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Albion Venture Capital Trust PLC  
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Albion Prime VCT PLC  
.....

Albion Development VCT PLC  
.....

Albion Technology & General VCT PLC  
.....

Albion Income & Growth VCT PLC  
.....

Crown Place VCT PLC  
.....

Albion Enterprise VCT PLC  
.....

(together the “Companies” or the “Albion VCTs”)  
.....

(each incorporated in England & Wales under  
the Companies Act 1985)

# Albion VCTs Linked Top Up Offer 2011/2012

.....  
Invest for income, or capital growth  
through the dividend reinvestment scheme  
.....

**OFFER DOCUMENT**  
**1 NOVEMBER 2011**

.....  
to raise, in aggregate, up to  
£15,000,000 by way of an issue  
of New Shares in the Companies  
.....

**ALBION VENTURES**

# THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT ABOUT WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN FINANCIAL ADVICE IMMEDIATELY FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

## YOUR ATTENTION IS DRAWN TO THE RISK FACTORS ON PAGES 4 AND 5

This document, which constitutes a financial promotion for the purposes of Section 21 of the Financial Services and Markets Act 2000 ("FSMA"), has been approved, for the purposes of that section only, by Albion Ventures LLP ("Albion", "Albion Ventures" or the "Manager", which is authorised and regulated by the Financial Services Authority in the United Kingdom, pursuant to the FSMA). In approving this document, Albion is acting solely for the Companies and no-one else and will not be responsible to anyone other than the Companies for providing the protections afforded to customers of Albion or for providing financial advice in relation to the subject of this document.

This document contains details of the Albion VCTs Linked Top Up Offer 2011/2012 (the "Offer") of shares (the "New Shares") in the Companies.

There is no guarantee that the Companies' investment objectives will be attained. The levels and bases of reliefs from taxation described in this document are those currently available. These may change and their value depends on an investor's individual circumstances.

No person has been authorised to issue any advertisements or give any information, or make any representations in connection with the Offer, other than those contained in this document, and if issued, given or made, such advertisements, information or representations must not be relied upon as having been authorised by the Companies. This document does not constitute either a prospectus or listing particulars. Albion has given, and not withdrawn, its consent to the inclusion of the reference to its name in this document in the form and context in which it is included.

Applications will be made to the UK Listing Authority for the New Shares to be admitted to the Official List and to the London Stock Exchange for the admission of such New Shares to trading on its main market for listed securities. It is expected that admission will become effective and that dealings in the New Shares will commence within 10 business days of their allotment. The Companies' existing issued shares are traded on the London Stock Exchange plc's main market for listed securities.

## Availability of this document

Copies of this document (which includes application forms) and the Investor Guide are available free of charge from:

### Albion Ventures LLP

1 King's Arms Yard  
London, EC2R 7AF  
Tel: 0808 178 1680  
Fax: 020 7601 1875  
Email: [info@albion-ventures.co.uk](mailto:info@albion-ventures.co.uk)  
Web: [www.albion-ventures.co.uk](http://www.albion-ventures.co.uk)

### RAM Capital Partners LLP

74 Chancery Lane  
London, WC2A 1AD  
Tel: 020 3006 7530  
Fax: 0870 3837777  
Email: [taxsolutions@ramcapital.co.uk](mailto:taxsolutions@ramcapital.co.uk)  
Web: [www.ramcapital.co.uk](http://www.ramcapital.co.uk)

A copy of this document will also be available to the public for inspection at the National Storage Mechanism at [www.hemscott.com](http://www.hemscott.com) under the reference for each of the VCTs

The procedure for, and the terms and conditions of applications under this Offer are set out at the end of this document, together with two Application Forms.

**Completed Application Forms must be posted or delivered by hand to Albion Ventures LLP, 1 King's Arms Yard, London, EC2R 7AF.** A blue and white pre-printed reply paid envelope is enclosed for this purpose.

The first closing of the Offer will be after the first £2.5 million has been subscribed under the Offer. The final closing for the Offer will be 12 noon on 5 April 2012. The Offer may close earlier if it is fully subscribed, or otherwise at the discretion of Albion. Albion may, in its absolute discretion, decide to extend the Offer.

**Individuals interested in investing for the 2012/2013 tax year, please contact Albion Ventures LLP.**

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## OUTLINE TIMETABLE

Launch date of the Offer

**1 November 2011**

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First closing date of the Offer will be after the first £2.5 million  
has been subscribed under the Offer

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Final closing date of the Offer

(unless fully subscribed or extended before this date)

**12 noon on 5 April 2012**

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## LIST OF COMPANY ADVISERS

<b>Auditor</b>	PKF (UK) LLP Farringdon Place, 20 Farringdon Road London, EC1M 3AP
<b>Legal Adviser</b>	Berwin Leighton Paisner LLP Adelaide House, London Bridge London, EC4R 9HA
<b>Taxation Adviser</b>	PricewaterhouseCoopers LLP 1 Embankment Place London, WC2N 6RH
<b>Registrar</b>	The Companies are changing Registrar Services provider. Further information will be sent to shareholders over the next few months giving details of these changes.

Albion reserves the right to extend the Offer period and to accept applications and issue New Shares at any time.

There is no overall aggregate minimum subscription to the Offer so investors can be sure that the Offer will proceed.

Dealing is expected to commence in New Shares within 10 business days of allotment and share and tax certificates will be dispatched to shareholders within 14 business days of each allotment.

## RISK FACTORS

**Prospective investors should carefully review the following risks which the Directors of the Albion VCTs (the “Directors”) consider to be material at the date of this document in relation to the New Shares and, more generally, closed-ended investment funds of the same type and profile as the Companies.**

**Prospective investors should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the FSMA before investing in the New Shares.**

### General

Prospective investors should be aware that the value of shares in the Companies and the income from them can fluctuate. In addition, there is no guarantee that the market price of shares in the Companies (or shares in Venture Capital Trusts (“VCTs”) generally) will reflect their underlying net asset value (“NAV”). Past performance is not a guide to future performance. An investment in New Shares is only suitable for investors who are capable of evaluating the merits and risks of such investment and who have sufficient resources to be able to bear any losses that may arise (which may be equal to the whole amount invested).

Having regard to the Companies’ investment objectives and the tax reliefs available, the Companies should be considered as long-term investments. Investing in VCTs which themselves generally invest in smaller unquoted companies, carries particular risks. The Companies and their Directors consider the following risks to be material for potential investors, but the risks listed below do not necessarily comprise all those associated with an investment in the Companies and are not set out in any order of priority. Additional risks and uncertainties currently unknown to the Companies and their Directors (such as changes in legal, regulatory or tax requirements including retrospective changes) or which the Companies and their Directors currently believe are immaterial, may also have a material adverse effect on the financial condition or prospects of the Companies or the trading price of the New Shares.

### Taxation risk

- It is the intention of the Directors and the Manager that the Companies will continue to be managed so as to qualify as VCTs. If a Company fails to meet the qualifying requirements for a VCT, this could result in:

(i) investors in that Company being required to repay the 30 per cent. income tax relief received on subscription for the New Shares;

(ii) loss of income tax relief on dividends paid (or subsequently payable) by that Company;

(iii) a potential liability to tax on capital gains on a disposal of New Shares; and

(iv) loss of tax relief previously obtained in relation to corporation tax on capital gains made by that Company.

Further details of the taxation implications of an investment in the Companies are given on page 9. Failure to meet the qualifying requirements could, in addition, result in a loss of the listing of the New Shares.

- The bases of UK government legislation (including taxation legislation) and EU legislation may change and such changes may be retrospective. The tax reliefs referred to in this document are those currently available and their value depends on the individual circumstances of investors.
- The definition of a VCT qualifying investment may change, and the conditions relating to the maintenance of that qualifying status may also be subject to alteration, which could impact on the level of each Company’s qualifying holdings.
- The sale of New Shares within 5 years of their subscription will result in some or all of the 30 per cent. income tax relief available upon acquisition of those New Shares becoming repayable. On this basis, investing in New Shares should be considered a long-term investment.
- Any realised losses on the disposal of New Shares cannot be used to create an allowable loss for capital gains tax purposes.

### Investment risk

- The value of the New Shares may go down as well as up and investors may not receive back the full amount invested.
- The prices of New Shares under the Offer will be calculated at the latest announced NAV per share for each Company divided by 0.945 to cover the costs of the Offer. Where a Company’s share price as quoted on the London Stock Exchange is ex-dividend on allotment date, the NAV used for pricing under the Offer will be ex-dividend. Although the normal accounting policies of each Albion VCT will be followed for the production of the NAVs, these NAVs may be unaudited.
- No guarantee is given or implied that the investment objectives or the realisation strategies set by the Companies will be achieved. Furthermore, the Companies’ ability to obtain maximum value from their investments (for example through sale) may be limited by the requirements imposed in order to maintain the VCT status of the Companies (such as the obligation to have at least 70 per cent. by value of the investments in VCT qualifying investments).

- The Companies' investments are and will be in companies whose securities are not publicly traded or freely marketable and may, therefore, be difficult to realise and more volatile than the securities of larger, longer established businesses.
- Investee companies include younger, fast-growing, unquoted companies undergoing significant change. Such businesses are usually exposed to greater risks than lower growth businesses and therefore involve a higher degree of investment risk as they are more fragile and may not produce the hoped for returns.
- The success of some investments may be based on the ability of investee companies to establish, protect and enforce intellectual property rights, rights being broad enough to protect proprietary interests and not to infringe third party patents.
- A charge over an asset given to the Companies by a portfolio company may not provide full capital protection for an investment.
- A number of the Companies' investments may be sensitive to any further downturn in the economic environment.
- The current restriction on investment from new monies raised into companies having less than 50 full time employees, and the £2 million cap on the amount of funds that a company can raise from VCTs and Enterprise Investment Schemes within a 12 month period may, in certain cases, limit the ability to invest the net proceeds of the New Shares in new qualifying opportunities.
- Under the Prospectus Rules the Albion VCTs are not required to publish a full prospectus in connection with the Offer provided that the value of New Shares issued in any twelve month period does not exceed the lower of Euro 5 million and 10 per cent. of the issued share capital of the relevant VCT.

#### **New Share liquidity risk**

- Notwithstanding the details of the share buy-back policy and discount management arrangements described on page 8, although the New Shares will be listed on the Official List and traded on the London Stock Exchange, there may not be a liquid market in the New Shares and there may not be two competing market makers. It may, therefore, prove difficult to realise the investment. This factor may be exacerbated by the fact that any purchaser of existing shares in the Companies, as opposed to a subscriber for New Shares pursuant to the Offer, will not qualify for income tax relief at 30 per cent. of the amount invested.

#### **Discount to Net Asset Value**

- The market value and the realisable value of the New Shares are likely to fluctuate. Furthermore, as the shares of most VCTs trade at a discount to their underlying NAV and because there is normally a difference between the middle-market price and the price at which shares in VCTs can be sold (known as the "spread"), there is no guarantee that the market value of a share will fully reflect the underlying NAV per share.

#### **Accounting policies**

- Statements made in this document concerning returns to shareholders are based on current UK generally accepted accounting practice ("UK GAAP") or International Financial Reporting Standards ("IFRS"), as described in the accounting policies for each Company. UK GAAP and IFRS are subject to change. Any changes to UK GAAP or IFRS may affect the Companies' ability to provide returns to shareholders as envisaged in this document.

#### **Dividends and income generated by the New Shares**

- The Companies will only pay dividends on shares to the extent that they have distributable profits and cash available for that purpose. A reduction in income from the Companies' investments may adversely affect the dividend payable to shareholders. Such a reduction could arise, for example, from lower dividends or lower rates of interest paid on the Companies' investments, or lower bank interest rates than are currently available.

#### **Offer Price**

- Shareholders should note that the Offer Price will usually be in excess of the price at which shares in the Companies can be bought in the market. New Shares have the benefit of up-front income tax relief; shares bought in the market do not benefit from up-front tax relief, but do not carry the extended holding period requirement.

LETTER FROM THE CHAIRMEN  
of the  
**ALBION VCTs**

David Watkins **Albion Venture Capital Trust PLC** Registered number 3142609  
 Martin Bralsford **Albion Prime VCT PLC** Registered number 3265074  
 Geoffrey Vero **Albion Development VCT PLC** Registered number 3654040  
 Neil Cross **Albion Technology & General VCT PLC** Registered number 4114310  
 Friedrich Ternofsky **Albion Income & Growth VCT PLC** Registered number 5132495  
 Patrick Crosthwaite **Crown Place VCT PLC** Registered number 3495287  
 Maxwell Packe **Albion Enterprise VCT PLC** Registered number 5990732

ALL REGISTERED IN ENGLAND AND WALES WITH REGISTERED OFFICE 1, KING'S ARMS YARD LONDON EC2R 7AF

Dear Investor,

**We are delighted to offer investors this opportunity to acquire New Shares in the seven Albion VCTs through the Albion VCTs Linked Top Up Offer 2011/2012.**

The Offer is designed to provide investors with an investment in a broad, balanced portfolio of UK companies with no bank borrowings, producing a regular monthly dividend yield and the prospect of capital growth.

Amounts subscribed will be invested directly in each of the Albion VCTs in the ratio as described below. The minimum investment to the Offer is £10,000 and applications should be in multiples of £1,000.

**The maximum amount to be raised under the Offer is £15 million.**

The proceeds of the Offer will provide useful additional liquidity for the Companies and the ability to take advantage of appropriate investment opportunities that fall within the current VCT legislation, as well as helping fund Companies' annual running costs, market purchases of own shares and the payment of dividends.

**Structure of the Albion VCTs Linked Top Up Offer 2011/2012**

Seven of the Albion VCTs are seeking to raise up to £15 million under the Offer, before expenses. The maximum amount raised by each Company will be the lower of Euro 5 million and 10 per cent. of the issued share capital (including treasury shares), being the amount which they may raise under the Prospectus Rules without the publication of a full prospectus. These limits include any shares issued under dividend reinvestment schemes.

Subscriptions to the Offer will be divided in the ratio as set out in the table below:

Division of subscriptions	Percentage of subscription	Example of a subscription of £10,000
Albion Venture Capital Trust PLC	15%	£1,500
Albion Prime VCT PLC	10%	£1,000
Albion Development VCT PLC – Ordinary shares*	15%	£1,500
Albion Technology & General VCT PLC	15%	£1,500
Albion Income & Growth VCT PLC	15%	£1,500
Crown Place VCT PLC	15%	£1,500
Albion Enterprise VCT PLC	15%	£1,500
<b>Total</b>	<b>100%</b>	<b>£10,000</b>

\* NOTE: Albion Development VCT PLC also has a separate class of D shares in issue which are not part of this Offer.

The Offer Price for each New Share will be based on the most recently announced NAV per share of the relevant Company, divided by 0.945 to allow for the issue costs. Where the share price for a Company has been declared ex-dividend on the London Stock Exchange, the NAV used for pricing under the Offer will be ex-dividend. The NAV per share will be rounded up to one decimal place. The number of shares issued will be rounded down to the nearest whole number. Fractional entitlements of less than £1 will be retained by the Companies. Fractional entitlements in excess of £1 will be refunded to investors' bank accounts. Investors will be issued share certificates in each Company (or their accounts will be credited under CREST). The NAV of each VCT is announced quarterly to the London Stock Exchange and can be found on the website [www.albion-ventures.co.uk](http://www.albion-ventures.co.uk) under the "Our Funds" section.

The Offer is not underwritten and there is no overall aggregate minimum subscription, so investors can be assured that the Offer will go ahead.

Investors will be eligible for the dividends paid by each VCT as determined by reference to the record date following allotment.

#### Early investment incentive

Investors who apply for the first £2.5 million worth of New Shares will be granted additional New Shares equivalent to one per cent. of the amount that they invested in the Offer. The costs of this early investment incentive will be paid by the Manager.

#### Intermediary commissions

Under the Offer, intermediaries can elect to receive a commission of either 3 per cent. of the amount introduced by them up-front with no trail commission, or 2 per cent. plus trail commission of 0.4 per cent. for 5 years, with the last payment being on 31 March 2017, provided that the intermediary continues to act for the shareholder. The cost of introductory and trail commissions will be borne by the Manager.

#### Investment by Directors and the Manager

The Directors of the Albion VCTs and the partners and staff of Albion Ventures have invested in excess of £2.5 million in the Companies to date and will be investing at least £150,000 in aggregate under the Offer.

#### Track record, current trading and prospects

The Albion team manages a total of approximately £228 million and over the past fifteen years the companies under Albion's management have returned in excess of £103 million in dividends and £34 million in share buy-backs as a result of an active policy of returning cash to shareholders.

Under the Offer, investors will have immediate access to a target dividend yield of around 5 per cent. per annum on amounts invested. These dividends are tax-free, and can be reinvested under the Dividend Reinvestment Schemes of each of the VCTs by ticking the relevant box on the application form. Reinvestment of dividends allows investors to obtain additional up-front tax relief on the amount of the dividend reinvested, provided that the sharers are held for a minimum of five years. Further details are shown on the web page for each VCT at [www.albion-ventures.co.uk](http://www.albion-ventures.co.uk) under the "Our Funds" section.

Returns generated by the Albion VCTs	NAV as at 30 June 2011* (pence per share)	Total dividends paid and declared since launch (pence per share)	Current stated annual dividend target (pence per share)**	Implied yield on NAV
Albion Venture Capital Trust PLC	78.4	117.3	5.0	6.4%
Albion Prime VCT PLC	69.3	46.0	3.0	4.3%
Albion Development VCT PLC – Ordinary Shares	72.3	62.8	5.0	6.9%
Albion Technology & General VCT PLC	85.4	66.0	5.0	5.9%
Albion Income & Growth VCT PLC	65.0	19.7	3.5	5.4%
Crown Place VCT PLC***	33.7	39.2	2.5	7.4%
Albion Enterprise VCT PLC	86.0	8.9	3.0	3.5%

\* Ex-dividend where share price ex-dividend on 31 October 2011

\*\*this target should not be regarded as a forecast

\*\*\*Albion Ventures took over the management of this fund in April 2005.

Each £1 invested (or 94.50 pence after Offer costs) in the 2010/2011 Albion VCTs Linked Top Up Offer has received 4.35 pence in dividends since investment (assuming investment 7 January 2011). The investment has recorded a 10 month total return of 2.5 per cent.

Details regarding the financial performance of each Albion VCT, including the most recent Chairman's statement for each VCT can be found on the website [www.albion-ventures.co.uk](http://www.albion-ventures.co.uk) under the "Our Funds" section.

#### Investment strategies

Funds raised under the Offer will be allocated to each of the seven Companies on the basis set out on page 6. The funds will then be invested by Albion Ventures LLP in accordance with the Companies' existing investment policies.

Through investment in the Albion VCTs Linked Top Up Offer 2011/2012, investors will have exposure to around 60 UK based small unquoted companies, most of which are co-invested across a number of the Albion VCTs. This will give investors the opportunity to participate in a balanced portfolio, the majority of which are asset-backed investments providing an income stream, combined with investment in a smaller number of non asset-backed companies with greater growth prospects.

As at 30 September 2011, across the seven VCTs, asset-backed investments (with first ranking security) accounted for around 57 per cent. of the portfolio and around 19 per cent. was held as cash, with the balance of 24 per cent. of the portfolio in investments with higher growth potential. Details of each VCT's investment policy can be found in the relevant fund factsheet on the Albion Ventures website [www.albion-ventures.co.uk](http://www.albion-ventures.co.uk) under the "Our Funds" section.

In order to reduce investment risk, approximately 60 per cent. of investments made by Albion Ventures are in the form of loan stock, and the Albion VCTs have a policy that investee companies should not have external bank debt with a charge or security ranking ahead of the Companies.

Albion VCTs investment strategies	Asset-backed		Growth investments including technology
	Care homes and hotels	Other asset backed investments	
Albion Venture Capital Trust PLC	✓	✓	–
Albion Prime VCT PLC	✓	✓	–
Albion Development VCT PLC	–	✓	✓
Albion Technology & General VCT PLC	–	✓	✓
Albion Income & Growth VCT PLC	–	✓	✓
Crown Place VCT PLC	✓	✓	✓
Albion Enterprise VCT PLC	–	✓	✓

The Manager continues to see an encouraging number of new investment opportunities at attractive valuations in a variety of areas, especially in the healthcare and environmental sectors.

#### Share buy-back policy and discount management

The Boards of the seven Albion VCTs included in the Offer have established policies to buy back shares in the market, subject to the overall constraint that such purchases are in each Company's interest, including the maintenance of sufficient resources for investment in existing and new investee companies, and the continued payment of dividends to shareholders. It is the stated intention of the Companies that the discount to NAV at which they buy back shares is in the region of 10-15 per cent. so far as market conditions and liquidity permit.

#### Offer costs

The costs of the Offer are limited to 5.5 per cent. of the amounts raised, out of which the Manager will pay any early investment incentive costs and introductory commission payable to authorised independent financial intermediaries. These commissions will typically be 3 per cent. on the amount of successful subscriptions submitted through the intermediaries, or 2 per cent. plus trail commission of 0.4 per cent. for five years until 31 March 2017.

For each of the seven Albion VCTs, the ratio of total normal annual running costs to net assets will be limited to 3.5 per cent., with any excess being borne by the Manager through a reduction in its management fee.

#### Application procedure

Application forms are attached at the end of this document together with explanatory notes. The Terms and Conditions of subscription for the New Shares under the Offer are set out on pages 10 to 11.

Please send all completed applications to:

Albion Ventures LLP, 1 King's Arms Yard, London, EC2R 7AF

Yours faithfully      Martin Bralsford      Neil Cross      Patrick Crosthwaite      Maxwell Packe  
                                  Friedrich Ternofsky      Geoffrey Vero      David Watkins

Shareholders can find the following further information on the website [www.albion-ventures.co.uk](http://www.albion-ventures.co.uk) under the "Our Funds" section:

- Latest VCT financial reports – Dividends paid to date – Company fact sheets including investment strategies – Latest NAV
- Link to latest share price – DRIS forms – Dividend mandate forms

## TAX BENEFITS FOR VCT INVESTORS

The following paragraphs are intended as a general guide only and are based on current legislation and HM Revenue & Customs (HMRC) practice, which is subject to change. If you are in any doubt as to your tax position or you are subject to tax in a jurisdiction outside the UK, you should consult an appropriate professional adviser without delay.

In the current tax year, VCTs offer the following strong income and capital gains tax advantages in respect of investments of up to £200,000 per person per tax year:

- Income tax relief at 30 per cent. for tax-paying investors on the amount invested under the Offer, irrespective of the investor's marginal rate of income tax.

This reduces the effective net cost of the investment to 70 pence for each £1 invested, provided the New Shares are held for at least five years from investment. The relief is limited to an amount that reduces the investor's income tax liability for the year to nil:

- Dividends paid by a VCT are free of income tax:
- There is no tax on capital gains made upon the disposal of shares in a VCT (losses are not allowable capital losses):
- Capital gains made by a VCT on its underlying investments are free of corporation tax and, unlike an ordinary investment trust, these gains may be distributed by way of dividend to investors (again free of income tax).

The example below demonstrates, for illustrative purposes only, the financial effects of the tax incentives available to a private investor in a VCT and the extent to which the return on both income and capital may be enhanced. The example shows the return from an investment in a VCT by a higher rate income tax payer, even if the New Shares show no capital growth on the Offer Price.

Financial effects of the tax incentives	The return for a higher rate income taxpayer investing in the Companies
Amount invested (gross of 5.5 per cent. costs)	£10,000
Effective holding cost after 30 per cent. income tax relief	£7,000
<b>Income Return</b>	
Average annual dividend of 5 pence per £1 invested.	£500
Annual return on effective holding cost	7.1%
Equivalent annual return grossed up for a higher rate income taxpayer	11.1%

### Underlying assumptions relating to the table

- The investor disposes of his New Shares after five years at the original cost to the investor. Investors should note, however, that venture capital investments should

be made for the longer term, and that parts of the portfolio, in particular those in the technology sector, are unlikely to mature within a five year timescale.

- The higher rate investor pays tax on dividends at 36.1 per cent.

The Manager considers that the assumptions underlying the example set out above are fair and reasonable. Nevertheless, the example is provided for illustrative purposes only and should not be regarded as a forecast of dividends or profits. It should be noted that neither the dividends nor the capital return from an investment in the Companies can be predicted with any certainty and that they may differ materially from the example shown.

### Other information regarding tax reliefs

- To obtain VCT status a company must continue to be approved by HMRC as a VCT. The Companies have conducted, and continue to conduct their affairs so as to enable HMRC approval to remain in place.
- Individuals must be aged 18 or over to qualify for VCT tax reliefs and there is a limit of up to £200,000 p.a. for investment in VCTs.
- Up-front tax relief is given through a deduction from the investor's income tax liability and is restricted to the amount which reduces that liability to nil. The subscription must be made in the investor's own name and not through a nominee, although the shares may subsequently be transferred into the name of a nominee.
- In order to qualify for these reliefs, New Shares should not be sold within 5 years of allotment.
- Loss of tax reliefs by a VCT could result in a clawback of all or some of these tax reliefs from investors as described in the Risk Factors section on page 4.
- Reclaiming tax relief in respect of a VCT investment can be done through your self assessment tax return or by writing to your tax office and enclosing a copy of your VCT tax certificate – the tax relief will be applied through a change to your PAYE tax code – or by way of a refund of tax by HMRC.
- Non-resident investors should seek their own professional advice as to the consequences of making an investment in the Companies as they may be subject to tax in another jurisdiction.
- Shareholders should note that nominees cannot obtain up-front tax relief. Applications must be made in the name of an individual.
- Tax rules for investment by the Albion VCTs – details can be found in the relevant Company fund factsheet on the Albion Ventures website [www.albion-ventures.co.uk](http://www.albion-ventures.co.uk) under the "Our Funds" section.

## TERMS AND CONDITIONS

(a) The right is reserved by Albion to present all cheques and bankers' drafts for payment on receipt and to retain surplus application monies pending clearance of successful applicants' cheques. Albion also reserves the right to reject, in whole or in part, any application. 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 by crossed cheque in favour of the applicant, through the post at the risk of the person entitled thereto.

(b) The right is reserved by the Companies to allot New Shares, for which valid applications under the Offer have been received, at any time up to the final closing date of the Offer.

(c) By completing and delivering an Application Form you:

(i) Offer to subscribe for the number of New Shares calculated by dividing the investment amount as specified in your Application Form (or such lesser amount for which your application is accepted) in the ratio as described on page 6, and, for the amounts allocated to each of the Albion VCTs, dividing this sum by the Offer Price relevant to the respective Albion VCT for each New Share on the terms of and subject to this document, including these terms and conditions, and the Memorandum and Articles of Association of the Companies. The Offer Price for each Albion VCT is calculated by dividing the most recently announced NAV per share of the relevant Company by 0.945 to allow for issue costs. Where the Company's share price as quoted on the Stock Exchange is ex-dividend on the allotment date, the NAV used for calculating the Offer Price will be ex-dividend.

(ii) agree that, in consideration of the Companies agreeing that they will not issue or allot any New Shares which are subject to the Offer to any person other than by means of the procedures referred to in this document, your application shall not be revoked until after 5 April 2012, and this paragraph shall constitute a collateral contract between you and the Companies which will become binding upon despatch by post to, or (in the case of delivery by hand) on receipt by Albion, of your Application Form;

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

(iv) agree that, in respect of those New Shares for which your application has been received and is not rejected, acceptance of your application shall be constituted, at the election of Albion either (i) by notification to the UK Listing Authority of the basis of allocation (in which case acceptance shall be on that basis) or (ii) by notification of acceptance thereof by Albion;

(v) agree that any monies returnable to you may be retained by Albion pending clearance of your remittance and the completion of any verification of identity required by the Money Laundering Regulations 2007 (the "Regulations") and that such monies will not bear interest;

(vi) subject as provided in paragraphs (iii), (iv) and (v) above, authorise Albion to send a share certificate or arrange for your CREST account to be credited in respect of the number of New Shares for which your application is accepted and/or to send a crossed cheque for any monies returnable, by post, at the risk of the person entitled thereto, to the address of the person named as the applicant in the Application Form;

(vii) warrant that if you sign the Application Form on behalf of somebody else you have due authority to do so on behalf of that other person and such person will also be bound accordingly and will be deemed also to have given the confirmations, warranties and undertakings contained herein and undertake to enclose your power of attorney or a copy thereof duly certified by a solicitor with the Application Form;

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

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

(x) authorise Albion, or any persons authorised by it, as your agent, to do all things necessary to effect registration of any New Shares subscribed by you into your name or into the name of any person in whose favour the entitlement to any such New Shares has been transferred and authorise any representative of Albion to execute any document required therefore;

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

(xii) confirm that you have read the restrictions contained in paragraphs (e) and (f) below and warrant as provided therein;

(xiii) warrant that you are not under the age of 18;

(xiv) agree that all documents and cheques sent by post to, by or on behalf of the Companies or Albion, will be sent at the risk of the person(s) entitled thereto; and

(xv) agree that future dividend payments in respect of New Shares subscribed for will be paid direct into your bank or building society account.

(d) It is a term of the Offer that, to ensure compliance with the Regulations, Albion may at its absolute discretion require verification of identity from any person lodging an Application Form (the "Applicant") and, without prejudice to the generality of the foregoing, in particular any person who either (i) tenders payment by way of a Building Society cheque or bankers' draft drawn on an account in the name of a person or persons other than the Applicant, (ii) appears to be acting on behalf of some other person or (iii) who subscribes for in excess of the sterling equivalent of Euro 15,000 (under the Regulations). In these cases, verification of the identity of the Applicant or of any person on whose behalf the Applicant appears to be acting, may be required. In addition, Albion may use the services of a credit reference agency, which will record that an enquiry has been made.

If within a reasonable period of time following a request for verification of identity and in any case by no later than 3.00 p.m. on the relevant date of allotment Albion has not received evidence satisfactory to it as aforesaid, Albion, at its absolute discretion, may reject any such application in which event the remittance submitted in respect of that application will be returned to the Applicant (without prejudice to the rights of the Companies to undertake proceedings to recover any loss suffered by them as a result of the failure to produce satisfactory evidence of identity).

Where possible, applicants should make payment by their own cheque. If a bankers' draft or building society cheque is used, the Applicant should:

(i) write his/her name and address on the back of the draft or cheque and, in the case of an individual, record his/her date of birth against his/her name; and

(ii) ask the bank or building society (if relevant) to endorse on the reverse of the draft or cheque the full name and account number of the person whose account is being debited and stamp such endorsement.

The above information is provided by way of guidance to reduce the likelihood of difficulties, delays and potential rejection of an Application Form (but without limit Albion has the right to require verification of identity as indicated above).

The completion by an authorised financial intermediary of the agent's box on the Application Form, confirms that the requirements of the Regulations for the identification and verification of the applicant have been complied with by the intermediary.

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

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

(g) Applicants are encouraged to submit their Application Forms early in order to be confident that their applications will be successful. In the event that applications are received for an amount in excess of the maximum subscription under the Offer, the Directors reserve the right to exercise their discretion in the allocation of successful applications although the allocation will usually be on a first come first served basis. The right is also reserved to reject in whole or in part any application or any part thereof and to treat as valid any application not in all respects completed in accordance with the instructions relating to the Application Form.

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

**It is essential that you complete all parts of the Application Form in accordance with the following instructions. Authorised financial intermediaries MUST read Sections 4 and 5 of these notes.**

# NOTES ON COMPLETION OF THE APPLICATION FORM

## SECTION 1 – PERSONAL DETAILS

Insert your full name, address, date of birth and National Insurance Number in BLOCK CAPITALS and black ink. Please provide a daytime telephone number and email address in case of query. Your National Insurance Number is required to ensure that you can obtain income tax relief.

If you would like to reinvest dividends for capital growth, please tick the relevant box on the Application Form.

Please use separate application forms as joint applications cannot be accepted.

## SECTION 2 – APPLICATION & PAYMENT

Insert the amount of money which you wish to subscribe. Your application must be for a minimum value of £10,000 and in multiples of £1,000, subject to a maximum investment of £200,000.

Payments must be made by crossed cheque or bankers' draft in pounds sterling drawn on a branch of a bank or building society in the UK. Cheques should be made payable to "Albion VCTs Linked Top Up Offer". The account name should be the same as that shown on the application.

## SECTION 3 – DECLARATION & SIGNATURE

The Application Form may only be signed by someone other than the applicant named in Section 1 if duly authorised to do so. In such cases the original Power of Attorney (or other relevant legal document) or duly certified copy thereof must be enclosed for inspection.

If you would like to pay by bank transfer, please contact the Helpline on the number shown at the bottom of the Application Form.

## NOTES FOR AUTHORISED FINANCIAL INTERMEDIARIES ONLY

### SECTION 4 – FINANCIAL INTERMEDIARY DETAILS

Advisers must complete (in BLOCK CAPITALS) Section 4 giving their full company name and address, the adviser's name, telephone number, email address and details of their authorisation under the FSMA. The right is reserved to withhold any payment of commission if Albion is not, at its sole discretion, satisfied that the intermediary is authorised or is unable to identify the intermediary on the basis of the information provided.

Please note: Commission payments will be made only in accordance with the details in Section 4 and 5.

#### Money Laundering Regulations

If you complete Section 4 on the second page of the Application Form you are warranting that the applicant is known to you and that you have completed all the verification procedures as required by the relevant rules and guidance of the FSA, the Joint Money Laundering Steering Group Guidance Notes and other anti-money laundering laws and regulations as may be considered appropriate.

You also confirm that this information can be relied upon by Albion and will, subject to reasonable notice, be made available to the Companies or Albion for inspection upon request.

In the event of delay or failure to produce such information, the Companies may refuse to accept an application for the Offer.

### SECTION 5 – COMMISSION

Complete Section 5 to show the commission structure you wish to receive. If Section 5 is not completed or the election is unclear, and Section 4 has been validly completed, commission of 3 per cent. will be paid by bank transfer.

Advisers must complete Section 4 and 5 in order to receive commission. Commission payments will only be issued in accordance with the details submitted on the Application Form. No other form of instruction will be accepted.

### RETURN OF APPLICATION FORMS

Completed application forms, together with the appropriate payment, should be returned to Albion Ventures LLP, 1 King's Arms Yard, London, EC2R 7AF by post or can be delivered during office hours to the same address. A blue and white pre-printed reply paid envelope is enclosed with this document for your convenience.

**Please call us at any time during office hours concerning your application on 0808 178 1680**

(calls to this number from a UK landline are usually free; calls from a mobile may be charged. Calls may be recorded)

For legal reasons, the helpline will not be able to provide advice on the merits of the Offer or give any personal tax, legal, investment or financial advice.

**Please send all completed application forms to:**

Albion Ventures LLP, 1 King's Arms Yard, London EC2R 7AF

**Investors who apply for the first £2.5 million worth of New Shares will be granted an additional one per cent. of the amount that they invest in the Offer.**

## APPLICATION FORM

# Albion VCTs Linked Top Up Offer 2011/2012

Before completing this Application Form you should read the Terms and Conditions of Application and Notes on completion of the Application Form.

The final closing date of the Offer is 12 noon on 5 April 2012 (unless fully subscribed or extended before this date).

The Offer may be extended at the discretion of Albion Ventures LLP.

Individuals interested in investing for the 2012/2013 tax year please contact Albion Ventures LLP.

PLEASE USE BLOCK CAPITALS & BLACK INK

### SECTION 1 – PERSONAL DETAILS

Title	First name	Surname
Address		
Postcode	Email	
Date of Birth	National Insurance Number	
Telephone (Day)	Telephone (Evening)	

**Income option** Please complete the details below to have dividends paid directly into your bank account.

Account name  
.....  
Bank name  
.....  
Sort code  
.....  
Account Number  
.....

Please tick here if you would like to receive shareholder communications electronically rather than a hard copy (as and when this facility becomes available for each Company.)

**Capital growth dividend reinvestment scheme option**

Please tick this box if you have read the dividend reinvestment scheme circular for each Company on the website [www.albion-ventures.co.uk](http://www.albion-ventures.co.uk) "Our Funds", and if you would like to have your dividends reinvested into New Shares, rather than received in cash.

Shareholders' names will be added to a mailing list used to send investors details of new and existing products. We will not share your details with any third parties. Please tick the box if you do not want to receive such details

### SECTION 2 – APPLICATION & PAYMENT

I offer to subscribe for the following amount under the Terms and Conditions of the Application as set out in the Offer Document dated 1 November 2011. The Application must be for a minimum of £10,000 and in multiples of £1,000.

I ENCLOSE A CHEQUE OR BANKERS' DRAFT DRAWN ON A UK CLEARING BANK, MADE PAYABLE TO "Albion VCTs Linked Top Up Offer".

£

CREST ID (if applicable):

### SECTION 3 – DECLARATION & SIGNATURE

- 1** I have received and read the Offer Document dated 1 November 2011 containing details of the Albion VCTs Linked Top Up Offer 2011/2012 and have read the Terms and Conditions of the application contained therein and agree to be bound by them;
- 2** I will be the beneficial owner of the New Shares in the Companies as issued to me pursuant to the Albion VCTs Linked Top Up Offer 2011/2012; and
- 3** To the best of my knowledge and belief, the particulars that I have given on this application form are correct.

HM REVENUE & CUSTOMS MAY INSPECT THIS FORM. IT IS A SERIOUS OFFENCE TO MAKE A FALSE DECLARATION

Signature ..... Date .....

# TO BE COMPLETED BY AUTHORISED FINANCIAL INTERMEDIARIES ONLY

## SECTION 4 – FINANCIAL INTERMEDIARY DETAILS

Company **Chelsea Financial Services plc**

Title **Mr** First Name **Matthew** Surname **Woodbridge**

Address **St James' Hall, Moore Park Road, London**

Postcode **SW6 2JS** Email

Telephone **020 7384 7300** FSA number **114493**

## SECTION 5 – COMMISSION

In order to receive introductory commission please tick one box and then complete and **sign** the rest of this form;

3% introductory commission  % Introductory commission to be waived and reinvested for client (if any)

**OR**

2% introductory commission with trail commission of 0.4% pa for five years  % Introductory commission to be waived and reinvested for client (if any)

Introductory and trail commissions will be paid directly into the financial intermediary's bank account. Please provide details below;

Account name Bank name

Sort code Account number

By completing this form, you are deemed to have given the warranty and undertaking set out in Note 4 of the accompanying Notes on completion of the Application Form

Signature of Intermediary Date

**Please call us at any time during office hours concerning your application on 0808 178 1680**

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Postcode	Email	
Date of Birth	National Insurance Number	
Telephone (Day)	Telephone (Evening)	

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.....  
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