



PUMA ALPHA VCT

The 14th Puma VCT

PROSPECTUS



## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

This document, which comprises a prospectus dated 5 July 2019 relating to Puma Alpha VCT plc (the "Fund" or the "Company") in accordance with the Prospectus Rules made by the Financial Conduct Authority pursuant to Part VI of FSMA has been approved for publication under section 87A of that Act. This document has also been approved by the Financial Conduct Authority as a prospectus under the Prospectus Rules on 5 July 2019.

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

**Your attention is drawn to the risk factors set out on pages 14 to 17 of this document. Prospective Investors should read the whole text of this document and should be aware that an investment in the Company involves a high degree of risk and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. All statements regarding the Company's business, financial position and prospects should be viewed in light of such risk factors.**

The Directors of the Company whose names appear on page 19 of this document, together with the Company, accept responsibility for the information contained herein. To the best of the knowledge of the Directors and the Company (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. To the extent information has been sourced from a third party, this information has been accurately reproduced and, as far as the Directors and the Company are aware, no facts have been omitted which may render the reproduced information inaccurate or misleading. In connection with this document, no person is authorised to give any information or make any representation other than as contained in this document.

Application will be made for all the Ordinary Shares in the Company in issue and to be issued pursuant to the offer for subscription ("Offer"), to be admitted to a premium listing on the Official List of the Financial Conduct 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 or about 1 June 2020. Applications for admission of Ordinary Shares may be made at any time after the date of publication of this document and on or prior to the Closing Date. Your attention is drawn to the section entitled 'Risk Factors' set out on pages 14 to 17 of this document.

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

Howard Kennedy Corporate Services LLP is acting as sponsor and Puma Investment Management Limited, which is authorised and regulated by the Financial Conduct Authority, is acting as promoter in connection with the Offer. Howard Kennedy is not advising any other person or treating any other person as a customer or client in relation to the Offer, nor, subject to the responsibilities and liabilities imposed by FSMA or the regulatory regime established thereunder, will they be responsible to any such person for providing the protections afforded to their respective customers or clients or for providing advice in connection with the Offer.

### Puma Alpha VCT plc

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#### Offer for Subscription of up to 30,000,000 Ordinary Shares of £0.01, payable in full in cash at £1.00 per share on application, together with an over-allotment facility for up to a further 20,000,000 Ordinary Shares

Issued share capital of the Company assuming full subscription under the Offer with no utilisation of the over-allotment facility

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#### Nominal Value

£350,000.02

#### Number

30,000,002 Ordinary Shares and 50,000 Redeemable Preference Shares

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The Offer will be open from 5 July 2019 until the earlier of 3.00 p.m. on the Initial Closing Date and the date on which the maximum subscription is reached. The Directors may close the Offer before the Initial Closing Date at their discretion or extend the Initial Closing Date and the deadline for receipt of applications to a date no later than 12 June 2020. The Offer is not underwritten. 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 available from the Promoter at Cassini House, 57 St James's Street, London SW1A 1LD. The minimum investment 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, Elder House, St Georges Business Park, Weybridge, Surrey, KT13 0TS.

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

Copies of this document may be obtained, free of charge, from the Company's registered office at Cassini House, 57 St James's Street, London, SW1A 1LD and from the Promoter (at the same address), until the closing of the Offer. A copy of this document has been submitted to the National Storage Mechanism and is available to the public for viewing online at the following website address: <http://www.morningstar.co.uk/uk/NSM>.

This document is not a KID (key information document) for the purposes of the EU Packaged Retail Investment and Insurance Products Regulations ("PRIIPs").



# 2 Contents

<b>Summary</b>	<b>4</b>
<b>Risk factors</b>	<b>14</b>
<b>Forward looking statements</b>	<b>18</b>
<b>Directors and advisers</b>	<b>19</b>
<b>Overview of Puma Alpha VCT plc</b>	<b>20</b>
<b>Letter from the Chairman</b>	<b>21</b>
The Investment Manager	21
Core Investment Strategy	21
The Opportunity	21
The Offer	21
The Tax Benefits	21
<b>Details, timetable and statistics of the offer</b>	<b>22</b>
<b>Statistics of the Offer</b>	<b>22</b>

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## **PART 1**

<b>The offer</b>	<b>23</b>
Introduction	23
Reasons for the Offer	24
The Investment Manager – a 22-year Investment Management Track Record	24
Deal Flow	24
VCT Tax Relief	29
Illustration of effect of tax relief to Qualifying Investors	29
Income	29
<b>Investment objectives and policies</b>	<b>30</b>
Investment Objectives	30
Investment Policy	30
Profile of Typical Investor	31
Other Key Policies	31
Distribution policy	31
Post-Investment Management	31
Co-Investment Policy	31
Valuation Policy	32
Share Buyback Policy	32
Shareholder Reporting	32
<b>Corporate matters</b>	<b>33</b>
Allotment, dealings and settlement	33
Corporate Governance	33
Market Abuse Regulation	33
Key Rules and Regulations	33
<b>The Board and Investment Management Team</b>	<b>35</b>
Board of Directors	35
The Investment Manager	35
Private Equity team of the Investment Manager	35
<b>Expenses and administration</b>	<b>37</b>
Investment management and administration	37
Performance Incentive Fees	37
Fees, charges and pricing of the Offer	37

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**PART 2**

Taxation	39
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**PART 3**

Additional Information	41
------------------------	----

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**PART 4**

Definitions	56
-------------	----

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**PART 5**

Terms and Conditions of the Offer and Application	60
Frequently Asked Questions	64

# 4 Summary

Summaries are made up of disclosure requirements known as 'Elements'. The Elements are numbered in Sections A—E (A.1—E.7).

This summary contains all the Elements required to be included in a summary for this type of security and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted into the summary because of the type of security and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of 'not applicable'.

## Section A - Introduction and Warnings

Element	Disclosure requirement	Disclosure
<b>A.1</b>	Warning	This summary should be read as an introduction to the Prospectus. Any decision to invest in Shares should be based on consideration of the Prospectus as a whole by the Investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the claimant Investor might, under the national legislation of the EEA States, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled this summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with other parts of the Prospectus, key information in order to aid Investors when considering whether to invest in Shares.
<b>A.2</b>	Use of Prospectus by financial intermediaries	The Company and the Directors consent to the use of the Prospectus by financial intermediaries, from the date of the Prospectus until the close of the Offer, for the purpose of subsequent resale or final placement of securities by financial intermediaries within the period of the Offer. The Offer is expected to close on the earlier of 3 April 2020 and the date on which the maximum subscription is reached, unless previously closed at the Directors' discretion or extended by the Directors to a date no later than 12 June 2020. There are no conditions attaching to this consent. Financial intermediaries may only use the Prospectus in the UK.  <b>In the event of an offer being made by a financial intermediary, financial intermediaries must give Investors information on the terms and conditions of the Offer at the time they introduce the Offer to Investors.</b>

## Section B – Issuer

<b>Element</b>	<b>Disclosure requirement</b>	<b>Disclosure</b>
<b>B.1</b>	Legal and commercial name	Puma Alpha VCT plc (the "Company")
<b>B.2</b>	Domicile and legal form	The Company was incorporated and registered in England and Wales on 11 April 2019 as a public company limited by shares under the Act with registered number 11939975. The Company operates under the Act and regulations made under the Act.
<b>B.4</b>	Significant trends	Not applicable as the Company is newly formed and has not commenced operations.
<b>B.5</b>	Group description	Not applicable. The Company is not part of a group.
<b>B.6</b>	Major shareholders	As at 4 July 2019, the Company was aware of the following:  50,000 Redeemable Preference Shares of £1 each in the capital of the Company have been issued to Puma Investment Management Limited for the purposes of obtaining a trading certificate for the Company to commence its business.  The Directors are not aware of any person or persons who, following the Offer, will or could, directly or indirectly, jointly or severally, exercise control over the Company. There are no different voting rights for any Shareholder.
<b>B.7</b>	Key financial	Not applicable. At the date of this document, the Company has not commenced trading operations.
<b>B.8</b>	Key pro forma financial	Not applicable. This document does not contain any pro forma financial information.
<b>B.9</b>	Profit forecast	Not applicable. No profit forecast or estimate has been made.
<b>B.10</b>	Description of the nature of any qualifications in the audit report on the historical financial information	Not applicable. The Company has not commenced trading operations and no financial information has been prepared on the Company to date.
<b>B.11</b>	Insufficient Working Capital	Not applicable. The Company is of the opinion that, subject to the receipt of the Minimum Subscription, the working capital available to the Company is sufficient for its present requirements, that is, for at least the next 12 months following the date of this document.

## 6 Summary

(continued)

Element	Disclosure requirement	Disclosure
B.34	Investment policy	<p>By virtue of the legislative framework governing the Company, the Company's investment policy has been designed to be aligned with the need to comply with VCT legislation which is key to the proposition being offered to Investors.</p> <p>The Company will target investments in unquoted companies with a strong and experienced management team, a proposition that is commercially validated through sales volume, a clear and comprehensive plan for growth, and operating in a well-defined market niche with proven market fit.</p> <p>Investments may be through a range of securities including, but not limited to, ordinary and preference shares, loan stock, convertible securities and fixed interest securities. Unquoted investments may be structured as a combination of ordinary shares and loan stock. The Company may also invest in stocks that are quoted on the London Stock Exchange (including AIM) and on NEX; such stocks may include ordinary shares, preference shares and/or unsecured loan stock. As well as quoted securities, the Company may hold investments in permitted funds, including interest bearing money market open-ended investment companies (OEICs) in addition to cash on deposit.</p> <p><b>Qualifying Investments</b></p> <p>Qualifying Investments comprise investments in companies which are carrying out a qualifying trade (as defined under the relevant VCT legislation), and have a permanent establishment in the UK, although some may trade overseas. The Qualifying Companies in which investments are made must have no more than £15 million of gross assets immediately prior to the investment (and £16 million immediately after the investment), fewer than 250 employees (or 500 employees in the case of a Knowledge Intensive Company) and generally cannot have been trading for more than seven years (or 10 years in the case of a Knowledge Intensive Company) at the time of the Company's investment. Several other conditions must be met for an investment to be classed as a VCT Qualifying Investment.</p> <p>The Company intends to utilise the proceeds of the Offer to acquire a portfolio of Qualifying Investments. In any event, the Company must ensure that at least 80% by value of the company's investments are in qualifying holdings by the start of the Company's accounting period in which the third anniversary of the date the relevant Shares, were issued falls. At least 30% of all new funds raised by the Company must be invested in Qualifying Investments within 12 months of the end of the accounting period in which the Company issued the shares.</p> <p><b>Non-Qualifying Investments</b></p> <p>Funds not yet employed in Qualifying Investments will be managed with the intention of ensuring the Company has sufficient liquidity to invest in Qualifying Investments as and when opportunities arise. Subject to the Investment Manager's view from time to time of desirable asset allocation and the rules applicable to VCTs, the non-qualifying portfolio will comprise quoted and unquoted investments (direct or indirect) in cash or cash equivalents, bonds, equities, collective investment schemes (including UCITs), permitted vehicles investing in property, bond funds and funds of funds or on cash deposit. Where the Company invests in quoted equities, it may seek to limit its overall market exposure through protective options.</p> <p>Subject to the rules applicable to VCTs, the Company may invest in the above assets and may also invest through a holding in other funds or companies managed or advised by the Investment Manager or its affiliates. The Company will not be charged management fees by the Investment Manager in relation to its investment in such funds or companies managed or advised by the Investment Manager or its affiliates.</p>



Element	Disclosure requirement	Disclosure
<b>B.34 (Cont.)</b>	Investment policy	<p><b>Borrowing Policy</b> The Company has no present intention of utilising gearing as a strategy for improving or enhancing returns. Under the Company's Articles of Association, the borrowings of the Company will not, without the previous sanction of the Company in general meeting, exceed 50% of the aggregate total amount received from time to time on the subscription of Shares in the Company.</p> <p>Within the Qualifying Investments Portfolio, the Company will typically be able to restrict the investee company's ability to borrow, although it is anticipated that investee companies will have borrowings including overdrafts and may have other forms of third party finance arrangements such as invoice financing.</p> <p><b>Risk Diversification and Maximum Exposures</b> It is intended that risk will be spread by investing in a number of different businesses within different industry sectors using a mixture of securities. The maximum amount invested in any one company (inclusive of any related group company) is limited to 15% of the value of the portfolio in accordance with the VCT legislation at the time of investment.</p> <p><b>Target Asset Allocation</b> Initially, the majority of funds will be invested in Non-Qualifying Investments including cash. These will be progressively reduced to provide funds for Qualifying Investments in accordance with VCT rules requiring at least 80% of the Fund's assets to be invested in Qualifying Investments.</p> <p><b>Changes to the Investment Policy</b> The Company will not make any material changes to its investment policy without shareholder approval.</p>
<b>B.35</b>	Borrowing limits	The Articles of Association permit the Company to borrow a maximum amount equal to 50% of the aggregate amount paid up on the issued share capital of the Company.
<b>B.36</b>	Regulatory status	The Company is not a regulated entity.
<b>B.37</b>	Typical investor	A typical Investor for whom the Company is designed is a retail investor and/or sophisticated investor and/or high net-worth individual who is a UK tax resident with sufficient income and capital available to be able to commit to a long term and for whom the tax reliefs available for a VCT investment are suitable.
<b>B.38</b>	Investment of 20% or more in a single underlying asset or investment company	Not applicable. The Company will not invest more than 20% in a single underlying asset or investment company.
<b>B.39</b>	Investment of 40% or more in a single underlying asset or investment company	Not applicable. The Company will not invest more than 40% in a single underlying asset or investment company.

# 8 Summary

(continued)

Element	Disclosure requirement	Disclosure
<b>B.40</b>	Applicant's service providers	<p>The Company has appointed:</p> <ul style="list-style-type: none"> <li>the Investment Manager to originate and manage its investments, for which it will receive an annual investment management fee payable by the Company equal to 2% of the Net Asset Value of the Company (plus VAT if applicable) plus reimbursement of expenses. The Investment Manager will also be incentivised with a performance fee payable in relation to each accounting period, subject to the Performance Value per Share (being the total of the NAV, incentive fees previously paid or accrued and cumulative dividends previously paid, all on a per Share basis) being at least 120p at the end of the relevant period. The amount of the performance incentive fee will be equal to 20% of the amount by which the Performance Value per Share at the end of an accounting period exceeds the High Water Mark (being the higher of 120p and the highest Performance Value per Share at the end of any previous accounting period), and multiplied by the number of Shares in issue at the end of the relevant period;</li> <li>the Investment Manager to also provide certain administration services and company secretarial services to the Company for an annual fee of 0.35% of the Net Asset Value (plus VAT if applicable);</li> <li>Howard Kennedy LLP as custodian of securities held by the Company for an annual fee of £1,000 plus VAT.</li> </ul>
<b>B.41</b>	Regulatory status of the Manager	The Investment Manager is authorised and regulated by the Financial Conduct Authority.
<b>B.42</b>	Calculation of Net Asset Value	Unquoted investments will be valued at fair value in accordance with the IPEV Guidelines. Investments in AIM and NEX market traded companies will be valued at the prevailing bid price. The Company's Net Asset Value per Share will be published on an appropriate regulatory information service. If for any reason valuations are suspended, Shareholders will be notified in a similar manner.
<b>B.43</b>	Cross liability	Not applicable. The Company is not an umbrella collective investment undertaking and as such there is no cross liability between classes or investment in another collective investment undertaking.
<b>B.44</b>	Absence of financial statements	Not applicable. The Company has commenced operations and published financial statements.
<b>B.45</b>	Portfolio	Not applicable. No funds for investment have been raised to date for the Company.
<b>B.46</b>	Net Asset Value	Not applicable. No funds for investment have been raised to date for the Company and no investments have been made.

## Section C — Securities

Element	Disclosure requirement	Disclosure
<b>C.1</b>	Types and class of securities	The Company will issue ordinary shares of £0.01 each ("Shares") under the Offer. The ISIN and SEDOL of the Shares are GB00BGMG7F10 and BGMG7F1 respectively.
<b>C.2</b>	Currency	Sterling.
<b>C.3</b>	Number of securities to be issued	The Company will issue up to 30,000,000 Shares in the capital of the Company pursuant to the Offer, with an over-allotment facility for up to a further 20,000,000 Shares.
<b>C.4</b>	Description of the rights attaching to the securities	<p><b>As regards Income:</b> The Shareholders shall be entitled to receive such dividends as the Directors resolve to pay out in accordance with the Articles of Association.</p> <p><b>As regards Capital:</b> On a return of capital on a winding up or otherwise (other than on redemption or purchase of shares) the assets of the Company available for distribution shall be divided amongst the holder of Shares pro rata to their respective holdings of such shares, in accordance with the Articles of Association.</p> <p><b>As regards Voting and General Meetings:</b> Subject to any special terms as to voting upon which any shares may have been issued, or may for the time being be held, each holder of Shares present in person or by proxy shall on a poll have one vote for every Share of which he is a holder.</p> <p><b>As regards Redemption:</b> The Ordinary Shares are not redeemable.</p>
<b>C.5</b>	Restrictions on the free transferability of the securities	Not applicable. There are no restrictions on the free transferability of the Shares.
<b>C.6</b>	Admission	Application will be made to the Financial Conduct Authority for the Shares to be admitted to the premium segment of the Official List and to the London Stock Exchange to be admitted to trading on the London Stock Exchange's main market for listed securities.
<b>C.7</b>	Dividend policy	The Company intends but cannot guarantee to pay a regular annual dividend commencing in 2023. From then on, the Company expects to achieve an average dividend payment equivalent to 5p per Share per annum (including the 2023 dividend) over the rest of the life of the Fund. The Company expects to be in a position to make such annual payments from income received from its investments. The income received from the Company's investment portfolio should increase during the life of the Company as the number of investments made rises. Accordingly, the 2023 dividend may be lower than 5p per Share but each of the remaining annual dividends may be correspondingly higher than that figure so that the target of an annual dividend payment equivalent to 5p per Share per annum from 2023 is achieved. The Company's ability to pay dividends is subject to the existence of realised profits, legislative requirements and the available cash reserves of the Company.

# 10 Summary

## (continued)

### Section D — Risks

Element	Disclosure requirement	Disclosure
D.1	Key information on the key risks specific to the issuer or its industry	<ul style="list-style-type: none"> <li>• Underlying investments in the investment portfolio may be highly volatile and therefore be exposed to losses if realisation is required when falls in value have been experienced. These funds may also be illiquid and, difficult to realise. As a result the Company may be subject to substantial losses in relation to these investments.</li> <li>• Investments in private companies, usually involve specific deal structuring and depend on the accuracy of due diligence. Standards of corporate governance in private companies are generally lower than in quoted investments and are often dependent on minority investor protections. These investments involve a higher degree of risk than would investments in larger or longer-established businesses and can result in substantial losses.</li> <li>• 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.</li> <li>• The Company will invest in companies with gross assets of not more than £15 million immediately prior to investment (and £16 million immediately after the investment) and with fewer than 250 employees (or 500 employees in the case of a Knowledge Intensive Company) at the point of investment. Such companies generally have a higher risk profile than larger "blue chip" companies.</li> <li>• Due to recent legislative changes, more restrictive requirements have been imposed as to what constitutes a Qualifying Investment and, as a result, it may not be possible for all of the Company's assets to be held in Qualifying Investments.</li> <li>• The income received from the Company's investment portfolio, whether prior to or after being fully invested, may not meet the Company's expectations. As a result, paying out an annual 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 existence of realised profits, legislative requirements and the available cash reserves of the Company.</li> <li>• There can be no guarantee that the Company will fulfil the criteria to obtain, or to enable it to maintain full VCT status. If the Company loses its approval as a VCT before Investors have held their shares for five years, the 30% income tax relief obtained will have to be repaid by such Investors. Following a loss of VCT status, an Investor will be taxed on dividends paid by the Company, and in addition, a liability to capital gains tax may arise on any subsequent disposal of Shares.</li> <li>• Companies which offer higher yields usually carry higher risk than lower yielding companies and may offer higher yields only to compensate for these greater risks.</li> <li>• 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.</li> <li>• The level of returns from investments may be reduced if there are delays in the investment programme.</li> </ul>

Element	Disclosure requirement	Disclosure
<b>D.1 (Cont.)</b>	Key information on the key risks specific to the issuer or its industry	<ul style="list-style-type: none"> <li>• The Finance Act 2018 introduced a new "risk-to-capital" condition for Qualifying Investments, designed to focus investments towards earlier stage, growing businesses, and away from investments which could be regarded as lower risk. The Company may not make any prohibited non-qualifying investments, including those which breach the "risk-to-capital" condition, and the potential penalty for contravention of these rules can include loss of VCT status with a resultant clawback of VCT tax reliefs from Investors. HMRC have stated that VCT status will not be withdrawn where an investment is ultimately found to be non-qualifying if, after taking reasonable steps including seeking advice, a VCT considers that an investment is qualifying. However, HMRC may require rectification of the breach, which may mean that the VCT is forced to dispose of the investment at a loss.</li> </ul>
<b>D.3</b>	Key information on the key risks specific to the securities	<ul style="list-style-type: none"> <li>• Shares in VCTs are inherently illiquid and there may be a limited market in the shares.</li> <li>• The value of the Shares may go down as well as up. Shareholders may not receive back the full amount invested and could lose part or all of their investment.</li> <li>• There is no certainty that the market price of Shares will fully reflect their underlying NAV or that any dividends will be paid, nor should Shareholders rely upon any share buyback policy to offer any certainty of selling their Shares at prices that reflect their underlying NAV.</li> <li>• It is anticipated that the Shares issued pursuant to the Offer will be admitted to the premium segment of the Official List and will be traded on the London Stock Exchange's market for listed securities, the secondary market for VCT shares is generally illiquid and Shareholders may find it difficult to realise their investment.</li> </ul>

# 12 Summary

## (continued)

### Section E — Offer

Element	Disclosure requirement	Disclosure
<b>E.1</b>	Net proceeds and costs of the Issue	The Company is proposing to raise up to £30 million pursuant to the Offer (up to £50 million if the over-allotment facility for up to a further 20,000,000 Shares is utilised in full). The total estimated expenses of the Offer (assuming full subscription and where the over-allotment facility is not utilised) will be £1.1 million and the total net proceeds are, therefore, estimated to be £28.9 million. Costs are borne by the Company, not Investors.
<b>E.2a</b>	Reason for the Offer and use of proceeds	By making the Offer, the Company intends to raise funds and then to implement its investment policy so as to use the proceeds of the Offer to acquire within 12 months of the end of the Company's accounting period in which the relevant Shares were allotted a portfolio of Qualifying Investments representing not less than 30% of the funds raised in the Offer, and to acquire by the start of the accounting period in which the third anniversary of the date the relevant Shares are allotted falls (and subsequently maintain) a portfolio of Qualifying Investments representing not less than 80% of the net asset value (as determined by HMRC) of the Company.
<b>E.3</b>	Terms and conditions of the Offer	<p>The Shares are offered at the Offer Price, each payable in full upon application. Up to 30,000,000 Shares are being made available under the Offer, with an over-allotment facility for up to a further 20,000,000 Shares. The Offer is conditional on the Company raising the Minimum Subscription by 5.00 pm on 20 March 2020. The Offer opens on 5 July 2019 and will close no later than 3 April 2020 for shares to be allotted in the 2019-20 tax year and no later than 12 June 2020 for shares to be allotted in the 2020-21 tax year.</p> <p>The Directors, in their absolute discretion, may decide to increase the Offer by a further £20,000,000 to close the Offer earlier or extend the closing date to a date no later than 12 June 2020.</p> <p>Pricing of the Offer</p> <p>The number of Offer Shares to be issued to each Applicant will be calculated based on the following pricing formula (rounded down to the nearest whole Share):</p> <p>Number of Offer Shares = Amount subscribed, less</p> <ul style="list-style-type: none"> <li>(i) the Initial Fee</li> <li>(ii) the applicant's Adviser Charges.</li> </ul> <p>Subject to any discounts for early investment and existing Puma investors, the Initial Fee is 3% of the investment amount for applications.</p>
<b>E.4</b>	Material interests	Not applicable. No interest is material to the Offer.
<b>E.5</b>	Name of person selling securities	Not applicable. No person or entity is offering to sell the security as part of the Offer and there are no lock-up agreements.
<b>E.6</b>	Dilution	Not applicable. There are no potentially dilutive securities in issue, nor potentially dilutive transactions in contemplation.

<p><b>E.7</b></p>	<p>Expenses charged to the Investor</p>	<p>The estimated expenses charged to the Investor by the Company are as follows:</p> <p><b>Investor not receiving financial advice</b>  For an Investor under the Offer who is not advised by a Financial Adviser or has elected to settle its Adviser Charge direct, the costs of the Offer will be the Initial Fee attributable to the subscription for Shares, being up to 3% of the value of the amount of the subscription monies received by the Company in respect of that Investor's application (any lower amount being at the discretion of the Investment Manager), although this is not an expense charged directly to an Investor by the Company as it is charged to the Company by the Promoter, so that Investors will receive Ordinary Shares under the Offer in respect of the value of their subscription proceeds.</p> <p><b>Investor receiving financial advice</b>  For an Investor under the Offer who is advised by a Financial Adviser and has agreed that the Registrar should make the payment of its Adviser Charge on its behalf, the costs of the Offer will be the Initial Fee attributable to the subscription for Shares, being 3% of the value of the amount of the subscription monies received by the Company in respect of that Investor's application after the deduction of any Adviser Charges, payment of which is made by the Registrar on behalf of the Investor prior to subscription for Shares. In such circumstances, such Investors will receive Ordinary Shares under the Offer in respect of the value of their subscription proceeds following payment of any Adviser Charge by the Registrar.</p> <p><b>Costs and commissions</b>  Out of these Initial Fees the Investment Manager will be responsible for paying particular costs of the Offer, initial and trail commission to execution only brokers.</p> <p>Authorised financial intermediaries in respect of execution only clients where no advice or personal recommendation has been given will usually be entitled to an initial commission of 1% of the amount payable in respect of the Ordinary Shares allocation for each Application. Additionally, provided that such intermediary continues to act for the client and the client continues to be the beneficial owner of the Shares, such authorised financial intermediaries will usually be paid an annual trail commission by the Promoter of 0.35% of the Net Asset Value for each such Share for 5 years. The Investment Manager may, in certain circumstances, agree to pay enhanced commission over and above these terms, but any such enhanced commissions will not be payable by either the Investors or the Company.</p> <p>The Directors may, at their discretion, allow an enhanced share allocation for Investors who submit their Application Forms early or for Investors who have invested in other Puma VCTs or for any other Investors at their discretion.</p>
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# 14 Risk factors

Prospective Investors should consider carefully the following risk factors, as well as the other information in this Prospectus, before investing.

Prospective Investors should read the whole of this Prospectus and not rely solely on the information in the section entitled "Risk Factors". The business and financial conditions of the Company could be adversely affected if any of the following risks were to occur and Investors could lose part or all of their investment.

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

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

## Risks relating to the Company

- 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 their investment.

- Although it is intended that the Ordinary Shares will be listed on the Official List and admitted to trading on the London Stock Exchange, shares in VCTs are inherently illiquid and there may be a limited market in the shares, primarily because the initial tax relief is only available to those subscribing for newly issued shares. In such circumstances Investors will find it difficult to realise their investment.
- The Company intends, but cannot guarantee, to pay a regular annual dividend commencing in 2023. From then on, the Company expects to achieve an average dividend payment equivalent to 5p per Share per annum (including the 2023 dividend) over the rest of the life of the Fund. The Company expects to be in a position to make such annual payments from income received from its investments. The income received from the Company's investment portfolio should increase during the life of the Company as the number of investments made rises. Accordingly, the Company anticipates that the 2023 dividend may be lower than but that each of the remaining annual dividends may be correspondingly higher than that figure so that the target of an annual dividend payment equivalent to 5p per Share per annum from 2023 is achieved. However, in any event the income received from the Company's investment portfolio, whether prior to or after being fully invested, may not meet the Company'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 existence of realised profits, legislative requirements and the

available cash reserves of the Company.

- Investment in unquoted companies, by its nature, involves a higher degree of risk than investment in listed companies. In particular, small companies often have limited product lines, markets or financial resources and may be dependent for their management on a small number of key individuals and may be more susceptible to political, exchange rate, taxation and other regulatory changes. In addition, the market for securities in smaller companies is usually less liquid than that for securities in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such securities. Investment returns will, therefore, be uncertain and involve a higher degree of risk than investment in a listed company.
- On 29 March 2017, the UK gave notice to the EU under Article 50(2) of the Treaty on European Union of its intention to withdraw from the European Union, commonly referred to as "Brexit". The British government is now negotiating the terms of the UK's future relationship with the European Union and the process is scheduled to end in October 2019. Although it is unknown what terms will emerge from the same or whether there will be increased regulatory control between the UK and EU countries, the emerging terms may adversely affect the Company's business model, business operations, or financial results or have an impact on sales demand, material and labour costs and availability and cost of finance for an underlying investee company.

## Risks concerning VCTs and tax relief

- Levels, basis 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.

- The Directors are committed to maintaining the Company's VCT status but there can be no guarantee that the Company will fulfil the criteria to obtain, or to enable it 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% 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.
- Due to recent legislative changes brought in by the Finance (No.2) Act 2015 and the Finance Act 2018, more restrictive requirements have been imposed as to what constitutes a Qualifying Investment and, as a result, it may not be possible for all of the Company's assets to be held in Qualifying Investments.
- Following recent legislative changes, restrictions imposed in relation to the non-qualifying investments which may be held by VCTs have been clarified. The Non-Qualifying Investments described in this document, which may be held by the Company, are based on the current interpretation of applicable legislation and practice following advice received by the Company from its advisers. However, there is a risk that HMRC's interpretation of what constitutes a permitted Non-Qualifying Investment may be more restrictive.
- The Finance Act 2018 introduced a new "risk-to-capital" condition for Qualifying Investments, designed to focus investments towards earlier stage, growing businesses, and away from investments which could be regarded as lower risk. The Company may not make any

prohibited non-qualifying investments, including those which breach the "risk-to-capital" condition, and the potential penalty for contravention of these rules can include loss of VCT status with a resultant clawback of VCT tax reliefs from Investors. HMRC have stated that VCT status will not be withdrawn where an investment is ultimately found to be non-qualifying if, after taking reasonable steps including seeking advice, a VCT considers that an investment is qualifying. However, HMRC may require rectification of the breach, which may mean that the VCT is forced to dispose of the investment at a loss.

- 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.
- 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. Tax reliefs described are those currently available. Legislation governing Qualifying Investments is 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.
- Where full approval as a VCT is not maintained, any dividends previously paid to holders of Shares will be liable to be assessed to income tax in the year in which they were paid. Interest may also be due. The 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 2 of this document.

- There may also be constraints imposed on the realisation of investments in order to maintain the VCT tax status of the Company.

#### **Risks relating to the Company's underlying investments**

The following risk factors relate to the type of investments the Company may make pursuant to its investment policy:

- Investments made by the Company may be in 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 NEX does not guarantee its liquidity. There may also be constraints imposed on the realisation of investments to maintain the VCT tax status of the Company.
- The Company may construct for itself a diversified portfolio of such investments. 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 investments 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 investments 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.
- It can take a number of years for the underlying value or quality of the businesses of smaller companies, such as those in which the Company invests, to be fully

# 16 Risk factors

(continued)

reflected in their market values which are often also materially affected by general market sentiment, which can be negative for prolonged periods. This may adversely affect the performance of the Company.

- The Company's portfolio of investments may be subject to market fluctuations including but not limited to changes in inflation and interest rates. There can be no assurance that appreciation will occur or that losses will not be incurred. The ability of the Company to return funds to Shareholders may be adversely affected by illiquidity in underlying assets. It may be difficult to deal in investments for which there is no recognisable market or to obtain reliable information about their value or the extent of the risks to which such investments are exposed.
- Securities held by the Company may have redemption or lock-in periods that affect liquidity and which could result in the premature or delayed realisation of investments.
- Corporate or UK Government bonds (in which the Company may invest) 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. Corporate bonds and corporate bond funds are exposed to the risks 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 creditworthiness of bond issuers.
- 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 are often dependent on minority investor protections which the Company 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 larger or longer-established businesses and can result in substantial losses.

- The Company will invest in companies in accordance with the requirements and restrictions of any VCT legislation in force at the relevant time, currently companies with gross assets of not more than £15 million immediately prior to the investment (and £16 million immediately after the investment) and with fewer than 250 employees (or 500 employees in the case of a Knowledge Intensive Company) at the point of investment. Such companies generally have a higher risk profile than larger "blue chip" companies.
- 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 custodian. 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 custodian's customers, resulting in losses being suffered by the Company.

- Higher income yielding investments do not always return the initial capital intact. Companies which offer higher yields usually carry higher risk than lower yielding companies and may offer higher yields only to compensate for these greater risks.
- Businesses in which the Company invests may incur unplanned costs and delays as a result of statutory and regulatory requirements in areas such as labour and health and safety, or where construction operations do not proceed as planned, which may prevent them from fulfilling their business plans and reduce the level of returns to the Company.
- There is no guarantee that the Investment Manager will source sufficient deal flow that satisfies the Investment Policy.
- The level of returns from investments may be reduced if there are delays in the investment programme, such that part of the net proceeds of the Offer are held in cash or cash-based similarly liquid investments for longer than anticipated, or if the investments cannot be realised at the expected time and values.

## Risks related to the Investment Manager

- The past performance of the Investment Manager or other funds it manages or advises is no indication of its future performance.
- The Investment Manager will provide discretionary and advisory investment management services to the Company in respect of its portfolio of investments. If the

Investment Manager does not perform its obligations in accordance with the agreement regulating the provision of these services, the performance of the Company and/or its ability to achieve or maintain VCT status, may be adversely affected. Shareholders have no direct right of action against the Investment Manager.

- The Investment Manager, or any of its officers, employees, agents and affiliates and any person or company with whom they are affiliated or by whom they are employed (each an 'Interested Party') may be involved in other financial, investment or other professional activities which may cause conflicts of interest with the Company. An Interested Party may not be liable to account for any profit made in connection with these activities. For example, and without limitation, an Interested Party may:
  - a. deal or invest in any investment, whether or not for its own account and notwithstanding that similar investments may be held by the Company;
  - b. enter into or be interested in any financial or other transaction with any entity, any of whose securities are held by or for the account of the Company;
  - c. allocate investment opportunities among the funds and accounts it manages in accordance with its internal policies;

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

In the event of a conflict of interest arising, so far as it is within their powers to do so, the Directors will endeavour to ensure that it is resolved fairly and in accordance with the conflicts policy from time to time relating to the Company. To the extent that the Company intends to invest in a company in which another Puma Fund has invested or intends to invest, the investment must be approved by the Board.

# 18 Forward looking statements

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

This Prospectus contains references to the intention or expectation of the Company and its objective to maintain a regular annual dividend commencing from 2023, to achieve an average dividend payment equivalent to 5p per Share per annum (including the 2023 dividend) over the rest of the life of the Fund. The Company expects to be in a position to make such annual payments from income received from its investments. The income received from the Company's investment portfolio, whether prior to or after being fully invested, may not meet the Company's current expectations. Accordingly, there can be no guarantee that any such dividend can be maintained and accordingly no profit forecast is to be inferred or implied from such statements.



## Directors (all non-executive)

Egmont Stephanus Kock (Chairman)  
Richard Anthony Oirschot  
Michael Laurent van Messel

## Sponsor

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

## Secretary

Paul James Frost  
all of:

Registered Office  
Cassini House  
57 St James's Street  
London SW1A 1LD

## Solicitors

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

## VCT Tax Adviser

PricewaterhouseCoopers LLP  
1 Embankment Place  
London WC2N 6RH

## Auditor

RSM UK Audit LLP  
6th Floor  
25 Farringdon Street  
London EC4A 4AB

## Investment Manager and Administrator

Puma Investment Management Limited  
Cassini House  
57 St James's Street  
London SW1A 1LD

## Bankers

The Royal Bank of Scotland plc  
Western Branch  
60 Conduit Street  
London W1S 2GA

## Promoter

Puma Investment Management Limited  
Cassini House  
57 St James's Street  
London SW1A 1LD

## Registrars and Receiving Agents

SLC Registrars  
Elder House,  
St Georges Business Park,  
Weybridge,  
Surrey, KT13 0TS

# 20 Overview of Puma Alpha VCT plc

➤ **Investment expertise:**

The Investment Manager is part of an organisation that raised its first private equity fund in 1996 and has a 22-year track record of investing in small and medium-sized enterprises in the UK

➤ **VCT management expertise:**

This is the 14th Puma VCT and, as a series, the Puma VCTs have invested into more than 40 qualifying companies, achieving 25 full exits

➤ **Sound investment policy:**

When examining potential investment targets, the Investment Manager will focus on leadership quality, the proposition's commercial validity and clarity of the growth plan

➤ **Tax reliefs:**

Upfront 30% income tax relief available to UK taxpayers

➤ **Income strategy:**

The Company aims to pay a regular annual dividend commencing April 2023

DEAR INVESTOR,

I AM PLEASED TO ANNOUNCE THE LAUNCH OF PUMA ALPHA VCT PLC, THE 14TH PUMA VCT.

## The Investment Manager

The VCT will be managed by the private equity team of Puma Investments. Puma is part of an organisation that raised its first private equity fund in 1996, has a 22-year track record of investing in small and medium-sized enterprises (SMEs) in the UK and has raised over £318 million in VCT and EIS products since 2005. Together, the Puma VCTs, Puma EIS and Puma Alpha EIS have invested into more than 50 qualifying companies, with 25 full exits.

## Core Investment Strategy

The Company aims to give Investors exposure to quality operating businesses with strong management teams in sectors providing structural support for growth. This will enable Investors to support such companies and capitalise on their success. The Investment Manager will focus on investments into unquoted UK companies, primarily in the form of ordinary equity and loan notes. When examining potential investment targets the Investment Manager will focus on the quality and experience of the team leading those businesses. In addition, they will look for businesses with a proposition that is commercially validated through sales volume, operating in a well-defined niche with proven market fit, with a clear and comprehensive plan for growth.

## The Opportunity

The Company seeks to provide funding to assist the growth of UK SMEs of the type described in the Core Investment Strategy. Building a diversified portfolio of these investments should enable the Company to capture significant upside from individual positions but also provide resilience in the event of an economic downturn.

## Dividend Targets

The Company intends to pay a regular annual dividend commencing from 2023 (although there is no guarantee). From then on, the Company expects to achieve an average dividend payment equivalent to 5p per Share per annum (including the 2023 dividend) over the rest of the life of the Fund.

The Company expects to be able to make these annual payments from income received from its investments. The income received from the Company's investment portfolio should increase during the life of the Company as the number of investments rises and exits are achieved. Accordingly, the Company anticipates that the 2023 dividend may be lower than 5p per Share but that each of the remaining annual dividends may be correspondingly higher than that figure. This should enable the Company to achieve its target of an annual dividend payment equivalent to 5p per Share per annum from 2023. The Company's ability to pay dividends is not guaranteed and is subject to the existence of realised profits, legislative requirements and the available cash reserves of the Company.

## The Offer

The Offer seeks to raise up to £30 million and will be open from 5 July 2019 until 3 April 2020 unless the Offer is fully subscribed before this date, or the Directors (at their discretion) decide to bring forward the Initial Closing Date, or unless the Directors (at their discretion) decide to extend the Initial Closing Date, in which case the Offer will be open until no later than 12 June 2020. Application will be made for the Offer Shares to be listed on the premium segment of the Official List and will be traded on the London Stock Exchange's main market.

## The Tax Benefits

Dependent upon an individual's circumstances, investments, up to the maximum amount per annum of £200,000, made into Puma Alpha VCT will attract income tax relief at the rate of 30% for eligible UK taxpayers, provided the Shares are held for at least five years. The VCT can also make tax-free distributions to Shareholders and gains made within the VCT are free from capital gains tax. Tax reliefs can be subject to change.

We recommend that Investors consult with their independent financial adviser before making an investment in a VCT. Applications for Shares must be made by completing an Application Form which is available from the Promoter at Cassini House, 57 St James's Street, London SW1A 1LD. We would also like to draw your attention to the risk factors detailed on pages 14 to 17 of this document.

If you have any further questions, please feel free to contact the investor enquiries helpline on 020 7408 4100, although no investment advice can be given. We very much look forward to welcoming you as a Shareholder of Puma Alpha VCT.

Yours sincerely,

**Egmont Kock**

Chairman

5 July 2019

## 22 Details, timetable and statistics of the offer

### Timetable of the Offer

Offer opens	5 July 2019
First allotment	As soon as the Minimum Subscription is reached
Share and tax certificates expected to be dispatched	Within 10 Business Days of each allotment
Initial Closing Date	3 April 2020 <sup>1</sup>
Dealings expected to commence	On or about 1 June 2020

## Statistics of the Offer

Price per Ordinary Share	100p
Estimated initial Net Asset Value per Ordinary Share	97p
Expected maximum number of Ordinary Shares in issue following close of the Offer <sup>2</sup>	30,000,002
Estimated net proceeds of the Offer assuming maximum subscription	£28,900,000
Minimum individual investment	£5,000
Estimated expenses of the Offer assuming full subscription	£1,100,000

<sup>1</sup> Closing dates may be extended to a date no later than 12 June 2020 or brought forward at the Directors' discretion, in which case the date of admission and commencement of dealings will be revised accordingly

<sup>2</sup> Assuming the Offer is fully subscribed with no utilisation of the over-allotment facility



# The offer

## Introduction

VCTs offer individuals 30% upfront tax relief on investments of up to £200,000 a year, as well as tax-free dividends and capital gains. First introduced by the Government in 1995, VCTs are designed to encourage individuals to invest in a portfolio of investments that comprises at least 80% unquoted UK trading companies. To date, approximately £7.7 billion has been raised by VCTs.

The Company is seeking to raise up to £30 million (with a minimum subscription of £3.2 million), with the Directors having a discretion to increase the Offer to seek up to £50 million. It is the latest VCT to be managed by Puma Investments.

The Investment Manager and its wider organisation have a 22-year track record of investing in smaller companies and has been managing VCTs since the launch of Puma VCT and Puma VCT II in April 2005. Details of the Management Team are set out on pages 35 and 36 and details of the Directors are set out on page 35.

The Company's objective is to provide funding to growing SMEs in the UK, aiming to give Investors exposure to quality operating businesses with strong management teams in sectors providing structural support for growth. When examining potential investment targets, the Management Team will focus particularly on the quality and experience of the team leading the target business. In addition, they will look for businesses with a proposition that is commercially validated, operating in a well-defined niche with proven market fit, with a clear and comprehensive plan for growth. This will enable Investors to support such companies and capitalise on their success. The Company seeks to provide funding to assist the growth of a diversified portfolio of investments which should allow the Company to capture significant upside from individual positions but also provide resilience in the event of an economic downturn.

The Company seeks to produce regular tax-free distributions to Shareholders. The Company intends to pay a regular annual dividend commencing in 2023 (although there is no guarantee). From then on, the Company expects to achieve an average dividend payment equivalent to 5p per Share per annum (including the 2023 dividend) over the rest of the life of the Fund. The Company expects to be able to make such annual payments from income received from its investments and exits. The income received from the Company's investment portfolio should increase during the life of the Company as the number of investments rises. Accordingly, the Company anticipates that the 2023 dividend may be lower than 5p but that each of the remaining annual dividends may be correspondingly higher than that figure. This should enable the Company to achieve its target of an annual dividend payment equivalent to 5p per Share per annum from 2023. The Company's ability to pay dividends is subject to the existence of realised profits, legislative requirements and the available cash reserves of the Company.

The initial proceeds of the Offer may be invested in a portfolio of equities, fixed income and other securities, including UK Government bonds, highly rated corporate bonds and cash deposits, or in investment opportunities already being considered at the relevant time. The Company will continue to hold a proportion of its assets in such investments after the end of its third accounting period.

The Qualifying Investments Portfolio is expected to be made up of investments in established, unquoted UK-based companies. These investments will typically be a combination of ordinary shares and unsecured loan notes. The Finance Act 2018 introduced a new "risk to capital" condition for Qualifying Investments, designed to focus investments towards earlier stage, growing businesses and away from investments which could be regarded as lower risk.

Under current VCT legislation, the Company must hold at least 80% of its assets (by value) in Qualifying Investments by the start of the accounting period in which the third anniversary of the date the shares were issued, falls. At least 30% of all new funds raised must be invested in Qualifying Investments within 12 months of the end of the accounting period in which the Company issued the shares. Qualifying Investments will be made in companies which are carrying out a qualifying trade and have a permanent establishment in the UK, although some may trade overseas. The Qualifying Companies in which investments are made must have no more than £15 million of gross assets immediately prior to the investment (and £16 million immediately after the investment), fewer than 250 employees (or 500 employees in the case of a Knowledge Intensive Company) and generally cannot have been trading for more than seven years (or 10 years in the case of a Knowledge Intensive Company) at the time of the Company's investment. It must also meet several other conditions to be classed as a VCT qualifying investment, further details of which are set out on pages 33 and 34.

As noted above, the Company is not required to have all its funds invested in Qualifying Investments at any given time in order to allow for liquidity management. Accordingly, funds not yet invested in Qualifying Investments will be managed with the intention of ensuring the Company has sufficient liquidity to invest in Qualifying Investments as and when opportunities arise.

The Offer seeks to raise £30 million, with the Directors having a discretion to increase the Offer to seek up to a further £20 million. It is intended that the Ordinary Shares will be listed on the Official List and will be traded on the London Stock Exchange's main market. The Offer will open on 5 July 2019 until 3.00 pm on 3 April 2020. The Offer may close in advance of this date in the event that the maximum subscription is reached or the Directors (at their

# 24 The offer

## (continued)

discretion) decide to bring forward the Initial Closing Date. The closing date of the Offer, and the deadline for receiving applications for the final allotment with respect to the Offer, may be extended by the Directors to a date no later than 12 June 2020.

### Reasons for the Offer

The Offer is suitable for those seeking to invest primarily in a portfolio of unquoted companies and has been designed to fund the growth of UK SMEs whilst enabling the Company and its Investors to benefit from VCT tax reliefs.

The Directors have committed to invest an aggregate of £60,000 under the Offer on the same terms as Investors.

### The Investment Manager – a 22-year Investment Management Track Record<sup>3</sup>

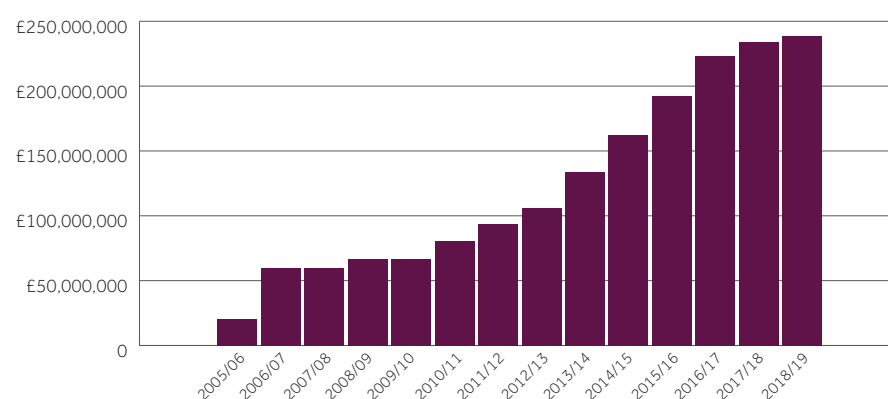
The Investment Manager and its wider organisation have a 22-year history of investment and asset management. This experience spans a range of asset classes and includes several quoted funds targeting institutional investors. The organisation's first growth capital fund was launched in May 1996 delivering net returns to investors of 76.1% per annum at the point of realisation. This was followed by a second growth capital fund, The Puma (II) Fund, which launched in October 1999 and achieved growth in net assets of 64.7% to December 2006, outperforming the FTSE AIM Index by 78.7% over the same period.

In 2005 the remit of the Puma funds expanded to include VCTs, and the first Puma VCT was launched that year. Since then, the Puma VCTs have a long track record of investing in qualifying companies stretching back to 2005. The Puma VCTs together with Puma EIS and Puma Alpha EIS have raised over £318 million since 2005. Together, the Puma VCTs have invested into more than 40 qualifying companies, achieving 25 full exits. When combined with investments from Puma EIS and

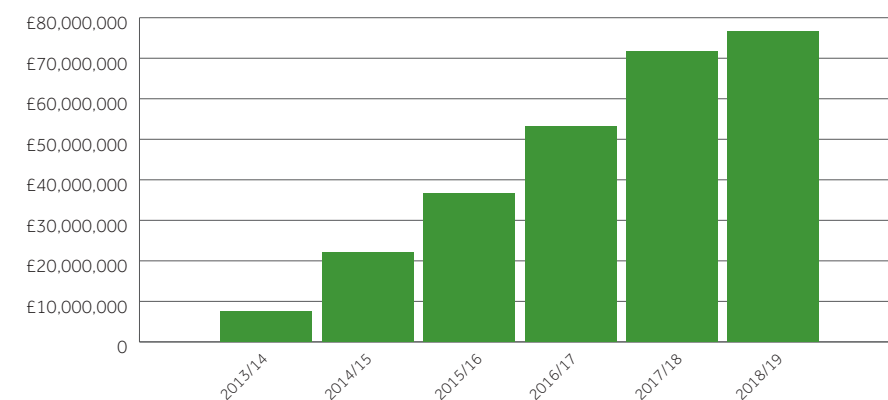
Puma Alpha EIS, those figures rise to over £222 million invested into more than 50 qualifying companies.

Further information on the funds raised for Puma VCTs and for Puma EIS funds are set out in the tables below.

### Funds raised by the Puma VCTs (Cumulative)



### Funds raised by Puma EIS and Puma Alpha EIS (Cumulative)



### Deal Flow

Over the significant period of operation described above, the Investment Manager has built up an extensive network of brokers, intermediaries and entrepreneurs, all of whom facilitate a high level of deal flow. Accordingly, the Investment Manager continues to regularly identify or receive approaches for attractive investment opportunities across a number of sectors. In the 2018 calendar year the Puma Investments private equity team analysed over 400 potential deals worth in excess of £1 billion.

The ongoing difficulty in obtaining finance from traditional sources means that even high-quality, successful SMEs are being starved of growth capital. As a result, the Directors believe there are significant opportunities to invest in strong businesses that are struggling to source funding for growth. Accordingly, the Investment Manager continues to have a strong pipeline of potential investments.

<sup>3</sup> the information set out in this section has been provided by the Investment Manager – see paragraph 6.20 in Part 3 of this document.

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#### **Examples of Qualifying Investments to date<sup>4</sup>**

As set out above, the Puma VCTs – as well as Puma EIS and Puma Alpha EIS – have invested over £222m into qualifying companies to date, accounting for 52 individual companies, 25 of which have been fully exited.

Some examples include:

<sup>4</sup>the information set out in this section on the example Qualifying Investments has been provided by the Investment Manager – see paragraph 6.20 in Part 3 of this document.

# 26 The offer

## (continued)

### Le Col

#### Summary

Investment:	£2.35 million
Sector:	Sports apparel
Location:	London
Established:	2011
Expansion:	Now exporting to over 50 countries

#### Investment overview

In October 2018, funds managed or advised by Puma Investments made an investment of £2.35 million of equity into Le Col, a leading British cycling brand founded by ex-professional cyclist Yanto Barker. Le Col uses the latest technology to bring high-performance kit to consumers with a quality formerly reserved for professionals.

Following a £1 million crowd-fundraise in 2017, Le Col's growth has been significant. In 2018, its revenues more than doubled and online sales grew sixfold year-on-year, while exports increased to 50 countries worldwide.

Among Le Col's numerous high-profile sponsorships, the brand has gained further recognition through its partnership with Sir Bradley Wiggins, who developed a signature range, Le Col by Wiggins, and moved his Team Wiggins kit from competitor Rapha to Le Col.

In addition to its strong market proposition, the company operates in a desirable, growing sector. Our investment is intended to help Le Col's experienced management team accelerate through its next stage of growth.

#### Investment rationale

- Le Col has a compelling combination of in-demand products, professional insight and management experience
- The company's revenues more than doubled in 2018 and online sales grew sixfold year-on-year
- Le Col's robust growth plan is complemented by a supportive sector. Cycling products already contribute more than £700 million annually to the UK economy and this figure will likely rise as the Government strives to double cycling volumes by 2025<sup>5</sup>
- Based in the UK and exporting to 50 countries, Le Col owns its own factory in Treviso, Italy, increasing its manufacturing and supply chain control

#### Puma Investments' view

*"Guided by Yanto's performance insight, design expertise and drive for perfection, Le Col is becoming the go-to brand for cyclists looking for the best kit. Our investment will support the team to leverage the explosive growth it's achieved over the last 12 months, ensuring Le Col continues on its exciting journey."*

Tommy O'Sullivan, Managing Director,  
Puma Private Equity

#### Le Col's view

*"We are delighted to partner with Puma; their support will be key in facilitating the next phase of Le Col's growth. The gains we've made in 2018 have been exceptional and this investment will be instrumental in taking our market-leading product to a global cycling audience."*

Yanto Barker, Founder, Le Col

<sup>5</sup>The Value of the Cycling Sector to the British Economy, Bicycle Association, June 2018

## Pure Cremation

### Summary

Investment:	£7.35 million
Sector:	Direct cremations
Location:	Andover, Hampshire
Established:	2015
Expansion:	A disruptive direct cremation business expanding to service the whole of the UK

### Investment overview

Between 2017 and 2018, Puma Funds invested £7.35 million of growth capital into Pure Cremation – the UK's leading provider of direct cremations.

The company's experienced management team provide simple cremations, so mourners can hold a separate service at their discretion. Since its creation in 2015, the business has achieved impressive growth in a sector poised for rapid expansion. Pure Cremation now delivers its low-cost service across England, Scotland and Wales, and has ambitious future plans.

Reflecting the scope of opportunity, direct cremations currently comprise just 4% of all cremations in the UK, versus 35% in the US's more advanced market<sup>6</sup>. In 2019, the company will relocate to a new state-of-the-art crematorium facility – a move that is intended to enable Pure Cremation to scale its business considerably in order to embrace this market potential.

### Investment rationale

- Pure Cremation is the UK's leader in direct cremations, with a clear strategy to maintain its prime position
- The company combines an experienced management team with a disruptive business model and operates within an established market
- Its new, purpose-built crematorium facility is intended to further drive growth
- As the market leader in a naturally developing sector, Pure Cremation benefits from numerous, attractive exit opportunities

### Puma Investments' view

*"Pure Cremation is an innovative business with a disruptive approach to its market. With their longstanding experience, the team is well-positioned to harness strong trends in the cremation sector as growing numbers of people seek more choice and less cost. We look forward to helping the business achieve their ambitious plans."*

Rupert West, Managing Director, Puma Private Equity

### Pure Cremation's view

*"The funding from Puma Investments means we are well-placed to strengthen Pure Cremation's position as the standard bearers of choice in the funeral industry. We will also be able to offer our simple service delivered with kindness and care to an increasing number of families."*

Catherine Powell, Co-Founder, Pure Cremation

<sup>6</sup>NFDA, Royal London Insurance Company, Pure Cremation, WHIreland

# 28 The offer

## (continued)

### Open House

#### Summary

Investment:	£5 million
Sector:	Pubs & restaurants
Location:	London
Established:	2015
Expansion plans:	New venues in London

#### Investment overview

In February 2019, Puma Funds invested £5 million of equity into Open House London, the company that owns and operates popular dining and drinking venues, The Lighterman and Percy & Founders.

Open House was launched in 2015 by the team behind the Cubitt House Group, which had established four high-end restaurants in central London that were later sold to private investors in a competitive acquisition.

Since launching Open House, the skilfully developed brand has gained a considerable following at its desirable locations in London's Fitzrovia and King's Cross. Demonstrating its strong performance, in 2018 the company achieved revenues of more than £11 million from its two current units. Open House's clear proposition, ongoing success and management expertise has created an exciting platform from which to continue the brand's expansion.

Our investment will support the business in achieving its plans for future growth through further flagship units across London.

#### Investment rationale

- Open House is led by a respected management team who previously brought the Cubitt House Group from formation to exit and have built up an expert operational team, ready to scale.
- The company's existing venues are in sought-after, strategic locations and deliver significant cash generation, underpinning the investment.
- The company has a clear strategy of developing further large-format, standalone venues in major growth areas within London.
- It also has a secured pipeline of new venues.

#### Puma Investments' view

*"Open House's skilled management team has developed an offer that really stands out in London's competitive pub and restaurant sector, where they have created unique destination venues in both The Lighterman and Percy & Founders. The team's longstanding experience and clear vision has seen their existing venues achieve impressive growth since launch, and we look forward to supporting the group as they continue to expand."*

Rupert West, Managing Director, Puma Private Equity

#### Open House's view

*"The team at Open House have thoroughly enjoyed working with Puma Investments and are delighted to have them on board as an investor. Their support will allow us to continue to share our passion for what we do best, enabling our expansion in Central London over the coming years."*

Barry Hirst, Founder, Open House

**Investments made by the Company will be different to those set out above.**



## Share Liquidity

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

## VCT Tax Relief

The Directors intend to manage the Company's affairs so that it complies with the legislation applicable to VCTs. In this regard PricewaterhouseCoopers LLP (PwC) has been appointed to advise the Company on tax matters generally and, in particular, on its VCT status. Provisional approval of the Company as a VCT has been granted by HMRC. Full approval will be sought as soon as possible but will only be granted once at least 80% of the Company's investments by value are in Qualifying Investments and the Company has complied with the other requirements relating to VCT qualification. Where requested, PwC or other suitably qualified professional advisers (including Philip Hare & Associates) will assist the Investment Manager (while reporting directly to the Board) in seeking confirmation from HMRC of the status of each investment as a Qualifying Investment. Where requested, they will also advise on the status of VCT approval. Once full approval has been given, the Company must continue to satisfy HMRC's VCT requirements in order to maintain full approval.

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

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

- Income tax relief of 30% of the amount invested, up to £200,000 per tax year
- Dividends received by investors from the VCT are tax free
- Capital gains made upon the disposal of the shares are tax free

Consequently, the effective net cost of a 100p Share in Puma Alpha VCT is only 70p per Share.

## Illustration of effect of tax relief to Qualifying Investors

The table below has been prepared for illustrative purposes only and does not form part of the summary of the tax reliefs contained in this section. The table shows how the initial tax reliefs available can reduce the effective cost of an investment of £10,000 in a VCT by a Qualifying Investor subscribing for VCT shares to only £7,000.

	Effective Cost	Tax Relief
<b>Investors unable to claim any tax reliefs</b>	£10,000	Nil
<b>Qualifying Investor (higher rate taxpayer) able to claim full 30% income tax relief</b>	£7,000	£3,000

The combined effect of the initial income tax relief, tax-free dividends and tax-free capital growth can substantially improve the net returns of an investor in a VCT.

Please note, however, that VCT tax reliefs can be subject to change and are dependent on an individual's circumstances.

## Income

The Board's objective is to produce regular tax-free distributions to Shareholders. The Company intends to pay a regular annual dividend commencing from 2023 (although there is no guarantee). From then on, the Company expects to achieve an average dividend payment equivalent to 5p per Share per annum (including the 2023 dividend) over the rest of the life of the Fund. The Company expects to be able to make these annual payments from income received from its investments. The income received from the Company's investment portfolio should increase during the life of the Company as the number of investments rises and exits occur. Accordingly, the Company anticipates that the 2023 dividend may be lower than 5p but that each of the remaining annual dividends may be correspondingly higher than that figure. This should enable the Company to achieve its target of an annual dividend payment equivalent to 5p per Share per annum from 2023. The Company's ability to pay dividends is subject to the existence of realised profits, legislative requirements and the available cash reserves of the Company.

## Investment Objectives

The Company's target is to produce attractive investment returns from a portfolio of unquoted UK companies as well as, potentially, AIM and NEX quoted companies.

The Company's principal objectives are to:

- support the growth of UK SMEs
- maximise tax-free returns for Investors from a combination of dividends and interest received on investments, plus the distribution of capital gains arising from exits
- pay a regular annual dividend commencing from 2023 and from that point on to achieve an average dividend payment equivalent to 5p per Share per annum (including the 2023 dividend) over the rest of the life of the Fund
- maintain VCT status to enable Investors to benefit from 30% income tax relief on investments as well as tax-free income and capital gains.

## Investment Policy

In line with the legislative framework governing the Company, the Company's investment policy is designed to comply with VCT legislation, which is key to the proposition being offered to Investors.

The Company will target investments in unquoted companies with a strong and experienced management team, a proposition that is commercially validated through sales volume, a clear and comprehensive plan for growth, and operating in a well-defined market niche with proven market fit.

The Company seeks to provide funding to assist the growth of a diversified portfolio of investments which should allow the Company to capture significant upside from individual positions but also provide resilience in the event of an economic downturn. Given current global macro-economic uncertainties, the Directors believe this

is attractive positioning from a risk-adjusted-return perspective.

The Company will target investments in UK unquoted companies through a range of securities including, but not limited to, ordinary and preference shares, loan stock, convertible securities and fixed interest securities. Unquoted investments are likely to be structured as a combination of ordinary shares and unsecured loan stock. The Company may also invest in stocks that are quoted on the London Stock Exchange (including AIM) and on NEX; such stocks may include ordinary shares, preference shares and/or unsecured loan stock. As well as quoted securities, the Company may hold investments in permitted funds, including interest bearing money market open-ended investment companies (OEICs) in addition to cash on deposit.

## Qualifying Investments

Qualifying Investments comprise investments in companies which are carrying out a qualifying trade (as defined under the relevant VCT legislation), and have a permanent establishment in the UK, although some may trade overseas. The Qualifying Companies in which investments are made must have no more than £15 million of gross assets immediately prior to the investment (and £16 million immediately after the investment), fewer than 250 employees (or 500 employees in the case of a Knowledge Intensive Company) and generally cannot have been trading for more than seven years (or 10 years in the case of a Knowledge Intensive Company) at the time of the Company's investment. Several other conditions must be met for an investment to be classed as a VCT Qualifying Investment; further details of these are set out on pages 33 and 34.

The Company intends to utilise the proceeds of the Offer to acquire a portfolio of Qualifying Investments. In any event, the Company must ensure that at least 80% by value of the

company's investments are in qualifying holdings by the start of the accounting period in which the third anniversary of the date the shares were issued falls. At least 30% of all new funds raised by the Company must be invested in Qualifying Investments within 12 months of the end of the accounting period in which the Company issued the shares.

## Non-Qualifying Investments

Funds not yet employed in Qualifying Investments will be managed with the intention of ensuring the Company has sufficient liquidity to invest in Qualifying Investments as and when opportunities arise. Subject to the Investment Manager's view from time to time of desirable asset allocation and the rules applicable to VCTs (as set out on page 33 and 34), the non-qualifying portfolio will comprise quoted and unquoted investments (direct or indirect) in cash or cash equivalents, bonds, equities, collective investment schemes (including UCITs), permitted vehicles investing in property, bond funds and funds of funds or on cash deposit. Where the Company invests in quoted equities, it may seek to limit its overall market exposure through protective options.

These non-qualifying investments may also be provided to businesses that have already received, or may in the future receive, investment from other funds or entities advised or managed by companies in the Investment Managers' group of companies.

Subject to the rules applicable to VCTs (as set out on pages 33 and 34), the Company may invest in the above assets and may also invest through a holding in other funds or companies managed or advised by the Investment Manager or its affiliates. The Company will not be charged management fees by the Investment Manager in relation to its investment in such funds or companies managed or advised by the Investment Manager or its affiliates.



### Borrowing Policy

The Company has no present intention of utilising gearing as a strategy for improving or enhancing returns. Under the Company's Articles of Association, the borrowings of the Company will not, without the previous sanction of the Company in general meeting, exceed 50% of the aggregate total amount received from time to time on the subscription of Shares in the Company.

Within the Qualifying Investments Portfolio, the Company will typically be able to restrict the investee company's ability to borrow, although it is anticipated that investee companies will have borrowings including overdrafts and may have other forms of third party finance arrangements such as invoice financing.

### Risk Diversification and Maximum Exposures

It is intended that risk will be spread by investing in a number of different businesses within different industry sectors using a mixture of securities. The maximum amount invested in any one company (inclusive of any related group company) is limited to 15% of the value of the portfolio in accordance with the VCT legislation at the time of investment.

### Target Asset Allocation

Initially, the majority of funds will be invested in Non-Qualifying Investments. These will be progressively reduced to provide funds for Qualifying Investments in accordance with VCT rules requiring at least 80% of the Fund's assets to be invested in Qualifying Investments.

### Changes to the Investment Policy

The Company will not make any material changes to its investment policy without shareholder approval.

### Profile of Typical Investor

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

### Other Key Policies

#### Distribution policy

The Company intends (although there can be no guarantee) to pay a regular annual dividend commencing in 2023. From then on, the Company expects to achieve an average dividend payment equivalent to 5p per Share per annum (including the 2023 dividend) over the rest of the life of the Fund. The Company expects to be in a position to make such annual payments from income received from its investments and proceeds from disposals of those investments. The income received from the Company's investment portfolio should increase during the life of the Company as the number of investments made rises. Accordingly, the Company anticipates that the 2023 dividend may be lower than 5p per Share but that each of the remaining annual dividends may be correspondingly higher than that figure so that the target of an annual dividend payment equivalent to 5p per Share per annum from 2023 is achieved. The Company's ability to pay dividends is subject to the existence of realised profits, legislative requirements and the available cash reserves of the Company and accordingly no forecast should be inferred or implied from such statements.

### 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, the Investment Manager will monitor opportunities for the Company to realise gains, with the intention of making tax free distributions to Shareholders.

### Co-Investment Policy

The Company expects to co-invest alongside other Puma Funds in future investments that comply with the Company's investment policy. This should enable the Company to invest in a broader range of transactions and of a larger scale than it might otherwise be able to access on its own, which should enable the expeditious deployment of funds.

Where more than one of the Puma Funds wishes to participate in an investment opportunity, allocations will be offered to each party in proportion to their respective funds available for investment, subject to:

- i. priority being given to any funds that require such investment in order to maintain their tax status;
- ii. the time horizon of the investment opportunity being compatible with the exit strategy of each fund; and/or
- iii. the risk/reward of the investment opportunity being compatible with the target return for each fund.

In the event of any conflicts between the funds, the issues will be resolved at the discretion of the independent Directors. The Investment Manager in turn operates robust conflict of interest procedures to manage potential conflicts. A copy of the applicable conflicts of interest policy is available on the following website: <http://www.pumainvestments.co.uk>.

# 32 Investment objectives and policies

(continued)

## Valuation Policy

Unquoted investments will be valued at fair value in accordance with the IPEV Guidelines. Investments in AIM and NEX market traded companies will be valued at the prevailing bid price.

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.

The Investment Manager will be responsible for the determination and calculation of the Net Asset Value of the Company in accordance with the policies set out above, with the values being published in the Company's annual report and accounts and its interim results (see below) and other occasions at the Board's discretion. The relevant Net Asset Values will also be announced through a Regulatory Information Service. The Company does not anticipate any circumstances arising under which valuations may be suspended. However, if this was to occur, the suspension would be announced through a Regulatory Information Service.

## Share Buyback Policy

The Offer Shares are intended to be traded on the London Stock Exchange's main market for listed securities although it is likely that there will be an illiquid market for such shares and in such circumstances, shareholders may find it difficult to sell their Shares in the market, the Company intends to pursue an active buy back policy to improve the liquidity in the Shares where the Company may repurchase Shares which shareholders wish to sell at a discount of 5% to the

latest published Net Asset Value, subject to applicable regulations, market conditions at the time and the Company having both the necessary funds and distributable cash resources available for the purpose. The making and timing of any share buybacks will remain at the absolute discretion of the Board. The Directors expect that there will be limited demand for share buybacks from Shareholders within the first five years because the only sellers are likely to be deceased Shareholders' estates and those Shareholders whose circumstances have changed (to such extent that they are willing to repay the 30% income tax relief in order to gain access to the net proceeds of the sale).

## Shareholder Reporting

The Directors believe that communication with Shareholders is important. In addition to regular announcements of the NAV being released to the London Stock Exchange and periodic newsletters, Shareholders will have access to a copy of the Company's annual report and accounts (expected to be published each September) and a copy of the Company's interim results (expected to be published each February). These will be made available on the Investment Manager's website.

In order to reduce the administrative burden and cost of communicating with Shareholders, the Company intends to publish all notices, documents and information to be sent to Shareholders generally ("Shareholder Documents") via the Investment Manager's website (<http://www.pumainvestments.co.uk>). Increased use of electronic communications will deliver significant savings to the Company in terms of administration, printing and postage costs, as well as speeding up the provision of information to Shareholders. The reduced use of paper will also have general environmental benefits. Shareholders will be notified when Shareholder

Documents are published on the Investment Manager's website.

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

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

## Allotment, dealings and settlement

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

Subject to the receipt of the Minimum Subscription by the Company, it is intended that an initial allotment of Ordinary Shares will be made on or around 3 April 2020. Successful applicants will be notified by post.

Dealings are expected to commence on or around 1 June 2020.

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

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

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

such notification rather than at the time of receipt by the Company.

## Corporate Governance

The UK Corporate Governance Code published by the Financial Reporting Council in July 2018 (the "Code") applies to the Company. The Directors note that the Code acknowledges that it does not set out a rigid set of rules and that some provisions may have less relevance for investment companies and, in particular, consider some areas inappropriate due to the size and nature of the business of the Company. Accordingly, the provisions of the Code are and will on Admission be complied with save that (i) the Company does not have a chief executive officer or a senior independent director (the Board does not consider this necessary for the size of the Company), (ii) the Company will 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 VCT, (iii) the Company does not have a remuneration or a nomination committee as it does not have any executive officers and as such the Board as a whole deals with any matters of this nature and (iv) as the Company has no major shareholders, the Shareholders are not given the opportunity to meet or engage with any non-executive Directors at a specific meeting other than the annual general meeting.

## Market Abuse Regulation

The Market Abuse Regulation sets out requirements relating to insiders, director dealings and market soundings. In particular, directors, Persons Discharging Managerial Responsibilities and Persons Closely Associated with them must notify the Company of any transaction in the Company's shares. There is also a restriction of dealing in the Company's shares during a closed period. MAR also stipulates that public disclosure of inside information by the Company must be done without delay (other than

in limited circumstances). The FCA must be formally notified following the announcement of any delay.

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

## Key Rules and Regulations

### Venture Capital Trust Regulations

In continuing to maintain its VCT status, the Company must comply with a number of regulations as set out in Part 6 of ITA. How the main regulations apply to the Company is summarised as follows:

- i. the Company's ordinary share capital is listed on a regulated European market;
- ii. the Company holds at least 80% (by value) of its investments in Qualifying Companies;
- iii. at least 70% of the Company's Qualifying Investments (by value) are held in "eligible shares";
- iv. at least 30% of all new funds raised by the Company must be invested in Qualifying Investments within 12 months of the end of the accounting period in which the Company issued the shares;
- v. at least 10% of each investment in a Qualifying Company is held in "eligible shares" (broadly by value at time of investment);
- vi. no investment constitutes more than 15% of the Company's portfolio (by value at time of investment);
- vii. the Company's income for each financial year is derived wholly or mainly from shares and securities;
- viii. the Company distributes sufficient revenue dividends to ensure that no more than 15% of the income from shares and securities in any one year is retained;

# 34 Corporate matters

(continued)

- ix. no investment can be made in a company which causes that company to receive more than £5 million of Risk Finance State Aid investment (including from VCTs) in the 12 months ending on the date of the Company's investment (£10 million in the case of a Knowledge Intensive Company);
- x. no payment or distribution is made to any shareholder directly or indirectly from share capital or share premium account until after the third anniversary of the end of the accounting period in which the shares were issued (other than a buyback of shares);
- xi. no investment can be made in a company which causes that company to receive more than £12 million (£20 million if the company is deemed to be a Knowledge Intensive Company) of Risk Finance State Aid investment (including from VCTs) over the company's lifetime;
- xii. no investment can be made by the Company in a company whose first commercial sale was more than 7 years (or 10 years in the case of a Knowledge Intensive Company) prior to date of investment, except where previous Risk Finance State Aid was received by the company within 7 years or where a 'turnover test' is satisfied (Knowledge Intensive Companies will be able to choose whether to use the current test of the date of first commercial sale or the point at which turnover reached £200,000 to determine when the 10-year period has begun);
- xiii. a company which has received investment from the Company cannot use such investment to acquire another existing business or trade;
- xiv. to be Qualifying Investments, investee companies must have objectives to grow and develop over the long-term there must be a significant risk that there could be a loss of capital to the investor of an amount greater than the net return;
- xv. the investment must be used for the purpose of growth and development of the company; and
- xvi. the VCT must not make a non-Qualifying Investment other than those specified in section 274 ITA.

## Listing Rules

In accordance with the Listing Rules:

- i. the Company may not invest more than 10%, in aggregate, of the value of its total assets at the time an investment is made in other listed closed-ended investment funds except listed closed-ended investment funds which have published investment policies which permit them to invest no more than 15% of their total assets in other listed closed-ended investment funds;
- ii. the Company must not conduct any trading activity which is significant in the context of its group (if any) as a whole; and
- iii. the Company must, at all times, invest and manage its assets in a way which is consistent with its objective of spreading investment risk and in accordance with its published investment policy as set out in this document. This investment policy is in line with Chapter 15 of the Listing Rules and Part 6 of ITA.

# The Board and Investment Management Team

## Board of Directors

The Board has overall responsibility for the Company's affairs, including determining its investment policy and having overall control, direction and supervision of the Investment Manager. The Board comprises two non-executive directors who act independently of the Investment Manager together with one director appointed by the Investment Manager. A majority of the Board, including the Chairman, are independent of the Investment Manager.

### Egmont Kock, Chairman

Egmont was previously a partner at Deloitte where he served both on Deloitte Consulting's Global Executive and on Deloitte's UK Executive and European Board. He led Deloitte's consultancy business across the Europe, Middle East and Africa regions, working with CEOs and senior executives implementing change in major companies and institutions around the world. He has since invested in start up businesses, and is currently Chairman of Doodle Productions Limited, a company which is producing a new animated cartoon series for the BBC. He was until recently Chairman of Puma VCT 9 plc, and has been actively involved in education, both as a trustee of United Learning and the Chair of Governors at a leading girls' school. He has a degree from the University of Manchester, is a member of the Institute of Chartered Accountants in England and Wales and has completed a business school programme at IMD in Lausanne.

### Richard Oirschot

Richard previously established and managed the Barclays Ventures Turnaround Investment Fund, leading over 25 investments and being the fund's representative on 15 SME boards (predominantly in the UK). Since leaving Barclays he has undertaken various

management and advisory roles, including serving as a non-executive member on the board of The Insolvency Service. He has over 20 years of experience in corporate recovery working for UK accountancy firms focused on the UK SME sector including 7 years as a director for PKF. He is a Fellow of the Institute of Chartered Accountants in England and Wales and holds a BSc in Economics with Accountancy from Loughborough University.

### Michael van Messel

Michael joined Shore Capital in 1993 as Group Financial Controller and became Operations Director in 2000. He is the head of Shore Capital's finance team, including its treasury function, and is also responsible for all operations at Shore Capital including all banking facilities. Michael has been involved in assessing, and subsequently monitoring, each company to or in which Shore Capital has lent or invested money.

He began his career at Hacker Young following his undergraduate degree and qualified as a Chartered Accountant. He then worked as a specialist in their tax department and, subsequently, for Coopers and Lybrand within its financial services group.

The Directors have committed to invest an aggregate of £60,000 under the Offer on the same terms as Investors.

## The Investment Manager

The Company appointed the Investment Manager on 5 July 2019 to originate and manage its investments. The Investment Manager is authorised by the FCA to manage investments and undertakes the fund management of the Company. The Investment Manager is led by David Kaye and Sam McArthur and the investment team is

led by Tommy O'Sullivan and Rupert West.

## Senior Management of the Investment Manager

### David Kaye – CEO

- Appointed Chief Executive Officer of Puma Investments in 2012, and appointed Co-CEO of the Investment Manager's wider corporate group in 2017
- Previous roles include Deputy General Counsel, Commercial Director and General Counsel for the Investment Manager's wider corporate group
- Practised as a barrister for 5 years prior to that, specialising in advising on a range of legal issues, with a particular focus on financial investments and real estate
- Read Law at Oxford University, and was called to the Bar in 2000

### Sam McArthur – COO

- Appointed Chief Operating Officer of Puma Investments in 2015
- Previous roles include Managing Director of a multi-site wholesale and distribution business, KBC Financial Products
- Graduated with a First from the University of Birmingham, and with a distinction from ESCP Europe

## Private Equity team of the Investment Manager

### Tommy O'Sullivan – Managing Director of Puma Private Equity

- 16 years of investment-related experience
- Investment highlights include NCE Group, House of Hackney and Fiofuel (Flightline)
- Previous roles include Investment Director at Rockpool Investment and Vice President at Bear Stearns



# 36 The Board and Investment Management Team (continued)

- Fellow of the Association of Chartered Certified Accountants, read Physics with Astrophysics at the University of Bristol

**Rupert West** – Managing Director of Puma Private Equity

- 14 years of investment-related experience
- Investment highlights include Brewhouse & Kitchen, Rosebourne garden centre group and NRG Gyms
- Previous roles include Manager at Barclays Capital and Associate at Standard Bank
- Read Philosophy and Economics at the University of Bristol then a Masters in International Policy Analysis

**Jonathan Wyles, CFA** – Investment Manager

- 15 years of investment experience
- Investment highlights include eight years of managing institutional portfolios in international markets and providing returns in excess of stipulated benchmarks
- Previous roles include Portfolio Manager at Wells Fargo Asset Management and Portfolio Manager at ABN AMRO
- CFA charterholder, MBA with Distinction (Cass Business School), MSc Finance, read Earth Sciences at the University of Bristol

**Ben Leslie** – Investment Executive

- Seven years of transaction experience
- Previous roles include Transaction Services at Deloitte
- Member of the Institute of Chartered Accountants of Scotland, read Economics at the University of Edinburgh

**Harriet Rosethorn** – Investment Executive

- Six years of corporate finance and investment experience
- Investment highlights include Le Col, Pure Cremation and SEN Schools
- Previous roles include Associate at GP Bullhound and Analyst at Results International
- Completed the Diploma in Corporate Finance, read Chemistry at University of Southampton

**Henri Songeur** – Investment Executive

- Six years of investment-related experience
- Investment highlights include SaveMoneyCutCarbon, Hill & Friends and Open House London Limited
- Previous Investment roles at Orchid Partners and IW Capital
- Read Mathematics & Economics MA at the University of Edinburgh and LLM in Law & Economics at the University of Rotterdam

## Senior support staff of the Investment Manager

**Paul Frost** – CFO

- Appointed Chief Financial Officer of Puma Investments in 2016
- Previous experience focussing on UK commercial property market through roles at BDO, SEGRO Plc and Capita Real Estate
- Graduated from Oxford University, Fellow of the Institute of Chartered Accountants in England and Wales

**Elliot Stevens** – Group General Counsel

- Joined the Investment Manager's wider corporate group in 2013 and is responsible for legal matters for Puma Investments as well as the Group's other divisions
- Experience across the asset management and financial services industries, with previous roles as a Counsel in the Investment Funds group at Akin Gump Strauss Hauer & Feld LLP

- Worked with and advised investment management firms on a spectrum of asset classes, particularly private equity
- Read Law at Oxford University then undertook a training contract at Linklaters

**Chris Psathas** – Group Deputy General Counsel

- Appointed Group Deputy General Counsel in 2016
- Previously qualified as a solicitor at Clifford Chance LLP into the banking and finance department, and subsequently completed a secondment with the banking and finance team in Hong Kong
- Previous roles include client secondments with BNP Paribas in London and Bank of America Merrill Lynch in Hong Kong
- Graduated from the College of Law, Moorgate

The Management Team can also draw upon the experience and expertise of staff within Puma's other investment functions. These investment functions are supported by an HR team, marketing team, investor relations team, IT team, business development team and operations function. Most significantly they are also supported by a seven strong finance and monitoring team.

The Alternative Investment Fund Managers Directive, (2011/61/EU) (which is now incorporated into UK law and the Financial Conduct Authority Handbook) regulates the managers of alternative investment funds, including VCTs. The Company has appointed Puma Investment Management Limited as an external authorised small Alternative Investment Fund Manager.

# Expenses and administration

## Investment management and administration

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

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

The Directors estimate that, in the 12 month period to 31 May 2020, fees payable to them will not exceed £60,000 in respect of arrangements currently in force.

The Company is responsible for its normal third party costs including (without limitation) listing fees, audit and taxation services, legal fees, sponsor fees, registrars' fees, receiving agent fees, Directors' fees and other incidental costs. Excluding the Investment Manager's annual fee, it is expected that the annual running costs of the Company will be approximately 1% of the Net Asset Value. The Directors anticipate that the total annual costs will be approximately 3% 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 annual investment management fee by such amount as is equal to the excess by which the Annual Running Expenses of the Company exceeds 3.5% of its Net Asset Value.

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

## Performance Incentive Fees

The Investment Manager will also be entitled to a performance incentive fee payable in relation to each accounting period, subject to the Performance Value per Share being at least 120p at the end of the relevant period. The amount of the performance incentive fee will be equal to 20% of the amount by which the Performance Value per Share at the end of an accounting period exceeds the High Water Mark (being the higher of 120p and the highest Performance Value per Share at the end of any previous accounting period), and multiplied by the number of Shares in issue at the end of the relevant period.

## Fees, charges and pricing of the Offer

### Commission

Commission is permitted to be paid to authorised financial intermediaries under the rules of the FCA in respect of execution only clients where no advice or personal recommendation has been given. Such authorised financial intermediaries who, acting on behalf of their clients, return valid Application Forms bearing their stamp and FCA number will usually be entitled to an initial commission of 1% of the amount payable in respect of the Ordinary Shares allocation for each such Application Form. Additionally, provided that the intermediary continues to act for the client and the client continues to be the beneficial owner of the Shares, such authorised financial intermediaries will usually be paid an annual trail commission by the Promoter of 0.35% of the Net Asset Value for each such Share for a period of 5 years from the Closing Date.

## Adviser Charge

Commission is generally not permitted to be paid to authorised Financial Advisers who provide a personal recommendation to UK retail clients on investments in VCTs. Instead of commission being paid by the Company, a fee will usually be agreed between the adviser and Investor for the advice and related services ("Adviser Charge"). This fee can either be paid directly by the Investor to the intermediary or, if it is a one-off fee, the payment of such fee may be made by the Registrar. If the payment of the Adviser Charge is to be made by the Registrar on behalf of the Investor, then the Investor's Financial Adviser is required to specify the amount of the charge on the Application Form.

### Initial Fee

The expenses charged to Investors by the Company in relation to their application will be the Initial Fee.

Puma Investments will charge the Company an Initial Fee, for its role as promoter, of up to 3% (plus VAT if applicable) of the monies subscribed for Shares under the Offer after the deduction of any amounts used to pay any Adviser Charges (any lower amount being at the discretion of Puma Investments).

Puma Investments may, in certain circumstances, agree to pay enhanced commission over and above these terms, but any such enhanced commissions will not be payable by either the Investors or the Company.

Out of its fees, Puma Investments (not the Investors) will be responsible for initial and trail commission (as described under the paragraph headed "Commission" above) to intermediaries (where permitted).

Income tax relief is available on the total amount subscribed for Shares



# 38 Expenses and administration

(continued)

(including the amounts used to pay the Initial Fee but not including the amount of the Adviser Charge settled by the Registrar prior to subscription for Shares), subject to VCT Rules, personal circumstances and changes in the availability of tax reliefs.

Initial Fee by 0.5% in relation to applications received and accepted before 31 July 2019. The Promoter may also agree to reduce its Initial Fee in whole or in part in respect of specific Investors or groups of Investors.

The Directors may, at their discretion, allow an enhanced share allocation for Investors who submit their Application Forms early or for Investors who have invested in other Puma VCTs or for any other Investors at their discretion.

The fee structure is based on the relevant applicable rules of the FCA and HMRC as they apply at the date of this document. In the event that there is a change in these rules that affects this fee structure, the Directors reserve the right to make amendments to the fee structure outlined in this document.

## Transaction Fees

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

## Number of Shares to be issued

The number of Shares to be issued to each Investor will be calculated as follows:-

**Number of Shares = Amount subscribed less (i) Initial Fee and (ii) Adviser Charges (if any) rounded down to the nearest whole number of Shares.**

The Initial Fee is 3% of the investment amount for all applications. The Promoter has agreed to reduce its



# Taxation

THE FOLLOWING INFORMATION IS ONLY A SUMMARY OF THE LAW CONCERNING THE TAX POSITION OF INDIVIDUAL QUALIFYING SUBSCRIBERS IN VCTS. THEREFORE, POTENTIAL INVESTORS ARE RECOMMENDED TO CONSULT A DULY AUTHORISED FINANCIAL ADVISOR AS TO THE TAXATION CONSEQUENCES OF AN INVESTMENT IN THE COMPANY. ALL TAX RELIEFS REFERRED TO IN THIS DOCUMENT ARE UK TAX RELIEFS DEPENDENT ON COMPANIES MAINTAINING THEIR VCT QUALIFYING STATUS. TAX RELIEF MAY BE SUBJECT TO CHANGE AND WILL DEPEND ON INDIVIDUAL CIRCUMSTANCES.

## Taxation of a VCT

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

## Tax reliefs for individual investors

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

### Relief from Income Tax

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

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

Relief is restricted or not available where a Subscriber disposes of shares in the same VCT within six months of their subscription, whether the disposal occurs before or after the subscription.

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

### Dividend Relief

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

### Capital Gains Tax Relief

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

### Loss of Tax Reliefs

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

For investors, loss of VCT status could result in:

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

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

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

For the purposes of sections 3 and 4 below, references to shares should be viewed as eligible VCT shares.

### **The impact of the death of an investor**

#### **Initial Income Tax**

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

#### **Tax implications for the beneficiary**

The beneficiary of any VCT shares inherited from a deceased investor will continue to be entitled to tax-free dividends and tax-relief on disposal, but will not be entitled to any initial income tax relief because they have not subscribed for those shares.

### **The impact of a transfer of shares between spouses**

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

## **General**

### **Investors not residing in the UK**

Investors who are not resident in the UK or who may become a non-resident should seek their own professional advice as to the consequences of making an investment in a VCT, as they may be subject to tax in other jurisdictions as well as in the UK.

### **Stamp Duty and Stamp Reserve Tax**

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

### **Purchasing shares after listing**

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

# Additional Information

## 1. The Company

- 1.1. The Company was incorporated and registered in England and Wales on 11 April 2019 under the name Puma Alpha VCT plc with registered number 11939975 as a public company limited by shares under the Act. The principal legislation under which the Company operates is the Act.
- 1.2. On 4 July 2019 the Company gave notice to the Registrar of Companies of its intention to carry on business as an investment company under section 833 of the Act. On 1 July 2019 the Registrar of Companies issued the Company with a certificate under section 761 of the Act.
- 1.3. The Company has not traded since incorporation.

## 2. Share capital

- 2.1. The Company was incorporated with two ordinary shares issued fully paid to the subscribers to the memorandum of the Company which are held by HK Nominees Limited and HK Registrars Limited.
- 2.2. By ordinary and special resolutions passed on 26 June 2019:
  - 2.2.1. the Directors were generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company. This power was limited to the allotment of relevant securities up to an aggregate nominal amount of £650,000, such authority was to expire on the later of 15 months from the date of the resolution or the next annual general meeting of

the Company (unless previously revoked, varied or extended by the Company in general meeting);

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

are set out in paragraph 3.2 below;

- 2.2.4. the Company was authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares provided that:
  - 2.2.4.1. the maximum aggregate number of Ordinary Shares authorised to be purchased was an amount equal to 14.99% of the issued ordinary share capital of the Company following the Offer;
  - 2.2.4.2. the minimum price which could be paid for an Ordinary Share was £0.01;
  - 2.2.4.3. the maximum price which could be paid for an Ordinary Share was an amount, exclusive of expenses, equal to the higher of (i) 105% of the average of the middle market prices shown in the quotations for a Share in the Daily Official List of the London Stock Exchange for the five Business Days immediately preceding the day on which that Share is purchased and (ii) the amount stipulated by Article 5(6) of the Market Abuse Regulation; and
  - 2.2.4.4. unless renewed, the authority thereby conferred was to expire either at the conclusion of the next annual general meeting of the Company or on the expiry of 15 months from the passing of this resolution, whichever is

# 42 Additional Information

(continued)

- the later to occur, save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after such expiry; and
- 2.2.5. subject to approval by the High Court of Justice, the amount standing to the credit of the share premium account of the Company, at the date an order is made confirming such cancellation by the Court, is cancelled.
- 2.3. On 26 June 2019, 50,000 Redeemable Preference Shares in the Company were allotted and issued to the Investment Manager and paid up as to one-quarter so as to enable the Company to obtain a certificate under section 761 of the Act. Once fully paid up, the Redeemable Preference Shares will be redeemed by the Company out of the proceeds of the Offer. Each of the Redeemable Preference Shares which is redeemed shall automatically be cancelled.
- 2.4. Save as disclosed in this paragraph 2, since the date of its incorporation, no share or loan capital of the Company or any subsidiary has been issued or agreed to be issued, or (except pursuant to the Offer) is now proposed to be issued, for cash or any other consideration and no commissions, discounts, brokerages, or other special terms have been granted by either Company or any subsidiary, in connection with the issue or sale of any such capital.
- 2.5. No share or loan capital of the Company is under option or has been agreed conditionally or unconditionally to be put under option.
- 2.6. Save as disclosed in this document, no material issue of Shares (other than to Shareholders pro rata to existing holdings) will be made within one year without the prior approval of Shareholders in general meeting.
- 2.7. The Shares will be in registered form and temporary documents of title will not be issued. The ISIN of the Ordinary Shares is GB00BGMG7F10 and the SEDOL code is BGMG7F1.
- 2.8. The issued share capital of the Company, assuming full subscription under the Offer with no utilisation of the over-allotment facility, will be as follows:
- | Issued Ordinary Shares of £0.01 each |               |
|--------------------------------------|---------------|
| Number                               | Nominal Value |
| 30,000,002                           | £300,000.02   |
- 2.9. The Company will be subject to the continuing obligations of the FCA and the London Stock Exchange with regard to the issue of securities for cash and the provisions of section 561 of the Act (which confers on shareholders rights of pre-emption in respect of the allotment of equity securities which are, or are to be, paid up in cash) will apply to the Company to the extent any such issues are not subject to the dis-application referred to in sub-paragraph 2.2.2 above.
- 3. Articles of Association**
- 3.1. The Articles of the Company provide that its principal object is to carry on the business of a Venture Capital Trust and that the liability of members is limited.
- 3.2. The Articles of the Company, which were adopted by special resolution on 26 June 2019, contain, inter alia, provisions to the following effect:
- 3.2.1. Voting Rights
- Subject to any disenfranchisement as provided in paragraph 3.2.5 below and subject to any special terms as to voting on which any Shares may be issued, on a show of hands every member present in person (or being a corporation, present by authorised representative) shall have one vote and, on a poll, every member who is present in person or by proxy shall have one vote for every Share of which he is the holder. The Shares shall rank pari passu as to rights to attend and vote at any general meeting of the Company.
- 3.2.2. Rights Attaching to the Redeemable Preference Shares
- Each of the Redeemable Preference Shares carries the right to a fixed, cumulative, preferential, dividend of 0.1% per annum (exclusive of any imputed tax credit available to shareholders) on the nominal amount thereof, but confers no right to vote except as otherwise agreed by the holders of a majority of the Shares. On a winding-up, the Redeemable Preference Shares confer the right to be paid the nominal amount paid on such shares. The Redeemable Preference Shares are redeemable at any time by the Company and by the holder at any time after the Minimum Subscription is raised under the Offer. Each Redeemable Preference Share which is redeemed, shall, thereafter, be cancelled without

further resolution or consent.

### 3.2.3. Transfer of Shares

The Ordinary Shares are in registered form and will be freely transferable. All transfers of Ordinary Shares must be effected by a transfer in writing in any usual form or any other form approved by the Directors. The instrument of transfer of an Ordinary Share shall be executed by or on behalf of the transferor and, in the case of a partly paid share by or on behalf of the transferee. The Directors may refuse to register any transfer of a partly paid Share, provided that such refusal does not prevent dealings taking place on an open and proper basis and may also refuse to register any instrument of transfer unless:

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

### 3.2.4. Dividends

The Company may in general meeting by

ordinary resolution declare dividends in accordance with the respective rights of the members, provided that no dividend shall be payable in excess of the amount recommended by the Directors. The Directors may pay such interim dividends as appear to them to be justified. No dividend or other monies payable in respect of an Ordinary Share shall bear interest as against the Company. There are no fixed dates on which entitlement to a dividend arises.

All dividends unclaimed for a period of twelve years after being declared or becoming due for payment shall be forfeited and shall revert to the Company.

### 3.2.5. Disclosure of Interest in Ordinary Shares

If any member or other person appearing to be interested in shares of the Company is in default in supplying within 42 days (or 28 days where the shares represent at least 0.25% of its entire issued share capital) after the date of service of a notice requiring such member or other person to supply to the Company in writing all or any such information as is referred to in section 793 of the Act, the Directors may, for such period as the default shall continue, impose restrictions upon the relevant shares.

The restrictions available are the suspension of voting or other rights conferred by membership in relation to meetings of the Company in respect of the relevant shares and

additionally in the case of a shareholder representing at least 0.25% by nominal value of any class of shares of the Company then in issue, the withholding of payment of any dividends on, and the restriction of transfer of, the relevant shares.

### 3.2.6. Distribution of Assets on Liquidation

On a winding-up, any surplus assets of the Company will be divided amongst the holders of its Shares according to the respective numbers of Shares held by them in the Company and in accordance with the provisions of the Act, subject to the rights of any shares which may be issued with special rights or privileges. The Articles provide that the liquidator may, with the sanction of a resolution and any other sanction required by the Act, divide amongst the members in specie the whole or any part of the assets of the Company in such manner as he may determine.

### 3.2.7. Changes in Share Capital

- 3.2.7.1. Without prejudice to any rights attaching to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or in the absence of such determination, as the Directors may determine. Subject to the Act, the Company may issue shares, which are, at the option of the Company or the



# 44 Additional Information

(continued)

holder, liable to be redeemed.

3.2.7.2. The Company may by ordinary resolution increase its share capital, consolidate and divide all or any of its share capital

3.2.7.3. into shares of larger amount, sub-divide its shares or any of them into shares of smaller amounts, or cancel or reduce the nominal value of any shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount so cancelled or the amount of the reduction.

3.2.7.4. Subject to the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account, and may also, subject to the Act (and by resolution of the holders of the shares repurchased where such shares are convertible shares), purchase its own shares.

## 3.2.8. Variation of Rights

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

passed at a separate meeting of such holders.

## 3.2.9. Directors

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

Any Director may in writing under his hand appoint (a) any other Director, or

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

Subject to the provisions of the Act, the Directors may from time to time appoint one or more of their body to be Managing Director or Joint Managing Directors

of the Company, or to hold such other executive office in relation to the management of the business of the Company as they may decide.

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

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

## 3.2.10. Directors' Interests

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

3.2.10.2. Provided that he has declared his interest in accordance with paragraph 3.2.10.1, a Director may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise interested

and may be a director or other officer or otherwise interested in any body corporate promoted by the Company or in which the Company is otherwise interested. No Director so interested shall be accountable to the Company, by reason of his being a Director, for any benefit that he derives from such office or interest or any such transaction or arrangement.

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

- a. the giving to him of any guarantee, security or indemnity in respect of money lent or an obligation incurred by him at the request of or for the benefit of the Company or any of its subsidiary undertakings;
- b. the giving to a third party of any guarantee, security or indemnity in respect of a debt or an obligation of the

Company or any of its subsidiary undertakings for which he has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;

- c. any proposal concerning the subscription by him of shares, debentures or other securities of the Company or any of its subsidiary undertakings or by virtue of his participating in the underwriting or sub-underwriting of an offer of such shares, debentures or other securities;
- d. any proposal concerning any other company in which he is interested, directly or indirectly, whether as an officer or shareholder or otherwise, provided that he and any persons connected with him do not (to his knowledge) hold an interest in shares representing 1% or more of any class of the equity share capital of such company or
- e. of the voting rights available to members of the company;
- f. any proposal relating to an arrangement for

the benefit of the employees of the Company or any subsidiary undertaking which does not award to any Director as such any privilege or advantage not generally awarded to the employees to whom such arrangement relates; and

- g. any arrangement for purchasing or maintaining for any officer or auditor of the Company or any of its subsidiaries, insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, breach of duty or breach of trust for which he may be guilty in relation to the Company or any of its subsidiaries of which he is a director, officer or auditor.

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

# 46 Additional Information

(continued)

entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

## 3.2.11. Remuneration of Directors

3.2.11.1. The ordinary remuneration of the Directors shall be such amount as the Directors shall from time to time determine (provided that, unless otherwise approved by the Company in general meeting, the aggregate ordinary remuneration of such Directors, including fees from the Company, shall not exceed £100,000 per year) to be divided among them in such proportion and manner as the Directors may determine. The Directors shall also be paid by the Company all reasonable travelling, hotel and other expenses they may incur in attending meetings of the Directors or general meetings or otherwise in connection with the discharge of their duties.

3.2.11.2. Any Director who, by request of the Directors, performs special services for any purposes of the Company may be paid such reasonable extra remuneration as the Directors may determine.

3.2.11.3. The emoluments and benefits of any executive director for his services as such shall be determined by

the Directors and may be of any description, including membership of any pension or life assurance scheme for employees or their dependants or, apart from membership of any such scheme, the payment of a pension or other benefits to him or his dependants on or after retirement or death.

## 3.2.12. Retirement of Directors

A Director shall retire from office at or before the third annual general meeting following the annual general meeting at which he last retired and was re-elected. A retiring Director shall be eligible for re-election. A Director shall be capable of being appointed or re-appointed a Director despite having attained any particular age.

## 3.2.13. Borrowing Powers

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

The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control over its subsidiary undertakings (if any) so as to secure that the aggregate amount at any time outstanding in respect of money borrowed by the group, being the Company and its subsidiary undertakings for the time being (excluding intra-group borrowings), shall not, without the prior sanction of an ordinary

resolution of the Company, exceed a sum equal to 50% of the aggregate total amount received from time to time on the subscription of shares of the Company.

## 3.2.14. Uncertificated Shares

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

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

## 3.2.15. General Meetings

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

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



manner as near to as possible as that in which meetings are to be convened by the Directors.

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

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

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such time (being not less than fourteen days and not more than twenty-eight days hence) and at such place as the Chairman shall appoint. At any such adjourned meeting the member or members present in person or by proxy and entitled to vote shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. The Company shall give not less than seven clear days' notice of any meeting adjourned for the want of a quorum and the notice shall state that the member or members present as aforesaid shall form a quorum.

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

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

- 4.1. Save as otherwise described in this paragraph 4, neither the Company nor the Directors are aware of any person who, immediately after the close of the Offer (assuming full subscription

with no utilisation of the over-allotment facility), directly or indirectly, jointly or severally, will exercise or could exercise control over the Company or who will be interested directly or indirectly in 3% or more of the issued share capital of the Company.

- 4.2. The interests of the Directors and their immediate families in the share capital of the Company, all of which are beneficial, as they are expected to be following the close of the Offer, and of persons connected to the Directors and their immediate families and the existence of which is known to, or could with reasonable diligence, be ascertained by that Director, will be as set out below together with the percentages which such interests represent of the Shares in issue if the Offer is fully subscribed (with no utilisation of the over-allotment facility)

Name	Number of Ordinary Shares	Percentage of total Ordinary Shares
Egmont Kock	19,400	0.06%
Richard Oirschot	19,400	0.06%
Michael van Messel	19,400	0.06%

There are no different rights attaching to those shares.

- 4.3. Save as disclosed in paragraph 4.2 above, no person has any interest in the share capital or loan capital or voting rights of the Company representing 3% or more of the issued share capital of the Company, whether beneficial or non-beneficial and, save as disclosed in paragraph 4.2 above, no shares in the capital of Company are being reserved for allocation to existing shareholders, Directors or employees of the Company.
- 4.4. The Company's major Shareholders do not have different voting rights.
- 4.5. No Director is or has since the period from the Company's incorporation been interested in any transaction which is or was

# 48 Additional Information

(continued)

unusual in its nature or conditions or significant to the business of the Company and which was effected by the Company and remains in any respect outstanding or unperformed, save for Michael van Messel who is a shareholder in Shore Capital Group Limited (the ultimate holding company of the Investment Manager), a party to the Offer Agreement, the Investment Management Agreement and the Trade Mark Sub-License Agreement, and who is consequently interested in these agreements.

- 4.6. No loans made or guarantees granted or provided by the Company to or for the benefit of any director are outstanding.
- 4.7. There are no service contracts in existence between the Company and any of its Directors nor are any such contracts proposed. The services of the Directors are provided to the Company pursuant to letters of appointment dated 5 July 2019, each of which is terminable upon 3 months' notice given by the Company at any time after the first anniversary of their appointment. All the Directors are non-executive directors. Save in respect of these letters of appointment, no member of any administrative, management or supervisory body has a service contract with the Company.
- 4.8. There are no family relationships between any of the Directors or members of the Investment Manager.
- 4.9. During the five years immediately prior to the date of this document, the Directors have been members of the administrative, management or supervising bodies or parties of the entities specified below (excluding subsidiaries of any company of which he is also a member of the administrative, management or supervisory body):

## **Egmont Kock:**

### **Current Directorships**

Doodle Productions Limited

### **Past Directorships**

E & K Consulting (UK) Limited  
Puma VCT 9 PLC (in members' (solvent) voluntary liquidation)  
United Church Schools Trust

## **Richard Oirschot:**

### **Current Directorships**

Croydon Health Services NHS Trust\*

Holloway White Allom Limited (in creditors' voluntary liquidation)

R Oirschot Limited

The Insolvency Service Agency\*\*

\* a non-executive director under National Health Service legislation (and not the Companies Act)

\*\* a non-executive board member

## **Michael van Messel:**

### **Current directorships**

Charterhouse Stockbrokers Limited  
Dawnay Shore G.P. Limited  
Germannetworks Limited  
Gramic Limited  
Heritage Square Limited  
Jellyworks Limited  
PI Administration Services Limited  
Puma Brandenburg Limited  
Puma Heritage Plc  
Puma Investment Management Limited  
Puma Investments Limited  
Puma Nominees Limited  
Puma Private Equity Limited  
Shore Capital (GP) Limited  
Shore Capital (Japan) Limited  
Shore Capital and Corporate Limited  
Shore Capital Corporate Services Limited  
Shore Capital Finance Limited  
Shore Capital Fund Administration Services Limited  
Shore Capital Group Plc

Shore Capital International Limited

Shore Capital Investments Limited

Shore Capital Limited

Shore Capital Management Limited

Shore Capital Markets Limited

Shore Capital Trading Limited

St Peter Port Capital Limited

St Peter Port Investment Management Limited

St Peter Port Investments Limited

### **Past directorships**

Conde Investments Limited\*\*\*

UK Hotels (Finance) Plc\*\*\*\*

\*\*\* Dissolved on 6 February 2018 following a voluntary strike-off

\*\*\*\*Dissolved on 17 December 2015

- 4.10. None of the Directors or members of the Investment Manager in the five years prior to the date of this Prospectus:-
- 4.10.1. save as set out in paragraph 4.9 above, is currently a director of a company or a partner in a partnership or has been a director of a company or a partner in a partnership within the 5 years immediately preceding the date of this document;
- 4.10.2. has any unspent convictions in relation to fraudulent offences;
- 4.10.3. save as set out in paragraphs 4.9 and 4.11, has had any bankruptcies, receiverships or liquidations through acting in the capacity of a member of any administrative, management or supervisory bodies or as a partner, founder or senior manager of any partnership or company; and
- 4.10.4. has had any official public recriminations and/or

sanctions by any statutory or regulatory authority (including any designated professional body) nor has ever been disqualified by a Court from acting as a member of the administrative management or supervisory bodies of any company or firm acting, or in the management or conduct of the affairs of, any company.

- 4.11. On 11 February 2011, Richard Oirschot was appointed as a non-executive director to the board of HWA Group Limited ("HWA Group"). On 15 June 2011 he resigned that role and was appointed as a non-executive director to the board of HWA Group's subsidiary, HWA Limited (HWA), and to the board of HWA's subsidiary, Holloway White Allom Limited (HWAL). In each case Richard was appointed as an investor director in connection with his role as a consultant for Privet Capital, a business that invested in turnaround businesses. Privet Capital had purchased HWA Group, and was attempting to implement a turnaround plan.

In view of financial situation the HWA Group found itself in, HWAL was placed into administration on 5 October 2011. On 25 February 2013 notice was given of a move from administration to a creditors' voluntary liquidation. As at 26 April 2019, the date of the last joint liquidators' report relating to HWAL, the remaining amounts owing to the secured creditors were approximately £8.9 million, with approximately £22.9 million owing to unsecured creditors. The 26 April 2019 report noted that there would be insufficient realisations to enable further distributions to either secured or unsecured creditors. HWAL is still undergoing creditors' voluntary liquidation, and Richard Oirschot is

still a director of HWAL at the date of this document.

HWA was placed into creditors' voluntary liquidation on 5 December 2011. As at 8 March 2013, the date of the last joint liquidators' report relating to HWA, the amounts owing to the secured creditors were approximately £11.5 million, with approximately £8.4 million owing to unsecured creditors. The 8 March 2013 report noted that there would be insufficient realisations to enable any distributions to be made to either secured or unsecured creditors. Richard Oirschot's appointment as a director of HWA terminated on 16 August 2013 when the company was dissolved following the creditors' voluntary liquidation.

HWA Group (renamed Privet H Limited) was placed into creditors' voluntary liquidation on 5 December 2011. As at 8 March 2013, the date of the last joint liquidators' report relating to HWA Group, the amounts owing to the secured creditors were approximately £11.5 million, with approximately £9 million owing to unsecured creditors. The 8 March 2013 report noted that there would be insufficient realisations to enable any distributions to be made to either secured or unsecured creditors. Richard Oirschot's appointment as a director of HWA Group had terminated on 15 June 2011, prior to the company being placed into creditors' voluntary liquidation.

On 2 July 2004 Michael van Messel was appointed a director of UK Hotels (Finance) Plc (a wholly owned subsidiary of UK Group of Hotels Plc (formerly Puma Hotels Plc)) and resigned on 10 June 2014. The company's principal activity was to provide finance to other group companies, with a financing raised

through the issue of bonds which were listed on the Channel Islands Stock Exchange. The failure of these group companies led to the demise of the company which was placed into administration on 11 September 2014. The company also provided security by way of a fixed and floating charge over its assets to secure the borrowings of group companies. The administrator's statement of proposals as at 27 October 2014 referred to an estimated deficiency as regards creditors of the company of approximately £72 million. Subsequently, the company was dissolved on 17 December 2015. Further, the amounts owing to the secured creditors of the group companies were approximately £120 million.

- 4.12. The Company will take out directors' and officers' liability insurance for the benefit of the Directors.
- 4.13. The estimated aggregate remuneration for the Company, including benefits in kind, to be paid to the Directors in the financial period ending 31 May 2020, based on the arrangements currently in place with each Director, will not exceed £60,000.
- 4.14. The Directors, the Investment Manager and the directors of the Investment Manager do not have any conflicts of interest between their duties to the Company and their private interests or other duties, except for Michael van Messel (who is a director of Shore Capital Limited (the holding company of the Investment Manager) and a shareholder of Shore Capital Group Limited, the ultimate holding company of the Investment Manager), with the Investment Manager being a party to the agreements referred to in paragraphs 5.1, 5.2, 5.4 and 5.5 below. Michael van Messel is consequently interested in these agreements.

# 50 Additional Information

(continued)

- 4.15. There are no restrictions agreed by any Director or member of the Investment Manager on the disposal within a certain time period of their holdings in the Company's securities.
- 4.16. There are no amounts set aside or accrued by the Company to provide pension, retirement or similar benefits to the Directors or members of the Investment Manager.
- 4.17. None of the Directors have any service contract with the Company providing for benefits upon termination of employment. See paragraph 5.3 below which refers to the Directors' Letters of Appointment.
- 4.18. The audit committee of the Company comprises the independent Directors and shall meet at least twice a year. The Company's auditors may be required to attend such meetings. The Committee shall prepare a report each year addressed to the shareholders for inclusion in the Company's annual report and accounts. The duties of the Committee are, inter alia:
- 4.18.1. to review and approve the half yearly and annual results of the Company and the statutory accounts before submission to the Board;
- 4.18.2. to review management accounts;
- 4.18.3. to review internal control and risk management systems;
- 4.18.4. to consider the appointment of the external auditor, to monitor its independence and objectivity, the level of audit fees and to discuss with the external auditor the nature and scope of the audit; and
- 4.18.5. to consider matters of corporate governance as
- may generally be applicable to the Company and make recommendations to the Board in connection therewith as appropriate.
- 4.19. The Company does not have a remuneration committee or a nomination committee.
- 5. Material Contracts**
- The following constitutes a summary of the principal contents of each material contract entered into by the Company, otherwise than in the ordinary course of business, since its incorporation. There are no other contracts, not being contracts entered into in the ordinary course of business, entered into by the Company which contain any provision under which the Company has an obligation or entitlement which is material to the Company as at the date of this document:
- 5.1. Offer Agreement
- An Offer Agreement dated 5 July 2019 and made between the Company (1), the Directors (2), the Sponsor (3) and the Promoter (4), pursuant to which the Sponsor has agreed to act as sponsor to the Offer and the Promoter has undertaken, as agent of the Company, to use its reasonable endeavours to procure subscribers under the Offer. The Promoter will be entitled to any interest earned on subscription monies prior to the allotment of Ordinary Shares which will be applied to defray the costs of the Offer. Under the Offer Agreement, the Company will pay the Promoter a commission of 3% of the aggregate value of accepted applications for Ordinary Shares received pursuant to the Offer.
- The Promoter will be responsible for the payment of commission to authorised financial intermediaries in respect of
- execution only clients.
- Under the Offer Agreement, which may be terminated by the parties in certain circumstances, the Promoter, the Company and the Directors have given certain warranties and indemnities. Warranty claims must be made by no later than three months after the second annual general meeting of the Company following the closing date of the Offer at which Shareholders approve the Company's accounts or (if earlier) by the date the Company is subject to a takeover. The warranties and indemnities are in usual form for a contract of this type and the warranties are subject to limits of the greater of £1,000,000 or 5% of the proceeds of the Offer for the Promoter, and one year's director fees for each Director. The Company has also agreed to indemnify the Sponsor in respect of its role as Sponsor and under the Offer Agreement. The Offer Agreement may be terminated, inter alia, if any statement in the Prospectus is untrue, any material omission from the Prospectus arises or any breach of warranty occurs.
- 5.2. Investment Management Agreement
- An agreement (the "Investment Management Agreement") dated 5 July 2019 and made between the Company and the Investment Manager whereby the Investment Manager will provide discretionary investment management and advisory services to the Company in respect of its portfolio of Qualifying Investments and Non-Qualifying Investments.
- The Investment Manager will receive an annual investment management fee equal to 2% of the Net Asset Value (plus VAT if applicable) in relation to its investment management services, together with an annual administration fee of 0.35% of the

Net Asset Value (plus VAT if applicable) in relation to the administrative and company secretarial services. In both cases such fees will be payable quarterly in arrears, the first payments to be made in respect of the period commencing on the first allotment of Shares pursuant to the Offer and continuing until the termination of the Investment Management Agreement.

The Investment Manager will also be entitled to a performance incentive fee payable in relation to each accounting period, subject to the Performance Value per Share being at least 120p at the end of the relevant accounting period. The amount of the performance incentive fee will be equal to 20% of the amount by which the Performance Value per Share at the end of an accounting period exceeds the High Water Mark (being the higher of 120p and the highest Performance Value per Share at the end of any previous accounting period), and multiplied by the number of Shares in issue at the end of the relevant period.

The Company is responsible for its central running costs (including Directors' fees, the annual investment management fee and the administration fee), and normal third party costs including listing fees, audit and taxation services, legal fees, sponsor fees, registrars' fees, receiving agent fees and other incidental costs. The Investment Manager has agreed to reduce its annual investment management fee by such amount as is equal to the excess by which the Annual Running Expenses of the Company exceeds 3.5% of its Net Asset Value. The Investment Manager is also entitled to reimbursement of expenses incurred in performing its obligations. The Investment Manager is entitled to charge

investee companies arrangement, structuring and monitoring fees, and to the extent that other services are provided, additional fees as may be agreed. Unless the members of the Board who are independent of the Manager agree otherwise:

- i. in the case of arrangement and structuring fees, the aggregate of such fees and expenses shall not exceed 3% of the value of the total investment (at the time of investment) by the Company; and
- ii. in the case of monitoring fees and periodical fees, the aggregate of such fees (on a per annum basis) shall together not exceed 2.5% of the value of the total amount invested by the Company in such Investee Company.

The appointment of the Investment Manager takes effect on 5 July 2019 and shall continue unless and until terminated by either party giving to the other not less than twelve calendar months' prior notice in writing, such notice not to take effect before the end of the fifth anniversary following the last allotment of Shares pursuant to an offer for subscription made by the Company. The Investment Management Agreement is subject to earlier termination by either party in certain circumstances.

Any investment or other asset of any description of the Company (other than dematerialised securities which will be registered in the name of a nominee, Pershing Securities Limited, a private limited company resident in England and incorporated in England and Wales with company number 02474912, whose registered office is at Royal Liver Building, Pier Head, Liverpool, England, L3 1LL, an authorised firm under the FCA rules and

governed by English law (or such other dematerialised custodian as the Company may appoint from time to time)), will be held in the Company's name, although in exceptional circumstances the Manager or other suitable person may hold such investments or assets in the name of the Manager or other suitable person acting as custodian where, due to the nature of the law or market practice of an overseas jurisdiction, it is in the best interests of the Company to do so or it is not feasible to do otherwise.

When conflicts occur between the Investment Manager and the Company because of other activities and relationships of the Investment Manager, the Investment Manager will ensure that the Company receives fair treatment or will rely on "Chinese Wall" arrangements restricting the flow of information within the Investment Manager's wider corporate group. Alternatively such conflicts will be disclosed to the Company. To the extent that the Company intends to invest in a company in which another Puma Fund has invested or intends to invest, the investment must be approved by members of the Board who are independent of the Manager unless the investment is made at the same time and / or on the same terms or in accordance with a pre-existing agreement between the Company and the Manager.

The Investment Manager may make investments on behalf of the Company in collective investment vehicles of which it is manager or in companies where the Investment Manager has been involved in the provision of services to those companies and may receive commissions, benefits, charges or advantage from so acting. There will be no duplication of fees in such



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situations.

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

#### 5.3. Directors' Letters of Appointment

Each of the Directors entered into an agreement with the Company dated 5 July 2019 as referred to in paragraph 4.7 above whereby he is required to devote such time to the affairs of the Company as the Board reasonably requires consistent with his role as non-executive Director. Each Director is entitled to receive an annual fee of £20,000 (plus VAT if applicable). Each party can terminate the agreement by giving to the other at least three months' notice in writing to expire at any time after the date 15 months from the respective commencement dates.

#### 5.4. Administration Agreement

An agreement dated 5 July 2019 and made between the Company and the Investment Manager whereby Investment Manager will provide certain administration services and company secretarial services to the Company in respect of the period from Admission until the termination of the Administration Agreement with regard to all the investments of the Company, for an annual fee of 0.35% of the Net Asset Value (plus VAT if applicable).

The appointment of the Investment Manager as administrator will take effect on the date on which the Minimum Subscription is raised under the Offer and shall continue unless and until terminated by either party giving to the other not less than twelve calendar months' prior notice in writing, such notice

not to take effect before the end of the fifth anniversary following the last allotment of Shares pursuant to an offer for subscription made by the Company. The agreement is subject to earlier termination in certain circumstances.

#### 5.5. Trade Mark Sub-Licence Agreement.

An agreement ("the Trade Mark Sub- Licence Agreement") dated 5 July 2019 and made between Puma Investments and the Company, whereby Puma Investments grants to the Company a non-exclusive licence, at no cost, to use the "Puma" name in connection with the Company's activities.

The Trade Mark Sub-Licence Agreement commences from the date of the agreement and is terminable by either party if the other party suffers certain events of insolvency and is terminable by Puma Investments if any person or persons acting in concert (as defined in the City Code on Takeovers and Mergers) obtains control of the Company or if the Investment Management Agreement is terminated for any reason.

#### 5.6. Custody Agreement

A Custody Agreement dated 5 July 2019 between the Company and Howard Kennedy LLP under which Howard Kennedy LLP agrees to hold securities in certificated form on behalf of the Company as custodian for an annual fee of £1,000 plus VAT, terminable by either party on one month's notice.

### 6. General

6.1. The principal place of business and registered office of the Company is at Cassini House, 57 St James's Street, London, SW1A 1LD. The telephone number of the Company is 020 7408 4050.

The Company has no subsidiaries or associated companies.

- 6.2. There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the previous 12 months which may have, or have had in the recent past, significant effect on the Company's financial position or profitability.
- 6.3. The Company does not have, nor has it had since incorporation, any employees and it neither owns nor occupies any premises.
- 6.4. The Sponsor will be entitled to receive a fee from the Company in connection with the Offer as described in paragraph 5.1 above. The Investment Manager may be a promoter of the Company and will receive management fees and other payments from the Company as described in paragraph 5.2 above.
- 6.5. Save as disclosed in this paragraph and in paragraph 4 above, no amount or benefit has been paid or given to any promoters and none is intended to be paid or given.
- 6.6. The Company's accounting reference date is 31 May in each year.
- 6.7. The Investment Manager is Puma Investment Management Limited, a private limited company registered in England and Wales and incorporated pursuant to the Act on 11 September 2012 under company number 8210180, which is authorised and regulated by the Financial Conduct Authority and whose principal place of business is at Cassini House, 57 St James's Street, London SW1A 1LD. The principal legislation under which it operates is the Act.
- 6.8. The expenses of and incidental to the Offer and the listing of the Shares, including registration and listing fees, printing, advertising

- and distribution costs, legal and accounting fees and expenses, are payable by the Company. If the maximum of £30 million is raised under the Offer (assuming full subscription with the over-allotment facility not utilised), the net proceeds will amount to approximately £28.9 million.
- 6.9. RSM UK Audit LLP was appointed as auditor of the Company on 27 June 2019. It is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales. The Company shall take all reasonable steps to ensure that its auditor is independent of it and has obtained written confirmation from its auditor that it complies with guidelines on independence issued by its national accountancy and auditing body.
- 6.10. The Company has given notice to the Registrar of Companies, pursuant to section 833 of the Act, of its intention to carry on business as an investment company, which will enhance its ability to pay dividends out of income. If and when capital profits are realised which the Directors consider it appropriate to distribute by way of dividend (for example on the disposal of a successful investment), the Directors would anticipate revoking this status.
- 6.11. Michael van Messel is a director of certain companies in the Investment Manager's corporate group. Save for the agreements described in paragraphs 5.1, 5.2, 5.4 and 5.5 of this Part 5 where the Investment Manager is a party to those agreements, there have been no related party transactions since the incorporation of the Company.
- 6.12. Since the date of its incorporation, the Company has not commenced operations. No financial statements have been made up as at the date of this document.
- 6.13. The Company is of the opinion that the working capital available to the Company is sufficient for its present requirements, that is, for at least the next 12 months following the date of this document.
- 6.14. The Offer will not proceed if the Minimum Subscription is not reached.
- 6.15. The capitalisation of the Company as at the date of this document is shareholders' equity of £50,000.02
- 6.16. As at the date of this Prospectus, the Company did not have loan capital outstanding, any other borrowings nor guaranteed, unguaranteed, secured and unsecured indebtedness, including indirect and contingent indebtedness. The Company has incurred no indirect or contingent indebtedness and has power to borrow under its respective Articles of Association, details of which are set out under the heading "Borrowing Powers" at paragraph 3.2.13 above.
- 6.17. The Company does not assume responsibility for the withholding of tax at source.
- 6.18. Securities in certificated form belonging to the Company will be held as custodian on its behalf by Howard Kennedy LLP whose registered office is at No.1 London Bridge, London SE1 9BG (telephone 020 3755 6000) a limited liability partnership incorporated in England and Wales, resident in England and regulated by the Solicitors' Regulation Authority and governed by the Limited Liability Partnership Act 2000 and subject to English law. The terms upon which the securities are to be held are summarised in paragraph 5.4 of this Part 3.
- 6.19. The Company has to satisfy a number of tests to qualify as a VCT and will be subject to various rules and regulations in order to continue to qualify as a VCT, as set out under the heading "Taxation" in Part 2 of this document. In addition, the following restrictions are imposed upon the Company under the rules relating to admission to the Official List:
- 6.19.1. it, or any of its subsidiaries, must not conduct any trading activity which is significant in the context of the group as a whole;
- 6.19.2. it must not invest more than 10% in aggregate of the value of its total assets (at the time the investment is made) in other listed closed-ended investment funds except listed closed-ended investment funds which themselves have published investment policies to invest no more than 15% of their total assets in other closed-ended investment funds; and
- 6.19.3. it must manage and invest its assets in accordance with the investment policy set out on page 30 of this Prospectus, which contains information about the policies which it will follow relating to asset allocation, risk diversification and gearing and which includes maximum exposure.
- 6.20. Puma Investments has given, and has not withdrawn, its written consent to the issue of this document with the inclusion of its name in this document and the information in that section in Part I of this document under the heading "The Investment Manager – 22-Year Investment Management Track Record" and in that section in Part I of this document under the heading "Examples of Qualifying Investments to date" for which it is stated to accept responsibility, in each case in the form and context

# 54 Additional Information

(continued)

in which they are included. The Investment Manager has authorised the inclusion of such information, and accepts responsibility for that information, and to the best of the knowledge of the Manager (which has taken all reasonable care to ensure that such is the case) that information is in accordance with the facts and contain no omission likely to affect its import. The full name and address of the Investment Manager are set out on page 19.

- 6.21. The Offer has been sponsored by Howard Kennedy whose offices are at No.1 London Bridge, London SE1 9BG and which is authorised and regulated by the Financial Conduct Authority. The Sponsor has given, and has not withdrawn, its written consent to the issue of this document with the inclusion of its name in the form and context in which it is included.
- 6.22. The Offer is being promoted by Puma Investment Management Limited, which is authorised and regulated by the Financial Conduct Authority. The Promoter has given, and has not withdrawn, its written consent to the issue of this document with the inclusion of its name in the form and context in which it is included.
- 6.23. There have been no significant changes in the financial or trading position of the Company since it was incorporated.
- 6.24. Shareholders will be informed, through a regulatory information service announcement, if the investment restrictions which apply to the Company as a VCT detailed in this document are breached.
- 6.25. The results of the Offer will be announced through a regulatory information service within 3 Business Days of the closing of the Offer.
- 6.26. **Mandatory takeover bids:** The City Code on Takeovers and Mergers (the "City Code") applies to all takeover and merger transactions in relation to the Company and operates principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment. The City Code provides an orderly framework within which takeovers are conducted and the Panel on Takeovers and Mergers (the "Panel") has now been placed on a statutory footing. The Takeovers Directive was implemented in the UK in May 2006 and since 6 April 2007 has effect through the Act. The Takeovers Directive applies to takeovers of companies registered in an EU member state and admitted to trading on a regulated market in the EU or the EEA States.
- 6.27. The City Code is based upon a number of General Principles which are essentially statements of standards of commercial behaviour. General Principle One states that all holders of securities of an offeree company of the same class must be afforded equivalent treatment and if a person acquires control of a company the other holders of securities must be protected. This is reinforced by Rule 9 of the City Code which requires that a person, together with persons acting in concert with him, who acquires shares carrying voting rights which amount to 30% or more of the voting rights to make a general offer. "Voting rights" for these purposes means all the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting. A general offer will also be required where a person, who, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights, acquires additional shares which increase his percentage of the voting rights. Unless the Panel consents, the offer must be made to all other shareholders, be in cash (or have a cash alternative) and cannot be conditional on anything other than the securing of acceptances which will result in the offeror and persons acting in concert with him holding shares carrying more than 50% of the voting rights.
- 6.28. There are not in existence any current mandatory takeover bids in relation to the Company.
- 6.29. **Squeeze out:** Section 979 of the Act provides that if, within certain time limits, an offer is made for the share capital of a company, the offeror is entitled to acquire compulsorily any remaining shares if it has, by virtue of acceptances of the offer, acquired or unconditionally contracted to acquire not less than 90% in value of the shares to which the offer relates and in a case where the shares to which the offer relates are voting shares, not less than 90%, of the voting rights carried by those shares. The offeror would effect the compulsory acquisition by sending a notice to outstanding shareholders telling them that it will compulsorily acquire their shares and then, six weeks from the date of the notice, pay the consideration for the shares to the relevant company to hold on trust for the outstanding shareholders. The consideration offered to shareholders whose shares are compulsorily acquired under the Act must, in general, be the same as the consideration available under the takeover offer.
- 6.30. **Sell out:** Section 983 of the Act permits a minority shareholder to require an offeror to acquire its shares if the offeror has acquired or contracted to acquire shares in a company which amount to not less than 90% in value of all the voting shares in the company and carry not less than 90%, of the



voting rights. Certain time limits apply to this entitlement. If a shareholder exercises its rights under these provisions, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

6.31. The Company and the Directors consent to the use of the Prospectus by financial intermediaries, from the date of the Prospectus until the close of the Offer, for the purpose of subsequent resale or final placement of securities by financial intermediaries for Shares until the close of the Offer, and accept responsibility for the information contained therein for such purpose. The Offer is expected to close on or before 3.00 pm on 3 April 2020, unless previously extended by the Directors to a date no later than 12 June 2020. There are no conditions attaching to this consent. Financial intermediaries may use the Prospectus only in the UK.

**6.32. In the event of an offer being made by a financial intermediary, information on the terms and conditions of the Offer will be given to Investors by the financial intermediaries at the time that the Offer is introduced to Investors. Any financial intermediary using the Prospectus must state on its website that it is using the Prospectus in accordance with the consent set out in paragraph 6.31 above.**

## **7. Documents for Inspection**

7.1. Copies of the following documents are available for inspection at the offices of Howard Kennedy LLP, No.1 London Bridge, London SE1 9BG, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this document until closing of the Offer:

7.1.1. the Articles; and

7.1.2. this document.

Dated: 5 July 2019

# Definitions

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

<b>Act</b>	Companies Act 2006 (as amended)
<b>Admission</b>	Admission of the Ordinary Shares to the Official List and to trading on the London Stock Exchange's market for listed securities
<b>Adviser Charge</b>	Fees agreed between an Investor and his or her Financial Adviser for being given a personal recommendation to subscribe for Shares in the Company
<b>AIM</b>	The AIM market of the London Stock Exchange
<b>Annual Running Expenses</b>	The central running costs of the Company, including Directors' fees, the annual investment management fee and the administration fee but excluding transaction related fees and expenses, any performance incentive fees and costs relating to the establishment of the Company
<b>Application Form</b>	The application form for use in respect of the Offer available from the Promoter at Cassini House, 57 St James's Street, London SW1A 1LD
<b>Articles of Association or Articles</b>	The articles of association of the Company
<b>Business Days</b>	Any day (other than Saturday or Sunday or public holiday in the UK) on which clearing banks in London are open for normal banking business
<b>Closing Date</b>	The Initial Closing Date or, if later, such date as the Directors have at their discretion selected as the Closing Date
<b>Company or Puma Alpha VCT</b>	Puma Alpha VCT plc
<b>Directors, Board of Directors or Board</b>	The directors of the Company whose names appear on page 19 of this document
<b>DGTR</b>	Disclosure guidance and transparency rules, being the rules published by the FCA from time to time and relating to the disclosure of information in respect of financial instruments
<b>Financial Conduct Authority or FCA</b>	Financial Conduct Authority
<b>Financial Adviser</b>	A natural or legal person which is authorised and regulated by the FCA to give advice to its clients on investments
<b>FSMA</b>	Financial Services and Markets Act 2000, as amended
<b>Gross Proceeds</b>	The total funds raised under the Offer
<b>HMRC</b>	HM Revenue and Customs
<b>Howard Kennedy or Sponsor</b>	Howard Kennedy Corporate Services LLP, which is authorised and regulated by the Financial Conduct Authority
<b>Initial Closing Date</b>	Such date as the Directors shall in their absolute discretion determine that the Offer is closed, being not later than 3 April 2020, unless extended
<b>Initial Fee</b>	The fee, as described in paragraph 5.1 on page 50, payable to Puma Investments in respect of its role as promoter in connection with the Offer
<b>Investment Manager, Puma Investments or Puma</b>	Puma Investment Management Limited, authorised and regulated by the Financial Conduct Authority, trading as Puma Investments, manager of the Qualifying Investments Portfolio and the Non-Qualifying Investments Portfolio

<b>Investor(s)</b>	An individual(s) aged 18 or over who subscribes for Shares under the Offer
<b>ITA</b>	Income Tax Act 2007 (as amended)
<b>Knowledge Intensive Company</b>	A company satisfying the conditions in Section 331(A) of Part 6 ITA
<b>Listed</b>	Admitted to the premium segment of the Official List and to trading on the London Stock Exchange's main market for listed securities
<b>Listing Rules</b>	The listing rules of the FCA
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Management Team</b>	Certain employees of Puma, Puma Private Equity Limited or other companies in Puma's parent company's group of companies.
<b>Market Abuse Regulation or MAR</b>	Market Abuse Regulation (596/2014/EU)
<b>Minimum Subscription</b>	£3,200,000
<b>ML Regulations</b>	The Money Laundering Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as amended)
<b>Net Asset Value or NAV</b>	The aggregate of the gross assets of the Company less its gross liabilities
<b>NEX</b>	NEX Exchange, a Recognised Investment Exchange under FSMA, a Recognised Stock Exchange under S1005 (1)(b) ITA07 operated by The ICAP Securities & Derivatives Exchange Limited
<b>Non-Qualifying Investments Portfolio or Non-Qualifying Investments</b>	Subject to the Investment Managers' view from time to time of desirable asset allocation and rules applicable to VCTs (as set out on pages 33 and 34), the Company's investments intended to generate a positive return and/or an attractive running yield, including equities fixed income and other securities, as well as cash
<b>Offer</b>	The offer for subscription of up to 30,000,000 Shares as described in this document, together with an over-allotment facility of a further 20,000,000 Shares
<b>Offer Agreement</b>	The agreement dated 5 July 2019 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 3 of this document
<b>Offer Price</b>	100p per Share
<b>Official List</b>	The Official List of the FCA
<b>Ordinary Shares or Shares</b>	Ordinary shares of £0.01 each in the capital of the Company
<b>PDMM</b>	A person discharging managerial responsibilities being: <ul style="list-style-type: none"> <li>(i) a member of the administrative, management or supervisory body of the Company; or</li> <li>(ii) a senior executive who is not a member of the above bodies but who has regular access to inside information relating directly or indirectly to the Company and who has power to make managerial decisions affecting the future development and business prospects of the Company</li> </ul>

# 58 Definitions

(continued)

**Performance Value per Share** In relation to each accounting period of the Company, the total of the following:

- (i) the Net Asset Value;
- (ii) all performance incentive fees previously paid or accrued by the Company to the Investment Manager for all previous accounting periods; and
- (iii) the cumulative amount of dividends paid by the Company before the relevant accounting reference date (including the amount of those dividends in respect of which the ex-dividend date has passed as at that date);

with the aggregate amount of (i) to (iii) above divided by the number of Shares in issue in the Company on the relevant date.

**Persons Closely Associated** As defined in Article 3(1)(26) of MAR and further clarified by section 131AC of FSMA, namely:

- a spouse or civil partner;
- a child, including a stepchild, who is under the age of 18 years, is unmarried and does not have a civil partner;
- a relative who has shared the same household for at least one year on the date of the transaction concerned; or
- a legal person, trust or partnership, the managerial responsibilities of which are discharged by a PDMR or by a person referred to in any of the bullet points above, which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.

<b>Promoter</b>	Puma Investment Management Limited
<b>Prospectus</b>	This document and the Summary which together describe the Offer in full
<b>Prospectus Rules</b>	Prospectus Rules issued by the Financial Conduct Authority and made under Part VI of FSMA
<b>Puma Funds</b>	Funds or entities managed or advised by the Investment Manager or other companies/entities in the Investment Manager's wider corporate group
<b>Puma High Income VCT</b>	Puma High Income VCT plc
<b>Puma VCT</b>	Puma VCT plc
<b>Puma VCT II</b>	Puma VCT II plc
<b>Puma VCT III</b>	Puma VCT III plc
<b>Puma VCT IV</b>	Puma VCT IV plc
<b>Puma VCT V</b>	Puma VCT V plc
<b>Puma VCT VII</b>	Puma VCT VII plc
<b>Puma VCT 8</b>	Puma VCT 8 plc
<b>Puma VCT 9</b>	Puma VCT 9 plc
<b>Puma VCT 10</b>	Puma VCT 10 plc
<b>Puma VCT 11</b>	Puma VCT 11 plc
<b>Puma VCT 12</b>	Puma VCT 12 plc
<b>Puma VCT 13</b>	Puma VCT 13 plc
<b>Puma VCTs</b>	Puma VCT, Puma VCT II, Puma VCT III, Puma VCT IV, Puma VCT V, Puma High Income VCT, Puma VCT VII, Puma VCT 8, Puma VCT 9, Puma VCT 10, Puma VCT 11, Puma VCT 12 and Puma VCT 13

<b>PwC</b>	PricewaterhouseCoopers LLP
<b>Qualifying Company</b>	A company satisfying the conditions in Chapter 4 of Part 6 ITA, as described in Part 2 of this document (and Qualifying Companies shall be construed accordingly)
<b>Qualifying Investment</b>	An investment in an unquoted company or stocks which are AIM/ NEX- traded which satisfies the requirements of Chapter 4 of Part 6 ITA, as described in Part 2 of this document
<b>Qualifying Investments Portfolio</b>	The portfolio of Qualifying Investments held by the Company at any time
<b>Qualifying Investor</b>	An individual aged 18 or over who satisfies the conditions of eligibility for tax relief available to investors in a VCT
<b>Qualifying Limit</b>	A total amount of £200,000 per individual investor
<b>Qualifying Purchaser</b>	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
<b>Qualifying Subscriber</b>	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
<b>Qualifying Subsidiary</b>	A subsidiary company which falls within the definition of Qualifying Subsidiary contained in Section 298 ITA, as described in Part 2 of this document
<b>Qualifying Trade</b>	A trade complying with the requirements of Section 300 ITA
<b>Redeemable Preference Shares</b>	Redeemable preference shares of £1 each in the capital of the Company
<b>Registrar</b>	SLC Registrars (a division of Equiniti David Venus Limited), of Elder House, St Georges Business Park, Weybridge, Surrey, KT13 0TS
<b>Risk Finance State Aid</b>	State aid received by a company as defined in Section 280B (4) of ITA
<b>Shareholders</b>	Holder of Shares
<b>Venture Capital Trust or VCT</b>	A company approved as a venture capital trust under Section 274 ITA by the board of HMRC

# Terms and Conditions of the Offer and Application

1. In these terms and conditions and the Application Form, the expression "Prospectus" means the prospectus for Puma Alpha VCT plc dated 5 July 2019. The expression "Application Form" means the application form for use in accordance with these Terms and Conditions and posting it (or delivering it by hand during normal business hours) to SLC Registrars, Elder House, St Georges Business Park, Weybridge, Surrey, KT13 0TS, or as otherwise indicated in this document or on the Application Form.
2. The right is reserved to reject any application or to accept any application or to accept any application in part only. Multiple applications are permitted. If any application is not accepted, or if any contract created by acceptance does not become unconditional, or if any application is accepted for less money than the subscription amount tendered, or if in any other circumstances there is an excess paid on application, the application monies or the balance of the amount paid or the excess paid on application will be returned without interest, by post, at the risk of the applicant. In the meantime, application monies will be retained in the Company's bank account.
3. You may pay for your application for Ordinary Shares by cheque, bankers' draft or by BACS, provided that an Application Form is submitted at the same time.
  - 3.1. The contract created by the acceptance of applications in respect of the first allotment of Ordinary Shares under the Offer will be conditional on Admission of the Ordinary Shares (in respect of such first allotment of Shares) being granted not later than 5.00pm on 3 April 2020 (or such later date as the Directors determine if the Offer is extended).
- 3.2. If valid applications or irrevocable undertakings for Shares pursuant to the Offer in respect of an aggregate amount of not less than Minimum Subscription have not been received by 5.00 pm on the Initial Closing Date, the Offer will not proceed and application monies which have been received will be returned, without interest, to you in the manner set out in paragraph 15(ii) below.
4. The Offer is not underwritten.
5. By completing and delivering an Application Form, you:
  - 5.1. offer to subscribe the amount specified on your Application Form for Shares at the Offer Price (subject to paragraph 12) and in accordance with the Prospectus, these terms and conditions and the Articles of the Company;
  - 5.2. (if your subscription is accepted), will be allocated the relevant number of Ordinary Shares subscribed for;
  - 5.3. authorise your Financial Adviser, or whoever he or she may direct, to instruct the Registrar of the Company to send a document of title for, or credit your account in respect of, the number of Ordinary Shares for which your application is accepted and/or send a cheque for any monies returnable, by post, at your risk, to your address as set out on your Application Form;
  - 5.4. agree that your application may not be revoked and that this paragraph constitutes a collateral contract between you and the Company which will become binding upon despatch by post or delivery of your duly completed Application Form to the Company or to your Financial Adviser;
  - 5.5. warrant that your remittance will be honoured on first presentation and agree that if it is not so honoured, you will not be entitled to receive share certificates in respect of the Ordinary Shares applied for 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 Registrar against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of your remittance to be honoured on first presentation) and you agree that, at any time prior to the unconditional acceptance by 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, BACS payments or banker's draft accompanying your application, without interest;
- 5.6. agree that all cheques, BACS payments and bankers' drafts may be presented for payment on the due dates and any definitive document of title and any monies returnable to you may be retained pending clearance of your remittance and the verification of identity required by the ML Regulations and that such monies will not bear interest;
- 5.7. undertake to provide satisfactory evidence of identity within such reasonable time (in each case to be determined in the absolute discretion of the Company and the Sponsor) to ensure compliance with the ML Regulations;
- 5.8. 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 Registrar;
- 5.9. agree that all documents in connection with the Offer and any returned monies will be sent at your risk and will be sent to you at the address supplied in the Application Form;
- 5.10. agree that, having had the opportunity to read the Prospectus and Application Form, you shall be deemed to have had notice of all the information and representations, including the risk factors and these terms and conditions of, contained therein and agree to be bound by them;
- 5.11. confirm that (save for advice received from your financial adviser) in making such an application you are not relying on any information and representation other than those contained in the Prospectus and you accordingly agree that no person responsible solely or jointly for the Prospectus or any part thereof or involved in the preparation thereof will have any liability for any such other information or representation;
- 5.12. 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, that you submit to the jurisdiction of the courts of England and Wales and agree that nothing shall limit the right of the Company or the Sponsor to bring any action, suit or proceedings arising out of or in connection with any such applications, acceptances of applications and contracts in any other manner permitted by law or any court of competent jurisdiction;
- 5.13. irrevocably authorise the Registrar and/or the Sponsor or any person authorised by either of them, as your agent, to do all things necessary to effect registration of any Ordinary Shares subscribed for by or issued to you into your name and authorise any representative of the Registrar or of the Sponsor to execute any documents required therefore and to enter your name on the register of members of the Company;
- 5.14. agree to provide the Company with any information which it may request in connection with your application or to comply with the laws relating to VCTs or other relevant legislation (as the same may be amended from time to time) including without limitation satisfactory evidence of identity to ensure compliance with the ML Regulations;
- 5.15. warrant that, in connection with your application, you have observed the laws of all requisite territories, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with your application in any territory and that you have not taken any action which will or may result in the Registrar and/or the Sponsor acting in breach of the regulatory or legal requirements of any territory in connection with the Offer as a result of your application;
- 5.16. confirm that you have read and complied with paragraph 6 below and warrant that neither of the Registrar and/or the Sponsor will infringe any laws of any such territory or jurisdiction directly or indirectly as a result of, or in consequence of any acceptance of, your application;
- 5.17. confirm that you have reviewed the restrictions contained in paragraph 7 below;
- 5.18. warrant that you are not under the age of 18 years;
- 5.19. agree that the Registrar and/or the Sponsor are each acting for the Company in connection with the Offer and for no-one else and that they will not treat you as their customer by virtue of such application being accepted or owe you any duties or responsibilities concerning the price of Ordinary Shares or concerning the suitability of Ordinary Shares for you or be responsible to you for any protections as a customer;
- 5.20. warrant that, if you sign the Application Form on behalf of somebody else or yourself and another or others jointly or a corporation, you have the requisite power to make such investments as well as the authority to do so and such person or corporation will also be bound accordingly and will be deemed also to have given the confirmations, warranties and undertakings contained in these terms and conditions and undertake (save in the case of signature by an authorised Financial Adviser on behalf of the Investor) to enclose a power of attorney or a copy thereof duly certified by a solicitor with the Application Form;
- 5.21. warrant that you are not subscribing for the Ordinary Shares using a loan which would not have been given to you or any associate or not have been given to you on such favourable terms, if you had not been proposing to subscribe for the Ordinary Shares;
- 5.22. warrant that the Shares are being acquired for bona fide commercial purposes and not as part of a scheme or arrangement the main purpose of which, or one of the main purposes of which, is the avoidance of tax. Obtaining tax reliefs given under the applicable VCT legislation is not itself tax avoidance;
- 5.23. warrant that you are not a "US Person" as defined in the United States Securities Act of 1933



# 62 Terms and Conditions of the Offer and Application

(continued)

- ("Securities Act") (as amended), nor a resident of Canada and that you are not applying for any Shares on behalf of or with a view to their offer, sale or delivery, directly or indirectly, to or for the benefit of any US Person or a resident of Canada;
- 5.24. warrant that you will be the beneficial owner of the Shares in Puma Alpha VCT plc issued to you under the Offer;
- 5.25. warrant that the information contained in the Application Form is accurate; and
- 5.26. agree that, if you request that Ordinary Shares are issued to you on a date other than 3 April and such Ordinary Shares are not issued on such date, the Company and its agents and directors will have no liability to you arising from the issue of such Ordinary Shares on a different date.
6. No person receiving a copy of this document or an Application Form in any territory other than the UK may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use such Application Form unless, in the relevant territory, such an invitation or offer could lawfully be made to him or her or such Application Form could lawfully be used without contravention of any regulations or other legal requirements. It is the responsibility of any person outside the United Kingdom wishing to make an Application to satisfy him or herself as to full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any other formalities requiring to be observed in such territory and paying any issue, transfer or other taxes required to be paid in such territory.
7. The Ordinary Shares have not been and will not be registered
- under the Securities Act 1933, as amended, or under the securities laws of any state or other political subdivision of the United States and may not be offered or sold in the United States of America, its territories or possessions or other areas subject to its jurisdiction ("the USA"). In addition, the Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended. The 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.
8. The rights and remedies of the Registrar, the Sponsor and the Company under these terms and conditions and the Application Form are in addition to any rights and remedies which would otherwise be available to either of them, and the exercise or partial exercise of one will not prevent the exercise of the others.
9. The dates and times referred to in these terms and conditions and the Application Form may be altered by the Company with the agreement of the Sponsor.
10. Where a fee is payable by an Investor for the advice and related charges he has received from a Financial Adviser who has provided a personal recommendation to invest in the Company, this "Adviser Charge" (the amount agreed between the Investor and the Financial Adviser) can either be paid directly by the Investor or, if it is a one off fee, its payment may be made by the Registrar on behalf of the Investor.
11. Investors are required:
- (i) to identify such part of the overall cost of financial advice from their Financial Adviser which is related to their decision to subscribe for
- Shares (plus VAT if relevant); and
- (ii) to authorise their Financial Adviser to disclose such amount to the Company or the Promoter.
12. Where commission is permitted to be paid to Financial Advisers under the rules of the FCA (for example, in respect of execution only clients where no advice or personal recommendation has been provided), Financial Advisers who, acting on behalf of their clients, return valid Application Forms bearing their stamp and Financial Conduct Authority registration number may be entitled to commission from the Promoter, calculated by reference to the amount payable in respect of the Ordinary Shares allocation for each such Application Form.
13. Intermediaries or authorised Financial Advisers may agree to waive part or all of their initial commission or Adviser Charge in respect of an application. If this is the case then such an application may be treated as an application to apply for the amount stated in section 3 of the Application Form, together with an additional amount equivalent to the commission or Adviser Charge waived or subscribed on an Investor's behalf for extra Ordinary Shares, which waived commission will be applied in subscription for such extra Ordinary Shares at an issue price reflecting the fact that no Initial Fee will be applied to these additional Shares. The Company is authorised to amend the amount stated in section 3 of the Application Form to include any additional amount. Financial Advisers and intermediaries should keep a record of Application Forms submitted bearing their stamp to substantiate any claim for their commission.
14. The arrangements described in paragraphs 10 to 13 above are based on the relevant applicable

rules of the FCA as they apply at the date of this document. In the event that there is a change in these Rules that affect the way advisers are permitted to charge Investors and the arrangements described in paragraphs 10 to 13 above, the Directors reserve the right to make amendments to those arrangements.

15. Investors should be aware of the following requirements in respect of the ML Regulations:

(i) Please supply either an Identity Verification Certificate from your financial intermediary or, if you do not have an adviser, one of each of the following:

- An original certified 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 name"; and
- an original or an original certified copy of a recent bank or building society statement or utility bill showing your name and address being no more than 3 months old.

(ii) 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. 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").

16. The basis of allocation of Ordinary Shares 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 Registrar consider may be required for the purposes of the ML Regulations 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. The Company may accept applications made otherwise than by completion of an Application Form where the applicant has agreed in some other manner acceptable to the Company to apply in accordance with these terms and conditions.

17. The application of the subscription proceeds is subject to the absolute discretion of the Directors.

# 64 Frequently Asked Questions

REPLIES TO THESE FREQUENTLY ASKED QUESTIONS SHOULD BE READ IN CONJUNCTION WITH THE WHOLE PROSPECTUS AND ANY DECISIONS TO SUBSCRIBE FOR SHARES SHOULD BE BASED ON CONSIDERATION OF THE PROSPECTUS AS A WHOLE.

## Subscribing for Shares

### Who can apply to subscribe?

You must be 18 years old or over.

### How much can I subscribe for in the Company?

There is no upper limit to the amount for which you can subscribe in the Company. However the maximum income tax relief is limited to investments of £200,000 per individual investor.

### What is the minimum investment?

The minimum investment is £5,000 per application and thereafter in multiples of £1,000.

### Will there be a dividend re-investment scheme?

There will be no dividend re-investment scheme.

### Will the Company have a regular share buy-back policy?

The Company may operate a buy back policy from time to time to buy back Shares in the market at a price which is, for the five years from first Admission, at a zero discount to their net asset value, and thereafter at a five per cent discount to their net asset value, in each case as reported from time to time, less transaction costs payable to market makers and stockbrokers, up to a maximum annual number equivalent to 14.99% of the total number of issued Ordinary Shares. Operation of this policy will be subject to applicable legislation and the Company having sufficient liquidity. The Directors expect that there will be limited demand for share buybacks from shareholders within the first five years because the only sellers are likely to be deceased Shareholders' estates and those Shareholders whose circumstances have changed (to such extent that they are willing to repay the 30% income tax relief in order to gain access to the net proceeds of the sale).

## Tax Relief

**Please refer to the Risk Factors on pages 14 to 17 of the Prospectus which explains that particular tax reliefs are dependent on individual circumstances and that the taxation rates and taxation law may be subject to change. We are not able to give you tax advice and you should consult your tax adviser in relation to this. Subject to this the following answers are a summary of the tax position relating to income tax relief for Qualifying Subscribers.**

### What income tax relief will be given on my investment?

The current rate of income tax relief for VCT investors is 30% 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% on an investment of £200,000 provided that the Investor has a potential income tax liability of at least that amount for the 2019-20 tax year.

### Will I be able to claim VCT tax relief on all my investment?

You should receive VCT tax relief on the total amount subscribed (after deduction of payment of any Adviser Charge by the Registrar (if applicable), for which VCT tax relief is not available) and the Initial Fee of 3%, subject to all the factors relating to tax referred to in this document and subject to the risk factors on pages 14 to 17 of the Prospectus.

### How long do I need to hold the shares in the Company to retain my tax relief?

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

### How to Submit an Application

#### To whom should I make the cheque payable?

Cheques should be made payable to "SLC Registrars Ltd re: Puma Alpha".

#### Where should I send my application?

Your Application Form and cheque should be sent to Puma Alpha VCT plc, SLC Registrars, Elder House, St Georges Business Park, Weybridge, Surrey, KT13 0TS.

### Anti-money laundering

#### I am applying for Shares on the advice of a Financial Adviser:

If you are subscribing for Shares on the advice of a Financial Adviser, your Financial Adviser should complete section 10 of the Application Form to confirm your identify for money laundering purposes.

#### I am investing directly:

You must supply an Identification Verification Certificate (or equivalent) from a Financial Adviser or intermediary to confirm your identify for money laundering purposes. If you cannot do this, you must supply the following:

- a. An original certified 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" followed by your name; and
- b. An original or an original certified copy of your bank or building society statement or utility bill being no more than 3 months' old showing your name and address.

### Following a subscription for Shares

#### What happens after I have been allotted Shares?

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

#### How do I claim back my income tax relief on my VCT investment?

In order to claim back your tax relief, you can write to your HMRC 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.

### Further Questions

#### I still have some questions. Who should I contact?

Please feel free to contact Puma Investments' Investor Helpline on 020 7408 4100 if you have any further questions.

Please note that no investment or tax advice can or will be given. We recommend that prior to making any investment into a VCT Investors consult with their independent Financial Adviser and their tax adviser (if different).



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