



# **Oberon AIM VCT plc**

## **Prospectus**

**Offer for Subscription**

for the tax years 2024/2025 and 2025/2026

to raise up to £5 million

with an over-allotment facility of a further £3.4 million

12 February 2025



**THIS DOCUMENT IS IMPORTANT AND REQUIRES IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN FINANCIAL ADVICE IMMEDIATELY FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA").**

This document constitutes a prospectus dated 12 February 2025 (the "**Prospectus**") issued by Oberon AIM VCT plc (the "**Company**"), prepared in accordance with the Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**") and the Prospectus Regulation Rules made under FSMA. This Prospectus has been approved by the Financial Conduct Authority ("**FCA**") as competent authority under the UK Prospectus Regulation. The FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered an endorsement of the Company or of the quality of the securities that are the subject of this Prospectus and investors should make their own assessment as to the suitability of investing in the securities. The Company and the Directors (whose names are set out on page 23) accept responsibility for the information contained in this prospectus. To the best of the knowledge of the Company and the Directors the information contained in the Prospectus is in accordance with the facts and the Prospectus makes no omission likely to affect its import. The Prospectus has been drawn up as a simplified prospectus in accordance with Article 14 of the UK Prospectus Regulation.

# Oberon AIM VCT plc

(Registered in England and Wales under company number 06054576)

**Offer for Subscription to raise up to £5 million**

**(with an over-allotment facility of up to a further £3.4 million)**

**by way of the issue of Ordinary Shares in the Company**

In connection with the Offer, SPARK Advisory Partners Limited (the "**Sponsor**") is acting for the Company and for no-one else and will not (subject to the responsibilities and liabilities imposed by FSMA or the regulatory regime established thereunder) be responsible to anyone other than the Company for providing the protections afforded to customers of the Sponsor nor for providing advice in relation to the Offer. The Sponsor is authorised and regulated in the United Kingdom by the FCA.

Oberon Investments Limited ("**Oberon Investments**" or the "**Promoter**") is the Company's investment manager in respect of its venture capital portfolio. Oberon Investments will not be responsible to anyone other than the Company for the provision of protections afforded to customers of Oberon Investments nor for providing advice in relation to the Offer. Oberon Investments is authorised and regulated in the United Kingdom by the FCA.

Application will be made to the FCA for the Offer Shares to be issued pursuant to the Prospectus, to be listed on the closed ended investment funds category of the Official List and will be made to the London Stock Exchange for such Offer Shares to be admitted to trading on its main market for listed securities. It is expected that admission will become effective and that trading in the Offer Shares will commence three Business Days following their allotment.

Copies of this Prospectus are (and any supplementary prospectus published by the Company will be) available free of charge from the offices of the Company's manager, Oberon Investments Limited, 2nd Floor, 6 Duke Street, London, England, SW1Y 6BN.

**YOUR ATTENTION IS DRAWN TO THE RISK FACTORS ON PAGE 10.**

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## SECTION 1: INTRODUCTION

This summary forms part of a prospectus dated 12 February 2025 (the "**Prospectus**") issued by Oberon AIM VCT plc (the "**Company**" or the "**Issuer**") and which has been approved, on that date, by the Financial Conduct Authority (the "**FCA**"), the competent authority for the United Kingdom under Part IV of the Financial Services and Markets Act 2000.

The Prospectus describes a public offer by the Company to raise up to £5 million (with an over-allotment facility for up to a further £3.4 million). The securities being offered pursuant to the Offer are Ordinary Shares of 10p each ("**Offer Shares**") (ISIN: GB00B1SN3863).

The FCA may be contacted at:  
Financial Conduct Authority  
12 Endeavour Square  
London E20 1JN

The Issuer's contact details are:

Address	Email	Website	Telephone
2nd Floor, 6 Duke Street, St James's, London, SW1Y 6BN	info@oberoninvestments.com	www.oberoninvestments.com	0203179 5300

**Warning:** The summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on a consideration of the Prospectus as a whole by the Investor. Investors could lose all or part of the invested capital. Civil liability attaches only to those persons who have tabled the Summary including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid Investors when considering whether to invest in such securities.

## SECTION 2: KEY INFORMATION ON THE ISSUER

Who is the Issuer of the securities?	<p>The issuer of the securities which are the subject of this Prospectus is Oberon AIM VCT plc (the "<b>Company</b>").</p> <p>The Company is a public limited liability company which is registered in England and Wales with registered number 06054576. The Company's Legal Entity Identifier is: 213800ZDLLGLVL2YTB47. The Company is approved by HMRC as a venture capital trust (VCT) in accordance with the VCT Rules. It is intended that the business of the Company be carried on so as to maintain its VCT status.</p>
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The Company has no parent company and is owned primarily by individuals. The Company has no subsidiaries. The Company has three non-executive directors – Geoffrey Gamble (Chair), John Beaumont and Christopher Andrew. The Company has appointed Royce Peeling Green Limited of The Copper Room, Deva City Office Park, Trinity Way, Manchester, M3 7BG, as its auditor with effect from 21 November 2024. This is subject to approval by Shareholders at the Company's next AGM. The Company's previous auditor, in respect of the financial years ended 31 December 2023 and 31 December 2022, was Moore Kingston Smith LLP of 6th Floor, 9 Appold Street, London EC2A 2AP and, prior to that, in respect of the financial year ended 31 December 2021, was UHY Hacker Young LLP of Quadrant House, 4 Thomas More Square, London E1W 1YW.

### What is the key financial information regarding the Issuer?

Certain key historical information of the Company is set out below:

	Unaudited six month period to 30 June 2024	Audited year end to 31 December 2023	Unaudited six month period to 30 June 2023	Audited year end to 31 December 2022	Audited year end to 31 December 2021
	£,000	£,000	£,000	£,000	£,000
<b>Net Assets</b>	£1,850	£2,207	£2,209	£2,413	£3,840
<b>Total return before tax</b>	(£357)	(£282)	(£420)	(£1,595)	1,073
<b>Net asset value per Share</b>	33.2p	39.6p	39.6p	47.6p	83.3p
<b>Dividends paid per Share</b>	-	2.50p	-	2.50p	4.0p

### Income Statement

	Unaudited six month period to 30 June 2024	Audited year end to 31 December 2023	Unaudited six month period to 30 June 2023	Audited year end to 31 December 2022	Audited year end to 31 December 2021
	£,000	£,000	£,000	£,000	£,000
Gains/(losses) on investments at fair value	(324)	(318)	(381)	(1,481)	714
Gains/(losses) on disposals of investments	6	145	27	(2)	427
Income	11	29	11	27	28
Investment management fees	(9)	(23)	(11)	(29)	(40)

Other expenses	(40)	(115)	(66)	(110)	(57)
Profit/ (losses) attributable to Shareholders	(357)	(282)	(420)	(1,595)	1,073
Profit/(loss) per Ordinary Share (pence)	(6.41)p	(5.27)p	(8.20)p	(32.01)p	23.28p

## Balance Sheet

	Unaudited six month period to 30 June 2024	Audited year end to 31 December 2023	Unaudited six month period to 30 June 2023	Audited year end to 31 December 2022	Audited year end to 31 December 2021
	£,000	£,000	£,000	£,000	£,000
<b>Fixed assets</b>					
Investments	1,686	1,994	1,838	2,190	3,771
<b>Current assets</b>					
Debtors	172	243	405	354	88
<b>Creditors:</b> amounts falling due within one year	(8)	(30)	(34)	(131)	(20)
<b>Net assets</b>	1,850	2,207	2,209	2,413	3,840
<b>Capital and reserves</b>					
Called up share capital	557	557	557	507	461
Share premium	547	547	547	382	57
Special distributable reserve	2,775	2,775	2,915	2,915	3,118
Capital redemption reserve	171	171	171	171	171
Capital reserve - realised	(227)	(287)	(281)	(62)	(236)
Capital reserve – unrealised	(1,695)	(1,309)	(1,487)	(1,345)	334
Revenue reserve	(278)	(247)	(213)	(155)	(65)
<b>Total equity shareholders' funds</b>	1,850	2,207	2,209	2,413	3,840
<b>Net asset value per share</b> (pence)	33.2p	39.6p	39.6p	47.6p	83.3p

Aside from the movement in the NAV and the payment of the dividend of 2.5 pence per share on 26 July 2024, there has been no significant change in the financial position or financial performance of the Company which has occurred since 30 June 2024, being the date of the most recent published unaudited half yearly report and accounts of the Company.

<p><b>What are the key risks that are specific to the Issuer?</b></p>	<ul style="list-style-type: none"> <li>• The Net Asset Value of the Shares will reflect the values and performance of the underlying assets in the Company's portfolio. The value of the investments and income derived from them can rise and fall. Realisation of investments in unquoted companies can be difficult or impossible and may take considerable time.</li> <li>• Investments made by the Company will be in companies which have a higher risk profile than larger "blue chip" companies and whose securities are not readily marketable and therefore may be difficult to realise.</li> <li>• The past performance of investments made by the Company or other funds managed or advised by Oberon Investments should not be regarded as an indication of the performance of investments to be made by the Company.</li> <li>• The tax rules, or their interpretation, in relation to an investment in the Company and/or the rates of tax may change during the life of the Company and may apply retrospectively which could affect tax reliefs obtained by Shareholders and the VCT status of the Company.</li> <li>• Although the Company may receive customary venture capital rights in connection with its investments, as a minority investor it will not be in a position to protect its interests fully.</li> </ul>
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### SECTION 3: KEY INFORMATION ON THE SECURITIES

<p><b>What are the main features of the securities?</b></p>	<p>The securities offered pursuant to the Offer are Ordinary Shares of 10p each (ISIN: GB00B1SN3863). The Offer Shares will be issued pursuant to resolutions passed by the Shareholders at the annual general meeting of the Company held on 28 June 2024.</p> <p>The Offer Shares will rank equally in all respects with each other and with the existing Ordinary Shares. Shareholders will be entitled to receive certificates in respect of their Offer Shares and will also be eligible for electronic settlement. The Offer Shares will be listed on the closed ended investment funds category of the Official List and, as a result, will be freely transferable.</p> <p>The Board has a stated objective of paying annual dividends equal to 5.0% yield, based on the share price, per annum. This will be subject to investment performance, availability of distributable reserves and the need to retain cash for investment purposes and to fund annual running costs. Returns will be dependent on the performance of the portfolio of the Company's investments. The Board will review the Company's dividend policy annually to take account of the performance of its investments. It is intended that any profits made on the disposal of investments will be distributed to Shareholders, to the extent that this is prudent.</p>
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<b>Where will the securities be traded?</b>	Applications will be made to the FCA for the Ordinary Shares offered for subscription pursuant to the Prospectus to be admitted to the closed-ended investment funds category of the Official List of the FCA. Application will also be made to the London Stock Exchange for the Offer Shares to be admitted to trading on its main market for listed securities. It is expected that admission will become effective and that trading in the Offer Shares will commence three business days following allotment.
<b>Is there a guarantee attached to the securities?</b>	There is no guarantee attached to the Offer Shares.
<b>What are the key risks that are specific to the securities?</b>	<ul style="list-style-type: none"> <li>• If an Investor who subscribes for Offer Shares disposes of those Offer Shares within five years, the Investor is likely to be subject to clawback by HMRC of any income tax relief originally obtained on subscription.</li> <li>• Although the existing Ordinary Shares issued by the Company have been (and it is anticipated that the Offer Shares will be) admitted to the Official List of the FCA and traded on the London Stock Exchange's main market for listed securities, it is unlikely that there will be a liquid market as there is a limited secondary market for VCT shares and Investors may find it difficult to realise their investments. The market price of the Shares may not fully reflect, and will tend to be at a discount to, their underlying net asset value.</li> </ul>

## SECTION 4: KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC

<b>Under which conditions and timetable can I invest in this security?</b>	<p>The Offer opens on the date of the Prospectus and is expected to close on 1 December 2025 or earlier at the discretion of the directors or if full subscription is reached). Investors must be over 18 years old.</p> <p>Share allotment dates are currently scheduled for March 2025 (2024/25 tax year), and April (2025/26 tax year), subject to change at the discretion of the Board. The first allotment of Offer Shares will be no later than 5 April 2025.</p> <p>Application has been made to the FCA for the Offer Shares to be admitted to the Official List of the FCA. Application will also be made to the London Stock Exchange for such Offer Shares to be admitted to trading on its market for listed securities. It is expected that Admission will become effective and that trading in the Offer Shares will commence three Business Days following allotment.</p>
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	<p>The number of Offer Shares to be issued to an Investor shall be calculated based on the following Pricing Formula (rounded down to the nearest whole Share):</p> $\text{Number of Offer Shares} = \frac{\text{Amount subscribed: (i) Less Promoter's Fee (ii) Less Initial Adviser Charge/initial Commission}}{\text{NAV}^*}$ <p><i>*The NAV will be the most recently published NAV per Share prior to the day of the allotment, adjusted for dividends declared and for which the record date for payment has passed at the time of allotment.</i></p> <p>The estimated expenses of the Offer will be 5.0% of the funds raised (assuming investment solely by Investors in respect of whom commission is payable). If the Offer is fully subscribed (ignoring the over-allotment facility) the net proceeds of the Offer would be approximately £4.75 million.</p> <p>An existing holder of Ordinary Shares who does not subscribe for Offer Shares pursuant to the Offer would experience no dilution in terms of NAV per share (as the assets of the Company will be increased by the proceeds of the Offer and the upfront costs of the Offer are borne by subscribers) but will experience dilution in terms of voting. The Company will bear the costs of on-going trail commission which is not borne by subscribers through the application of the above Pricing Formula.</p> <p>The Offer is not underwritten.</p>
<p>Why is this prospectus being produced?</p>	<p>As the Company intends to issue more than an additional 20% of its existing shares pursuant the Offer, it is a requirement to produce a prospectus. The Offer is being made, and its proceeds will be used, to raise additional funds to be invested in accordance with the Company's investment policy. The Company is a VCT that invests primarily in AIM quoted companies. Funds raised under the Offer will, no later than three years following the end of the accounting period in which those shares are issued, be invested as to at least 80% in VCT qualifying companies with 30% of such funds so invested within 12 months of the end of the relevant accounting period. The remainder of such funds raised will be held in cash or other permitted non-qualifying investments.</p>

# RISK FACTORS

Shareholders and prospective shareholders should carefully consider the following risk factors in addition to the other information presented in this document and the Prospectus as a whole. If any of the risks described below were to occur, it could have a material effect on the Company's business, financial condition or results of operations. The risks and uncertainties described below are not the only ones the Company, the Board or Investors in the Company will face. Additional risks not currently known to the Company or the Board, or that the Company or the Board currently believe are not material, may also adversely affect the Company's business, financial condition, and results of operations. The value of Shares could decline due to any of these risk factors, and Investors could lose part or all of their investment. Investors who are in any doubt should consult their independent financial adviser. The attention of prospective Investors is drawn to the following risks:

## Risks related to the Company

- The Net Asset Value of the Shares will reflect the values and performance of the underlying assets in the Company's portfolio. The Company's investment focus is on relatively young, AIM-quoted trading companies and its strategy is that of a private equity manager seeking to create value by actively managing and supporting investee companies. Investment in smaller and AIM-quoted companies involves a higher degree of risk than investment in larger companies and those traded on the main market of the London Stock Exchange. Smaller companies may have limited product lines, markets or financial resources and may be more dependent on their management or key individuals than larger companies. Markets for smaller companies' securities may be less regulated and are often less liquid, and this may cause difficulties in accurately valuing and disposing of equity investments in such companies. Although the Company may receive conventional venture capital rights in connection with its investments, as a minority investor it will not be able to fully protect its interests.
- VCTs are only permitted to invest in companies which pass a "risk to capital" gateway test requiring the investee company to have long term growth and development objectives and for the investment to carry a significant risk that invested capital will be lost over and above the net return to the Company irrespective of whether the return takes the form of income, capital growth, fees, other payments or anything else. This restriction emphasises the requirement that VCT investments not be made with capital preservation in mind but instead to fuel the growth of genuine trading companies with the attendant higher risk that entails.
- Realisation of investments in AIM traded and unquoted companies, such as those in which the Company invests represent a higher risk in comparison to investments in companies listed on the Official List. Furthermore, the market for securities in AIM listed companies is relatively small and this brings with it potential difficulties in acquiring, disposing, and valuing such securities. Smaller companies generally are reliant on a small number of key individuals to manage the business, and along with their limited range of products and financial resources, makes them more susceptible to market, economic and regulatory changes. As a consequence of this, the Company's ability to change its portfolio or quickly dispose of assets to react to changes in macro-economic or financial conditions may be affected. Potentially this may result in an adverse impact on the financial condition of the Company and could reduce the profits expected to be realised by the Company. Investors should be aware that returns will be uncertain and involve a high degree of risk.

- There may also be constraints imposed on the realisation of investments in order to maintain the VCT status of the Company which may restrict the Company's ability to obtain maximum value from its investments or to achieve the intended timing of distributions. To be qualifying holdings, VCT funds raised must be invested in smaller, earlier stage companies which meet several criteria as to their size and activities as set out in the Income Tax Act 2007.
- The Company is a venture capital trust and whilst it and its Investors benefit from a number of tax advantages, the levels and bases of reliefs from taxation may change and changes could apply retrospectively. The tax reliefs referred to in this document are those currently available and their value depends on the individual circumstances of Investors. The Company's objectives have been set on the basis that all Investors obtain 30% VCT income tax relief on their subscriptions. Therefore, investment in the Company may not be suitable for Investors who do not qualify for the full 30% VCT income tax relief.
- The past performance of investments made by the Company or other funds managed by Oberon Investments should not be regarded as an indication of the performance of investments to be made by the Company. Macro-economic factors such as the war in Ukraine, inflation and the energy crisis could lead to fewer willing buyers and a reduction in exit values.
- The VCT Rules restrict the range of investments into which the Company can deploy funds and included a 7-year maximum age limit on investee companies (10 years in the case of 'knowledge intensive' companies) and a lifetime investment limit of no more than £12 million (£20 million in the case of 'knowledge intensive' companies) of tax advantaged risk finance which can be invested in a single company. VCT non-qualifying portfolios are also restricted to a limited range of liquidity management investments. These restrictions mean the Company is required to invest in younger businesses and this exposes the Company to a higher risk profile. These rules also limit the Company's ability to make new investments or make further investments into older portfolio companies, which may negatively impact the Company's ability to support portfolio companies. The penalty for breaching some of these rules is loss of VCT status, with the attendant risk of the loss of investor tax benefits. The Directors believe that, while acknowledging the additional risks that these rules have introduced, the Company has been able to satisfactorily adapt and that they should not have a significant impact on the performance of the Company.
- There can be no guarantee that suitable investment opportunities will be identified in order to meet the Company's objectives. As the Company is required to invest new capital within specific time periods (including 30% of new monies raised within 12 months of the end of the accounting period in which the monies are raised), this may lead to pressure to make less attractive investments sooner rather than wait for better ones. The Company will seek to manage this risk by reviewing a large number of potential investments well within the time frame allowed and by applying strict quality control and due diligence measures.
- Where more than one of the funds managed or advised by Oberon Investments wishes to participate in an investment opportunity, allocations will generally be made in proportion to the net cash available for investment by each fund, other than where investments are proposed to be made in a company where a fund has a pre-existing investment in which case the incumbent investor may have priority. Implementation of this policy will be subject to the availability of monies to make the investment and other portfolio considerations such as sector exposure, the proposed structure of the investment and the requirement to achieve or maintain a minimum of 80% of a particular VCT's portfolio in Qualifying Companies. Oberon Investments may depart from this basis of allocation if, in its absolute discretion, it considers it appropriate to do so having regard to the overall investment policy of the fund and the benefit of creating diversity within the portfolio. This may mean that the fund may receive a greater or lesser allocation than

would otherwise be the case under the normal co-investment policy.

- While it is the intention of the Directors that the Company will be managed so as to continue to qualify as a venture capital trust, there can be no guarantee that this status will be maintained. A failure to meet the qualifying requirements could result in the loss of tax reliefs previously obtained, resulting in adverse tax consequences for Investors, including a requirement to repay the income tax relief obtained, and could also cause the Company to lose its exemption from corporation tax on capital gains.

#### **Risks relating to the Company's Ordinary Shares (including the Offer Shares)**

- Although the existing Shares issued by the Company have been (and it is anticipated that the Offer Shares will be) admitted to the Official List of the FCA and traded on the London Stock Exchange's main market for listed securities, it is unlikely that there will be a liquid market for these Shares as there is a limited secondary market for VCT shares and Investors may find it difficult to realise their investments. The market price of the Shares

may not fully reflect, and will tend to be at a discount to, their underlying net asset value. Such a discount may be exacerbated by the unavailability of income tax relief on "second hand" VCT shares. This is true of all VCT shares. If the Company lacks sufficient cash reserves to purchase its own Shares and during prohibited periods when the Company is unable to purchase its own Shares the market price of Shares may not fully reflect, and will tend to be at a discount to, their underlying net asset value.

- If an Investor who subscribes for Shares disposes of those Shares within five years, the Investor is likely to be subject to clawback by HMRC of any income tax relief originally obtained on subscription. While it is the intention of the Directors that the Company will be managed so as to continue to qualify as a venture capital trust, there can be no guarantee that this status will be maintained. A failure to meet the qualifying requirements could result in the loss of tax reliefs previously obtained, resulting in adverse tax consequences for Investors, including a requirement to repay the income tax relief obtained, and could also cause the Company to lose its exemption from corporation tax on capital gains.



# EXPECTED OFFER TIMETABLE, STATISTICS AND COSTS

## Indicative Offer Timetable

Offer opens	12 February 2025
Closing date (for 2024/25 tax year)	5 April 2025
Closing date (for 2025/26 tax year)*	1 December 2025
First allotment	no later than 15 March 2025
Effective date for the listing of Offer Shares and commencement of dealings	three Business Days following allotment
Share certificates and tax certificates to be dispatched	ten Business Days following allotment

\* The Directors reserve the right to extend the closing date at their discretion. The Offer will close earlier than the date stated above if fully subscribed or otherwise at the Directors' discretion.

## Offer Statistics

Maximum amount to be raised by the Company*	£5 million
Unaudited NAV per Share as at 31 December 2024	27.11p
Estimated maximum number of Offer Shares to be issued**	17.5 million
Estimated net proceeds of the Offer**	£4.75 million

\* The Directors reserve the right to increase the size of the Offer by up to an additional £3.4 million.

\*\* Approximate figure, assuming full subscription, no use of the over-allotment facility, total Offer costs of 5.0% of funds raised and not taking into account potential further dividends. The Company may allot up to an absolute maximum of 30 million Offer Shares pursuant to the Offer.

## Offer Costs and Commissions

### Applications through intermediaries (no commission payable)

Promoter's Fee	2.5% of funds invested
Adviser charge	as agreed between Investor and Intermediary

### Applications through intermediaries (commission payable\*)

Promoter's Fee	2.5% of funds invested
Intermediary Commission	3% of funds invested up front
	0.6% trail per annum based on year end NAV (maximum of 3% of funds subscribed)

### Direct Investors (those without an Intermediary)

Promoter's Fee	5% of funds invested
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\* Commission will only be paid where it can be justified in accordance with prevailing FCA rules on inducements. The above table provides a summary only and does not consider all situations where commission may or may not be payable.

# DEFINITIONS

In this Prospectus, the following expressions have the following meanings:

<b>"Admission"</b>	the date on which the Offer Shares are listed on the Official List and admitted to dealing on the LSE's main market for listed securities
<b>"Articles"</b>	the articles of association of the Company, as amended from time to time
<b>"Board" or "Directors"</b>	the board of directors of the Company
<b>"Business Day"</b>	any day (other than a Saturday or Sunday) on which clearing banks are open for normal banking business in the City of London
<b>"CA 2006"</b>	Companies Act 2006, as amended
<b>"Company" or "Oberon VCT"</b>	Oberon AIM VCT plc (company number: 06054576)
<b>"Existing Shareholders"</b>	holders of Shares as at the date of this Prospectus
<b>"FCA"</b>	the Financial Conduct Authority
<b>"FCA Rules"</b>	the rules and guidance set out in FCA Handbook ( <a href="https://www.handbook.fca.org.uk/handbook/">https://www.handbook.fca.org.uk/handbook/</a> ) as amended from time to time
<b>"FSMA"</b>	the Financial Services and Markets Act 2000, as amended
<b>"HMRC"</b>	HM Revenue & Customs
<b>"IA 1986"</b>	Insolvency Act 1986, as amended
<b>"Investor"</b>	an individual who subscribes for Offer Shares pursuant to the Offer
<b>"ITA 2007"</b>	Income Tax Act 2007, as amended
<b>"Listing Rules"</b>	the listing rules of the FCA
<b>"London Stock Exchange"</b>	London Stock Exchange plc
<b>"Manager" or "Oberon Investments"</b>	Oberon Investments Limited (CRN: 02198303), the Company's investment manager in respect of its venture capital portfolio
<b>"NAV"</b>	net asset value
<b>"Offer"</b>	the Offer to raise up to £5 million (with an over-allotment facility of up to an additional £3.4 million) by issues of new Ordinary Shares in the capital of the Company, as set out in this Prospectus
<b>"Offer Shares"</b>	the new Ordinary Shares to be issued pursuant to the Offer

<b>"Official List"</b>	the official list of the FCA
<b>"Overseas Shareholders"</b>	Shareholders who are not resident in the UK
<b>"Pricing Formula"</b>	the formula applied in calculating the number of Offer Shares to be issued to each applicant as set out on page 10.
<b>"Prospectus"</b>	this document
<b>"Shareholder"</b>	a holder of Shares
<b>"Shares" or "Ordinary Shares"</b>	ordinary shares of 10p each in the capital of the Company
<b>"TCGA 1992"</b>	Taxation of Chargeable Gains Act 1992, as amended
<b>"UK"</b>	the United Kingdom
<b>"VCT" or "venture capital trust"</b>	a company satisfying the requirements of Chapter 3 of Part 6 of ITA 2007 for venture capital trusts
<b>"VCT Rules"</b>	the legislation, rules and HMRC interpretation and practice regulating the establishment and operation of venture capital trusts





# CHAIRMAN'S LETTER



Dear Investor

I am pleased to introduce this opportunity to invest in the Company. This prospectus marks the relaunch of the Company as **Oberon AIM VCT plc**. With this transformation, we aim to rejuvenate and reposition the Trust, enhancing its appeal as a tax-efficient investment vehicle focused on AIM-quoted equities. This prospectus outlines the refreshed strategic direction, key objectives, and advantages we believe the Oberon AIM VCT offers within the UK's limited range of tax-efficient investment options. As Chairman, I am excited to share our vision for this new chapter, including the changes implemented to create a strong foundation for growth and value creation for both existing and new Shareholders.

The Company officially changed its name to Oberon AIM VCT plc on 3 July 2024, with the new ticker, OVCT. The board views this rebranding as the start of a new chapter for the Company.

In the UK market, tax-efficient investment options are limited. However, with the UK government recently extending the 'sunset clause' for the VCT regime for an additional 10 years until 5 April 2035 (an extension also ratified by the EU), VCTs are among the few attractive options available. While many VCTs invest in unlisted equities, only seven currently focus on AIM-quoted stocks. The Board believes that the transparency of AIM-listed investments, with their daily valuations, offers an appealing, clear, and accessible tax-efficient investment—potentially more attractive than alternatives that lack this transparency.

Before the AGM in June, we communicated with shareholders about our vision to create a compelling investment vehicle for both current and new shareholders. Our proposal to relaunch the VCT included committing resources to ensure a sustainable and tax-efficient investment proposition for our shareholders. The resolutions received strong support, with over 75% of Shareholders voting in favour, endorsing our strategy to expand and invest in the Company's future.



With Shareholders' approval, we are now focused on growing the VCT and capitalising on what the directors believe to be the end of a prolonged bear market in smaller companies. The AIM market has faced significant underperformance, but as with most cycles, we believe this will eventually shift, and we anticipate a resurgence in the small-cap/AIM market. Consequently, Oberon AIM VCT is well positioned to leverage this shift, supported by substantial tax incentives.

Although the AIM All-Share Index has seen relatively poor performance over the last one, three, and five years, the Board is confident, based on historical market cycles, that a turnaround is on the horizon. We do not believe the small-cap and entrepreneurial market is fading, nor do we see any reason why this cycle would deviate from established patterns. We remain optimistic that this sector will recover.

To support this growth, I am pleased to announce that the Board, in collaboration with Oberon Investments, our Investment Manager, has secured an agreement in which Oberon will charge no investment management fees for 12 months from 1/10/2024. Oberon will also be underwriting the directors' costs (which we have continually kept very low) to the tune of £5,000. As a result, the Directors have agreed to take no remuneration from the Company for 12 months from 1/1/2025, as we grow the Company to a commercial level.

To take advantage of this, we are now implementing a number of changes:

1. This prospectus outlines the Company's refreshed strategy and the opportunity these tax incentives and current AIM market levels may offer. This will give the Company the option to bring in new investors, which, in turn, will provide new opportunities and liquidity to take advantage of new issues in the AIM market.
2. A successful fundraise will also reduce the costs of the Company as a percentage of our market capitalisation.
3. Oberon Investments is committed to further support our Company with a new, expanded investment team under the guidance of Simon Like, along with financial support to grow the Company to a commercial scale.
4. In addition, Oberon Investments is looking to expand the Trust's research and investment capabilities by underwriting research and due diligence costs on its new investments.
5. We have enhanced the Board composition under my guidance as Chairman and with input from the current team of directors.

As a result of the combined efforts of the Board and our colleagues at Oberon Investments, we believe the relaunch of the Company presents an attractive and timely opportunity. The extended period of underperformance in the small-cap and AIM markets has been challenging, yet history suggests we may now be on the brink of a market rebound. If this anticipated shift occurs, we are confident that the Company, with its refreshed structure and strategic focus, is well-positioned to capitalise on emerging opportunities.

In the months ahead, we will provide regular updates to keep you informed of our progress and developments. We are excited about the potential that lies before us and are committed to making the most of this pivotal moment for the Company.

Finally, I would like to extend my heartfelt thanks to the Board, our partners, suppliers, and our Shareholders, whose steadfast support has been invaluable.

**Geoffrey Gamble**

**Chairman**

# PART 1

## OFFER FOR SUBSCRIPTION

A VCT is an investment company listed on the London Stock Exchange which uses investor capital to support the growth of young, entrepreneurial, and often privately-owned companies. In recognition of the additional risk involved in investing in such companies, the UK government offers VCT investors attractive tax reliefs.

The types of UK trading companies which can be held in a VCT portfolio is determined by government legislation. This helps stimulate the flow of investor capital to the industries and sectors which greater benefit the wider UK economy. Much like traditional investment trusts, VCTs operate with an independent board of directors responsible for appointing a fund manager to run the underlying portfolio. In the case of the Oberon VCT, this is Oberon Investments. Once an investor holds shares in the Oberon VCT, they gain immediate access to a well-diversified portfolio focused on three high growth sectors - technology, healthcare and entertainment. Funds raised by the VCT will be used to provide development and scale-up capital to companies with robust business models and help to drive growth in existing portfolio companies. If you choose to invest, you will receive a share certificate for the amount you have invested and a tax certificate that allows you to claim the 30% upfront income tax relief from HMRC.



The key points of the Offer are set out below:

- **Tax Benefits** — Under current legislation Investors in the Company will have access to generous tax incentives, subject to a maximum investment of £200,000 per individual per tax year:

- 30% income tax relief will be available on the value of the Offer Shares subscribed for, providing they are held for at least five years and you have not sold any shares in the Company six months either side of the issue of the new shares;
- Capital gains on VCT shares are tax-free;
- Tax-free dividends: the Company target dividends of 5% p.a. (tax-free). It should be noted that there is no guarantee of dividend levels and no profit forecast or estimate is made.

- **Experience of the Venture Capital Investment Manager** — Oberon Investments is a boutique financial institution providing a personalised wealth management service for retail and professional clients, as well as a corporate broking arm for small and mid-cap companies. Oberon's strategy is to progress through the organic growth of assets under administration in its wealth management division and by the acquisition of complementary businesses in the financial services sector and by creating a trusted brand for the provision of advisory and fundraising services for companies in the small and mid-cap sectors.

- **Record of delivering dividends to Shareholders** — The Company has to date paid an annual dividend of equivalent to 5.4 % of NAV per Ordinary Share on average over the previous five years.

- **Investment Strategy** — The Company, managed by Oberon Investments, primarily invests in quoted businesses, with capable and experienced management teams,

over a range of sectors. In advance of investing in VCT qualifying investments, the Company will invest in assets selected to preserve capital value whilst generating income.

To fulfil its investment objectives, the Company and the Oberon Investments target companies that demonstrate the following essential qualities:

- **Exceptional Leadership:** The Company and Oberon Investments prioritise ventures led by what they identify as highly skilled founders and management teams with established success in their respective industries.
- **Robust Business Models:** Focus is placed on businesses with appealing models and strong foundational metrics that support long-term stability and growth.
- **Innovative Market Disruptors:** The Company and Oberon Investments seek businesses capable of transforming large markets through defensible products or services that set them apart.
- **Attractive Valuations:** Investment opportunities are rigorously assessed to ensure favourable entry valuations, benefiting both the Company and the target company.
- **Path to Significant Growth:** Portfolio companies exhibit a clear, credible trajectory toward meaningful value growth, aiming for an exit within a four-to-seven-year timeframe.

Oberon Investments holds a strong conviction that, over the long term, smaller companies have the potential to outperform their larger counterparts, often demonstrating faster earnings growth through market share expansion, innovation, and customer base growth. This belief is supported by the significant outperformance of active small-cap managers over their large-cap peers during the past two decades. Oberon Investments sees the smaller end of the market as relatively under-researched and inefficient,

offering active managers, who focus less on short-term sentiment, the opportunity to identify valuable investments for long-term shareholders.

While recent events have influenced share prices of small growth companies, the trading performance of most businesses has remained resilient this year, resulting in shares that appear undervalued relative to historical averages. The UK market continues to trade at a discount compared to the US and European markets. Against this backdrop, the Oberon Investments aims to pursue new investments at attractive valuations and anticipates share price recovery within the existing portfolio.

If Investors have any questions regarding this investment, they should contact their financial intermediary. For questions relating to an application, please telephone Oberon Investments on +44 (0) 203 179 5303 or send an email to [simonlike@oberoninvestments.com](mailto:simonlike@oberoninvestments.com). Investors should note that no investment advice can be given by Oberon Investments and their attention is drawn to the risk factors set out on pages 10 to 12 of this document.

The independent Directors have appointed Oberon Investments to manage the Company's venture capital investments.

## Terms of the Offer

The Offer opens on 10th February 2025 and is expected to close at 5.00pm on 1st December 2025, unless extended. Applications will be accepted (in whole or part) at the discretion of the Board, but the Board intends to meet applications on a 'first come, first served' basis.

The Offer Shares will be issued at a price determined for each Investor by reference to a pricing formula which takes into account the level of Promoter's Fee and adviser charge/commission which is applicable to that Investor.

The minimum investment by an Investor under the Offer is £5,000 including any fee facilitation

amount (subject to the Directors' discretion to accept any lower amount).

Fractions of Offer Shares will not be issued. Subscription monies of £5 or more not used to acquire Offer Shares may be refunded.

## Pricing Formula

The number of Offer Shares to be issued to an Investor shall be calculated based on the following Pricing Formula (rounded down to the nearest whole Share):

Number of Offer Shares	=	Amount subscribed:	÷	NAV*
		(i) Less Promoter's Fee		
		(ii) Less Initial Adviser Charge/initial Commission		

*\*The NAV will be the most recently published NAV per Share on the day of the allotment, adjusted for dividends declared and for which the record date for payment has passed at the time of allotment.*

## Offer Costs

The Company, through the mechanism of the Pricing Formula, will pay to Oberon Investments a fee of up to:

- 2.5% of the funds invested by Investors who subscribe through authorised intermediaries; and
- 5.0% of funds invested by Investors who subscribe directly.

in consideration of its acting as Promoter of the Offer. The Company shall pay 3% initial commission of funds invested to the financial intermediaries of certain non-advised Investors (subject to the application of rules on inducements set out in the FCA Handbook) and certain professional client Investors, subject to

such intermediaries' election to waive such commission and reinvest it for additional Offer Shares on behalf of their clients. In addition, the Company shall, pursuant to the terms of the Offer, pay an annual trail commission of 0.6% per annum based on the year end NAV of the Offer Shares, subject to a cumulative maximum of 3.0% over a period of five years of the amount subscribed for them, to the authorised intermediaries of eligible non-advised Investors and certain professional client Investors. The Company will be responsible for paying such initial commission and adviser charge facilitation payments to financial intermediaries as are calculated in accordance with the Pricing Formula set out above. The Company shall pay all charges and expenses associated with the Offer.

The net proceeds for the Company from the Offer, assuming full subscription but ignoring the over-allotment facility, Offer costs of 5.0% and ignoring reinvested commission, will therefore amount to approximately £4.75 million.

## Investment Policy

The Company's investment policy is to achieve long term capital growth through investment in a diversified portfolio of Qualifying Companies with at least 85% of net income paid out as dividends. The Company may, in addition, at the discretion of the Directors, pay dividends from realised capital gains (if any). The majority of the Company's investments will be in newly issued shares, as it is a VCT requirement that at least 80% of the funds raised by the Company's be invested in new issues of shares that meet the definition of Qualifying Holdings.

The Qualifying Companies in which the Company will invest may be quoted on AIM and/or Aquis. Exceptionally, the Company may also invest in unquoted investments. It is the intention of the Investment Manager to continue to build up a portfolio of Qualifying Holdings from funds raised with a view to becoming at least 80% invested within the three-year qualifying period (with 30% of

new funds raised invested within 12 months of the end of the accounting period in which they are raised). It is the intention of the Manager that it will meet the management team of any new Qualifying Company prior to subscription.

## Co-Investment Policy

Oberon Investments has a co-investment policy between its various funds (including Oberon Investments' employee co-investment syndicate) whereby investment allocations are generally offered to each party in proportion to their respective funds available for investment, subject to: (i) a priority being given to any of the funds 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 (iii) the risk/reward profile of the investment opportunity being compatible with the target return for each fund. The terms of the investments may differ between the parties. In the event of any conflicts between the parties, the issues will be resolved at the discretion of the independent directors.

## Dividend Policy

A privileged feature of a VCT, not available to an investment trust, is the ability to distribute net realised capital profits tax-free to Investors. The Company intends to take full advantage of this by paying out gains arising from successful realisations of investments.

The Board has a stated objective of paying annual dividends equal to 5.0% of yield per annum (relative to the share price). This will be subject to investment performance, availability of distributable reserves and the need to retain cash for investment purposes and annual running costs. Returns will be dependent on the performance of the portfolio of the Company's Investments. The Board will review the Company's dividend policy annually to take account of the performance of its investments.



## Buyback Policy

The Board is aware that although the Offer Shares are intended to be traded on the London Stock Exchange's main market for listed securities, it is unlikely that there will be a liquid market for such shares as there is a limited secondary market for VCT shares due to the holding period required to maintain up-front income tax reliefs and the lack of income tax relief on "second hand" VCT shares. Shareholders may, therefore, find it difficult to realise their investments.

The Board, therefore, considers that the Company should have the ability to purchase its Shares in the market from time to time with the aim of providing the opportunity for Shareholders who wish to sell their Shares to do so subject to the need to maintain an appropriate level of liquidity in the Company and subject to an appropriate discount to the most recently published net asset value per share. At this time, as the Company looks to expand its capital base, the Board does not wish to be overly prescriptive but will instead regularly review its buyback policy in line with changing circumstances. Share buybacks will be subject to Shareholder authorities, CA 2006, the Listing Rules and the VCT Rules and any other statutory or regulatory requirements from time to time and it is intended that any Shares which are bought back will be cancelled.



## The Board

The Board comprises three non-executive Directors, two of whom (including the Chairman) are independent of Oberon Investments. The Board has substantial experience of venture capital businesses and overall responsibility for the Company's affairs, including determining the investment policy of the Company.



**Geoffrey Gamble (CHAIRMAN)**

Geoffrey started his career with National Westminster Bank plc. He joined Publishing Holdings plc in 1984 and became a director in 1986. He took part in an MBO in 1988, backed by Schroder Ventures (now Permira) to form Charterhouse Communications Group Ltd and was instrumental in the satisfactory venture capital exit from that company and its flotation on AIM in 1996. He became managing director of Charterhouse Communications plc in 1999.



**John Beaumont**

John qualified as a chartered accountant in 1988 with Ernst & Whinney (now EY) before joining Goldman Sachs in the London equity research department. He moved to Smith New Court in 1992, which was acquired by Merrill Lynch in 1995. Whilst at Merrill Lynch, John worked with some of the firm's largest clients including Diageo, Compass Group and Bass. In 2011, John helped set up Peat & Co and became COO and Head of Finance, where along with his research activities, John was responsible for all the finance and regulatory reporting requirements of the business. John joined Oberon Investments in March 2020 where he is the Company Secretary.



**Christopher Andrew**

Christopher Andrew is the Managing Director of Clarmond Advisors, a firm he founded in 2010. Prior to this, he accumulated 14 years of experience in the family office and investment sector, notably at Consulta Limited, a multi-family office and investment firm, starting in 1996. As an IIMR-qualified fund manager, Christopher has consistently collaborated with both UK-based and international clients, focusing on asset allocation, portfolio management, and wealth structuring. He joined the Board on 28 November 2024.

*Current and Past Directorships*

<b>Name</b>	<b>Current Directorships</b>	<b>Directorships in the past five years</b>
<b>Geoffrey Gamble</b>	Oberon AIM VCT plc  ALK Ventures Ltd	Aslacton Trading Limited  Channonz Models Limited  New Century AIM VCT plc
<b>John Beaumont</b>	Oberon AIM VCT plc  Cryo Science Limited  M C Peat & Co. LLP	Oberon Securities Limited  Oberon Investments Group plc  Oberon Investments Limited  The Regeneration Incentive Co Ltd  Patriot Sports Management Limited
<b>Christopher Andrew</b>	Oberon AIM VCT plc  Duuzra Event Software Ltd  AECS Connections Limited  Clarmond Wealth Limited  Spidervine Limited  Draker Limited  34 Walton Street Company Limited  Logic Investments Limited	N/A

*Directors' Interests*

As at 11 February 2025 (the latest practicable date prior to the publication of this document), the interests of the Directors (and their immediate families) in the issued Ordinary Share capital of the Company were as follows:

<b>Director</b>	<b>Shares held</b>	<b>% of total issued share capital</b>
Geoffrey Gamble	203,290	3.65
John Beaumont	23,501	0.42
Christopher Andrew	N/A	N/A



Save as set out above, no Director nor any member of their respective immediate families has an interest in the capital of the Company which is or would, immediately following the Offer, be required to be entered in the register maintained under section 808 of the CA 2006 nor does any person connected with any Director (within the meaning of section 252 of the CA 2006) have any such interest which would, if the connected person were a Director, be required to be disclosed and the existence of which is known to or could with reasonable diligence be ascertained by such Director.

Geoffrey Gamble was appointed under a letter of appointment dated 15 February 2007. John Beaumont was appointed as a director on 29 January 2024. Christopher Andrew was appointed as a director on 28 November 2024. The directors are subject to re-election at each subsequent annual general meeting. No arrangements have been entered into by the Company entitling the Directors to compensation for loss of office, nor have any amounts been set aside to provide pension, retirement or similar benefits. The total annual remuneration receivable by Geoffrey Gamble as chairman is £5,000 per annum.

The Directors, other than John Beaumont who is the Company Secretary of Oberon Investments Limited and Oberon Investments Group plc (as well as the Company), including the Chairman act and will continue to act independently of Oberon Investments. No majority of the Directors will be directors or employees of, or former directors or employees of, or professional advisers to Oberon Investments or any other company in the same group as Oberon Investments.

The annual management fee payable to Oberon Investments is based on a percentage of the Company's net assets which are primarily represented by its investment portfolio. Therefore, there is a potential conflict in the valuations Oberon Investments proposes in relation to investments. This conflict is managed by the valuation of investments being reviewed and approved by the Board and reviewed annually by the external auditors.

Where the Company invests in companies in which other Oberon-managed funds have invested or subsequently invest, conflicts of interest may arise. In such a scenario, Oberon Investments will apply its internal conflicts policy (which includes, for instance, priority being given to funds which need to maintain their tax status or which have a risk profile most appropriate to the relevant investment) in order to reconcile the conflict in the first instance and thereafter, if required, the Directors will exercise their independent judgement, so far as they are able, to protect the interest of Shareholders.

Save for the management arrangements and promoters arrangement, under which Oberon Investments are entitled to fees, and co-investment by Oberon managers, as at 11 February 2025 (being the latest practicable date prior to publication of this document) there were no other potential conflicts of interest between the duties to the Company of any Director, service provider or other third party and their private interests and/or duties or any other interests which are material to the Offer.

Except as stated above, no Director is or has been interested in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company and which was effected by the Company in the period since its incorporation and remains in any respect outstanding or unperformed.

No loan or guarantee has been granted or provided by the Company to or for the benefit of any of the Directors.

The Company has taken out directors' and officers' liability insurance for the benefit of its directors, which is renewable on an annual basis.

No Director has any convictions in relation to fraudulent offences during the previous five years.

Save as disclosed in this paragraph, in the five years prior to the publication of this document, there were no bankruptcies, receiverships or

liquidations (save in respect of solvent liquidations) of any companies or partnership where any of the Directors were acting as (i) a member of the administrative, management or supervisory body, (ii) a partner with unlimited liability, in the case of a limited partnership with a share capital, (iii) a founder where the company had been established for fewer than five years nor (iv) a senior manager during the previous five years.

There has been no official public incrimination and/or sanction of any Director by statutory or regulatory authorities (including designated professional bodies) and no Director has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in

the management or conduct of the affairs of any company during the previous five years.

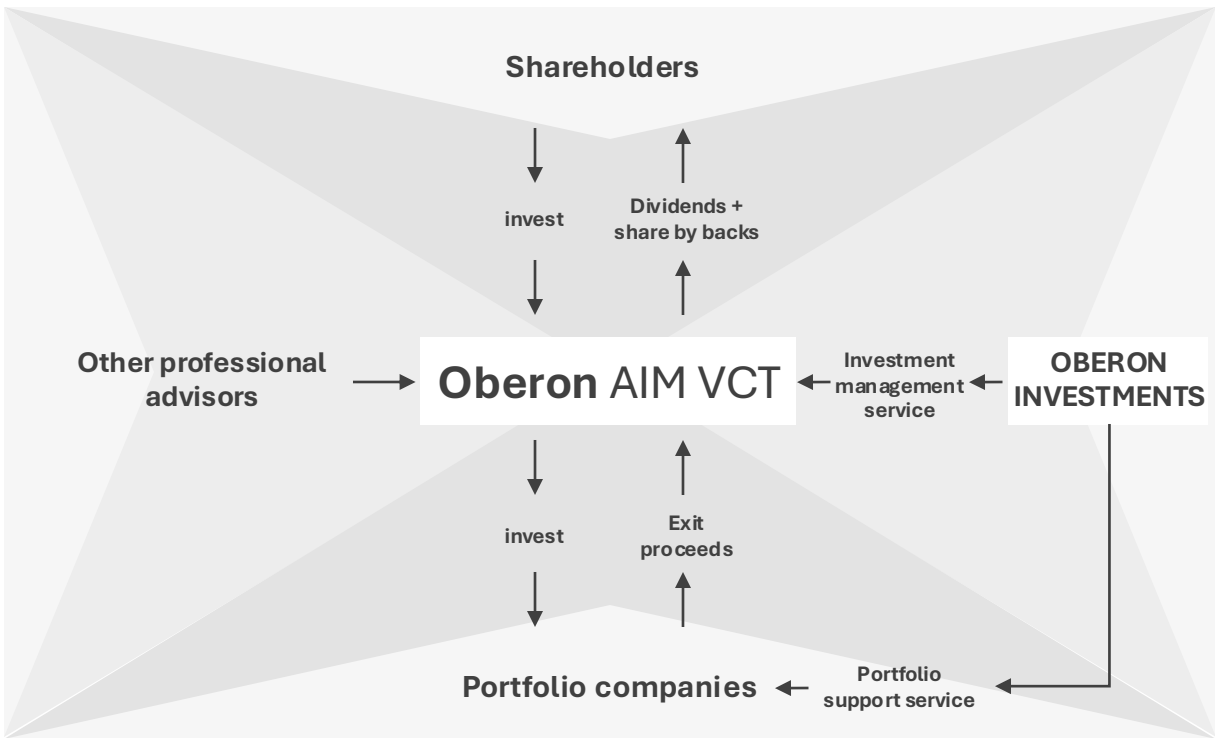
### The Manager

The Board has appointed Oberon Investments as its investment manager.

Oberon Investments was incorporated on 25 November 1987 under the laws of England and Wales where it is registered as a private limited company with registered number 02198303 and its Legal Entity Identifier is 213800ZDLLGLVL2YTB47. Oberon Investments is authorised and regulated by the FCA (with FCA number 124885). Oberon Investments is appointed as manager to the Company.

Illustration on how Oberon operates with its key stakeholder

### Oberon VCT Business Model



## History & Strategy

The Company's core activities involve long-term equity and loan investments primarily in companies listed on the London Stock Exchange, specifically focusing on those quoted on the AIM (Alternative Investment Market), the Aquis Stock Exchange, and in selected unquoted UK companies. Since its listing on April 4, 2007, the Company has operated as a Venture Capital Trust (VCT), with approval from HMRC. As a VCT, the Company provides a tax-efficient structure for shareholders, allowing them to receive tax-free dividends and benefit from capital gains on qualifying investments, aligning with the Company's primary objective of delivering both attractive returns and sustainable capital growth.

The investment strategy prioritizes diversity across sectors, chosen by the Investment Manager, Oberon Investments Limited, to ensure a broad spread of risk while supporting companies with strong growth potential. This approach enables the Company to withstand market fluctuations and manage risks associated with specific sectors, although it is prohibited from investing in the energy and mining sectors, which, despite recent strong performances, remain excluded. Such restrictions are typical for VCTs, aligning with regulatory requirements and risk management protocols.

From a strategic perspective, the Company's Board and Oberon Investments maintain a cautiously optimistic outlook for 2025, anticipating that easing inflationary pressures and a potential decrease in interest rates will ultimately positively impact equity markets. Such an economic shift could support a more favourable environment for micro-cap stocks, whose liquidity remains fragile following recent bear market trends. Should market conditions improve, the Company expects that liquidity in smaller stocks could recover, thereby allowing currently undervalued companies to experience a swift turnaround in valuations.

The Board remains actively engaged in managing and monitoring the Company's risks and

regulatory compliance. The Company has been structured to comply with the provisions of Section 842AA of the Income and Corporation Taxes Act 1988, ensuring it retains its VCT status and associated tax benefits. Additionally, the Directors confirm that the Company has not operated as a "close company" under Section 414 of the Act, maintaining its listed status on the London Stock Exchange.

With regard to risk management, the Company is exposed to the higher-than-average risks associated with smaller, AIM-listed companies, specifically market price risk, which affects the realizable values of its investments. The Board continually assesses these risks through a robust process detailed in the Directors' report and in supporting notes. This comprehensive approach enables the Company to evaluate and mitigate potential adverse impacts on its portfolio, including market volatility and liquidity issues that could affect small-cap stocks in particular.

To ensure long-term sustainability, the Board conducts an ongoing viability assessment, in accordance with the UK Corporate Governance Code of 2018, looking beyond the immediate 12-month horizon to a more strategic three-year period. The Board considers this timeframe appropriate due to the typical investment horizons for its portfolio companies and the nature of investor demand for its shares. This viability assessment includes a thorough review of potential risks and challenges, liquidity, and cash flow projections. The Board's assessment, based on its annual report and accounts for the year ended 31 December 2023, is that the Company is well-positioned to continue its operations and meet its obligations over the three-year period ending 31 December 2026. This outlook is based on a realistic analysis of current economic indicators, cash flow, and a robust risk management framework.

## Management Fees

Oberon Investments has been appointed as the discretionary investment manager to the Company in respect of the venture capital investments portfolio for which Oberon Investments receives an annual management fee of 0% of the net assets of the Ordinary Shares from 1 October 2024 to 30 September 2025. Thereafter, its investment management fee will be 2.0% per annum, with no performance fee.

In summary, the Company remains committed to delivering strong, tax-efficient returns to its shareholders through its diversified investment approach within the UK's AIM and Aquis-quoted and unlisted sectors. Although there are inherent risks, especially given the focus on smaller-cap stocks, the Company's careful selection criteria, disciplined risk management, and proactive ESG engagement provide a foundation for resilience and growth, while the outlook for a more favourable economic environment strengthens the Company's confidence in its long-term strategy.



## The Oberon Investments Team



**Simon Like**

Simon started his career in finance at Midland Bank plc in 1986 (now HSBC plc). He joined MD Barnard & Co in 2001 as a fund manager and has been managing discretionary portfolios ever since. He is one of the Senior Fund Managers at Oberon where he takes a proactive approach in managing share portfolios, meeting numerous companies each week, firstly to seek out new opportunities in which to invest, but also to keep up to date and monitor the progress of existing investments. He has been managing tax efficient portfolios for over 20 years, accumulating the vast knowledge and experience required to manage a portfolio of investments where shares attract tax incentives such as EIS and VCT relief.



**Paul Sheehan**

Paul Sheehan joined Oberon Investments in 2023 as an Investment Director. Prior to this, he spent eleven years at WH Ireland, where he served as an Investment Manager within the Private Wealth Team and chaired several investment committees. Before his time at WH Ireland, Paul was a Fund Manager and Director at Jupiter Asset Management. There, he managed institutional funds and the Primadona Global Growth Trust, which became the top-performing trust in its sector during his tenure. He also managed three, approved, EIS funds. Paul began his career in 1986 as an Investment Analyst at Newton Investments. He later worked at Friends Provident Life and Dresdner RCM Global Investors, where he managed UK Unit Trusts and pension funds.



**Richard Penny**

Richard Penny has joined Oberon Investments after leaving CRUX Asset Management. Richard brings over 20 years of outperformance in UK small and mid caps, achieving a 472.5% return compared to benchmarks of 228.5% and 354.2%. Before CRUX, he spent 15 years at Legal & General Investment Management, where he managed the award-winning L&G UK Alpha Trust and L&G UK Special Situations Trust. He also previously worked at M&G Investment Management and Scottish Amicable Investment Management. Richard holds a master's degree in Engineering and Economics from Oxford University. He has been nominated for Fund Manager of the Year by Investment Week in multiple years and winner of several awards, Richard has 32 years of fund management experience and has conducted over 6500 company meetings.

## BACKGROUND TO AIM

AIM has established itself as one of the world's most successful markets for fast-growing, innovative, and ambitious companies seeking capital to realise their potential. Since its launch by the London Stock Exchange in 1995, with an initial cohort of just ten companies valued at a combined £82.2 million, AIM has grown substantially. As of September 2024, it hosts almost 700 companies with a combined market capitalization of approximately £75 billion, spanning diverse sectors and operating internationally. In 2019, AIM-quoted companies collectively supported over 430,000 jobs. In 2023, AIM companies raised more than £1 billion in capital, with an additional £1 billion raised as of 31 August 2024.

Despite shrinking in recent years, AIM continues to provide an essential platform for smaller companies to access growth funding and establish themselves as quoted public companies. As of July 2024, the average market capitalisation of AIM companies was £110 million, with the largest valued in the billions. AIM companies have played a significant role in contributing to the UK economy through job creation, tax revenues, and GDP growth.

One of AIM's distinctive strengths is the diversity of its listed companies and sectors, particularly its representation in the technology and healthcare sectors, which account for 15% and 11% of AIM's total market capitalization, respectively. These sectors, which the Manager views as having considerable growth potential, exemplify AIM's role in supporting high-growth industries. Research indicates that smaller companies often outperform larger ones in terms of shareholder returns over time. However, investments in smaller companies can experience greater volatility compared to larger, more established firms, a factor that has become more pronounced amid recent market fluctuations.



# PART 2

## INVESTMENT PORTFOLIO OF THE COMPANY

### Oberon AIM VCT Top Ten Holdings

All valuations stated are unaudited and as at the close of business on 31 December 2024.

1.

#### Intelligent Ultrasound



Intelligent Ultrasound ranks among the world's foremost 'classroom to clinic' ultrasound providers, specialising in real-time, high-fidelity simulation for the ultrasound training market and artificial intelligence-based clinical image analysis software tools for the diagnostic medical ultrasound market.

The fund has held shares in this company for many years. This year, the company announced a transformative sale of a portion of its operations. It divested its clinical AI business to GE Healthcare for a cash consideration of £40.5 million, a sum that significantly exceeds the market capitalisation of the entire company. Despite this sale, the company retains its training business, which we anticipate will also be sold eventually. Currently, the shares continue to trade below the value of the transaction, and we expect a substantial return of cash to shareholders in the near future.

Cost	£113,651
Valuation	£127,579
Basis of Valuation	Listed Equity
Equity Holding	8.65%

2.

#### Renalytix



Renalytix is a developer of artificial intelligence-enabled clinical in vitro diagnostic solutions for kidney disease. The company's flagship product, KidneyIntellX, is designed to enhance kidney disease diagnosis and prognosis, manage transplants, improve clinical care, and aid in patient stratification for drug clinical trials and drug target discovery. This represents a turnaround story, with the company now significantly further developed and generating sales in the United States. A crucial development for Renalytix is its receipt of Medicare approval, which is key to its ongoing success.

Cost	£100,002
Valuation	£118,889
Basis of Valuation	Listed Equity
Equity Holding	8.06%



3.

SkinBiotherapeutics



A life science company dedicated to skin health, this firm targets five specific sectors: cosmetic skincare, food supplements for skin conditions, medical skincare, and infection control in both home and hospital environments. The company has developed multiple applications for active skincare to treat conditions such as eczema, rosacea, psoriasis, acne, provide UV protection, and aid in wound healing. Additionally, it is making strategic acquisitions that enhance its earnings. An important development is its partnership with Croda, which has recently transitioned from the testing phase to the commercial stage, a move that could potentially transform the company completely.

Cost	£75,383
Valuation	£72,829
Basis of Valuation	Listed Equity
Equity Holding	4.94%

4.

Light Science Technologies



The company consists of three trading divisions: Controlled Environmental Agriculture (CEA), Contract Electronic Manufacturing (CEM), and Passive Fire Protection (PFP).

CEA operates through sensorGrow and Tomtech, providing technology that enables the monitoring of essential air quality and soil conditions, as well as control systems for polytunnels. We view food security and the technology enabling UK food producers to enhance their yields as increasingly important, especially given more erratic climate conditions.

CEM, the largest division of the group, trades through UK Circuits. This division is profitable and growing, excelling in the design, procurement, and manufacture of high-quality CEM products, specialising in Printed Circuit Boards. These products are used across diverse sectors including audio, automotive, electronics, gas detection, lighting, pest control, and telecoms.

PFP trades through LSTH IFB and offers practical and cost-effective solutions for making public and private buildings compliant with fire safety regulations—a concern addressed by a £5.1 billion allocation from the UK government. As the UK's leading independent approved installer, LSTH IFB uses the groundbreaking Inject clad fire-resistant graphite barrier system, which is retroactively installed within building cavities to restore fire-resistant performance and contain fire and smoke spread in compliance with regulatory standards. This innovative solution is a cost-effective alternative to the more disruptive method of facade removal and traditional barrier installation. With a strong track record and robust sales pipeline, LSTH IFB is well-positioned to secure significant contracts within a UK market potentially worth up to £50 billion. Given the implications of the Grenfell disaster, we see great potential for this business to secure transformative contracts for the PLC. This division was added to our portfolio in April 2023.

Cost	£25,127
Valuation	£67,500
Basis of Valuation	Listed Equity
Equity Holding	4.58%



5.

5 M Winkworth



Winkworth is the leading London franchisor of residential real estate agencies, occupying a prominent position in the mid to upper segments of the sales and lettings markets. In recent years, the company has expanded into regions where their franchises align with the expected quality and housing prices of the brand.

This investment has been part of our portfolio since its initial public offering. We appreciate the quarterly dividend payment structure, and the company offers an attractive dividend yield of 6%.

Cost	£28,140
Valuation	£66,500
Basis of Valuation	Listed Equity
Equity Holding	4.51%

6.

Audioboom



Audioboom stands as a global leader in podcasting, boasting 100 million downloads each month by 38 million unique listeners worldwide. The platform operates on an international scale, maintaining global partnerships across North America, Europe, Asia, and Australia. Audioboom distributes its content through a variety of channels including Apple Podcasts, YouTube, Pandora, Amazon Music, Google Podcasts, iHeartRadio, and social media platforms such as Facebook and Twitter, as well as through partners' own websites and mobile apps.

Cost	£39,287
Valuation	£65,031
Basis of Valuation	Listed Equity
Equity Holding	4.41%

7.

SEEN



SEEN is an AI-led technology and media platform that is designed to empower brands, publishers, and content creators with a seamless, intuitive, and user-friendly interface that maximises video content efficacy, drives engagement, and enhances purchase decisions. The company has recently reported strong momentum, with accelerated sales projections for 2024 compared to 2023.

Cost	£125,640
Valuation	£62,222
Basis of Valuation	Listed Equity
Equity Holding	4.22%

8.

### The Property Franchise Group



As the UK's largest multi-brand property franchisor, the Property Franchise Group oversees a diverse portfolio of brands including Belvoir, CJ Hole, Country Properties, Ellis & Co, EweMove, Fine & Country, Hunter, Lovelle, Martin & Co, Mr and Mrs Clarke, Mullucks, Newton Fallowell, Nicholas Humphreys, Northwood, Parkers, The Guild of Property Professionals, and Whitegates. We have held shares in this company for some time, during which it has pursued an aggressive acquisition strategy over the past three to four years. The company currently offers a dividend yield of over 3%.

<b>Cost</b>	£14,511
<b>Valuation</b>	£52,000
<b>Basis of Valuation</b>	Listed Equity
<b>Equity Holding</b>	3.53%

9.

### Strip Tinning



Strip Tinning manufactures specialist flexible electrical connectors, primarily for heating and antenna systems embedded within automotive glazing, as well as for connecting cells within electric vehicle battery packs. Increasingly, it utilises flexible and lightweight printed circuit technology, which is also finding growing applications elsewhere within vehicles. This technology enhances the connectivity and functionality of various automotive components, aligning with advancements in vehicle design and electrification.

<b>Cost</b>	£66,148
<b>Valuation</b>	£49,412
<b>Basis of Valuation</b>	Listed Equity
<b>Equity Holding</b>	3.35%

10.

### Kinovo



Kinovo is a specialist property services group dedicated to upholding safety and regulatory compliance standards in homes and workplaces. It focuses on creating and enhancing residential and commercial spaces to support sustainable and resilient communities. Additionally, the group provides energy-efficient solutions designed to reduce the carbon footprint, aligning with environmental sustainability goals. Through these initiatives, the company plays a crucial role in fostering safer, greener, and more efficient living and working environments.

<b>Cost</b>	£43,721
<b>Valuation</b>	£47,250
<b>Basis of Valuation</b>	Listed Equity
<b>Equity Holding</b>	3.2%

## Exit Information

### Yu Group



An independent supplier of gas and electricity, meter asset owner, and installer of smart meters to the UK Corporate sector.

<https://www.yugroupplc.com>

Date of initial investment	14 <sup>th</sup> March 2016
Total Investment Cost	£20,504
Exit or Trimming holding	Exit
Exit Proceeds	£82,218
Return on Investment	300%
Date of Exit	August 2023

### Property Franchise Group



The UK's largest multi-brand property franchisor, with a network of over 1,946 outlets and 18 brands.

<https://thepropertyfranchisegroup.co.uk>

Date of initial investment	13th December 2013
Total Investment Cost	£71,504
Exit or Trimming holding	Trimming holding
Exit Proceeds	£133,904
Return on Investment	87.3%
Date of Exit	Trimmed in 2020, 2022, 2023 and 2024

### Sulnox



A Greentech innovation company helping industry reduce emissions, lower fuel costs and meet sustainability targets.

<https://sulnoxgroup.com>

Date of initial investment	15th July 2021
Total Investment Cost	£135,786
Exit or Trimming holding	Exit
Exit Proceeds	£192,675
Return on Investment	41.9%
Date of Exit	Trimmed in 2023 and exited 2024

Light Science Technology

Light Science

Technologies Holdings

Comprises three divisions, controlled environment agriculture, contract electronics manufacturing and passive fire protection.

<https://lightsciencetech.com>

Date of initial investment	19Th April 2023
Total Investment Cost	£50,254
Exit or Trimming holding	Trimmed
Exit Proceeds	£56,782
Return on Investment	12.99%
Date of Exit	Trimmed in 2023

Rotala

ROTALA

passenger transport

A provider of a range of transport solutions for businesses, local authorities, the public and private individuals.

<https://rotala.uk>

Date of initial investment	19Th April 2023
Total Investment Cost	£47,883
Exit or Trimming holding	Exit
Exit Proceeds	£72,667
Return on Investment	51.75%
Date of Exit	Initially trimmed in 2015 and exited 2023



## Investment Portfolio

Information on the Company's investment portfolio as at the date of this document is detailed below with unaudited values shown as at 31 December 2024.

Security	Cost	Valuation	%	%
		31/12/2024	Cost	Valuation
<b>Qualifying Investments</b>	3,431,889	1,450,084	98.64	98.31
<b>Non-qualifying Investments</b>	31,273	8,989	0.90	0.61
	<b>3,463,162</b>	<b>1,459,073</b>	<b>99.54</b>	<b>98.92</b>
<b>Uninvested funds</b>	15,992	15,992	0.46	1.08
	<b>3,479,154</b>	<b>1,475,067</b>	<b>100.00</b>	<b>100.00</b>
<b>Qualifying Investments</b>				
<b>AIM Quoted</b>				
Abingdon Health plc	58,129	20,271	1.67	1.37
Actual Experience plc	63,174	0	1.82	0.00
AFC Energy plc	50,254	33,125	1.44	2.25
Audioboom Group plc	39,287	65,031	1.13	4.41
Aurrigo International plc	75,387	33,000	2.17	2.24
Belluscura plc	52,263	9,822	1.50	0.67
Brighton Pier Group plc	35,379	6,600	1.02	0.45
Clean Power Hydrogen plc	50,253	7,922	1.44	0.54
Cloudbuy plc	41,896	0	1.20	0.00
Cloudified Holdings plc	85,234	2,532	2.45	0.17
Coral Products plc	25,104	11,470	0.72	0.78
Cordel Group plc	30,656	30,500	0.88	2.07
Creo Medical Group plc	20,504	5,221	0.59	0.35
CyanConnode Holdings plc	204,219	7,143	5.87	0.48
Deepverge plc	93,203	0	2.68	0.00
Destiny Pharma plc	175,882	9,775	5.06	0.66
Directa Plus plc	30,158	10,000	0.87	0.68
DP Poland plc	25,631	17,850	0.74	1.21
Earnz plc	50,254	36,993	1.44	2.51
Eden Research plc	29,852	17,363	0.86	1.18
Feedback plc	130,665	37,942	3.76	2.57
Fusion Antibodies plc	7,540	586	0.22	0.04
Getech Group plc	23,750	23,625	0.68	1.60
Gfinity plc	33,229	1,178	0.96	0.08
Haydale Graphine Industries plc	100,516	44,028	2.89	2.98
Huddled Group	33,420	12,133	0.96	0.82
I-Nexus Global plc	30,153	570	0.87	0.04
Inspired Energy plc	33,641	43,365	0.97	2.94
Intelligent Ultrasound Group plc	113,651	127,579	3.27	8.65
Kinovo plc	43,721	47,250	1.26	3.20
Libertine Holdings plc	125,628	0	3.61	0.00
Lifesafe Holdings plc	75,387	43,125	2.17	2.92
Light Science Technologies plc	25,127	67,500	0.72	4.58
Lunglife AI Inc	20,104	960	0.58	0.07
M.Winkworth plc	28,140	66,500	0.81	4.51

## Investment Portfolio continued

Security	Cost	Valuation 30 June 2024	% Cost	% Valuation
<b>Qualifying Investments</b>				
<b>AIM Quoted</b>				
Marechale Capital plc	75,752	10,500	2.18	0.71
Microsaic Systems plc	142,261	38	4.09	0.00
Mirriad Advertising plc	30,154	105	0.87	0.01
MyHealthChecked plc	103,202	46,519	2.97	3.15
N4 Pharma plc	40,204	2,080	1.16	0.14
Nexteq plc	8,091	11,025	0.23	0.75
PHSC plc	15,077	12,180	0.43	0.83
Polarean Imaging plc	7,539	625	0.22	0.04
Property Franchise Group plc	14,511	52,000	0.42	3.53
Pulsar Group plc	10,053	13,500	0.29	0.92
Renalytix plc	100,002	118,889	2.87	8.06
Rosslyn Data Technologies plc	98,606	14,166	2.83	0.96
SEEN plc	125,640	62,222	3.61	4.22
Skinbiotherapeutics plc	75,383	72,829	2.17	4.94
Solid State plc	15,810	40,625	0.45	2.75
Sorted Group plc	72,643	2,420	2.09	0.16
Strip Tinning plc	66,148	49,412	1.90	3.35
Sysgroup plc	45,232	12,750	1.30	0.86
Tan Delta Systems plc	11,239	8,170	0.32	0.55
Verici Dx plc	101,505	12,724	2.92	0.86
XP Factory plc	31,006	2,742	0.89	0.19
	<b>3,251,446</b>	<b>1,386,479</b>	<b>93.46</b>	<b>93.99</b>
<b>AQSE Quoted</b>				
EDX Medical Group plc	50,002	30,208	1.44	2.05
Truspine Technology plc	100,283	15,750	2.88	1.07
	<b>150,285</b>	<b>45,958</b>	<b>4.32</b>	<b>3.12</b>
<b>Unlisted Investments</b>				
LightwaveRF plc	30,159	17,647	0.86	1.20
	<b>30,159</b>	<b>17,647</b>	<b>0.86</b>	<b>1.20</b>
<b>Total qualifying investments</b>	<b>3,431,889</b>	<b>1,450,084</b>	<b>98.64</b>	<b>98.31</b>
<b>Non Qualifying Investments</b>				
<b>AIM Quoted</b>				
Audioboom Group plc	1,163	409	0.03	0.03
	<b>1,163</b>	<b>409</b>	<b>0.03</b>	<b>0.03</b>
<b>Non Qualifying Investments</b>				
<b>UK Listed</b>				
Twentyfour Income Fund Ltd	9,852	8,580	0.28	0.58
	<b>9,852</b>	<b>8,580</b>	<b>0.28</b>	<b>0.58</b>
<b>Non Qualifying Investments</b>				
<b>Unlisted Investments</b>				
Mar City plc	10,053	0	0.29	0.00
Sorbic International plc	10,205	0	0.30	0.00
	<b>20,258</b>	<b>0</b>	<b>0.59</b>	<b>0.00</b>
<b>Total non-qualifying investments</b>	<b>31,273</b>	<b>8,989</b>	<b>0.90</b>	<b>0.61</b>

# PART 3

## FINANCIAL INFORMATION ON THE COMPANY

### 1. Financial Information

#### *The Company*

Audited financial information on the Company is published in its annual reports for its last three financial years ended 31 December 2023, 31 December 2022 and 31 December 2021, as set out below. Unaudited half yearly financial reports have also been published for the periods ended 30 June 2024 and 30 June 2023.

The Company's auditor for the years ended 31 December 2023 and 31 December 2022 was Moore Kingston Smith LLP of 6th Floor 9 Appold Street, London EC2A 2AP, and for the year ended 31 December 2021 it was UHY Hacker Young LLP. All auditors made unqualified reports under section 495 of the 2006 Act for each of these financial years, and such reports did not contain any statements under section 498(2) or (3) of the 2006 Act. The Company's auditor, as of 21 November 2024, is Royce Peeling Green Limited ("RPG") of The Copper Room, Deva City Office Park, Trinity Way, Manchester, M3 7BG. The appointment of RPG for the financial year ending 31 December 2025 will be subject to approval by Shareholders at the next annual general meeting of the Company to be held in 2025.

In accordance with Section 519 of the Companies Act 2006, the Company's previous auditor, Moore Kingston Smith LLP, has deposited with the Company a statement confirming that there are no matters to be brought to the attention of the Company's members or creditors.

The annual reports referred to above were all prepared, and the annual report for the Company's next financial year will be prepared, under FRS 102 in accordance with UK generally accepted accounting practice ("GAAP") and in accordance with the Statement of Recommended Practice ("SORP") for Investment Trust Companies and Venture Capital Trusts produced by the Association of Investment Companies ("AIC").

The annual report and accounts and the interim report and accounts include the information set out below on the pages specified in the tables below, which are being incorporated into the document by reference can be accessed at the Company's website at <https://oberonaimvct.co.uk/annual-interim-reports/> and are also available for inspection at the National Storage Mechanism which can be accessed at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

It should be noted that other sections of such documents that are not incorporated herein by reference are either not relevant to investors and others or are covered elsewhere in the Prospectus.

Where these documents make reference to other documents, such other documents are not incorporated into and do not form part of the Prospectus.

Description	Unaudited Interim Report to 30 June 2024 (page number)	Audited Annual Report to 31 December 2023 (page number)	Unaudited Interim Report to 30 June 2023 (page number)	Audited Annual Report to 31 December 2022 (page number)	Audited Annual Report to 31 December 2021 (page number)
Balance Sheet	4	34	2	31	31
Income Statement (or equivalent)	5	33	3	30	30
Statement showing all changes in equity (or equivalent)	6	35	4	32	32
Accounting Policies and Notes	11	36-45	9	34-44	34-44
Auditor's Report	n/a	25	n/a	22	22

Such information also includes operating/financial reviews as follows:

Description	Unaudited Interim Report to 30 June 2024 (page number)	Audited Annual Report to 31 December 2023 (page number)	Unaudited Interim Report to 30 June 2023 (page number)	Audited Annual Report to 31 December 2022 (page number)	Audited Annual Report to 31 December 2021 (page number)
Financial Summary	1	1	1	1	1
Strategic Report	3	6	1	6	6
Top Ten Investments / Investment Portfolio	8	12	6	11	11
Directors' Report	1-2	15	1	12	12

This information has been prepared in a form consistent with that which will be adopted in the Company's next published annual financial statements having regard to accounting standards and policies and legislation applicable to those financial statements.

A description of the changes in the performance of the Company, both capital and revenue, and changes to the Company's portfolio of investments is set out in the sections headed "Chairman's Statement", "Manager's Report" and "Portfolio Summary" in the published audited statutory accounts of the Company for the periods stated.



## 2. Working Capital

In the opinion of the Company its working capital is sufficient for the Company's present requirements, being at least 12 months from the date of this document.

## 3. Net Assets

The Offer will have a positive impact on the net assets of the Company by increasing its net assets by the same amount as the net funds raised and is expected to have a positive impact on earnings once new money raised is fully invested.

## 4. Capitalisation and Indebtedness

As at 11 February 2025, the Company has incurred no indebtedness, whether guaranteed, unguaranteed, secured, unsecured, indirect or contingent. The Company has the power to borrow, details of which are set out on page 32, although the Directors have no present intention of utilising this power.

The capitalisation of the Company, taken from its unaudited management accounts as at 31 December 2024, was as follows:

<b>Shareholders' Equity</b>	<b>£'000</b>
Called up share capital	557
Share premium	547
Special distributable reserve	2,636
Capital redemption reserve	171
Capital reserve – realised	(130)
Capital reserve – unrealised	(2,004)
Revenue reserve	(329)
<b>Total</b>	<b>1,448</b>

The Company had no borrowings or credit facilities as at 31 December 2024.

Aside from the movement in the NAV and the payment of the dividend of 2.5 pence per share on 26 July 2024, there has been no material change to the Company's capitalisation or indebtedness since 30 June 2024, being the date of the most recent published unaudited half yearly report and accounts of the Company.

# MEMORANDUM AND ARTICLES OF ASSOCIATION

## Memorandum of Association

The objects of the Company are not limited by any provisions of the Memorandum or the Articles of the Company.

## Articles

The Company's Articles currently contain provisions, inter alia, to the following effect:

### 1. Voting Rights

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 by proxy (or being a corporation, represented by an 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 Ordinary Shares shall rank *pari passu* as to rights to attend and vote at any general meeting of the Company.

### 2. Dividends

The Ordinary Shareholders shall be entitled to receive, in that capacity, any dividends paid out of the net income derived from the Company's assets attributable to the Ordinary Shares.

### 3. Distribution of Assets on Liquidation

The capital and assets of the Company shall on a winding up or on a return of capital shall be divided amongst the holders of the Ordinary Shares pro rata according to their holdings of Ordinary Shares.

### 4. Redeemable Shares

The Company may issue shares which are liable to be redeemed on such terms and conditions as the Board may determine.

### 5. Share capital

Shareholders shall have the right to receive notice of, attend and vote at all general meetings.

If any Shareholder, or any other person appearing to the Directors to be interested in any shares in the capital of the Company held by such Shareholder, has been duly served with a notice under section 793 of the CA 2006 and is in default for a period of 14 days from the date of service of the notice in supplying to the Company the information thereby required, then the Company may (at the absolute discretion of the Directors) at any time thereafter by notice (a "restriction notice") to such shareholder direct that, in respect of the shares in relation to which the default occurred and any other shares held at the date of the restriction notice by the shareholder, or such of them as the Directors

may determine from time to time (the “restricted shares” which expression shall include any further shares which are issued in respect of any restricted shares), the shareholder shall not, nor shall any transferee to which any of such shares are transferred other than pursuant to a permitted transfer, be entitled to be present or to vote on any question, either in person or by proxy, at any general meeting of the Company or separate general meeting of the holders of any class of shares of the Company, or to be reckoned in a quorum.

Where the restricted shares represent at least 0.25% in nominal value of the issued shares of the same class as the restricted shares (excluding any shares of that class held as treasury shares) the restriction notice may in addition direct, inter alia, that any dividend or other money which would otherwise be payable on the restricted shares shall be retained by the Company without liability to pay interest; any election by such member to receive shares instead of cash in respect of any dividends on such restricted shares will not be effective; and no transfer of any of the shares held by the Shareholder shall be registered unless the Shareholder is not himself in default in supplying the information requested and the transfer is part only of the member’s holding and is accompanied by a certificate given by the member in a form satisfactory to the Directors to the effect that after due and careful enquiry the member is satisfied that none of the shares which are the subject of the transfer are restricted shares.

The Board shall be entitled to make calls for the sums, if any, remaining unpaid on any shares, subject to the terms of allotment of such shares. If any call remains unpaid then the Board may, after giving not less than 14 clear days’ notice, forfeit such share and sell or transfer such forfeited shares on such terms as the Board may determine.

## 6. General Meetings

### *Convening of General Meetings*

The Board shall convene annual general meetings and may convene other general meetings whenever it thinks fit. A general meeting shall also be convened on such requisition or in default may be convened by such requisitionists as provided by the CA 2006. At any meeting convened on such requisition or by such requisitionists no business shall be transacted except that stated by the requisition or proposed by the Board. If there are not within the UK sufficient members of the Board to convene a general meeting, any Director may call a general meeting. The Board may make arrangements to ensure the orderly conduct of general meetings and to preserve the security of attendees.

### *Notice of General Meeting*

General meetings shall be convened by the minimum period of notice required by the CA 2006. Every notice convening a general meeting shall specify:

- a) whether the meeting is an annual general meeting or an extraordinary general meeting;
- b) the place, the day and the time of the meeting;
- c) in the case of special business, the general nature of that business;
- d) if the meeting is convened to consider a special resolution the text of the resolution and the intention to propose the resolution as such; and
- e) with reasonable prominence 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.

*Omission to Send Notice*

The accidental omission to send a notice of meeting or, in cases where it is intended that it be sent out with the notice, an instrument of proxy or any other document, to, or the non-receipt of either, by any person entitled to receive the same shall not invalidate the proceedings at that meeting.

*Quorum at General Meetings*

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business but the absence of a quorum shall not preclude the choice or appointment of a chairman which shall not be treated as part of the business of the Meeting. Two persons entitled to attend and to vote on the business to be transacted, each being a member present in person or a proxy for a member or a duly authorised representative of a corporation which is a member, shall be a quorum.

If within 15 minutes (or such longer interval as the Chairman in his absolute discretion thinks fit) from the time appointed for the holding of a general meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such time and place as the Chairman (or, in default, the Board) may determine, being not less than 10 clear days thereafter. If, at such adjourned meeting, a quorum is not present within 15 minutes from the time appointed for holding the meeting one member present in person or by proxy or (being a corporation) by a duly authorised representative shall be a quorum. If no such quorum is present or if during the adjourned meeting a quorum ceases to be present, the adjourned meeting shall be dissolved.

*Method of Voting*

At any general meeting a resolution put to a vote of the meeting shall be decided on a show of hands unless (before or immediately after the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. Subject to the provisions of the CA 2006, a poll may be demanded by:

- a) the chairman of the meeting; or
- b) at least five members present in person or by proxy having the right to vote at the meeting; or
- c) a member or members present in person or by proxy representing not less than one tenth of the voting rights of all the members having the right to vote at the meeting; or
- d) a member or members present in person or by proxy holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right.

*Votes of Members*

Subject to the provisions of the CA 2006 and to any special terms as to voting on which any shares may have been issued or may for the time being be held and to any suspension or abrogation of voting rights pursuant to the Articles, at any general meeting every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall on a show of hands have one vote and on a poll shall have one vote for each share of which he is the holder.

All the provisions in the Articles as to general meetings shall mutatis mutandis apply to every meeting of the holders of any class of shares save that the quorum at every such meeting shall be not less than two persons holding or representing by proxy at least one-third of the nominal amount paid up on the issued shares of the class; every holder of shares of the class present in person or by proxy may demand a poll; each such holder shall on a poll be entitled to one vote for every share of the class held by him; and if at any adjourned meeting of such holders, such quorum as aforesaid is not present, not less than one person holding shares of the class who is present in person or by proxy shall be a quorum.

#### *Consolidation and Subdivision*

The Company in general meeting may from time to time by ordinary resolution:

- a) consolidate and divide all or any of its share capital into shares of larger nominal amount than its existing shares; and
- b) subject to the provisions of the CA 2006, sub-divide its shares or any of them into shares of smaller nominal value and may by such resolution determine that, as between the shares resulting from such sub-division, one or more of the shares may, as compared with the others, have any such preferred, deferred or other special rights or be subject to any such restrictions as the Company has power to attach to unissued or new shares but so that the proportion between the amount paid up and the amount (if any) not paid up on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

## **7. Transfer of Shares**

### *Form of Transfer*

Except as may be provided by any procedures implemented for shares held in uncertificated form, each member may transfer all or any of his shares by instrument of transfer in writing in any usual form or in any form approved by the Board. Such instrument shall be executed by or on behalf of the transferor and (in the case of a transfer of a share which is not fully paid up) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect of it.

### *Right to Refuse Registration*

The Board may in its absolute discretion refuse to register any share transfer (as to which it shall provide reasons) unless:

- a) it is in respect of a share which is fully paid up;
- b) it is in respect of only one class of shares;
- c) it is in favour of a single transferee or not more than four joint transferees;
- d) it is duly stamped (if so required); and
- e) it is delivered for registration to the registered office of the Company, or such other place as the Board may from time to time determine, accompanied (except in the case of a transfer by a recognised person where a certificate has not been issued) by the certificate for the shares to which it relates and such other evidence as the Board may reasonably require to prove the title of the transferor and the due execution by him of the transfer or if the transfer is

executed by some other person on his behalf, the authority of that person to do so, provided that such discretion may not be exercised in such a way as to prevent dealings in shares admitted to the Official List from taking place on an open and proper basis.

## 8. Dividends and Other Payments

### *Declaration of Dividends*

Subject to the provisions of the CA 2006 and of the Articles, the Company may by ordinary resolution declare that, out of profits available for distribution, dividends be paid to members according to their respective rights and interests in the profits of the Company available for distribution. However, no dividend shall exceed the amount recommended by the Board.

### *Entitlement to Dividends*

Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up (otherwise than in advance of calls) on the shares on which the dividend is paid. Subject as aforesaid, all dividends shall be apportioned and paid pro rata according to the amounts paid up or credited as paid up on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date or be entitled to dividends declared after a particular date it shall rank for or be entitled to dividends accordingly.

All dividends and interest shall be paid (subject to any lien of the Company) to those members whose names shall be on the register at the date at which such dividend shall be declared or at the date at which such interest shall be payable respectively, or at such other date as the Company by ordinary resolution or the Board may determine,

notwithstanding any subsequent transfer or transmission of shares.

The Board may pay the dividends or interest payable on shares in respect of which any person is by transmission entitled to be registered as holder to such person upon production of such certificate and evidence as would be required if such person desired to be registered as a member in respect of such shares.

## 9. Borrowing Powers

Subject as provided in the Articles, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present or future) and uncalled capital of the Company and, subject to the provisions of the CA 2006, to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

The Board shall restrict the borrowings of the Company and exercise all voting and other rights and powers of control exercisable by the Company in respect of its subsidiaries so as to procure (as regards its subsidiaries in so far as it can procure by such exercise) that the aggregate principal amount at any one time outstanding in respect of net moneys borrowed by the Group (exclusive of moneys borrowed by one Group (being the Company and its subsidiaries from time to time) company from another and after deducting cash deposited) shall not at any time without the previous sanction of an ordinary resolution of the Company exceed an amount equal to 25% of the value of the gross assets of the Company.

For these purposes only:

- a) in calculating the value of the gross assets of the Company, the value of securities listed or dealt on a reputable

stock exchange shall be based on the closing mid-market price and the value of other securities shall be determined by the Board on the basis of valuation principles recommended by the auditors of the Company for the time being;

- b) moneys borrowed include also the following except in so far as otherwise taken into account:
- i. the nominal amount of any issued and paid up share capital and the principal amount of any debenture or borrowings of any person together with any fixed or minimum premium payable on redemption, the beneficial interest in which, or right to repayment to which, is not for the time being owned by a Group company but the payment or repayment of which is the subject of a guarantee or indemnity by a Group company or is secured on the assets of a Group company;
  - ii. the principal amount raised by any Group company by acceptances or under any acceptance credit opened on its behalf by any bank or acceptance house (not being a Group company);
  - iii. the principal amount of any debenture (whether secured or unsecured) of any Group company beneficially owned otherwise than by a Group company;
  - iv. the principal amount of any preference share capital of any subsidiary beneficially owned otherwise than by a Group company;
  - v. any fixed or minimum premium payable on final repayment of any borrowing or deemed borrowing; and
  - vi. any amount in respect of a finance lease which would be shown at the

material time as an obligation in a balance sheet of any member of the Group prepared in accordance with the accounting principles used in the preparation of the relevant balance sheet;

but do not include:

- vii. moneys borrowed by any Group company for the purpose of repaying within 6 months of being first borrowed the whole or any part of any moneys borrowed and then outstanding (including any premium payable on final repayment) of that or any other Group company pending their application for such purpose within that period;
  - viii. there shall be credited against the amount of any moneys borrowed any cash deposited and the value of any money market instruments (valued as referred to in paragraph (a));
  - ix. where under the terms of any borrowing the amount of money which would be required to discharge the principal amount of moneys borrowed in full if it fell to be repaid (whether at the option of the company borrowing the same or by reason of default) at such material time is less than the amount which would otherwise be taken into account in respect of such moneys borrowed for the purposes of the Articles, the amount of such moneys borrowed to be taken into account shall be such lesser amount;
- c) the value of borrowings or assets denominated in a currency other than sterling shall be translated into sterling at the rate used in the last relevant balance sheet or if not used in such



balance sheet then at the then prevailing exchange rate selected by the Board.

A report or certificate of the auditors of the Company as to the amount of gross assets of the Company or the amount of moneys borrowed falling to be taken into account for the purposes of this article or to the effect that the limit imposed by this article has not been or will not be exceeded at any particular time or times or as a result of any particular transaction or transactions shall be conclusive evidence of the amount or of that fact the Directors may at any time act in reliance on a bona fide estimate of the amount of the gross assets of the Company and if in consequence the limit set out in the Articles is inadvertently exceeded, an amount borrowed equal to the excess may be disregarded until the expiration of three months after the date on which by reason of a determination of the auditors or otherwise the Directors become aware that such a situation has or may have arisen.

No debt incurred or security given in respect of moneys borrowed in excess of the limit imposed by the Articles shall be invalid or ineffectual except in the case of express notice to the lender or recipient of the security at the time when the debt was incurred or security given that the limit had been or would thereby be exceeded but no lender or other person dealing with the Company shall be concerned to see or enquire whether such limit is observed.

## 10. Directors

Unless otherwise determined by the Company the maximum number of directors shall be 10 and the minimum shall be two. The quorum for meetings of the Board shall be two and the Chairman shall have a second or casting vote on a tie.

The Directors shall be entitled to be paid fees for their services as Directors in such sums as

the Board may determine from time to time but not exceeding £100,000 (or such larger amount as the Company may determine) per annum.

Each Director may appoint as an alternate Director either another Director or a person approved by the Board and to terminate such appointment.

As per the terms of their appointment, Directors shall retire at the first Annual General Meeting after their appointment. A retiring Director shall be eligible for re-appointment. A Director retiring at a meeting shall, if he is not re-appointed at such meeting, retain office until the meeting appoints someone in his place, or if it does not do so, until the conclusion of such meeting.

## 11. Directors' Interests

Conflicts of Interest Requiring Board Authorisation

The Board may, provided the quorum and voting requirements set out below are satisfied, authorise any matter that would otherwise involve a Director breaching his duty under CA 2006 to avoid conflicts of interest except that the Director concerned and any other Director with a similar interest:

- a) shall not count towards the quorum at the meeting at which the conflict is considered; and
- b) the resolution will only be valid if it would have been agreed to if his vote had not been counted.

Where the Board gives authority in relation to such a conflict:

- a) the Board may (whether at the time of giving the authority or at any time or times subsequently) impose such terms upon the Director concerned and any

other Director with a similar interest as it may determine, including, without limitation, the exclusion of that Director and any other Director with a similar interest from the receipt of information, or participation in discussion (whether at meetings of the Board or otherwise) related to the conflict;

- b) the Director concerned and any other Director with a similar interest will be subject to any terms imposed by the Board from time to time in relation to the conflict;
- c) any authority given by the Board in relation to a conflict may also provide that where the Director concerned and any other Director with a similar interest obtains information that is confidential to a third party, the Director will not be obliged to disclose that information to the Company, or to use the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence; and
- d) the Board may withdraw such authority at any time.

Directors are obliged to declare any material interest which they may have in any transaction or arrangement involving the Company. Such directors shall not vote or be counted in the quorum in relation to any resolution to any transaction or arrangement in which he is to his knowledge materially interested save that a Director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely:

- a) the giving of any guarantee, security or indemnity in respect of money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings;

- a) the giving of any guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
- b) any proposal concerning an offer of securities of or by the Company or any of its subsidiary undertakings in which offer he is, or may be entitled to, participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;
- c) any contract, arrangement, transaction or other proposal concerning any other body corporate in which he, or any other person connected with him is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever, provided that he or any person connected with him do not hold an interest in 1% or more of any class of the equity share capital of such body corporate or of the voting rights available to members of the relevant body corporate;
- d) any contract, arrangement, transaction or other proposal for the benefit of employees of the Company which does not accord him any privilege or benefit not generally accorded to the employees to whom the scheme relates; and
- e) any contract, arrangement or transaction concerning any insurance which the Company is to purchase and/or maintain for, or for the benefit of, any Directors or persons including Directors.

If any question shall arise at any meeting as to an interest or as to the entitlement of any Director to vote such question shall be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive except in

a case where the nature or extent of the interests of the Director concerned have not been fairly disclosed.

*Director may have interests*

Subject to the provisions of CA 2006 and further provided that a Director declares his interest, a Director, notwithstanding his office:

- a) may be a party to or otherwise be interested in any transaction or arrangement with the Company or in which the Company is otherwise interested, either in regard to his tenure of any office or place of profit or as vendor, purchaser or otherwise;
- b) may hold any other office or place of profit under the Company (except that of auditor (being the auditor of the Company from time to time) or of auditor of a subsidiary of the Company) in conjunction with the office of Director and may act by himself or through his firm in a professional capacity for the Company and in any such case on such terms as to remuneration and otherwise as the remuneration committee may arrange either in addition to or in lieu of any remuneration provided for by any other article;
- c) may be a member of or a director or other officer, or employed by, or a party to any transaction or arrangement with or otherwise interested in, any corporate body promoted by or promoting the Company or in which the company is otherwise interested or as regards which the Company has any powers of appointment; and
- d) shall not, by reason of his office, be liable to account to the Company for any dividend, profit, remuneration, superannuation payment or other benefit which he derives from any such

office, employment, contract, arrangement, transaction or proposal or from any interest in any such body corporate; and no such contract, arrangement, transaction or proposal shall be avoided on the grounds of any such interest or benefit.

## 12. Untraced Members

The Company shall be entitled to sell at the best price reasonably obtainable any share of a member or any share to which a person is entitled by transmission if and provided that:

- a) during the period of 12 years prior to the date of the publication of the advertisements referred to below (or if published on different dates, the earlier or earliest of them) the Company has paid at least 3 dividends and no cheque, order or warrant has been cashed;
- b) on or after expiry of the said period of 12 years the Company has given notice of its intention to sell such share by advertisements in both a national daily newspaper published in the UK and in a newspaper circulating in the area in which the last known address of such member or person appeared;
- c) the said advertisements, if not published on the same day, shall have been published within 30 days of each other; and
- d) during the further period of 3 months following the date of publication of the said advertisements (or, if published on different dates the later or latest of them) and prior to the exercise of the power of sale the Company has not received any communication in respect of such share from the member or person entitled by transmission.
- e) To give effect to any sale of shares pursuant to this article the Board may

authorise some person to transfer the shares in question and may enter the name of the transferee in respect of the transferred shares in the register notwithstanding the absence of any share certificate being lodged in respect of it and may issue a new certificate to the transferee. An instrument of transfer executed by that person shall be as effective as if it had been executed by the holder of, or the person entitled by transmission to, the shares. The purchaser shall not be bound to see to the application of the purchase moneys nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

### **13. Distribution of Realised Capital Profits**

At any time when the Company has given notice in the prescribed form (which has not been revoked) to the registrar of companies of its intention to carry on business as an investment company (a “Relevant Period”) distribution of the Company’s capital profits (within the meaning of section 833 of the CA 2006) shall be prohibited. The Board shall establish a reserve to be called the capital reserve. During a Relevant Period, all surpluses arising from the realisation or revaluation of investments and all other monies realisation on or derived from the realisation, payment off of or other dealing with any capital asset in excess of the book value thereof and all other monies which are considered by the Board to be in the nature of accretion to capital shall be credited to the capital reserve.

Subject to the CA 2006, the Board may determine whether any amount received by the Company is to be dealt with as income or capital or partly one way and partly the other. During a Relevant Period, any loss realisation on the realisation or payment off of or other dealing with any investments or other capital assets and, subject to the CA 2006, any expenses, loss or liability (or provision thereof) which the Board considers to relate

to a capital item or which the Board otherwise considers appropriate to be debited to the capital reserve shall be carried to the debit of the capital reserve. During a Relevant Period, all sums carried and standing to the credit of the capital reserve may be applied for any of the purposes for which sums standing to any revenue reserve are applicable except and provided that notwithstanding any other provision of the Articles during a Relevant Period no part of the capital reserve or any other money in the nature of accretion to capital shall be transferred to the revenue reserves of the Company or be regarded or treated as profits of the Company available for distribution or be applied in paying dividends on any shares in the Company. In periods other than a Relevant Period any amount standing to the credit of the capital reserve may be transferred to the revenue reserves of the Company or be regarded or treated as profits of the Company available for distribution or be applied in paying dividends on any shares in the Company.

### **14. Transfer or Sale under Section 110, Insolvency Act 1986**

A special resolution sanctioning a transfer or sale to another company duly passed pursuant to section 110, Insolvency Act 1986 may in the like manner authorise the distribution of any shares or other consideration receivable by the liquidator among the members otherwise than in accordance with their existing rights and any such determination shall be binding on all the members, subject to the right of dissent and consequential rights conferred by the said section.

### **15. Duration of the Company**

In order for the future of the Company to be considered by the members, the Board shall at the annual general meeting of the Company falling after the fifth anniversary of the last allotment of shares in the Company,

invite the members to consider whether the Company should continue as a venture capital trust and if such resolution is not carried the Board shall within four months of that meeting convene a general meeting to propose:

- a) a special resolution for the reorganisation or reconstruction of the Company; and if this resolution is not passed, then;
- b) a special resolution to wind up the Company voluntarily.

For the purposes of this resolution any member may demand a poll and each holder of shares present in person, or by proxy, and who votes in favour of the resolution shall have four votes for each share they own, compared to one vote per share for those that vote against the resolution. If the resolution to wind up the Company is not passed, then the Company shall continue in operation as a Venture Capital Trust.

## 16. Uncertificated Shares

The Board may make such arrangements as it sees fit, subject to the CA 2006, to deal with the transfer, allotment and holding of shares in uncertificated form and related issues.

## 17. Indemnity and Insurance

The Company shall indemnify the Directors to the extent permitted by law and may take out and will maintain insurance for the benefit of the Directors.



# PART 5

## TAXATION

The following paragraphs apply to the Company and to persons holding Shares as an investment who are the absolute beneficial owners of such Shares and are resident in the UK. They may not apply to certain classes of persons, such as dealers in securities. The following information is based on current UK law and practice, is subject to changes therein, is given by way of general summary and does not constitute legal or tax advice.

If you are in any doubt about your position, or if you may be subject to a tax in a jurisdiction other than the UK, you should consult your independent financial adviser.

The tax reliefs set out below are available to individuals aged 18 or over who subscribe for Shares under the Offer.

### Relief from Income Tax

An investor subscribing up to £200,000 in the 2024/25 and/or 2025/26 tax years for qualifying shares in a VCT will be entitled to claim income tax relief, at the rate of 30%, although this relief will be withdrawn if either the shares are sold within five years or the investor takes out a loan which would not have been made, or would not have been made on the same terms, save for the acquisition of such shares. If an investor has sold, or if they sell, any shares in that VCT within six months either side of their subscription for such shares, then for the purposes of calculating income tax relief on the shares subscribed for, the subscribed amount must be reduced by the amount received from the sale. Relief is also restricted to the amount which reduces the investor's income tax liability to nil.

### Dividend Relief

An investor who subscribes for or acquires qualifying shares in a VCT (up to a maximum of £200,000 in each of the 2024/25 and/or 2025/26 tax years) will not be liable for UK income tax on dividends paid by the VCT. The income received by the VCT will usually constitute either interest (on which the VCT may be subject to tax) or a dividend from a UK company (on which the VCT would not be subject to tax). The VCT's income, reduced by the payment of tax (if applicable), can then be distributed tax-free to Investors who benefit from this dividend relief. There is no withholding tax on dividends paid by a UK company and, consequently, the Company does not assume responsibility for the withholding of tax at source.

## Capital Gains Tax Relief

A disposal by an individual investor of his/her shares in a VCT will neither give rise to a chargeable gain nor an allowable loss for the purposes of UK capital gains tax. This relief is also limited to disposals of shares acquired within the £200,000 annual limit described above.

- income tax becoming payable on all payments of dividends by the VCT; and
- any gain arising on a disposal of the shares would be liable to capital gains tax and losses on the shares would be allowable losses for capital gains tax purposes.

## Loss of Tax Reliefs

- I. If a company which has been granted approval or provisional approval as a VCT subsequently fails to comply with the conditions for approval, VCT status may be withdrawn or treated as never having been given. The exemptions from corporation tax on capital gains will not apply to any gain realised after VCT status is lost (and on any gain realised by the VCT if approval is deemed never to have been given).
- II. For investors, the withdrawal of VCT status may (depending upon the timing of such withdrawal) result in:
  - repayment of the 30% income tax relief on subscription for new VCT shares;
  - income tax becoming payable on subsequent payments of dividends by the VCT; and
  - a liability to tax on capital gains being suffered in the normal way on the disposal of shares in the VCT, except that any part of the gain attributable to the period for which the VCT was approved would be exempt.
- III. The consequences for investors in a company which never obtains full unconditional approval as a VCT are as follows:
  - repayment of the 30% income tax relief on subscriptions for new VCT shares and interest on overdue tax may arise;

## Consequences of an Investor dying or a transfer of shares between spouses

### *I. Initial income tax*

If an investor dies at any time after making an investment in a VCT, the transfer of shares on death is not treated as a disposal and, therefore, the initial income tax relief is not withdrawn. However, the shares will become part of the deceased's estate for inheritance tax purposes.

### *II. Tax implications for the beneficiary*

Provided a number of conditions are met, the beneficiary of any VCT shares will be entitled to tax-free dividends and will not pay capital gains tax on any disposal, but will not be entitled to any initial income tax relief.

### *III. Transfer of shares between spouses*

Transfers of shares in a VCT between spouses is not deemed to be a disposal and, therefore, all tax reliefs will be retained.

## Tax Position of the Company

As a VCT, the Company is exempt from corporation tax on chargeable gains. There is no restriction on the distribution of realised capital gains by a VCT, subject to the requirements of company law. The Company will be subject to corporation tax on its income (excluding dividends received from UK companies) after deduction of attributable expenses.



## Qualification as a VCT

To qualify as a VCT, a company must be approved as such by HMRC. To obtain such approval it must:

- a) not be a close company;
- b) have each class of its ordinary share capital listed on a regulated market;
- c) derive its income wholly or mainly from shares or securities;
- d) have at least 80% by VCT Value of its investments in shares or securities in qualifying companies;
- e) have at least 30% of all funds raised after 5 April 2018 invested in qualifying companies within 12 months of the end of the accounting period in which the funds were raised;
- f) have at least 70% by VCT Value of its investments in shares or securities in eligible shares;
- g) have at least 10% by VCT Value of each qualifying investment in eligible shares;
- h) not have more than 15% by VCT Value of its investments in a single company or group (other than a VCT or a company which would, if its shares were listed, qualify as a VCT)
- i) not retain more than 15% of its income derived from shares and securities in any accounting period;
- j) not repay capital to shareholders, derived from relevant shares issued after 5 April 2014, until a period of three years, beginning at the end of the accounting period of the VCT in which the relevant shares were issued, has elapsed;
- k) not make an investment in a company over seven years old (10 years for 'knowledge

intensive' companies) unless certain exemptions apply;

- l) not make an investment in a company which causes the company to have received more than £5 million of State aid risk finance in any 12-month period, or £12 million over that company's lifetime (£10 million and £20 million respectively for 'knowledge intensive' companies);
- m) not make an investment in a company where the money is used to acquire another business; and
- n) not make non-qualifying investments save into a permitted range of liquidity management investments including listed equity shares, units in alternative investment funds and cash.

## Qualifying Companies

A qualifying investment consists of shares or securities first issued to the VCT (and held by it ever since) by a company satisfying the conditions set out in Chapter 3 and 4 of Part 6 of the ITA 2007 (a "Qualifying Company").

The conditions are detailed but include that the company must:

- pass a "risk to capital" gateway test requiring the company to have plans to grow and develop over the long term and requiring that capital invested be at risk;
- apply the money raised for the purposes of a qualifying trade within certain time periods;
- not have made its first commercial sale more than seven years prior to the investment (10 years in the case of certain 'knowledge intensive' companies) unless certain conditions are satisfied;
- not be in financial difficulty;
- have gross assets not exceeding £15 million

immediately before and £16 million immediately after the investment,

- not be controlled by another company;
- have no subsidiaries other than qualifying subsidiaries which must, in most cases, be at least 90% owned;
- be unquoted (for VCT purposes this includes companies whose shares are traded on AIM);
- have no more than 250 full time (equivalent) employees (500 for 'knowledge intensive' companies);
- have a permanent establishment in the UK (but need not be UK resident);
- not obtain more than £5 million (£10 million for 'knowledge intensive' companies) of investment from VCTs, companies under the corporate venturing scheme and individuals claiming relief under the Enterprise Investment Scheme (EIS) in any rolling 12-month period, nor more than £12 million in total (£20 million for 'knowledge intensive' companies).

In certain circumstances, an investment in a company by a VCT can be split into a part which is a qualifying holding and a part which is a non-qualifying holding. VCT investments in companies carrying on business in joint venture are limited to £1 million in any rolling 12-month period in aggregate across the companies which are party to the joint venture.

## Approval as a VCT

A VCT must be approved at all times by HMRC. Approval has effect from the time specified in the approval.

A VCT cannot be approved unless the tests detailed above are met throughout the most recent complete accounting period of the VCT and HMRC is satisfied that they will be met in

relation to the accounting period of the VCT which is current when the application is made.

However, where a VCT raises further funds, grace periods to invest those funds before such funds need to meet such tests are given.

However, to aid the launch of a VCT, HMRC may give provisional approval if satisfied that conditions (b), (c), (f) and (g) in section 'Qualification as a VCT' above will be met throughout the current or subsequent accounting period and condition (d) in section 'Qualification as a VCT' above will be met in relation to an accounting period commencing no later than three years after the date of provisional approval. The Company has received HMRC provisional approval as a VCT.

## Withdrawal of Approval

Approval of a VCT (full or provisional) may be withdrawn by HMRC if the various tests set out above are not satisfied. The exemption from corporation tax on capital gains will not apply to any gain realised after the point at which VCT status is lost.

Withdrawal of full approval generally has effect from the time when notice is given to the VCT but, in relation to capital gains of the VCT only, can be backdated to not earlier than the first day of the accounting period commencing immediately after the last accounting period of the VCT in which all of the tests were satisfied.

Withdrawal of provisional approval has the effect as if provisional approval had never been given (including the requirement to pay corporation tax on prior gains).

Breaches of the age restriction, no business acquisition condition, non-qualifying holdings condition and the investment limit condition mentioned above can each have the effect that VCT approval is withdrawn.

## General

### Investors who are not resident in the UK

Non-resident Investors, or Investors who may become non-resident, should seek their own professional advice as to the consequences of making an investment in a VCT, because they may be subject to tax in other jurisdictions.

### Stamp duty and stamp duty reserve tax

No stamp duty or (unless shares in a VCT are issued to a nominee for a clearing system or a provider of depository receipts) stamp duty reserve tax will be payable on the issue of VCT shares. The transfer on the sale of shares would normally be subject to ad valorem stamp duty or (if an unconditional agreement to transfer such shares is not completed by a duly stamped transfer within two months) stamp duty reserve tax generally, in each case at the rate of 50p for every £100 or part of £100 of the consideration paid where the total consideration exceeds £1,000 or if it forms part of a series of transactions where the total consideration exceeds £1,000. Such duties would be payable by a person who purchases such shares from the original subscriber.

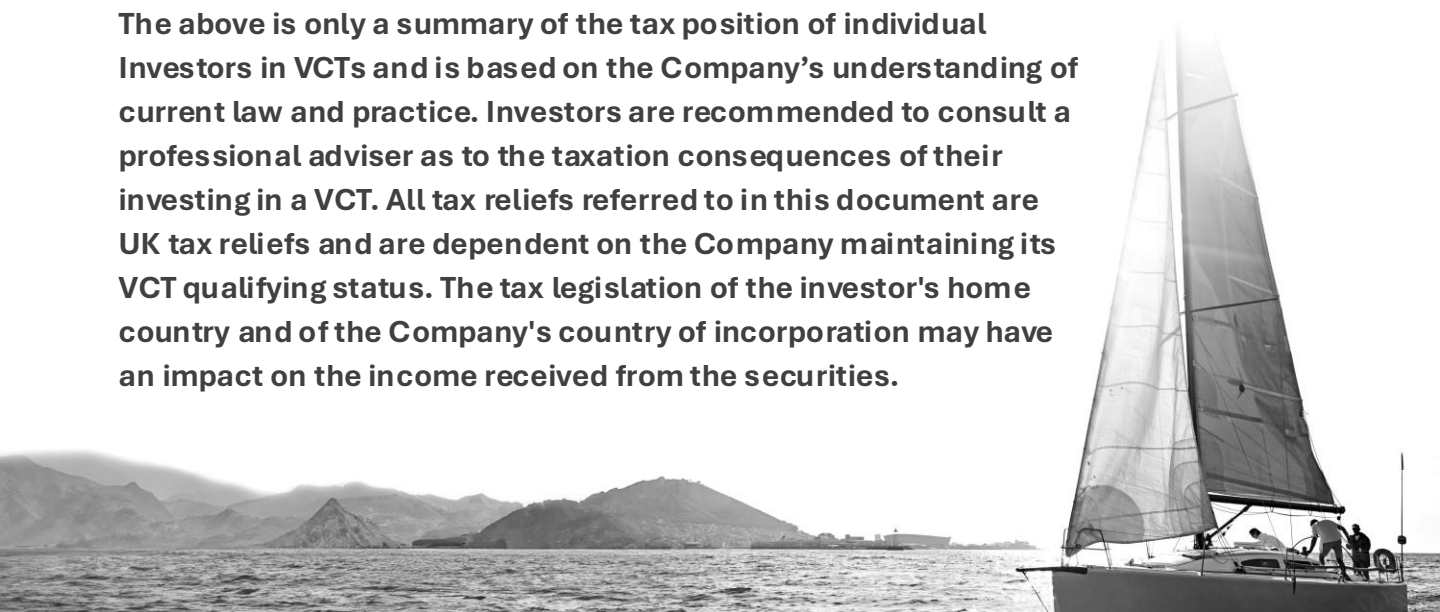
### Purchases in the market after listing

Any subsequent purchaser of existing VCT shares, as opposed to a subscriber for new VCT shares, will not qualify for income tax relief on investment but may benefit from dividend relief and from capital gains tax relief on the disposal of his/her VCT shares.

### The VCT Regulations 2004

Under the VCT Regulations, monies raised by any further issue of shares by an existing VCT are subject to a grace period of three years before they must be applied in making investments which meet the VCT qualifying thresholds although this grace period is modified in respect of monies raised after 6 April 2018, 30% of which must be invested within 12 months of the end of accounting period in which they were raised. However, to the extent any of the money raised (save for an insignificant amount in the context of the whole issued ordinary share capital of the VCT) is used by the VCT to purchase its own shares then this grace period shall not apply.

**The above is only a summary of the tax position of individual Investors in VCTs and is based on the Company's understanding of current law and practice. Investors are recommended to consult a professional adviser as to the taxation consequences of their investing in a VCT. All tax reliefs referred to in this document are UK tax reliefs and are dependent on the Company maintaining its VCT qualifying status. The tax legislation of the investor's home country and of the Company's country of incorporation may have an impact on the income received from the securities.**



# ADDITIONAL INFORMATION

## 1. Incorporation and Registered Office

- 1.1 The legal and commercial name of the Company is Oberon AIM VCT plc.
- 1.2 The Company was incorporated and registered in England and Wales as a public company with limited liability on 16 January 2007 with registered number 06054576 with the name New Century AIM VCT 2 plc. The Company was issued with a trading certificate under section 117 of CA 1985 on 15 February 2007. The Company's name was changed to its current name on 2 August 2024. The Company's legal identity identifier (LEI) is 213800ZDLLGLVL2YTB47.
- 1.3 The Company was incorporated under the CA 1985, the principal legislation under which the Company now operates is the CA 2006 and regulations made thereunder. The Company operates in conformity with its articles of association, key provisions of which are set out on page 42.
- 1.4 The Company's registered office and principal place of business is at 2nd Floor, 6 Duke Street, London, England, SW1Y 6BN. The Company is domiciled in England. The Company does not have, nor has it had since incorporation, any subsidiaries or employees nor is it a member of a group of companies.
- 1.5 The Company has received provisional approval from HM Revenue & Customs as a VCT under section 259 of the ITA 2007. The business of the Company has been, and it is intended will be, carried on so as to continue to comply with that section to maintain full VCT approval. The Company's capital resources are restricted insofar as they may be used only in putting into effect the investment policy described on page 9.
- 1.6 In order for the future of the Company to be considered by the members, the Directors shall procure that a resolution will be proposed at the fifth annual general meeting after the last allotment of shares (and thereafter at five yearly intervals) to the effect that the Company shall continue as a venture capital trust. If, at such meeting, the resolution is not passed, the Directors shall, within four months of the meeting, convene a general meeting to propose a special resolution for the re-organisation or reconstruction of the Company and, if this special resolution is not passed, then another special resolution to wind up the Company voluntarily will be tabled. If this latter special resolution to wind up the Company is not passed then the Company shall continue as a venture capital trust.
- 1.7 The Company is not authorised and/or regulated by the FCA or an equivalent overseas regulator. The Company is subject to the requirements for VCTs and, as an entity listed on the main market of the London Stock Exchange, will be subject

to the rules and regulations issued by the FCA from time to time. The Company is not otherwise regulated.

1.8 The Company's existing Ordinary Shares, created under the CA 2006, are listed on the Official List of the FCA and traded on the London Stock Exchange's main market for listed securities with ISIN GB00B1SN3863.

1.9 An application will be made to the FCA for the Offer Shares to be admitted to the Official List and to the London Stock Exchange for such Offer Shares to be admitted to trading on its main market for listed securities. It is expected that admission to the Official List will become effective and that dealings in the Offer Shares will commence three Business Days following allotment.

## 2. Share Capital

2.1 As at 30 June 2024, the date from which the financial information set out in Part 3 has been prepared, 5,574,403 Ordinary Shares were in issue. The number of Ordinary Shares in issue as at 11 February 2025 (the latest practicable day before the date of this Prospectus) was 5,574,403.

2.2 The following resolutions, inter alia, were passed by Shareholders at the annual general meeting of the Company on 28 June 2024.

2.2.1 THAT the directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 ('the Act') to allot up to 30,000,000 shares (having an aggregate nominal value of £3,000,000), this authority to expire at the later of the conclusion of the company's annual general meeting next following the passing of this resolution and the expiry of

15 months from the passing of the relevant resolution (unless previously revoked, varied or extended by the company in general meeting but so that such authority allows the company to make Offers or agreements before the expiry thereof which would or might require relevant securities to be allotted after the expiry of such authority).

2.2.2 To empower the directors pursuant to Section 571(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 resolution 6 as if Section 561(1) of the Act did not apply to any such allotments and so that:

- (a) reference to allotment in this Resolution shall be construed in accordance with Section 560(1) of the said Act; and
- (b) the power conferred by this Resolution shall enable the company to make any offer or agreement before the expiry of the said power which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding the expiry of such power.

2.3 The Company will be subject to the continuing obligations of the Listing Rules with regard to the issue of securities for cash and the provisions of section 561(1) of CA 2006 (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

unissued share capital of the Company which is not subject to the disapplication referred to in paragraph 2.2.2 above.

- 2.4 Following the issue of the Offer Shares pursuant to the Offer (assuming approval and full subscription, but no utilisation of the over-allotment facility, and offer costs of 5.0%) the issued share capital of the Company is expected to be approximately 17.5 million Ordinary Shares with an aggregate nominal value of approximately £1,750,000.
- 2.5 Subject to any special rights or restrictions attaching to any shares or any class of shares issued by the Company in the future, the holders of fully paid Ordinary Shares will be entitled *pari passu* amongst themselves in proportion to the number of Ordinary Shares held by them to share in the whole of the profits of the Company which are paid out as dividends and in the whole of any surplus in the event of a liquidation of the Company.
- 2.6 The Offer Shares to be issued pursuant to the Offer will be in denominated in sterling, issued in registered form and no temporary documents of title will be issued. The Company is registered with CREST, a paperless settlement system, and those Shareholders who wish to hold their Shares in electronic form may do so.
- 2.7 The Offer Shares will be listed on the closed ended investment fund segment of the Official List and, as a result, will be freely transferable.
- 2.8 Except as disclosed in this paragraph 2 (including pursuant to the Offer), and except for commission payable to authorised financial intermediaries in connection with the Offer, no share or loan capital of the Company has been issued for cash or for a consideration other than cash, no such share or loan capital is proposed to be issued, no commission,

discount, brokerage or other special terms have been granted by the Company in connection with the issue or sale of any share or loan capital and no share or loan capital of the Company is under option or is agreed conditionally or unconditionally to be put under option. No shares of the Company represent anything other than capital, there are no convertible securities, exchangeable securities or securities with warrants attached to them currently in issue by the Company. No Shares in the Company are held by or on behalf of the Company.

### 3. Management and Administration

- 3.1 The Directors are responsible for the determination of the Company's investment policy and have overall responsibility for its affairs. The Directors also retain responsibility for approving both the valuations of the portfolio and the net asset value of the Company which are calculated and recommended by Oberon Investments which has been appointed as discretionary investment manager on the terms set out below.
- 3.2 Oberon Investments has and will have sufficient and satisfactory relevant experience in advising on investments of the size and type of which the Company proposes to make. The Directors will also ensure that the Board and any additional or replacement investment advisers have and will have sufficient and satisfactory experience in advising on such investments.
- 3.3 As is customary in the private equity industry, Oberon Investments will retain the right to charge arrangement and syndication fees to the private companies in which the Company invests. Such charges are in line with industry practice.



The costs of all deals that do not proceed to completion will be borne by Oberon Investments and not by the Company. Oberon Investments may also receive ongoing directors' fees and monitoring fees from the investee companies as appropriate and in line with market practice.

3.4 All unquoted investments will be valued in accordance with IPEV Guidelines. Investment in AIM-quoted or Aquis-quoted companies or other quoted investments will be valued at the bid price of the shares as derived from the Daily Official List of the London Stock Exchange, in accordance with general accepted accounting practice. The Company's net asset value will be calculated quarterly and published on an appropriate regulatory information service.

3.5 Philip Hare & Associates LLP will provide tax advice and assistance in relation to the maintenance of the VCT status of the Company and will receive usual hourly rates or fees as agreed with the Directors in connection with other VCT tax advice and assistance. If requested by the Company, Philip Hare & Associates LLP, or other tax advisers to the Company, will consider the status of each investment as a VCT qualifying investment or by seeking advance assurance from HMRC where appropriate.

3.6 A maximum of 75% of the Company's management expenses will be charged against capital with the balance to be met from income.

Assuming full subscription under the Offer (including the over-allotment facility), the Board estimates that the annual running costs of the Company will be approximately 2.5% (excluding annual trail commission) of its net assets (excluding

irrecoverable VAT) in the first accounting period (calculated on an annualised basis). Annual running costs include, inter alia, Directors' fees, fund administration fees, fees for audit, taxation and legal advice, registrar's fees, costs of communicating with Shareholders and annual trail fees as set out below.

3.7 Geoffrey Gamble and Christopher Andrew also comprise the members of the audit committee of the Company, with Geoffrey Gamble being the chairman of the audit committee. The audit committee members are considered to have sufficient recent and relevant financial experience to discharge the role, and will meet at least twice a year to consider, amongst other things, the following:

- monitoring the integrity of the financial statements of the Company;
- reviewing the Company's internal control and risk management systems;
- making recommendations to the Directors in relation to the appointment of the external auditor;
- reviewing and monitoring the external auditor's independence and objectivity; and
- implementing and reviewing the Company's policies on the engagement of the external auditor to supply non-audit services.

3.8 Given the structure of the Company and the Board, the Board does not believe it necessary to appoint a remuneration committee or a nomination committee. The roles and responsibilities of these committees will be reserved for consideration and decision by the Board. In particular, the following matters will be reviewed:

- The levels of remuneration of the Directors, specifically reflecting the time commitment and responsibilities of the role.



- Comparisons and reviews to ensure that the levels of remuneration paid are broadly in-line with industry standards.
- Composition and balance of skills, knowledge and experience of the Directors and would make nominations to the Directors in the event of a vacancy (new Directors are required to resign at the annual general meeting following appointment and then thereafter every three years).

3.9 As at the date of this document the Company has adopted the provisions of the AIC Code of Corporate Governance (the "Code") issued by the AIC in February 2019. The Company will continue to comply with such provisions following the close of the Offer save as set out above and as follows:

- Directors are not appointed for a specified term (in view of its non-executive nature and the requirements of the Articles that all Directors retire by rotation at the annual general meeting, the Board considers that it is not appropriate for the Directors to be appointed for a specific term as recommended by the Code).
- in light of the responsibilities retained by the Board and the Audit Committee and of the responsibilities delegated to Oberon Investments, the Registrars and Philip Hare & Associates LLP, the Company has not appointed a chief executive officer, deputy chairman or a senior independent non-executive director and the provisions of the Code which relate to the division of responsibilities between a chairman and a chief executive officer are, accordingly, not applicable.
- Given the structure of the Company, and the Board, the Board does not

- believe it necessary to appoint separate remuneration or nomination committees and the roles and responsibilities normally reserved for these committees are resolved by the Board.
- The Company does not have an internal audit function as all of the Company's management functions are performed by third parties whose internal controls are renewed by the Board. The need for an internal audit function is renewed annually by the Board.

## 4. Material Contracts

Set out below is a summary of all contracts (not being contracts entered into in the ordinary course of business) entered into by the Company since incorporation that are material and all other contracts (not being contracts entered into in the ordinary course of business) that 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.

- 4.1 An investment management agreement dated 12 March 2007, as amended and supplemented from time to time, between the Company (1) and MD Barnard & Company Limited (the previous company name of Oberon Investments) (2) pursuant to which Oberon Investments has agreed to act as discretionary investment manager to the Company in respect of the venture capital investments portfolio and to advise in respect of the Company's investments in near cash assets. The appointment may be terminated on 12 months' notice or immediately in circumstances of material breach by either party. Subject to 4.2 below, Oberon Investments receives an annual management fee 2.0% of the net assets of the Company calculated and payable quarterly in arrears, together with any applicable VAT thereon.

4.2 The Board, in partnership with Oberon, the Investment Manager, has come to an agreement that Oberon will charge no investment management fees for the 12 months from 1 October 2024 to 30 September 2025. Oberon will also underwrite the Directors' costs (which the Company has continually kept very low) to the tune of £5,000. As a result, the Board has agreed to take no remuneration from the Company for the 12-month period ending 31 December 2025 as we seek to grow the Company to a commercial level.

4.3 A promoter's agreement dated 12 February 2025 between the Company (1), the Directors (2) and Oberon Investments (3), under which Oberon Investments agreed to act as promoter of the Offer. The agreement contains warranties given by the Company and the Directors to Oberon Investments (as the promoter of the Offer). Subject to a cap equal to 4.99% of the net assets of the Company, applied at the date of each payment and in aggregate in respect of all payments thereunder, the Company will pay Oberon Investments a promoter's fee of 2.5% (where Investors subscribe through intermediaries) and 5.0% (in respect of direct Investors) of the gross amount subscribed under the Offer. The Company shall bear the costs of the Offer and the costs of paying commission to the eligible intermediaries of Investors under the Offer.

## 5. Miscellaneous

5.1 Aside from the movement in the NAV and the payment of the 2024 dividend of 2.5 pence per share paid on 26 July 2024, there has been no significant change in the financial position or financial performance of the Company which has occurred since 30 June 2024, being the date of the most recent unaudited half yearly report and accounts of the Company.

5.2 The Board believes that the Offer will result in a significant change to the Company, including a projected increase in its

earnings in the medium term and in the net assets of an amount equivalent to the net proceeds received under the Offer, expected to be approximately £4.75 million (assuming full subscription but no utilisation of the over-allotment facility).

5.3 If the Offer is fully subscribed (ignoring the over-allotment facility) and approximately 17.5 million new Ordinary Shares are issued, the existing 5,574,403 Ordinary Shares in issue would represent approximately 24% of the enlarged share capital of the Company. As such, the existing Ordinary Shares will be diluted in terms of their voting power but Shareholders who do not subscribe will suffer no dilution as to the NAV of their Shares (save in respect of the cost of trail commission met by the Company) as the Pricing Formula ensures that Offer Shares are issued primarily on a "NAV plus costs" basis.

5.4 There are no governmental, legal or arbitration proceedings (including any such proceedings which are or were pending or threatened of which the Company is aware) which may have or had in the recent past significant effects on the Company's financial position or profitability.

5.5 The issue costs payable directly by the Company are limited to annual trail commission of 0.6% (subject to a cumulative maximum of 2.5%) in respect of applications from certain professional client Investors and certain non-advised Investors. Investors will bear the costs of the Promoter's Fee of 3.0% (or 5.0% depending on the category of Investor) and any up front commission or adviser charges payable through the application of the Pricing Formula.

5.6 The issue premium for the Offer Shares will be the difference between the issue price of the Offer Shares and their nominal value of 10p. The Offer is not underwritten.

- 5.7 The Company's capital resources are restricted insofar as they may be used only in putting into effect the investment policy described on page 21 and in accordance with the VCT Rules.
- 5.8 The typical Investor for whom investment in the Company is designed is a retail Investor who is an individual higher rate taxpayer aged 18 or over, with an investment range of £5,000 and £200,000, who is capable of understanding and is comfortable with the risks of VCT investment, and who is resident in the United Kingdom.
- 5.9 Oberon Investments is responsible for the determination and calculation of the Company's net asset value, which will be prepared monthly for approval by the Directors. The majority of the Company's investments are quoted on AIM, but in addition for the few unlisted investments (one currently) the Company applies the International Private Equity and Venture Capital ("IPEV") valuation guidelines. The net asset value of the Company will be communicated to Investors through a Regulatory Information Service provider at the same frequency as the determinations. The calculation of the net asset value would only be suspended in circumstances where the underlying data necessary to value the investments of the Company could not readily, without undue expenditure, be obtained. In the event of a suspension, valuations are held at the suspended price and a view is taken with consideration to best market practice and information from advisers. Shareholders will be notified of any suspension by announcement through a Regulatory Information Service.
- 5.10 Oberon Investments may retain for its own benefit and without liability to account to the Company (subject to full disclosure having been made to the Board) any arrangement fees and directors' or monitoring fees which it receives in connection with any investments made by the Company. The Company will not be liable for legal, accounting and any other fees incurred on potential investments which do not proceed to completion.
- 5.11 The Company and the Directors accept responsibility for the information contained in the Prospectus with respect to the subsequent resale or final placement of securities by financial intermediaries and consent to the use of the Prospectus by financial intermediaries in the UK, 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. The Offer is expected to close on 1 December 2025, subject to the Offer not having closed at an earlier date (if fully subscribed or otherwise at the Directors discretion) or unless previously extended by the Directors to a date falling not later than 12 months from the date of this Prospectus. There are no conditions attaching to this consent.
- 5.12 **Any financial intermediary using the Prospectus is required to state on its website that it uses the prospectus in accordance with the consent and the conditions attached thereto. 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.**
- 5.13 Where information set out in this document has been sourced from third parties the source has been identified at the relevant place in the document and the Company confirms that this information has been accurately reproduced and, as far as the Company is aware and able to ascertain from information published, no facts have been omitted which would render the reproduced information inaccurate or misleading.
- 5.14 The Company has not issued any profit forecast or dividend forecast which remains outstanding as at the date of this document.

## Other Information

### Shareholders

The Company has been notified, in accordance with Chapter 5 of FCA's Disclosure Guidance and Transparency Rules, of the under noted interests, as at 11 February 2025, of the shareholders who own 3.0% or more of the Company's shares.

	Number of shares	%
<b>Clarmond Wealth Limited (non-beneficial)</b>	834,618	14.97%
<b>Michael Barnard</b>	312,656	5.61%
<b>Oberon Investments Limited (beneficial)</b>	293,130	5.26%
<b>Oberon Investments Limited (non-beneficial)</b>	456,460	8.19%
<b>D Poutney</b>	317,731	5.70%
<b>N Shanks</b>	243,184	4.36%
<b>Platform Securities</b>	197,590	3.54%
<b>Geoffrey Gamble</b>	203,290	3.65%

### Investor Communications

The Directors recognise the importance of maintaining regular communications with Shareholders. Oberon Investments will accordingly publish information on new investments and the progress of companies within the Company's portfolio from time to time.

### Financial Calendar

Annual General Meeting	June
Interim report	August
Preliminary announcement of results for the year	March

### Ordinary Shares

The securities being issued pursuant to the Offer are ordinary shares of 10p each (ISIN: GB00BYQPF348).

Shareholders will be entitled to receive certificates in respect of their Shares and the Shares will also be eligible for electronic settlement.

### Documents available for Inspection

Copies of the following documents will be available for inspection during usual business hours on weekdays at the Company's registered office and available for download on the Oberon Investments' website <https://oberoninvestments.com/>.

- the Memorandum and Articles of the Company; and
- this Prospectus.

# TERMS AND CONDITIONS OF APPLICATION UNDER THE OFFER

1. The contract created by the acceptance of applications in the manner herein set out will be conditional upon the Admission of the Offer Shares to the Official List of the FCA and to trading on the London Stock Exchange's main market for listed securities unless otherwise so resolved by the Board. If any application is not accepted or if any application is accepted for fewer Offer Shares than the number applied for, or if there is a surplus of funds from the application amount, the application monies or the balance of the amount paid on application will be returned without interest by post at the risk of the applicant. In the meantime, application monies will be retained by the Company in a separate application account.
2. The Company reserves the right to present all cheques and banker's drafts for payment on receipt and to retain documents of title and surplus application monies pending clearance of the successful applicants' cheques and banker's drafts.
3. By completing and delivering an Application Form, you (as the applicant):
  - (a) irrevocably offer to subscribe for the amount of money specified in your Application Form which will be applied to purchase Offer Shares, subject to the provisions of (i) the Prospectus, (ii) these Terms and Conditions and (iii) the Memorandum and Articles; and (iv) any document mentioned in paragraph (h) below;
  - (b) authorise the Company's Registrars to send definitive documents of title for the number of Offer Shares for which your application is accepted and to procure that your name is placed on the registers of members of the Company in respect of such Offer Shares and authorise the Receiving Agent to send you a crossed cheque for any monies returnable, by post to your address as set out in your Application Form;
  - (c) agree, in consideration of the Company agreeing that it will not, prior to the closing date of the Offer, offer any Offer Shares to any persons other than by means of the procedures set out or referred to in the Prospectus, that your application may not be revoked until the closing date of the Offer, and that this paragraph constitutes a collateral contract between you and the Company which will become binding upon dispatch by post or delivery by hand of your Application Form duly completed to the Receiving Agent;
  - (d) understand that your cheque or banker's draft will be presented for payment on receipt, and agree and warrant that it will be honoured on first presentation and agree that, if it is not so honoured, you will not be entitled to receive certificates for the Offer Shares applied for or to enjoy or receive any rights or distributions in respect of such Offer Shares unless and until you make payment in cleared funds for such Offer Shares and such payment is accepted by the Company (which acceptance shall be in its absolute discretion and may be on the basis that you indemnify it against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of your remittance to be honoured on first presentation) and that at any time prior to unconditional acceptance by the Company of such late payment in respect of such Offer Shares, the Company may (without prejudice to its other rights) treat the agreement to allot such Offer Shares as void and may allot such Offer Shares to some other person in which case you will not be entitled to any refund or payment in respect of such Offer Shares (other than return of such late payment);

- (e)** agree that monies subscribed for Offer Shares will be held for the account of the Company pending allotment of Offer Shares (which may not take place until several weeks after cleared funds have been received) and that all interest thereon shall belong to the Company and further that any documents of title and any monies returnable to you may be retained pending clearance of your remittance and that such monies will not bear interest;
- (f)** agree that all applications, acceptances of applications and contracts resulting therefrom will be governed by, and construed in accordance with, English law and that you submit to the jurisdiction of the English courts and agree that nothing shall limit the right of the Company to bring any action, suit or proceeding arising out of or in connection with any such applications, acceptances of applications and contracts in any other manner permitted by law or in any court of competent jurisdiction;
- (g)** agree that, in respect of those Offer Shares for which your application has been received and processed and not refused, acceptance of your application shall be constituted by inclusion in an allotment of Offer Shares to you by the Receiving Agent;
- (h)** agree that, having had the opportunity to read the Prospectus and any supplementary prospectus issued by the Company and filed with the FCA, you shall be deemed to have had notice of all information and representations concerning the Company contained herein and in any supplementary prospectus issued by the Company and filed with the FCA and in any announcement made by the Company on an appropriate Regulatory Information Service (whether or not so read);
- (i)** agree that all documents in connection with the Offer and any returned monies will be sent at your risk and may be sent by post to you at your address as set out in the Application Form;
- (j)** confirm that in making such application you are not relying on any information or representation in relation to the Company other than those contained in the Prospectus and any supplementary prospectus filed with the FCA and you accordingly agree that no person responsible solely or jointly for the Prospectus and/or any supplementary prospectus or any part thereof or involved in the preparation thereof shall have any liability for any such information or representation;
- (k)** confirm that you have reviewed the restrictions contained in this paragraph 3 and paragraph 4 below and warrant as provided therein;
- (l)** warrant that you are not under the age of 18 years;
- (m)** agree that such Application Form is addressed to the Company, the Sponsor and the Receiving Agent;
- (n)** agree to provide the Company and/or the Receiving Agent with any information which either may request in connection with your application and/or in order to comply with the Venture Capital Trust or other relevant legislation and/or the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as the same may be amended from time to time);
- (o)** warrant that, in connection with your application, you have observed the laws of all relevant 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 Company, the Sponsor, the Receiving Agent or Oberon Investments acting in breach of the regulatory or legal requirements of any territory in connection with the Offer or your application;
- (p)** agree that neither Oberon Investments nor the Sponsor will regard you as its customer by virtue of you having made an application for Offer Shares or by virtue of such application being accepted; and

**(q)** declare that a loan has not been made to you or any associate, which would not have been made or not have been made on the same terms, but for you offering to subscribe for, or acquiring Offer Shares and that the Offer Shares are being acquired for bona fide commercial purposes and not as part of a scheme of arrangement the main purpose of which, or one of the main purposes of which, is the avoidance of tax.

**4.** No action has been or will be taken in any jurisdiction by, or on behalf of, the Company which would permit a public offer of Offer Shares in any jurisdiction where action for that purpose is required, other than the United Kingdom, nor has any such action been taken with respect to the possession or distribution of this document other than in the United Kingdom. No person receiving a copy of this document or any supplementary prospectus filed with the FCA or an Application Form in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him nor should he in any event use such Application Form unless, in the relevant territory, such an invitation or offer could lawfully be made to him or such Application Form could lawfully be used without contravention of any registration or other legal requirements. It is the responsibility of any person outside the United Kingdom wishing to make an application for Offer Shares to satisfy himself as to full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes required to be paid in such territory.

**5.** The basis of allocation will be determined by the Company (after consultation with the Sponsor) in its absolute discretion. It is intended that applications will be accepted in the order in which they are received. Shares may be allotted notwithstanding that the Offer is not subscribed in full and the right is reserved, notwithstanding the basis so determined, to reject in whole or in part and/or scale down any application, in particular multiple and suspected multiple applications, which may otherwise be accepted and to allot Offer Shares notwithstanding that the Offer is not fully subscribed. Application monies not accepted or if the Offer is withdrawn will be returned to the applicant in full by means of a cheque, posted at the applicant's risk. The right is also reserved to treat as valid any application not complying fully with these terms and conditions of application or not in all respects complying with the application procedures contained in the Application Form. In particular, but without limitation, the Company (after consultation with SPARK Advisory Partners Limited) may accept applications made otherwise than by completion of an Application Form where the applicant has agreed in some other manner to apply in accordance with these terms and conditions. The Offer is not underwritten. The Offer will be suspended if at any time any of the Company is prohibited by statute or other regulations from issuing Offer Shares.

**6.** Save where the context requires otherwise, terms defined in the Prospectus and any supplementary prospectus filed with the FCA bear the same meaning when used in these terms and conditions of application and in the Application Form.

**7.** Authorised financial intermediaries who, acting on behalf of their clients where those clients are non-advised Investors (and an enhanced service has been provided in accordance with the extended prohibition on inducements under FCA Rules) or where their client is a 'professional client' under the FCA Rules who has received only restricted advice, return valid Application Forms bearing their stamp and FCA number will normally be paid 3.0% commission on the amount payable in respect of the Offer Shares allocated for each such Application Form. In addition, provided they continue to act for their client and the client continues to hold such Offer Shares, such intermediaries will be paid an annual trail commission of 0.6% of the net asset base value for each such Offer Share. For this purpose, "net asset base value" means the net assets attributable to the Offer Share in question as determined from the audited annual accounts of the Company as at the end of the preceding financial year. It is expected that annual trail commission will be paid five months after the year end of the Company in each year. The administration of annual trail commission will be managed by the Promoter which will maintain a register of intermediaries entitled to trail commission. The Promoter shall be entitled to rely on a notification from a client that he has changed his adviser, in which case, the trail commission will cease to be payable to the original adviser and



will be payable to the new adviser if one is appointed. No payment of trail commission shall be made to the extent that the cumulative trail commission would exceed 3.0% of the amount subscribed for each such Offer Share or in respect of any period commencing after the sixth anniversary of the closing date of the Offer. Financial intermediaries should keep a record of Application Forms submitted bearing their stamp to substantiate any claim for commission. The Receiving Agent will collate the Application Forms bearing the financial intermediaries' stamps and calculate the initial commission payable which will be paid within one month of the allotment.

**8.** Financial intermediaries may agree to waive initial commission in respect of your application. If this is the case, the amount of your application will be increased by an amount equivalent to the amount of commission waived through the mechanism of the Pricing Formula. Oberon Investments Limited reserves the right to waive or reduce its fees in other circumstances or at other times than is stated in this Prospectus.

**9.** Where Application Forms are returned by you or on your behalf by an authorised financial intermediary who has given you a personal recommendation in respect of your application having first categorised you as a retail client under the FCA Rules, the Company will facilitate the payment of any adviser charge agreed between you and your intermediary, as validated by your completion of the relevant box on the Application Form. The amount of the agreed adviser charge will be facilitated by the Company making a payment equal to the adviser charge direct to the intermediary on the Investor's behalf which will be taken into account when applying the Pricing Formula to your subscription, and will reduce, the number of Offer Shares which are issued to you on the basis set out on pages 7 and 8.

**10.** There has been no material disparity in the past year (from the date of this document), nor shall there be under the Offer in the effective cash cost of Offer Shares to members of the public as compared with the effective cash cost of Offer Shares to members of the Company's management (including its administrative and supervisory bodies) or their affiliates.

**11.** Where Application Forms are returned on your behalf by an authorised financial intermediary, the Promoter at its sole discretion will determine the Promoter's Fee applicable to your application for Offer Shares, subject to a maximum of 2.5% of the initial Net Asset Value per Offer Share.

**12.** Non-material amendments to these terms or to the procedure for making applications under the Offer may be made at the discretion of the Directors without giving prior notice to applicants.

### **Lodging of Application Forms and dealing arrangements**

Completed Application Forms with the appropriate remittance must be submitted online, posted or delivered by hand on a Business Day between 9.00am and 5.30pm to the Receiving Agent. The Offer opens on 12 February 2025 and is expected to close on 1 December 2025, or earlier at the discretion of the Directors. If you post your Application Form, you are recommended to use first class post and to allow at least two Business Days for delivery. It is expected that dealings in the Offer Shares will commence three Business Days following allotment and that share certificates will be dispatched within ten business days of allotment of the Offer Shares. Allotments will be announced on an appropriate Regulatory Information Service. Temporary documents of title will not be issued. Dealings prior to receipt of share certificates 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. To the extent that any application is not accepted any excess payment will be returned without interest by returning the applicant's cheque or banker's draft or by sending a crossed cheque in favour of the applicant through the post, at the risk of the person entitled thereto.

# CORPORATE INFORMATION

Company	
<b>Name</b> Oberon AIM VCT plc	<b>Registered Office</b> 2nd Floor, 6 Duke Street St. James's London SW1Y 6BN
<b>Directors</b> Geoffrey Gamble (Chairman) John Beaumont Christopher Andrew	<b>Company Registration Number</b> 06054576
Service Providers to the Company	
<b>Investment Manager, Promoter and Receiving Agent</b>	<p>Oberon Investments Limited 2nd Floor, 6 Duke Street St. James's London SW1Y 6BN</p> <p>Telephone: 020 3179 5300 Website: <a href="http://www.oberoninvestments.com">www.oberoninvestments.com</a></p>
<b>Company Secretary</b>	<p>John Beaumont 2nd Floor, 6 Duke Street St. James's London SW1Y 6BN</p>
<b>Auditors</b>	<p>Royce Peeling Green Limited Chartered Accountants and Registered Auditors The Copper Room Deva City Office Park Trinity Way Manchester M3 7BG</p>
<b>Sponsor</b>	<p>SPARK Advisory Partners Limited 5 St. John's Lane London EC1M 4BH</p>
<b>Solicitors</b>	<p>RW Blears LLP 6 Kinghorn Street London EC1A 7HT</p>





