 the relevant tests in paragraphs 1.1.3, 1.1.4, 1.1.5, 1.1.6, 1.1.7 and 1.1.8 under the heading, "Qualifying as a VCT" above, will continue to be satisfied in all subsequent accounting periods.

The Company has been granted provisional approval as a VCT effective from Admission.

### 1.5 Withdrawal of approval

Approval as a VCT may be withdrawn by HM Revenue & Customs if the relevant tests (see above under the heading, "Approval as a VCT") are not satisfied. Withdrawal of approval generally has effect from the time when notice of withdrawal is given to the VCT but, in relation to capital gains of the VCT only, can be backdated to not earlier than the first day of the accounting period commencing immediately after the last accounting period of the VCT in which all the tests were satisfied. The actions proposed to be taken by the Company in the case of a withdrawal of approval will be announced through a regulatory information service.

Where provisional approval is withdrawn, approval is deemed to have never been given. The taxation consequences of approval being deemed to have never been given are set out below under the heading "Loss of VCT status".

## 2. Tax Considerations for Shareholders

### 2.1 Individual Shareholders

The following is a summary of the tax benefits available to VCTs and their individual shareholders who are either Qualifying Subscribers or Qualifying Purchasers. It assumes that the VCT has one class of shares only.

**Investors who are in any doubt as to their tax position are recommended to take professional advice.**

A number of tax benefits are available to individuals, aged 18 or over, who invest in shares in a VCT. The tax benefits available to those individuals are different, depending on whether the individual subscribes for shares or acquires shares otherwise than by way of subscription. There is also a limit (the Qualifying Limit) on the amount which, in any tax year, an individual may invest in VCTs which will qualify for any tax benefits. The current limit is £200,000. **Investments in ordinary shares in VCTs in excess of the Qualifying Limit will not be eligible for any tax benefits.**

Set out below is a summary of the tax benefits available to Qualifying Subscribers and Qualifying Purchasers.

### 2.2 Qualifying Subscribers (not Qualifying Purchasers)

The tax relief is available on aggregate investments in VCTs of up to £200,000 in any one tax year. Where advantage is taken of this relief, a Qualifying Subscriber will be able to obtain total initial tax relief of up to 30 per cent. of the amount of his investment, as shown in the table below.

Maximum effect of initial tax relief		
	No VCT tax relief	30 per cent. income 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

Relief from income tax up to 30 per cent. will be available on subscriptions for shares in a VCT, subject to the Qualifying Limit (currently £200,000 in each tax year). The relief, which will be available in the year of subscription, cannot exceed the amount which reduces the income tax liability of the Qualifying Subscriber in that year to nil. Relief may not be available if there is a loan linked with the investment.

Relief will not be available, or, where given, will be withdrawn, either in whole or in part, where there is any disposal (except on death) of the shares (or of an interest in them or right over them) before the end of the period of five years beginning with the date on which the shares were issued to the Qualifying Subscriber.

### 2.3 Qualifying Subscribers and Qualifying Purchasers

The reliefs below are only available on investments up to a maximum of £200,000 in VCTs in any one tax year.

#### 2.3.1 Exemption from capital gains tax

Any gain or loss accruing to Qualifying Subscribers or Qualifying Purchasers on a disposal of shares in a company which was a VCT at the time he, or she, acquired the shares, and 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.

#### 2.3.2 Exempt dividend income

Dividend income will be exempt from tax. No tax credits will be repayable in respect of dividends paid.

#### 2.3.3 Procedure for obtaining income tax reliefs available to Qualifying Subscribers

All Qualifying Subscribers will automatically be provided with certificates enabling them to claim income tax relief. The certificate will specify details of the shareholder, the date on which the shares were issued and the amount paid for the shares, and also will certify that the shares have been issued to a Qualifying Subscriber, and that certain other conditions are met to the best of the VCT's knowledge and belief. The relief may not be available unless the Qualifying Subscriber holds such a certificate.

The investor may use the certificate to claim income tax relief either by obtaining from HM Revenue & Customs an adjustment to his tax coding under the PAYE system or by waiting until the end of the tax year and using a Self Assessment Tax Return to claim the relief.

Dividends received on shares acquired in VCTs up to the qualifying maximum value of £200,000 per tax year need not be shown in the investor's Self Assessment Tax Return.

## 2.4 Loss of VCT status

The following is a summary of the tax consequences for VCTs and their shareholders resulting from a loss of VCT status.

### 2.4.1 VCTs

Exemption from corporation tax on chargeable gains will not be available in relation to any gain realised after the VCT status is lost (and on any gain realised by the VCT if approval is deemed never to have been given).

### 2.4.2 Qualifying Subscribers

Income tax relief on investment

Where VCT approval is treated as never having been given, or where it is withdrawn before the shares have been held for five years, the relief will be withdrawn in full, and the Qualifying Subscriber will be assessed to tax in the tax year in which the relief was given on an amount equal to that relief. Interest on overdue tax may arise.

### 2.4.3 Qualifying Subscribers and Qualifying Purchasers

#### 1. *Exempt dividend income*

Dividend income will not be exempt from tax if the dividend is paid in respect of profits or gains arising or accruing in any accounting period in which the VCT is not approved as such.

#### 2. *Exemption from capital gains*

Where VCT approval is treated as never having been given, any gains and losses arising on a disposal of shares in the VCT will be taxable and allowable in the ordinary way. Where VCT approval is withdrawn at any time (whether or not the shares have been held for five years), the Qualifying Subscriber or the Qualifying Purchaser will be treated as having disposed of his shares immediately before the VCT ceased to be approved, for an amount equal to their market value at that time, and as having immediately reacquired them at that value. Thus, any capital gain up to that date will be exempt from tax, but any gains arising after that date will be taxable in the ordinary way.

## PART IV

## Terms and Conditions of Application

1. In these terms and conditions which apply to the Offer, “Applicant” means a person whose name appears in an Application Form and “Application” means the offer by an Applicant completing an Application Form and posting (or delivering by hand (during normal business hours only)) it to SLC Registrars, Thames House, Portsmouth Road, Esher, Surrey KT10 9AD or as otherwise indicated in this document or the Prospectus. Save where the context otherwise requires, words and expressions defined in this document have the same meanings when used in the Application Form and explanatory notes in relation thereto.

The section headed “Application Procedure” on page 34 forms part of these terms and conditions of Application.

2. The contract created by the acceptance of an Application under the Offer will be conditional on:
  - 2.1 Admission becoming effective; and
  - 2.2 the conditions set out in the Offer Agreement between the Company, the Directors, the Promoter, the Sponsor and the Investment Manager being fulfilled and the Agreement not being terminated in accordance with its terms before Admission becomes effective.
3. The right is reserved by the Company to present all cheques and bankers’ drafts for payment on receipt and to retain share certificates and application monies pending clearance of successful Applicants’ cheques and bankers’ drafts. The Company may treat Applications as valid and binding even if not made in all respects in accordance with the prescribed instructions and the Company may, at its discretion, accept an Application in respect of which payment is not received by the Company prior to the closing of the Offer. 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 each relevant Applicant’s cheque or bankers’ draft or by crossed cheque in favour of the Applicant, through the post at the risk of the person(s) entitled thereto. In the meantime, application monies will be retained by the Receiving Agent in a separate account. The Offer will not be withdrawn after dealings in the Ordinary Shares have commenced.
4. By completing and delivering an Application Form, you:
  - 4.1 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 on the terms of and subject to this document, including these terms and conditions, and subject to the memorandum and articles of association of the Company;
  - 4.2 agree that, in consideration of the Company agreeing that it will not on or prior to the Offer closing issue or allot any Shares the subject of the Offer to any person other than by means of the procedures referred to in this document, your Application may not be revoked and that this paragraph shall constitute a collateral contract between you and the Company which will become binding upon despatch by post to, or (in the case of delivery by hand) on receipt by, the Receiving Agent of your Application Form;
  - 4.3 agree and warrant that your cheque or banker’s draft may be presented for payment on receipt and will be honoured on first presentation and agree that if it is not so honoured you will not be entitled to receive a certificate in respect of the Ordinary Shares until you make payment in cleared funds for such Ordinary Shares and such payment is accepted by the Company in its absolute discretion (which acceptance shall be on the basis that you indemnify it, the Sponsor, and the Receiving Agent against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of your remittance to be honoured on first presentation) and you agree that, at any time prior to the unconditional acceptance by the Company of such late payment, the Company may (without prejudice to its other rights) avoid the agreement to subscribe such Ordinary Shares and may issue or allot such Ordinary Shares to some other person, in which case you will not be entitled to any payment in respect of such Ordinary Shares, other than the refund to you, at your risk, of the proceeds (if any) of the cheque or banker’s draft accompanying your Application, without interest;
  - 4.4 agree that, in respect of those Ordinary Shares for which your Application has been received and is not rejected, your Application may be accepted at the election of the Company either by notification to the London Stock Exchange of the basis of allocation or by notification of acceptance thereof to the Receiving Agent;

- 4.5 agree that any monies refundable to you may be retained by the Receiving Agent pending clearance of your remittance and any verification of identity which is, or which the Company or the Receiving Agent may consider to be, required for the purposes of the Money Laundering Regulations 2007 (as amended) and that such monies will not bear interest;
- 4.6 authorise the Receiving Agent to send share certificate(s) in respect of the number of Ordinary Shares for which your Application is made (or any lesser number for which your Application is accepted) and/or a crossed cheque for any monies returnable, by post, without interest, to your address set out in the Application Form and to procure that your name is placed on the register of members of the Company in respect of such Ordinary Shares;
- 4.7 agree that all Applications, acceptances of Applications and contracts resulting therefrom shall be governed by English law, and that you submit to the jurisdiction of the English courts and agree that nothing shall limit the right of the Company or the Sponsor to bring any action, suit or proceeding arising out of or in connection with any such Applications, acceptances of Applications and contracts in any other manner permitted by law or any court of competent jurisdiction;
- 4.8 confirm that, in making such Application, you are not relying on any information or representation in relation to the Company other than the information contained in this document or the Prospectus 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 such information or representation;
- 4.9 irrevocably authorise the Receiving Agent and/or the Sponsor or any person authorised by either of them, as your agent, to do all things necessary to effect registration of any Ordinary Shares subscribed by or issued to you into your name and authorise any representative of the Receiving Agent or of the Sponsor to execute any document required therefore;
- 4.10 agree that, having had the opportunity to read this document, you shall be deemed to have had notice of all information and statements concerning the Company and the Shares contained therein;
- 4.11 confirm that you have reviewed the restrictions contained in paragraph 6 below and warrant that you are not a "US Person" as defined in the United States Securities Act of 1933 ("Securities Act") (as amended), nor a resident of Canada and that you are not applying for any Shares with a view to their offer, sale or delivery to or for the benefit of any US Person or a resident of Canada;
- 4.12 declare that you are an individual aged 18 or over;
- 4.13 agree that all documents and cheques sent by post to, by or on behalf of the Company or the Receiving Agent will be sent at the risk of the person entitled thereto;
- 4.14 agree, on request by the Company, or the Sponsor on behalf of the Company, to disclose promptly in writing to the Company, any information which the Company or the Sponsor may reasonably request in connection with your Application including, without limitation, satisfactory evidence of identity to ensure compliance with the Money Laundering Regulations 2007, VCT legislation or other legislation (as the same may be amended from time to time) and authorise the Company and the Sponsor to disclose any information relating to your Application as it considers appropriate;
- 4.15 agree that neither the Sponsor nor the Promoter will treat you as its customer by virtue of your Application being accepted or owe you any duties or responsibilities concerning the price of the Shares or the suitability for you of Shares or be responsible to you for providing the protections afforded to its customers;
- 4.16 where applicable, authorise the Company to make on your behalf any claim to relief from income tax in respect of any dividends paid by the Company;
- 4.17 declare that the Application Form has been completed to the best of your knowledge;
- 4.18 undertake that you will notify the Company if you are not or cease to be either a Qualifying Subscriber or beneficially entitled to the Shares; and
- 4.19 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.

5. No person receiving a copy of this document or an Application Form in any territory other than the UK may treat the same as constituting an invitation or offer to him, 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 regulations or other legal requirements. It is the responsibility of any person outside the UK wishing to make an Application 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 by such territory.
6. The Ordinary Shares have not been and will not be registered under the Securities Act, as amended, and may not be offered or sold in the United States of America, its territories or possessions or other areas subject to its jurisdiction ("the USA"). In addition, the Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended. The Investment Manager will not be registered under the United States Investment Advisers Act of 1940, as amended. No application will be accepted if it bears an address in the USA.
7. The basis of allocation will be determined by the Directors of the Company in their absolute discretion after consultation with the Promoter. The right is reserved to reject in whole or in part and/or scale down and/or ballot any Application or any part thereof including, without limitation, Applications in respect of which any verification of identity which the Company or the Receiving Agent consider may be required for the purposes of the Money Laundering Regulations 2007 has not been satisfactorily supplied. Dealings prior to the issue of certificates for Ordinary Shares will be at the risk of Applicants. A person so dealing must recognise the risk that an Application may not have been accepted to the extent anticipated or at all.
8. Money Laundering Regulations 2007

Investors should be aware of the following requirements in respect of the above law.

Money Laundering Regulations 2007 – Please supply either an Identity Verification Certificate from your financial intermediary or, if you do not have an adviser, one of the following:

- 8.1 a copy of your passport or driving licence certified by a bank or solicitor stating that it is a "true copy of the original and a true likeness of the client" followed by your name; and
- 8.2 a recent bank or building society statement or utility bill showing your name and address.

Your cheque or bankers' draft must be drawn in sterling on an account at a branch (which must be in the United Kingdom, the Channel Islands or the Isle of Man) of a bank which is either a member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited, a member of the Scottish Clearing Banks Committee or the Belfast Clearing Committee or which has arranged for its cheques or bankers' drafts to be cleared through facilities provided for members of any of those companies or associations and must bear the appropriate sorting code in the top right hand corner. Cheques should be drawn on the personal account to which you have sole or joint title to such funds. Third party cheques will not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder by stamping and endorsing the cheque or draft to such effect. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted. Cheques or banker's drafts will be presented for payment upon receipt. The Company reserves the right to instruct SLC Registrars (the "Registrar") to seek special clearance of cheques and banker's drafts to allow the Company to obtain value for remittances at the earliest opportunity. Payments via CHAPS, BACS or electronic transfer will not be accepted. The right is reserved to reject any Application Form in respect of which the cheque or bankers' draft has not been cleared on first presentation. In the event that the Offer does not reach the minimum subscription any monies returned will be sent by cheque crossed "A/C Payee only" in favour of the person named in Section 1 of the application form ("the Applicant").

To ensure compliance with the Money Laundering Regulations, the Registrar may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf an Application Form is lodged with payment. If the Application Form is submitted by a UK regulated broker or intermediary acting as agent and which is itself subject to the Money Laundering Regulations, any verification of identity requirements are the responsibility of such broker or intermediary and not of the Registrar. In such case, the lodging agent's stamp should be inserted on the Application Form.

The person lodging the Application Form with payment and in accordance with the other terms as described above (the “acceptor”), including any person who appears to the Registrar to be acting on behalf of some other person, accepts the Offer in respect of such number of Offer Shares as is referred to therein (for the purposes of this paragraph the “relevant Offer Shares”) shall thereby be deemed to agree to provide the Registrar with such information and other evidence as the Registrar may require to satisfy the verification of identity requirements.

If the Registrar determines that the verification of identity requirements apply to any acceptor or application, the relevant Offer Shares (notwithstanding any other term of the Offer) will not be issued to the relevant acceptor unless and until the verification of identity requirements have been satisfied in respect of that acceptor or application. The Registrar is entitled, in its absolute discretion, to determine whether the verification of identity requirements apply to any acceptor or application and whether such requirements have been satisfied, and neither the Registrar nor the Company will be liable to any person for any loss or damage suffered or incurred (or alleged), directly or indirectly, as a result of the exercise of such discretion.

If the verification of identity requirements apply, failure to provide the necessary evidence of identity within a reasonable time may result in delays in the despatch of share certificates or in crediting CREST accounts. If, within a reasonable time following a request for verification of identity, the Registrar has not received evidence satisfactory to it as aforesaid, the Company may, in its absolute discretion, treat the relevant application as invalid, in which event the monies payable on acceptance of the Offer will be returned (at the acceptor’s risk) without interest to the account of the bank or building society on which the relevant cheque or banker’s draft was drawn.

Submission of an Application Form with the appropriate remittance will constitute a warranty to each of the Company, the Registrar from the applicant that the Money Laundering Regulations will not be breached by application of such remittance. The verification of identity requirements will not usually apply:

- if the applicant is an organisation required to comply with the Money Laundering Directive (2005/60/EC of the European Parliament and of the EC Council of 26 October on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing); or
- if the acceptor is a regulated United Kingdom broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations; or
- if the applicant (not being an applicant who delivers his application in person) makes payment by way of a cheque drawn on an account in the applicant’s name; or
- if the aggregate subscription price for the Ordinary Shares is less than €15,000 (approximately £13,000).

In other cases the verification of identity requirements may apply. Satisfaction of these requirements may be facilitated in the following ways:

- (a) if payment is made by cheque or banker’s draft in pounds sterling drawn on a branch in the United Kingdom of a bank or building society which bears a UK bank sort code number in the top right hand corner the following applies. Cheques should be made payable to “SLC Registrars re Puma 8 VCT” in respect of an application by a Qualifying Shareholder and crossed “NC Payee Only”. Third party cheques may not be accepted with the exception of building society cheques or banker’s drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the cheque/banker’s draft to such effect. However, third party cheques will be subject to the Money Laundering Regulations which would delay Shareholders receiving their Offer Shares. The account name should be the same as that shown on the Application Form; or
- (b) if the Application Form is lodged with payment by an agent which is an organisation required to comply with the Money Laundering Directive (2005/60/EC of the European Parliament and of the EC Council of 26 October on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing) or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force (the non-European Union members of which are Argentina, Australia, Brazil, Canada, China, Gibraltar, Hong Kong, Iceland, Japan, Mexico, New Zealand, Norway, Russian Federation, Singapore, South Africa, Switzerland, Turkey, UK Crown Dependencies and the US and, by virtue of their membership of the Gulf Cooperation Council, Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates),

the agent should provide with the Application Form written confirmation that it has that status and a written assurance that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to the Registrar. If the agent is not such an organisation, it should contact the Registrar at SLC Registrars, Thames House, Portsmouth Road, Esther, Surrey KT10 9AD. To confirm the acceptability of any written assurance referred to in (b) above, or in any other case, the acceptor should contact the Shareholder Helpline on 01372 467308 calls to this number are charged at standard rates from a BT landline. Other network providers costs may vary. Calls to the helpline from outside the UK will be charged at applicable international rates. Lines are open 9.00 am to 5.00 pm (London time) Monday to Friday (except UK public holidays). Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice.

If the Application Form(s) is/are in respect of Offer Shares with an aggregate subscription price of €15,000 (approximately £13,000) or more and is/are lodged by hand by the acceptor in person, or if the Application Form(s) in respect of Open Offer Shares is/are lodged by hand by the acceptor and the accompanying payment is not the acceptor's own cheque, he or she should ensure that he or she has with him or her evidence of identity bearing his or her photograph (for example, his or her passport) and separate evidence of his or her address. If, within a reasonable period of time following a request for verification of identity, the Registrar has not received evidence satisfactory to it as aforesaid, the Registrar may, at its discretion, as agent of the Company, reject the relevant application, in which event the monies submitted in respect of that application will be returned without interest to the account at the drawee bank from which such monies were originally debited (without prejudice to the rights of the Company to undertake proceedings to recover monies in respect of the loss suffered by it as a result of the failure to produce satisfactory evidence as aforesaid).

## FREQUENTLY ASKED QUESTIONS

Replies to these Frequently Asked Questions should be read in conjunction with the Prospectus and any decisions to invest in Shares should be based on consideration of the Prospectus as a whole.

**Q:** [What is the investment strategy of the Company going to be?](#)

**A:** The investment strategy of the Company will be to invest in relatively lower risk Qualifying Companies to create a diversified portfolio of smaller UK based companies, largely unquoted companies but possibly including stocks quoted on AIM or PLUS, and a portfolio of Non-Qualifying Investments, with a particular emphasis on income yielding investments (both VCT qualifying and non-qualifying) to facilitate the Company's aim of paying out dividends of up to 5p per annum.

**Q:** [What type of companies will the Company invest in?](#)

**A:** The Company will seek to invest in a diversified portfolio of smaller companies, principally unquoted companies but possibly also including stocks quoted on AIM or PLUS, selecting companies which Shore Capital believes will have a relatively lower risk profile than is typical for their size whilst having the opportunity for value appreciation.

**Q:** [What experience does Shore Capital have in managing funds?](#)

**A:** The team at Shore Capital has many years of experience in managing funds and currently manages around £1.3 billion in a combination of alternative assets and private client portfolios. Shore Capital managed the Puma I fund which delivered returns of 76.5 per cent. per annum from May 1996 to August 2000 and the Puma II fund from October 1999 to December 2006, which has achieved an overall growth in net assets of 64.7 per cent. Shore Capital also manages the Puma Absolute Return Fund, a fund of funds, St Peter Port Capital Limited, a pre-IPO fund, and several property related funds.

**Q:** [What is the track record of Shore Capital?](#)

**A:** Shore Capital has a strong track record of over 15 years of investing in smaller quoted and unquoted companies and delivering consistent returns, both in periods of strong performance of smaller companies generally and where market conditions have been more challenging. Please visit [www.shorecap.co.uk](http://www.shorecap.co.uk) for further information on our funds track record.

**Q:** [What is the Company's dividend policy going to be?](#)

**A:** The Directors aim to maximise tax free distributions to Shareholders by way of dividends paid out of income received from investments and capital gains received following successful realisations. The investment strategy of this new VCT will be along the lines of the previous Puma VCTs but with a particular emphasis on income-yielding investments (both qualifying and non-qualifying). This is to facilitate the Company's aim of paying out dividends of up to 5p per annum. The Company expects to be in a position to make such annual payments from income received from its investments, failing which, it will utilise its available distributable reserve to assist in paying a consistent level of dividends.

**Q:** [Will there be a dividend re-investment scheme?](#)

**A:** No.

**Q:** [What size is the Company likely to be?](#)

**A:** The Company is seeking to raise £30 million.

**Q:** [What are the costs involved in establishing the Company?](#)

**A:** Shore Capital Stockbrokers Limited has undertaken to limit the issue costs of the Company to 5.5 per cent. of the funds raised.

**Q:** [What are the ongoing costs of the Company going to be?](#)

**A:** The Investment Manager will be paid an annual management fee of 2 per cent. of the Company's net asset value per annum and it is anticipated that the other annual running costs of the Company will be about 1 per cent. per annum.

**Q:** [Will the Company have a regular share buy-back policy?](#)

**A:** In order to improve the liquidity of the Ordinary Shares on the market, the Directors will consider whether to establish a buy back policy whereby the Company will purchase Ordinary Shares for cancellation.

**Q:** [Where will the money be invested once it has been raised?](#)

**A:** The Investment Manager will be seeking to invest the money in a combination of Qualifying Investments and non-Qualifying Investments to create a diversified portfolio of smaller UK based companies. The Company has to be at least 70 per cent. invested in qualifying VCT investments within the three year anniversary of the Company.

**Q:** [How much can I invest in the Company?](#)

**A:** There is no upper limit to the amount that you can invest in the Company; however, the maximum income tax relief is limited to investments of £200,000 per individual investor.

**Q:** [What is the minimum level of investment?](#)

**A:** The minimum investment level is £5,000 per application.

**Q:** [What income tax relief will be given on my investment?](#)

**A:** The current rate of income tax relief for VCT investors is 30 per cent. of the amount invested, so long as they have paid sufficient income tax in the tax year in which the shares are issued to them. Investors can get a maximum of £60,000 income tax relief, being 30 per cent. on an investment of £200,000 provided that the Investor has a potential income tax liability of at least that amount for the 2011-2012 tax year.

**Q:** [How long do I need to hold the shares in the Company to retain my tax relief?](#)

**A:** Investors need to hold their shares for a minimum of five years to retain their tax relief.

**Q:** [To whom should I make the cheque payable?](#)

**A:** Cheques should be made payable to "SLC Registrars re Puma 8 VCT".

**Q:** [Where should I send my application?](#)

**A:** Your application form and cheque should be sent to Puma VCT 8 plc, SLC Registrars, Thames House, Portsmouth Road, Esher, Surrey, KT10 9AD.

**Q:** [What happens after I invest?](#)

**A:** You should expect to receive your share certificate and tax certificate within a few weeks of the shares being allotted.

**Q:** [How do I claim back my income tax relief on my VCT investment?](#)

**A:** In order to claim back your tax relief you can write to your HM Revenue & Customs office and ask them to amend your tax code so you receive your tax relief each month via the PAYE system. Alternatively, you can claim the relief via your tax return for the year in which you apply.

Please call Hugh Rogers on 0207 408 4067 at Shore Capital Stockbrokers Limited if you have any further questions.

**No investment advice can or will be given. We recommend that prior to making any investment into a VCT that investors consult with their independent financial adviser.**

## APPLICATION PROCEDURE

Please send the completed Application Form together with your cheque or bankers draft to: SLC Registrars, Thames House, Portsmouth Road, Esher, Surrey, KT10 9AD.

If you have any questions on how to complete the Application Form please contact Hugh Rogers at Shore Capital Stockbrokers Limited on 0207 408 4067.

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### Section 1

Please insert your full name, permanent address, daytime telephone number, date of birth and national insurance number in Section 1. Your national insurance number is required to ensure you obtain your income tax relief. Joint applications are not permitted, but husbands and wives may apply separately.

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### Section 2

Please note that the minimum investment is £5,000 and thereafter in multiples of £1,000. The maximum investment on which tax reliefs on investments in VCTs are available is £200,000 per individual. Attach your cheque or bankers' draft to the Application Form for the total amount of your investment.

**Make cheques or bankers' drafts payable to "SLC Registrars re Puma 8 VCT"**. Cheques must be from a recognised UK bank account and your payment must relate solely to this application. No receipt will be issued.

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### Section 3

Read the declaration below and sign and date the Application Form.

#### **If this form is completed and signed by the investor named in Section 1:**

By signing this form I HEREBY DECLARE THAT:

- (i) I have received the Prospectus dated 26 July 2011 and have read the risk factors and terms and conditions of application therein and agree to be bound by them;
- (ii) I will be the beneficial owner of the Shares in Puma VCT 8 plc issued to me under the Offer; and
- (iii) to the best of my knowledge and belief, the personal details I have given to Puma VCT 8 plc are correct.

#### **If this form is completed and signed by an authorised financial intermediary or any other person apart from the Investor:**

By signing this form on behalf of the individual whose details are shown above, I make a declaration (on behalf of such individual) on the terms of sub-paragraphs (i) to (iii) above.

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### Section 4

Please complete the mandate instruction if you wish to have dividends paid directly into your bank or building society account.

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### Section 5

Authorised financial intermediaries are requested to complete the Regulatory Introducer Certificate set out in Section 5.

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# APPLICATION FORM

Before completing this Application Form you should read the Terms and Conditions of Application and Application Procedure. The Offer opens on 29 July 2011 and the initial closing date will be 5 April 2012 (or earlier if the maximum subscription has been reached before then). The final closing date will be determined by the Promoter at its absolute discretion. Please send this Application Form together with your cheque or bankers draft and proof of identity if required to SLC Registrars, Thames House, Portsmouth Road, Esher, Surrey, KT10 9AD.

## Please complete in block capitals

Section 1			
Title (Mr/Mrs/Miss/Ms/Other)		Surname	
Forename(s) in full			
Date of Birth		National Insurance Number	

(You should be able to find your NI number on a payslip, form P45 or P60, a letter from the Inland Revenue, a letter from the DSS, or pension order book).

Permanent residential UK address			
		Postcode	
E-mail			
Telephone (work)		Telephone (home)	

## Section 2

I offer to subscribe for the following number of Ordinary Shares on the Terms and Conditions of Application set out in the Prospectus dated 26 July 2011. **Applications must be for a minimum of £5,000 and must thereafter be in multiples of £1,000.**

I ENCLOSE A CHEQUE(S) OR DULY ENDORSED BANKERS' DRAFT(S) DRAWN ON A UK CLEARING BANK, MADE PAYABLE TO **"SLC Registrars re Puma 8 VCT"**

Number of shares		At 100p per share	£
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## Section 3

Signature		Date	
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## Section 4

All dividends on Ordinary Shares held in Puma VCT 8 plc may be paid directly into bank and building society accounts. In order to facilitate this, please complete the mandate instruction form below.

Dividends paid directly to your account will be paid in cleared funds on the dividend payment dates. Your bank or building society statement will identify details of the dividend as well as the dates and amounts paid.

Please forward until further notice, all dividends that may from time to time become due on any Ordinary Shares now standing, or which may hereafter stand, in my name in the register of members of Puma VCT 8 plc to:

Bank or Building Society reference number and details:

(1) Sort Code Number			
(2) Name of Bank/Building Society			
Title of Branch			
Address of Branch			
		Postcode	
(3) Account Number			
(4) Signature		Date	

**Section 5**

<p><b>Regulatory Introducer Certificate</b></p> <p style="text-align: right;">For Financial Adviser completion only</p> <p>Date of commencement of business relationship <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/></p> <p>I certify that (please tick as appropriate)</p> <p>1. I have verified the identify of the Applicant in accordance with the Money Laundering Regulations 2007 and confirm that documentary evidence has been obtained and identity checks have been undertaken to confirm that the Applicant name and address as shown on the Application form is correct: <input type="checkbox"/></p> <p>AND the details of the underlying records of identity are as described below (document name + detail + date, e.g. Driving licence SMITH625082JT4EG, Gas bill 30.11.01 cus ref 12345678) and copies are available for inspection if required: <input type="checkbox"/></p> <p>proof(s) of identity:</p> <p><input style="width: 100%; height: 20px;" type="text"/></p> <p>proof(s) of residency:</p> <p><input style="width: 100%; height: 20px;" type="text"/></p> <p>any additional check(s) or relevant customer information:</p> <p><input style="width: 100%; height: 20px;" type="text"/></p> <p>OR</p> <p>2. I have not verified the identify of the Applicant for the following reason: <input type="checkbox"/></p> <p><input style="width: 100%; height: 20px;" type="text"/></p> <p><input style="width: 100%; height: 20px;" type="text"/></p> <p><input style="width: 100%; height: 20px;" type="text"/></p>	<p>3. I confirm the Applicant is applying on his/her own behalf and not as nominee, Trustee or in a fiduciary capacity for any other person. <input type="checkbox"/></p> <p>Signature <input checked="" type="checkbox"/> <input style="width: 100%; height: 20px;" type="text"/></p> <p>Date <input checked="" type="checkbox"/> <input style="width: 100%; height: 20px;" type="text"/></p> <p>Financial Adviser details</p> <p><b>Clubfinance Ltd</b>          PO Box 1036, Hemel Hempstead          Hertfordshire, HP1 2WU          Tel:01442 217 287          Email:contact@clubfinance.co.uk          FSA No.400139</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">COMMISSION</td> <td style="width: 20%;">3 per cent.</td> <td style="width: 50%;">2.5 per cent. plus 0.35 per cent. trail</td> </tr> <tr> <td>Commission to be paid to authorised financial intermediary</td> <td></td> <td>0.35%trail</td> </tr> <tr> <td>Commission to be waived and invested in additional shares for your client</td> <td></td> <td>2.5 %</td> </tr> </table> <p>Stamp</p> <p><input style="width: 100%; height: 40px;" type="text"/></p>	COMMISSION	3 per cent.	2.5 per cent. plus 0.35 per cent. trail	Commission to be paid to authorised financial intermediary		0.35%trail	Commission to be waived and invested in additional shares for your client		2.5 %
COMMISSION	3 per cent.	2.5 per cent. plus 0.35 per cent. trail								
Commission to be paid to authorised financial intermediary		0.35%trail								
Commission to be waived and invested in additional shares for your client		2.5 %								

**Money Laundering Regulations 2007**

Investors should be aware of the following requirements in respect of the above law.

Money Laundering Regulations 2007 – Please tick the box below if you are a Shareholder in Puma VCT or Puma VCT II or Puma VCT III or Puma VCT IV or Puma VCT V or Puma High Income VCT or Puma VCT VII. Please supply either an Identity Verification Certificate from your financial intermediary or, if you do not have an adviser, one of the following:

- (a) a copy of your passport or driving licence certified by a bank or solicitor stating that it is a “true copy of the original and a true likeness of the client” followed by your name; and
- (b) a recent bank or building society statement or utility bill showing your name and address.

I am a shareholder in Puma VCT or Puma VCT II or Puma VCT III or Puma VCT IV or Puma VCT V or Puma High Income VCT or Puma VCT VII

Your cheque or bankers’ draft must be drawn in sterling on an account at a branch (which must be in the United Kingdom, the Channel Islands or the Isle of Man) of a bank which is either a member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited, a member of the Scottish Clearing Banks Committee or the Belfast Clearing Committee or which has arranged for its cheques or bankers’ drafts to be cleared through facilities provided for members of any of those companies or associations and must bear the appropriate sorting code in the top right hand corner. Cheques should be drawn on the personal account to which you have sole or joint title to such funds. Third party cheques will not be accepted with the exception of building society cheques or banker’s drafts where the building society or bank has confirmed the name of the account holder by stamping and endorsing the cheque or draft to such effect. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted. Cheques or banker’s drafts will be presented for payment upon receipt. The Company reserves the right to instruct Capita Registrars to seek special clearance of cheques and banker’s drafts to allow the Company to obtain value for remittances at the earliest opportunity. Payments via CHAPS, BACS or electronic transfer will not be accepted. The right is reserved to reject any Application Form in respect of which the cheque or bankers’ draft has not been cleared on first presentation. In the event that the Offer does not reach the minimum subscription any monies returned will be sent by cheque crossed “A/C Payee only” in favour of the person named in Section 1 (“the Applicant”).

**Puma VCT 8 plc cannot accept responsibility if any details quoted by you are incorrect.**

If you require additional forms please call Hugh Rogers on 0207 408 4067.

# APPLICATION FORM

Before completing this Application Form you should read the Terms and Conditions of Application and Application Procedure. The Offer opens on 29 July 2011 and the initial closing date will be 5 April 2012 (or earlier if the maximum subscription has been reached before then). The final closing date will be determined by the Promoter at its absolute discretion. Please send this Application Form together with your cheque or bankers draft and proof of identity if required to SLC Registrars, Thames House, Portsmouth Road, Esher, Surrey, KT10 9AD.

## Please complete in block capitals

### Section 1

Title (Mr/Mrs/Miss/Ms/Other)		Surname	
Forename(s) in full			
Date of Birth		National Insurance Number	

(You should be able to find your NI number on a payslip, form P45 or P60, a letter from the Inland Revenue, a letter from the DSS, or pension order book).

Permanent residential UK address			
		Postcode	
E-mail			
Telephone (work)		Telephone (home)	

### Section 2

I offer to subscribe for the following number of Ordinary Shares on the Terms and Conditions of Application set out in the Prospectus dated 26 July 2011. **Applications must be for a minimum of £5,000 and must thereafter be in multiples of £1,000.**

I ENCLOSE A CHEQUE(S) OR DULY ENDORSED BANKERS' DRAFT(S) DRAWN ON A UK CLEARING BANK, MADE PAYABLE TO **"SLC Registrars re Puma 8 VCT"**

Number of shares		At 100p per share	£
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### Section 3

Signature		Date	
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### Section 4

All dividends on Ordinary Shares held in Puma VCT 8 plc may be paid directly into bank and building society accounts. In order to facilitate this, please complete the mandate instruction form below.

Dividends paid directly to your account will be paid in cleared funds on the dividend payment dates. Your bank or building society statement will identify details of the dividend as well as the dates and amounts paid.

Please forward until further notice, all dividends that may from time to time become due on any Ordinary Shares now standing, or which may hereafter stand, in my name in the register of members of Puma VCT 8 plc to:

Bank or Building Society reference number and details:

(1) Sort Code Number			
(2) Name of Bank/Building Society			
Title of Branch			
Address of Branch			
		Postcode	
(3) Account Number			
(4) Signature		Date	

**Section 5**

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**Regulatory Introducer Certificate**  
 For Financial Adviser completion only

Date of commencement of business relationship

I certify that (please tick as appropriate)

1. I have verified the identify of the Applicant in accordance with the Money Laundering Regulations 2007 and confirm that documentary evidence has been obtained and identity checks have been undertaken to confirm that the Applicant name and address as shown on the Application form is correct:

AND the details of the underlying records of identity are as described below (document name + detail + date, e.g. Driving licence SMITH625082JT4EG, Gas bill 30.11.01 cus ref 12345678) and copies are available for inspection if required:

proof(s) of identity:

proof(s) of residency:

any additional check(s) or relevant customer information:

OR

2. I have not verified the identify of the Applicant for the following reason:

3. I confirm the Applicant is applying on his/her own behalf and not as nominee, Trustee or in a fiduciary capacity for any other person.

Signature: x

Date: x

Financial Adviser details

Clubfinance Ltd  
 PO Box 1036, Hemel Hempstead  
 Hertfordshire, HP1 2WU  
 Tel: 01442 217 287  
 Email: contact@clubfinance.co.uk  
 FSA No. 400139

COMMISSION	3 per cent.	2.5 per cent. plus 0.35 per cent. trail
Commission to be paid to authorised financial intermediary		0.35% trail
Commission to be waived and invested in additional shares for your client		2.5 %

Stamp

**Money Laundering Regulations 2007**

Investors should be aware of the following requirements in respect of the above law.

Money Laundering Regulations 2007 – Please tick the box below if you are a Shareholder in Puma VCT or Puma VCT II or Puma VCT III or Puma VCT IV or Puma VCT V or Puma High Income VCT or Puma VCT VII. Please supply either an Identity Verification Certificate from your financial intermediary or, if you do not have an adviser, one of the following:

- (a) a copy of your passport or driving licence certified by a bank or solicitor stating that it is a “true copy of the original and a true likeness of the client” followed by your name; and
- (b) a recent bank or building society statement or utility bill showing your name and address.

I am a shareholder in Puma VCT or Puma VCT II or Puma VCT III or Puma VCT IV or Puma VCT V or Puma High Income VCT or Puma VCT VII

Your cheque or bankers’ draft must be drawn in sterling on an account at a branch (which must be in the United Kingdom, the Channel Islands or the Isle of Man) of a bank which is either a member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited, a member of the Scottish Clearing Banks Committee or the Belfast Clearing Committee or which has arranged for its cheques or bankers’ drafts to be cleared through facilities provided for members of any of those companies or associations and must bear the appropriate sorting code in the top right hand corner. Cheques should be drawn on the personal account to which you have sole or joint title to such funds. Third party cheques will not be accepted with the exception of building society cheques or banker’s drafts where the building society or bank has confirmed the name of the account holder by stamping and endorsing the cheque or draft to such effect. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted. Cheques or banker’s drafts will be presented for payment upon receipt. The Company reserves the right to instruct Capita Registrars to seek special clearance of cheques and banker’s drafts to allow the Company to obtain value for remittances at the earliest opportunity. Payments via CHAPS, BACS or electronic transfer will not be accepted. The right is reserved to reject any Application Form in respect of which the cheque or bankers’ draft has not been cleared on first presentation. In the event that the Offer does not reach the minimum subscription any monies returned will be sent by cheque crossed “A/C Payee only” in favour of the person named in Section 1 (“the Applicant”).

**Puma VCT 8 plc cannot accept responsibility if any details quoted by you are incorrect.**

If you require additional forms please call Hugh Rogers on 0207 408 4067.

# APPLICATION FORM

Before completing this Application Form you should read the Terms and Conditions of Application and Application Procedure. The Offer opens on 29 July 2011 and the initial closing date will be 5 April 2012 (or earlier if the maximum subscription has been reached before then). The final closing date will be determined by the Promoter at its absolute discretion. Please send this Application Form together with your cheque or bankers draft and proof of identity if required to SLC Registrars, Thames House, Portsmouth Road, Esher, Surrey, KT10 9AD.

## Please complete in block capitals

Section 1			
Title (Mr/Mrs/Miss/Ms/Other)		Surname	
Forename(s) in full			
Date of Birth		National Insurance Number	

(You should be able to find your NI number on a payslip, form P45 or P60, a letter from the Inland Revenue, a letter from the DSS, or pension order book).

Permanent residential UK address			
		Postcode	
E-mail			
Telephone (work)		Telephone (home)	

## Section 2

I offer to subscribe for the following number of Ordinary Shares on the Terms and Conditions of Application set out in the Prospectus dated 26 July 2011. **Applications must be for a minimum of £5,000 and must thereafter be in multiples of £1,000.**

I ENCLOSE A CHEQUE(S) OR DULY ENDORSED BANKERS' DRAFT(S) DRAWN ON A UK CLEARING BANK, MADE PAYABLE TO **"SLC Registrars re Puma 8 VCT"**

Number of shares		At 100p per share	£
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## Section 3

Signature		Date	
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## Section 4

All dividends on Ordinary Shares held in Puma VCT 8 plc may be paid directly into bank and building society accounts. In order to facilitate this, please complete the mandate instruction form below.

Dividends paid directly to your account will be paid in cleared funds on the dividend payment dates. Your bank or building society statement will identify details of the dividend as well as the dates and amounts paid.

Please forward until further notice, all dividends that may from time to time become due on any Ordinary Shares now standing, or which may hereafter stand, in my name in the register of members of Puma VCT 8 plc to:

Bank or Building Society reference number and details:

(1) Sort Code Number			
(2) Name of Bank/Building Society			
Title of Branch			
Address of Branch			
		Postcode	
(3) Account Number			
(4) Signature		Date	

**Section 5**

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**Regulatory Introducer Certificate**  
 For Financial Adviser completion only

Date of commencement of business relationship

I certify that (please tick as appropriate)

1. I have verified the identify of the Applicant in accordance with the Money Laundering Regulations 2007 and confirm that documentary evidence has been obtained and identity checks have been undertaken to confirm that the Applicant name and address as shown on the Application form is correct:

AND the details of the underlying records of identity are as described below (document name + detail + date, e.g. Driving licence SMITH625082JT4EG, Gas bill 30.11.01 cus ref 12345678) and copies are available for inspection if required:

proof(s) of identity:

proof(s) of residency:

any additional check(s) or relevant customer information:

OR

2. I have not verified the identify of the Applicant for the following reason:

3. I confirm the Applicant is applying on his/her own behalf and not as nominee, Trustee or in a fiduciary capacity for any other person.

Signature: x

Date: x

Financial Adviser details

Clubfinance Ltd  
 PO Box 1036, Hemel Hempstead  
 Hertfordshire, HP1 2WU  
 Tel : 01442 217 287  
 Email: contact@clubfinance.co.uk  
 FSA No. 400139

COMMISSION	3 per cent.	2.5 per cent. plus 0.35 per cent. trail
Commission to be paid to authorised financial intermediary		0.35% trail
Commission to be waived and invested in additional shares for your client		2.5 %

Stamp

**Money Laundering Regulations 2007**

Investors should be aware of the following requirements in respect of the above law.

Money Laundering Regulations 2007 – Please tick the box below if you are a Shareholder in Puma VCT or Puma VCT II or Puma VCT III or Puma VCT IV or Puma VCT V or Puma High Income VCT or Puma VCT VII. Please supply either an Identity Verification Certificate from your financial intermediary or, if you do not have an adviser, one of the following:

- (a) a copy of your passport or driving licence certified by a bank or solicitor stating that it is a “true copy of the original and a true likeness of the client” followed by your name; and
- (b) a recent bank or building society statement or utility bill showing your name and address.

I am a shareholder in Puma VCT or Puma VCT II or Puma VCT III or Puma VCT IV or Puma VCT V or Puma High Income VCT or Puma VCT VII

Your cheque or bankers’ draft must be drawn in sterling on an account at a branch (which must be in the United Kingdom, the Channel Islands or the Isle of Man) of a bank which is either a member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited, a member of the Scottish Clearing Banks Committee or the Belfast Clearing Committee or which has arranged for its cheques or bankers’ drafts to be cleared through facilities provided for members of any of those companies or associations and must bear the appropriate sorting code in the top right hand corner. Cheques should be drawn on the personal account to which you have sole or joint title to such funds. Third party cheques will not be accepted with the exception of building society cheques or banker’s drafts where the building society or bank has confirmed the name of the account holder by stamping and endorsing the cheque or draft to such effect. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted. Cheques or banker’s drafts will be presented for payment upon receipt. The Company reserves the right to instruct Capita Registrars to seek special clearance of cheques and banker’s drafts to allow the Company to obtain value for remittances at the earliest opportunity. Payments via CHAPS, BACS or electronic transfer will not be accepted. The right is reserved to reject any Application Form in respect of which the cheque or bankers’ draft has not been cleared on first presentation. In the event that the Offer does not reach the minimum subscription any monies returned will be sent by cheque crossed “A/C Payee only” in favour of the person named in Section 1 (“the Applicant”).

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Puma VCT 8 plc  
Bond Street House  
14 Clifford Street  
London W1S 4JU  
[www.shorecap.co.uk](http://www.shorecap.co.uk)

Tel: 020 7408 4050  
Fax: 020 7408 4051  
Email: [investorrelations@shorecap.co.uk](mailto:investorrelations@shorecap.co.uk)