



D Share Linked Offer Securities Note

(including application form)



Managed by
Beringea LLP

Sponsored by
Howard Kennedy

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document, you should consult your bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 ("FSMA") who specialises in advising on investment in shares and other securities without delay.

This document constitutes a securities note (the "Securities Note"). Additional information relating to the Companies is contained in a registration document (the "Registration Document"). A brief summary conveying the essential characteristics of, and risks associated with, the Companies and the D ordinary shares of 1p each in the capital of the Companies (the "New D Shares"), which are being offered for subscription (the "Offer"), is contained in a summary note (the "Summary"). The Securities Note, the Registration Document and the Summary together constitute a prospectus (the "Prospectus") dated 19 November 2009. The Prospectus has been prepared in accordance with the Prospectus Rules made under section 74 of FSMA and approved by the FSA in accordance with section 84 of FSMA.

Persons receiving this document should note that, in connection with the Offer, Howard Kennedy is acting for the Companies and no-one else and, subject to the responsibilities and liabilities imposed by FSMA, will not be responsible to any other person for providing the protections afforded to customers of Howard Kennedy nor for providing advice in connection with the Offer. Howard Kennedy is acting as sponsor of the Companies in connection with the Offer, and is authorised and regulated in the United Kingdom by the FSA.

Application will be made to the UK Listing Authority for the New D Shares to be admitted to the Official List. Application will also be made to the London Stock Exchange for the New D Shares to be admitted to trading on its main market for listed securities. It is expected that Admission will become effective, and that dealings in the New D Shares will commence, within 10 Business Days of the issue of such Shares.

Your attention is drawn to the risk factors set out on pages 3 and 4 of this document and to the terms and conditions of application set out on pages 36 to 39 of this document.

The Companies and their Directors, whose names appear on page 19 of this document, accept responsibility for the information contained in the Prospectus. To the best of the knowledge of the Companies and the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

**Linked Offer for Subscription
of up to, in aggregate, 20,000,000 D Shares of 1p each
in the Companies at an offer price of 100p each*, payable
in full in cash on application**

ProVen VCT plc
(Registered Number 3911323)

ProVen Growth and Income VCT plc
(Registered Number 4125326)

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

* See footnote on page 5

The procedure for, and the terms and conditions of, application under this Offer are set out at the end of this document together with an Application Form.

Completed Application Forms must be posted or delivered by hand to the Receiving Agent, Beringea LLP, 39 Earlham Street, London WC2H 9LT. The Offer opens at 8.00 am on 20 November 2009 and will close not later than 5.00 pm on 5 April 2010 in respect of the 2009/2010 Offer and not later than 5.00 pm on 31 May 2010 in respect of the 2010/2011 Offer, or as soon as the Offer is fully subscribed. The Directors in their absolute discretion may decide to increase the size of the Offer, close the Offer earlier or extend the closing date of the 2010/2011 Offer.

This document should be read in conjunction with the Registration Document and the Summary, copies of which are available from the locations listed on page 35 of this document.

No person receiving a copy of this document or an Application Form in any territory other than the UK may treat the same as constituting an offer or invitation to him to subscribe for or purchase New D Shares unless, in such territory, such offer or invitation could lawfully be made.

Contents

	Page No.
Risk Factors	3
Offer Statistics	5
Expected Timetable	5
Key Features	6
Chairman's Letter	10
Part 1 - Reasons for the Offer and Benefits to Investors	11
Part 2 - Investment Policy	14
Part 3 - The Manager and the Boards	17
Part 4 - Management, Administration and Co-Investment	20
Part 5 - Information relating to the Offer	22
Part 6 - Tax Position of Investors	25
Part 7 - Tax Position of the Companies	27
Part 8 - Other Information relating to the Companies	29
Part 9 - Terms and Conditions of Application	36
Definitions	40
Corporate Information	43
Application Procedure	44
Application Form	47

Risk Factors

Prospective Investors should be aware that the value of New D Shares can fluctuate and that they may not get back the amount they invest. In addition, there is no certainty that the market price of New D Shares will fully reflect the underlying net asset value, that Investors will be able to realise their shareholding or that any dividends will be paid. Investment in the Companies should be viewed as a longer-term investment. Investors who are in any doubt should consult their independent financial adviser.

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

The following risk factors relate principally to the New D Shares:

- It is possible for Investors to lose their tax reliefs by taking or not taking certain steps. For example, if an Investor disposes of his New D Shares within five years of acquisition, some or all of the income tax relief obtained on subscription will be clawed back. Investors are advised to take their own independent financial advice on the tax aspects of their investment.
- Although it is anticipated that the New D Shares will be admitted to the Official List and to trading on the London Stock Exchange's main market for listed securities, there is likely to be a very limited secondary market for their shares. This is primarily because the initial tax relief is only available when subscribing for newly issued shares and not when purchasing shares in the secondary market. Investors may, therefore, find it difficult to realise their investment. In addition, the market value of the New D Shares may not fully reflect the underlying net asset value of such shares as VCTs usually trade at a discount to net asset value. There is likely to be a substantial difference between the bid price and the offer price of the New D Shares.
- The Companies are seeking to raise up to £20 million, in aggregate, through the Offer. To the extent that a relatively small level of funds is raised the Companies may not be able to create a diversified New D Share portfolio. However, in a smaller portfolio, no single investment would represent more than 15 per cent. by value of that portfolio.
- 25% of the New D Shares must be in public hands at any time, unless the UK Listing Authority permits otherwise. In the event that less than 25% of the New D Shares are held in public hands at any time, the Companies must notify the UK Listing Authority, which may cancel the listing of the New D Shares.
- The Offer Price may change between the date on which an Application Form is posted and the date on which New D Shares in respect of that Application Form are allotted.

The attention of prospective Investors is also drawn to the following risk factors, which relate principally to the Companies and their industry:

- The past performance of the Manager or of the Companies is no indication of their future performance.
- There can be no guarantees that the Companies will meet their objectives or that suitable investment opportunities will be identified.
- Investments made by the Companies are likely to be in companies whose shares are not readily marketable and therefore may be difficult to realise. There may also be constraints imposed on the realisation of investments in order to maintain the VCT tax status of the Companies.
- Investments will be made in unquoted companies with gross assets of not more than £7 million prior to investment. Such companies can offer good investment returns but carry a higher degree of risk than that associated with a portfolio of quoted companies. In particular, smaller

companies may have limited product lines, markets or financial resources and may be more dependent on the management or key individuals than larger companies. In addition, markets for smaller companies are often less liquid and the valuation and sale of investments in such companies can be more uncertain.

- The valuations of some of the unquoted companies in the Companies' portfolios are derived by applying a market-based multiple to the maintainable earnings of the relevant company, adjusted for points of difference between the comparator and the company being valued. The market-based multiple is based on the multiples of comparable companies listed on public stock markets, which may be subject to material fluctuations, particularly in the current economic climate. Investors should be aware that the selection of the appropriate adjusted multiple by the Board is a matter of judgment and that it may change from time to time in order to fairly reflect the latest available information.
- Although the Companies may agree conventional venture capital rights in connection with some of their investments, as minority investors they may not be in a position fully to protect their interests.
- Whilst it is the intention of the Directors that each of the Companies will be managed so as to qualify as a VCT, there can be no guarantee that it will qualify or that such status will be maintained. A failure to meet the qualifying requirements could result in a Company losing the tax relief previously obtained, resulting in adverse tax consequences for Investors, including a requirement to repay the 30 per cent. income tax relief obtained.
- Levels and bases of, and relief from, taxation are subject to change. Such changes could be retrospective and could materially affect the Companies' operations. Those shown in this document are based upon current legislation, practice and interpretation and may vary depending upon the individual circumstances of Shareholders.

Offer Statistics¹

Initial Offer Price per New D Share	100p
Initial issue costs per New D Share	5.5p
Initial net assets per New D Share	94.5p
Maximum aggregate number of New D Shares to be issued	20,000,000
Maximum amount to be raised for each Company	£10,000,000
Maximum net proceeds for each Company, after issue costs	£9,450,000
Maximum expenses of the Offer for each Company	£550,000

Expected Timetable

Offer opens	8.00 am on 20 November 2009	
Early application period closes	5.00 pm on 29 January 2010	
Offer closes	5.00 pm on 5 April 2010 in respect of 2009/2010 Offer	5.00 pm on 31 May 2010 in respect of 2010/2011 Offer
Allotment	5 April 2010 and prior dates in respect of 2009/2010 Offer	31 May 2010 and prior dates after 5 April 2010 in respect of 2010/2011 Offer
Share certificates and tax certificates dispatched	within 15 Business Days of allotment	
Listing of New D Shares and dealings to commence	within 10 Business Days of allotment	

The Directors reserve the right to extend the closing date of the 2010/2011 Offer or increase the size of the Offer at their absolute discretion. The Offer will close earlier than the date stated above if it is fully subscribed by an earlier date, or otherwise at the Directors' discretion.

¹ If a net asset value per issued D Share is announced during the period of the Offer which varies by more than 5% from the initial NAV per Existing D Share, after issue costs, of 94.5p, the Offer Price per New D Share will change to the amount which equates to the higher of (i) that new net asset value per issued D Share divided by 0.945 rounded up to the nearest tenth of a pence per share and (ii) 90% of the middle market price of the Existing D Shares at the date of this document. In this event the issue costs per New D Share will be 5.5% of the new Offer Price and the initial net assets per New D Share will be 94.5% of the new Offer Price. The maximum amount to be raised for each Company will be £10,000,000. There will be no further allotments of New D Shares if the Offer Price exceeds £1.20.

Key Features

These Key Features have been derived from the full text of this document. Any decision to invest in the Company should be based on consideration of the Prospectus as a whole, including the risk factors on pages 3 and 4 of this document, and potential Investors should not just rely on these Key Features.

Overview

The Linked Offer provides Investors with the opportunity to invest in a portfolio of smaller, privately owned UK companies with the potential for rapid growth, an exciting sector of the economy which is normally difficult for private investors to access. The Offer's key attributes of access to investment in potentially high growth private companies, the triple tax advantages available to investors in VCTs and the award winning fund management team from Beringea make this an attractive investment opportunity.

Track Record

The track records of all the share classes of each Company from their admission to the Official List and to trading on the London Stock Exchange's market for listed securities to 31 August 2009 (the latest date for which results have been announced) are outlined in the table below, though Investors are reminded that past performance is not a guide to future performance:

	First listed	Net asset value per share	Total Dividends per share	Total Return per share	Performance relative to other VCT issues in the same tax year ¹
ProVen VCT Ordinary Shares	April 2000	53.1p	93.45p	146.55p	2/14
PGI VCT Ordinary Shares	May 2001	43.6p	146.9p	190.5p	1/17
ProVen VCT C Shares	March 2007	72.3p	4.75p	77.05p	21/27
PGI VCT C Shares	January 2006	70.7p	9.6p	80.3p	20/46
ProVen VCT Existing D Shares	March 2009	93.4p	Nil	93.4p	Not available
PGI VCT Existing D Shares	March 2009	93.4p	Nil	93.4p	Not available

Sources:

1. Tax Efficient Review - VCT Performance Page as at 4 November 2009, based on annual rate of return since launch.

The PGI VCT C Shares converted into PGI VCT Ordinary Shares on 26 October 2009, following which there was a share consolidation. The returns for the PGI VCT Ordinary Shares and the PGI VCT C Shares are shown as at 31 August 2009, prior to the conversion and consolidation.

In addition to being the best performing VCT share issues of its launch year, the PGI VCT initial Ordinary Share issue is the second best performing of more than 100 initial VCT share issues with a track record of over 2 years (Source: Tax Efficient Review - VCT Performance Page as at 4 November 2009, based on annual rate of return since launch).

The Offer

The Offer aims to raise up to £20 million through the issue of up to 10 million New D Shares in each of ProVen VCT and PGI VCT. Each Investor's subscription will be divided equally between the two Companies. The funds raised will be added to the £5.5 million raised for each Company under the First D Share Linked Offer. The offer price of the New D Shares will be set so that the holders of the Existing D Shares will suffer no dilution of the net asset value attributable to their Existing D Shares. The funds raised through the issue of the New D Shares will be kept separate from funds raised by the Companies through previous offers of Ordinary Shares and C Shares and the holders of Ordinary Shares and C Shares will suffer no dilution of the net asset value attributable to their respective Shares.

It is expected that the Companies will be able to invest the funds raised under the Offer alongside each other and the Ordinary Share fund of each Company and the C Share fund of ProVen VCT. This will enable the funds raised under the Offer to be invested in larger and more mature businesses than they might otherwise be able to access, thereby reducing the risk of the Fund's portfolio. Further details of the co-investment agreement between the Companies are given on pages 20 and 21.

The Triple Tax Advantages of Investment in a VCT

- Income tax relief of 30% of the amount invested (provided that the shares are held for at least five years)
- Tax free dividends
- The sale of VCT shares is not subject to capital gains tax.

These tax benefits are available on total VCT investments of up to £200,000 per person in each tax year. The tax relief cannot exceed the amount which reduces the Investor's income tax liability to nil.

The initial 30% tax relief provides Investors with an initial uplift (after issue costs) of 35% before the Fund makes its first investment (see page 11 for further details). The initial uplift cannot be realised immediately, however, as the initial income tax relief will be forfeited if the New D Shares are sold within 5 years.

Award Winning Fund Manager

The Fund will be managed by Beringea, winner of the 2008 VCT Fund Manager of the Year Award (Growth Company Awards). Beringea has specialised in managing investments in unquoted companies for over 20 years and has managed both ProVen VCT and PGI VCT since they were launched, in 2000 and 2001 respectively. Beringea also manages venture capital funds on behalf of institutional investors. Total venture capital funds under management by the Beringea Group are approximately £143 million.

Beringea has won several awards for its management of VCTs:

- VCT Fund Manager of the Year 2008 - Growth Company Awards
- Specialist Investment Vehicle of the Year 2008 (for PGI VCT) - Quoted Company Awards
- VCT of the Year (for PGI VCT) 2003 - Investor All-Stars Awards

Risk Management

With many years experience of managing the risks involved in investing in unquoted companies, Beringea has designed the Fund structure and its investment strategy to reduce risk as much as possible. Key risk management features include:

- Creating a diversified portfolio of potentially high growth companies using approximately 75% of the Fund
- Undertaking intensive investigation of investment opportunities before investing
- Structuring investments with a significant proportion of loan notes where appropriate
- Placing a Beringea director or investment manager on the board of most investee companies
- Retaining approximately 25% of the Fund in cash, fixed-interest securities and money market funds

Maximising Tax Free Cash Returns to Shareholders

Key objectives of the Fund include maximising the cash return to Investors and enabling Investors who wish to realise their investment to be able to do so. In order to achieve these objectives the Directors have adopted the following policies:

Dividend Policy

One of the key attractions of investment in a VCT is the tax-free status of dividends which, combined with the effect of the initial 30% income tax-relief, significantly enhances the effective return to UK higher-rate taxpayers, as illustrated in the following table:

Dividend	Yield on 70p net cost	Effective yield to UK higher-rate taxpayer (40% income tax rate)	Effective yield to UK top-rate taxpayer (50% from 6 April 2010)
5p	7.1%	10.6%	12.4%

The information in the above table is given for the purposes of illustration only and is not intended to be a forecast.

In order to maximise tax-free dividends to Investors, the Manager will focus on investing in companies where an exit within 3-4 years through a trade sale or flotation is reasonably foreseeable. It is intended that profits made on the disposal of investments will be distributed to Shareholders as tax-free dividends, to the extent that this is prudent.

The Manager is incentivised to maximise dividend payments to Shareholders through the performance incentive arrangements, further details of which are set out on page 20.

Share Buyback Policy

The Directors intend to provide all Shareholders who wish to sell their Shares with an opportunity to do so, by operating an active policy of purchasing Shares in the market. Subject to maintaining a level of liquidity in the Fund which the Directors consider appropriate, it is the intention that the Companies will buy back D Shares at a discount of no greater than 5% of the most recently announced net asset value per share (as adjusted for any dividends paid since the announcement).

Lower Running Costs per Share

By raising additional capital for existing VCTs, the fixed costs of operating the Companies will be spread over a larger asset base, thereby reducing the running cost per Share. The total annual running costs will be capped at 3.25% of net assets for ProVen VCT and 3.6% of net assets for PGI VCT.

No Minimum

There is no minimum amount of funds raised for the Offer. This means that Investors can be sure that the Offer will proceed.

Additional Shares for Early Investment

Investors who apply before 5.00 pm on 29 January 2010 will receive additional New D Shares with a value equivalent to a 1% discount to the Offer Price.

Chairman's Letter

Dear Investor

I am delighted to introduce the New D Share Linked Offer from ProVen VCT and PGI VCT to raise up to £20 million, in aggregate. Your subscription monies will be allocated equally between ProVen VCT and PGI VCT so that your holdings of New D Shares will be identical between the two Companies.

As the Chairman of both Companies, I believe that this Offer is an attractive investment opportunity, for the following key reasons:

Access to investment in UK smaller companies

The proceeds of the Offer will be invested in a portfolio of smaller, privately owned UK companies with excellent prospects for rapid growth. This an exciting sector of the economy which is normally difficult for private investors to access and has the potential to deliver higher returns than investing in a portfolio of public companies.

Income tax benefits unmatched by any other investment product

Investors in the Offer will be entitled to 30% income tax relief on their investment. This means that an investment of £10,000 will have a net cost of only £7,000, providing an initial investment uplift of 35% after issue costs, although the income tax relief will be forfeited if you sell the New D Shares within 5 years. In addition, all dividends paid by the Companies will be free of income tax.

Award winning fund manager

The Fund will be managed by Beringea, winner of the VCT Fund Manager of the Year Award 2008 at the Growth Company Awards. Beringea has specialised in managing investments in unquoted companies for over 20 years and has managed ProVen VCT and PGI VCT since they were launched in 2000 and 2001 respectively.

The Ordinary Shares of PGI VCT and ProVen VCT are the first and second respectively in the VCT share performance tables of their respective launch years, as measured by annual rate of return since launch. Additionally, by the same measure, PGI VCT's initial Ordinary Share issue is now the second best performing of more than 100 initial VCT share issues with a track record of over 2 years. (Source: Tax Efficient Review - VCT Performance Page as at 4 November 2009).


Maximising tax free cash returns to Shareholders

In order to maximise the tax-free return to Investors, the Manager will focus on investing in companies where an exit within 3-4 years through a trade sale or flotation is reasonably foreseeable. It is intended that profits made on the disposal of investments will be distributed to Shareholders, to the extent that this is prudent.

The Board intends to continue to operate an active share buy-back policy to try to ensure that those Shareholders who wish to sell their shares are able to do so.

I hope that you will give the Offer serious consideration and look forward to welcoming you as a holder of New D Shares.

Yours sincerely



Andrew Davison

Chairman

ProVen VCT plc and

ProVen Growth and Income VCT plc

19 November 2009

Part 1

Reasons for the Offer and Benefits to Investors

Reasons for the Offer

VCTs were introduced by the UK Government in 1995 to enable individual investors to invest in portfolios of UK smaller companies. To encourage them to do this, the Government offered investors a series of very attractive tax benefits. As a result of this combination of investment opportunity and tax benefits, the total amount invested in VCTs between 1995 and 2009 was over £3 billion.

The Offer gives Investors the opportunity to invest in a new linked issue of New D Shares by both ProVen VCT and PGI VCT. These are established and successful VCTs, which were originally launched in 2000 and 2001 respectively. The Offer is intended to raise up to £20 million, in total, through the issue of up to 10 million New D Shares in each of ProVen VCT and PGI VCT.

The money raised from the Offer will be divided equally between the Companies and added to the funds raised from the First D Share Linked Offer. Increasing the size of the D Share Fund will ensure that the holders of D Shares are able to take full advantage of attractive investment opportunities identified by the Manager and will enable them to benefit from a more widely diversified investment portfolio. The Fund will be kept separate from the funds relating to the Ordinary Share and C Share raised previously by each of the Companies.

ProVen VCT currently has investments in 26 companies, of which 24 are VCT Qualifying Investments, with a cost of approximately £19.5 million and a current valuation of approximately £12.6 million. PGI VCT currently has investments in 27 companies, of which 25 are VCT Qualifying Investments, with a cost of approximately £18.7 million and a current valuation of approximately £13.6 million.

The Triple Tax Advantages of Investment in a VCT

The tax benefits available to Investors in the Offer are:

- Up-front income tax relief of 30% of the amount invested (if the shares are held for less than five years this will be forfeited). This means that each £1 investment has a net cost of only 70p;
- Dividends paid out will be free of income tax;
- The sale of VCT shares is not subject to capital gains tax.

These tax benefits are available on total VCT investments of up to £200,000 per person in each tax year. The tax relief cannot exceed the amount which reduces the Investor's income tax liability to nil.

The table below shows the effect of the initial tax relief, based on an investment of £10,000:

Initial investment	£10,000
<i>Less: initial tax relief</i>	<i>(£3,000)</i>
Net cost after tax relief	£7,000

The initial income tax relief provides Investors with an effective initial return after issue costs of 35%, as shown in the table below, which is again based on an investment of £10,000:

Initial investment	£10,000
Less: issue costs	(£550)
Initial value after issue costs	£9,450
Net cost after tax relief	£7,000
Initial value "uplift"	£2,450
Initial return	35%

The initial return cannot be realised immediately, however, as the initial income tax relief will be forfeited if the D Shares are sold within 5 years.

Maximising tax free cash returns to Shareholders

Key objectives of the Fund include maximising the cash return to investors and enabling Shareholders who wish to realise their investment to be able to do so. In order to achieve these objectives the Directors have adopted the following policies.

Dividend Policy

One of the key attractions of investment in a VCT is the tax free status of dividends which, combined with the effect of the initial 30% income tax-relief, significantly enhances the effective return to UK higher-rate taxpayers, as shown in the following table:

Dividend	Yield on 70p net cost	Effective yield to UK higher-rate taxpayer (40% income tax rate)	Effective yield to UK top-rate taxpayer (50% from 6 April 2010)
5p	7.1%	10.6%	12.4%

The information in the above table is given for the purposes of illustration only and is not intended to be a forecast.

In order to maximise the tax-free return to Investors, the Manager will focus on investing in companies where an exit within 3-4 years through a trade sale or flotation is reasonably foreseeable. It is intended that profits made on the disposal of investments will be distributed to Shareholders, to the extent that this is prudent.

The Manager is incentivised to maximise dividend payments to Shareholders through the performance incentive arrangements, details of which are set out on page 20, as it is entitled to receive a performance related fee if annual dividends paid to Shareholders exceed certain specified thresholds.

The dividend record of the Companies to 31 August 2009 is shown in the following table, although this is no indication of the future dividend payments in relation to the Companies.

Share Class	First Listed	Total dividends	Average annual dividend since first listing
ProVen VCT Ordinary Shares	April 2000	93.45p	9.8p
PGI VCT Ordinary Shares	May 2001	146.9p	17.3p
ProVen VCT C Shares	March 2007	4.75p	1.9p
PGI VCT C Shares	January 2006	9.6p	2.5p
ProVen VCT Existing D Shares	March 2009	Nil	Nil
PGI VCT Existing D Shares	March 2009	Nil	Nil

Share Buyback Policy

The Directors intend to provide all Shareholders who wish to sell their Shares with an opportunity to do so, by operating an active policy of purchasing Shares in the market. Subject to maintaining a level of liquidity in the Fund which the Directors consider appropriate, it is the intention that the Companies will buy back D Shares at a discount of no greater than 5% of the most recently announced net asset value per share (as adjusted for any dividends paid since the announcement).

Part 2

Investment Policy

Investment Objectives

The Companies' principal investment objectives are:

- to achieve a total return significantly greater than that available from direct investment in quoted businesses by investing in a portfolio of carefully selected smaller companies with excellent growth prospects;
- to minimise the risk of each investment and the portfolio as a whole; and
- to obtain and maintain VCT status in order to secure the substantial tax benefits available for investment in a VCT.

Asset Allocation

In order to achieve these objectives, the Companies will progressively invest the D Share Fund in a broadly diversified portfolio of VCT Qualifying Investments, being smaller, privately owned UK companies which have the potential for rapid growth. The typical initial investment size will be £0.5 million to £2 million. It is expected that in the three years following the launch of the Offer the proceeds of the Offer will have been invested in at least 10 unquoted companies and no single investment will represent more than 15% of the aggregate net asset value of the Fund.

By 29 February 2012, it is intended that 75% of the net proceeds of the First D Share Linked Offer will have been invested in this way and that by 28 February 2013 75% of the net proceeds of the Offer will have been invested in this way. Funds awaiting investment and, ultimately, the 25% of the Fund which is not invested in Qualifying Investments will be invested by the Manager in cash, liquidity funds and fixed interest securities of A rating or better with the intention of generating the maximum yield consistent with minimising the risk to Investors' capital.

Investment Strategy

The key selection criteria for VCT Qualifying Investments will normally be as follows:

- a strong, balanced and well motivated management team with a proven track record of achievement;
- a defensible market position;
- good growth potential;
- an attractive entry price for the Fund;
- the ability to structure the investment with a proportion of secured loan notes in order to reduce risk; and
- a clearly identified route for a profitable realisation within a 3-4 year period.

The Fund will invest in companies at various stages of development, including those requiring capital for expansion and in management buy-outs, but not in start-ups. Investments will be spread across a range of different sectors.

Borrowings

It is not the Companies' intention to have any borrowings. The Companies do, however, have the ability to borrow a maximum amount up to the "Adjusted Capital and Reserves" amount (as such term is defined in their respective Articles of Association), which is effectively the aggregate of the nominal capital of the relevant Company issued and paid up and the amount standing to the credit

of the consolidated reserves of the Companies, less specified adjustments, exclusions and deductions. There are no plans to utilise this ability at the current time.

Investment Process

All investment opportunities will be subject to a thorough due diligence investigation prior to making an investment. This comprises a review of the company's management, the market in which the company operates, its competitive position within the market and the opportunities and risks facing the business. The due diligence process usually involves detailed market research, including interviews with customers and suppliers, as well as building and reviewing financial models. Beringea may also appoint specialist professional advisers, such as accountants and market research consultants, to assist it with its investigation.

If there is a satisfactory outcome to this due diligence process, a formal proposal will be submitted to Beringea's investment committee for consideration. The investment committee has full discretion to make investment decisions on behalf of the Companies.

Post Investment Management

The Manager pursues an active approach to the post-investment management of the Companies' portfolios. This enables it both to add value to the Companies' investments and to identify problems at an early stage so that appropriate action can be taken swiftly. The key steps it takes to achieve this will normally include the following:

- appointing one of the Manager's investment team to the board of investee companies;
- adding value to investments through attendance at monthly board meetings, helping to develop strategy, sharing experience from a wide variety of different unquoted companies, making introductions to other portfolio companies in order to create business opportunities and advice in a variety of different areas;
- ensuring good corporate governance;
- reviewing monthly management accounts in order to identify potential issues or opportunities;
- having the right to approve key strategic decisions, including the adoption of budgets, major investments and recruitment of senior personnel;
- having the right, in certain circumstances, to replace under-performing managers; and
- insisting on the appointment of an appropriate chairman who can bring additional skills and experience to the board.

As the investments mature, Beringea is proactive about identifying opportunities for profitable realisations of investments in order to realise capital gains and make tax-free distributions to Shareholders.

Risk Management

With many years experience of managing the risks involved in investing in unquoted companies, Beringea has designed the Fund structure and its investment strategy to reduce risk as much as possible. Key risk management features include:

Fund Structure

- *Broad portfolio of companies* - The Fund will invest in a broad portfolio of different companies, thereby reducing the potential impact of poor performance by any individual investment.

- *Significant proportion of investments in cash, liquidity funds and fixed-interest securities of A rating or better* - Over the three years following the launch of the Offer a significant proportion of the proceeds of the Offer will be invested by the Manager in this way, with the intention of generating maximum yield consistent with minimising the risk to Investors' capital. After the initial three year period the objective is to keep approximately 25% of the proceeds of the Offer in such investments, thereby reducing the overall risk profile of the Fund.

Individual investments

- *Stage of investment* - The Fund will only invest in well-established companies, normally either to provide capital for expansion or to finance a management buy-out or buy-in, but not in start-ups.
- *Rigorous investment process* - Beringea has established rigorous procedures for reviewing and approving potential investments, as described above, aimed at ensuring a high standard of investment decision-making.
- *Investment into loan notes and preference shares* - Investments made by the Fund will be structured, where appropriate, with a substantial proportion of the funding in the form of loan notes or preference shares, which must be repaid in priority to ordinary shares on a sale of the investee company. Consequently, the risk of the Fund's investments is significantly reduced. Some or all of the loan notes and preference shares may be repaid during the life of the investment, thereby reducing the Fund's exposure without affecting the percentage of the equity it holds.
- *Close monitoring of investments/Position on the board of the company* - Beringea will closely monitor the performance of all the Fund's investments in order to identify any problems and to enable it to take swift corrective action, including in certain circumstances the replacement of under-performing managers.
- *Control over key decisions by investee companies* - Beringea will negotiate detailed legal agreements with each investee company giving it significant influence over the development of the business. Generally, one of Beringea's investment managers will be appointed to the board of each investee company.
- *Co-investment* - The ability of the Companies to invest the funds raised under the Offer alongside each other, the Ordinary Share fund of each Company, the C Share fund of ProVen VCT and, for healthcare investments, ProVen Health VCT plc, will enable the funds raised under the Offer to be invested in larger and more mature businesses than they might otherwise be able to access, thereby reducing the risk of the Fund's portfolio.

VCT Status and Maximum Exposures

In order to retain venture capital trust status, the Companies must be approved by HM Revenue & Customs. The conditions which must be satisfied to retain such status are set out in full in Part 7 and they include the following restrictions on the maximum exposure of each Company:

- (i) not more than 15% by value of each Company's investments can be held in a single company or group (other than a VCT); and
- (ii) each of the Companies is limited to investing up to £1 million per Income Tax Year per Qualifying Investment.

The Finance Bill 2010 is expected to introduce a requirement that at least 70% of the Qualifying Investments made using funds raised after 5 April 2010 must be in "equity". Legislation defining "equity" is expected to be included in the Finance Bill 2010.. This requirement will therefore apply to funds raised under the 2010/2011 Offer. It is intended that funds raised under the 2010/2011 Offer will not be used to make Qualifying Investments but will be used to make non-qualifying investments or used to pay expenses. This will not affect the ability of Investors in the 2010/2011 Offer to benefit from the VCT tax reliefs.

The Directors do not intend to vary the Companies' investment policy, which will be adhered to for at least three years following listing. However, should a change in the investment policy (including the conditions above) be deemed appropriate this will be done with Shareholders' approval and in accordance with the Listing Rules.

Part 3

The Manager and the Boards

Award Winning Fund Manager

The Fund will be managed by Beringea, winner of the 2008 VCT Fund Manager of the Year Award at the Growth Company Awards. Beringea has specialised in managing investments in unquoted companies for over 20 years and has managed both ProVen VCT and PGI VCT since they were launched. Beringea also manages venture capital funds on behalf of institutional investors. Total venture capital funds under management by the Beringea Group are approximately £143 million.

Beringea has won several awards for its management of VCTs:

- VCT Fund Manager of the Year 2008 - Growth Company Awards
- Specialist Investment Vehicle of the Year 2008 (for PGI VCT) - Quoted Company Awards
- VCT of the Year 2003 (for PGI VCT) - Investor All-Stars Awards

Track Record

The track records of all the share classes of each Company to 31 August 2009 (the latest date for which results have been announced) are outlined in the table below, though Investors are reminded that past performance is not a guide to future performance:

	First listed	Net asset value per share	Total Dividends per share	Total Return per share	Performance relative to other VCT issues in the same tax year ¹
ProVen VCT Ordinary Shares	April 2000	53.1p	93.45p	146.55p	2/14
PGI VCT Ordinary Shares	May 2001	43.6p	146.9p	190.5p	1/17
ProVen VCT C Shares	March 2007	72.3p	4.75p	77.05p	21/27
PGI VCT C Shares	January 2006	70.7p	9.6p	80.3p	20/46
ProVen VCT Existing D Shares	March 2009	93.4p	Nil	93.4p	Not available
PGI VCT Existing D Shares	March 2009	93.4p	Nil	93.4p	Not available

Sources:

1. Tax Efficient Review - VCT Performance Page as at 4 November 2009, based on annual rate of return since launch.

The PGI VCT C Shares converted into PGI VCT Ordinary Shares on 26 October 2009, following which there was a share consolidation. The returns for the PGI VCT Ordinary Shares and the PGI VCT C Shares are shown as at 31 August 2009, prior to the conversion and consolidation.

In addition to being the best performing VCT share issues of its launch year, the PGI VCT initial Ordinary Share issue is the second best performing of more than 100 initial VCT share issues with a track record of over 2 years (Source: Tax Efficient Review – VCT Performance Page as at 4 November 2009, based on annual rate of return since launch).

The Management Team

The investment management team comprises the following five executives, who have more than 60 years combined experience of making venture capital investments. They are:

Trevor Hope (aged 39)

Trevor is Chief Investment Officer for Beringea. He has over twelve years experience of investing in unquoted companies, during which he has made over 45 investments. Trevor started his career in unquoted investing with 3i plc, for whom he worked in the UK and USA. His experience of financing small companies also includes eight years working in corporate banking for Barclays and The Royal Bank of Scotland. Trevor has an MBA and is an ACIB.

Jamie Kennell (aged 41)

Jamie has been directly involved in private equity investing for over ten years. Before joining Beringea he worked for 3i plc and Unilever Ventures, prior to which he worked in corporate finance with KPMG and in investment banking with NatWest Markets. Jamie has a BA and an MBA.

Karen McCormick (aged 33)

Karen joined the Manager as an Investment Director in 2007. She previously worked as a consultant with The Boston Consulting Group and Kurt Salmon Associates, where her project work focused on developing growth strategies and hands-on implementation. Karen has an MBA from INSEAD and a BSBA from Boston University.

Malcolm Moss (aged 50)

Malcolm is a Senior Managing Director and founder of Beringea LLC. Over the last 20 years he has been responsible for the growth, development and management of the private equity business of Beringea in both the UK and the USA. In addition to sitting on the boards of ProVen VCT and PGI VCT he sits on the investment committees of Beringea's three other venture capital funds (InvestCare Partners, The Global Rights Fund II and Invest Michigan Growth Capital Fund). Malcolm has a BA and an MBA.

Stuart Veale (aged 50)

Stuart, Beringea's Managing Partner, has 21 years of private equity investment experience. Prior to joining Beringea, Stuart was a senior director with LDC (the private equity arm of Lloyds TSB) and head of their Thames Valley office. He started his career in venture capital with 3i. Stuart has an MA (Hons) from Oxford University and an MBA from the London Business School.

The Boards

The Board of each of the Companies comprises non-executive directors, all of whom (except Malcolm Moss) are independent of the Manager. Each Board is responsible for the relevant Company's affairs, including determining its investment policy. Investment proposals will be originated by the Manager and formally approved by the Boards.

Directors of both Companies:

Andrew Davison FCA (aged 66), Chairman

Andrew has over 30 years experience of the financial services industry, much of it involved with private equity. He joined County Bank Limited in 1972 and by 1984 had become managing director of NatWest Ventures, which specialised in private equity investments. Andrew is a former council member of the BVCA. He is currently the Chairman of City of London Investment Management Group plc and Pennine AIM VCT 5 and a director of other unquoted companies.

Nicholas Lewis MA MSc (aged 54)

Nicholas is a director of Downing Corporate Finance Limited, which he founded in 1986. Downing specialises in promoting and administering tax based investments, having raised over £600 million to date. He is currently a director of a number of other VCTs. He was formerly with NatWest Ventures Limited and before that with Apax Partners and Co. Limited.

Malcolm Moss (see above)

Director of ProVen VCT

Barry Dean FCA (aged 60)

Barry has over 25 years experience in the private equity industry including 14 years as Managing Director of Dresdner Kleinwort Benson Private Equity Limited. He is currently a director of Henderson Private Equity Investment Trust plc (a quoted investment trust investing in private equity) and Elderstreet VCT plc. He is also an Advisory Committee Member for Parallel Private Equity LLP, a member of the Investment Committee of Beamreach Capital LLP and acts as an advisor to an Italian private equity fund management business.

Directors of PGI VCT

James Stewart MA MBA (aged 60)

James was formerly managing director of Creditanstalt Investment Bank AG's subsidiary in London, where he had previously established Creditanstalt Bankverein's development capital activity. He has been a non-executive director of a number of quoted and unquoted companies and is on the board of Guinness Flight Venture Capital Trust plc. He now works as an independent venture capitalist.

Marc Vlessing BA MSc (aged 47)

Marc started his career as a corporate financier with County NatWest. In 1991, he set up Media Finance, a management consultancy business specialising in the media sector. In 1997 he became Chief Executive of Crescent Entertainment, which ran a group of London theatres and cinemas; subsequently he became Chief Executive of First Call International, the UK's largest independent ticketing business. He is currently Chairman of Eclipse VCT 2 plc and a principal in Pocket, a developer which helps people on low to moderate incomes own their first home.

The Directors and the directors and employees of the Beringea Group have committed to invest a total of £10,000 under the Offer, on the same terms as Investors. The total amount invested in ProVen VCT and PGI VCT to date by the Directors and the directors and employees of the Beringea Group (including the amount to be invested in the Offer) is approximately £320,000.

Part 4

Management, Administration and Co-Investment

Beringea, which has been the manager of the Companies since they were launched, will be the Manager of the Fund. Further details of the investment management agreements (as amended) between Beringea and each Company are set out in Part 10 of the Registration Document.

Under each agreement the Manager will receive, in relation to the D Shares:

- (a) an annual management fee equal to 2% of net asset value, payable quarterly in arrears; and
- (b) a performance incentive fee, which is outlined in more detail below.

The annual running costs of the Companies, being the Directors' fees, professional fees and the costs incurred by each Company in the ordinary course of business (including irrecoverable VAT but excluding any performance fees payable to the Manager and trail commissions) are capped at 3.25% of net assets for ProVen VCT and 3.6% of net assets for PGI VCT.

By raising additional capital for existing VCTs, the fixed costs of operating the Companies will be spread over a larger asset base, thereby reducing the annual running cost per Share. In the financial year ending 28 February 2009, being the last financial year of the Companies prior to the Offer, the annual running cost was 2.2p per share for ProVen VCT and 2.6p per share for PGI VCT. Assuming full subscription under the Offer, this is expected to be 2.2p and 2.5p per share respectively in the financial year commencing 1 March 2010.

The Manager may charge arrangement fees, in line with industry practice, to companies in which it invests. It may also receive directors' fees or monitoring fees from investee companies. The Manager and not the Companies will be responsible for all costs incurred on transactions which do not proceed to completion.

Performance Related Incentive Fee

In line with normal VCT practice, the Manager will be entitled to receive a performance related incentive fee in order to align the interests of the Manager as closely as possible with those of the Investors and to encourage and reward exceptional investment performance. The incentive fee structure is designed to encourage significant payments to Investors by means of tax-free dividends, as well as capital growth.

No incentive fee will be paid by the Companies in respect of the Fund until the Companies have paid cumulative dividends to Investors of at least 25p per D Share and the Performance Value per D Share is at least 130p. If this is achieved then the Manager will be entitled to receive the following: (i) 33 per cent of the cumulative dividends paid in relation to financial years starting on or after 1 March 2012 over and above 3 pence per D Share per annum but less than 6 pence per D Share per annum; plus (ii) 20 per cent of the cumulative dividends paid in excess of 6 pence per D Share per annum, less the cumulative amount of any performance fee previously paid in relation to the D Shares for the financial years starting on or after 1 March 2012. The incentive fee will be inclusive of VAT, if applicable. The amount paid to the Manager in any one year pursuant to the performance incentive fee cannot exceed 20 per cent of the dividends paid to shareholders in that year.

Administration and Advisory Arrangements

Downing Management Services Limited provide certain administration services, financial advisory services and services in connection with share repurchases to the Companies, for an annual fee which in the year to 28 February 2009 was £48,000 in relation to ProVen VCT and £40,000 in

relation to PGI VCT. In relation to the financial years of the Companies starting on 1 March 2010, the fees payable by each Company will be increased by an amount equal to 0.1% of the gross funds raised by that Company under the Offer. The fees are subject to VAT and are increased annually in line with the Retail Prices Index. Further details of the administration agreements (and variations thereto) between Downing Management Services Limited and the Companies are set out in Part 10 of the Registration Document.

Co-investment Policy

It is expected that the Companies will be able to invest the funds raised under the Offer alongside each other, the Ordinary Share fund of each Company, the C Share fund of ProVen VCT and, for healthcare investments, ProVen Health VCT plc, which is also managed by Beringea. This will enable the funds raised under the Offer to be invested in larger and more mature businesses than they might otherwise be able to access, thereby reducing the risk of the Fund's portfolio.

In order to ensure that new investment opportunities are apportioned fairly between the Companies' various share classes, including the funds raised pursuant to the Offer, and ProVen Health VCT plc, their allocation is governed by the terms of a co-investment agreement, further details of which are set out at paragraph 1.9 of Part 10 of the Registration Document. This broadly provides that new investments will be offered to the Companies and ProVen Health VCT plc if they are in the healthcare sector but otherwise only to the Companies. New investments will then be apportioned to the various share classes pro-rata to their size, subject to provisions designed to ensure that each Company retains its VCT qualifying status.

For each follow-on investment, the amount to be invested will be offered first to those share classes of the Companies that already have an investment in the target company, pro-rata to their existing investment. If the Boards responsible for the relevant share classes decide not to take up their full entitlement, the balance of the investment will be allocated to the other share classes of the Companies and, if appropriate, ProVen Health VCT plc according to the above rules.

Reporting to Shareholders

The Directors strongly believe in the importance of good communication with Shareholders. Each of the Companies provides financial, portfolio and valuation information to Shareholders on a quarterly basis through its annual and interim reports and interim management statements. The Manager also advises Shareholders about new investments and developments in the portfolios through a newsletter, normally produced twice a year. A Shareholder event is normally held once a year, at which a number of portfolio companies give presentations. This also allows Shareholders to meet the Directors and the investment management team.

Shareholders may elect to receive information by e-mail and, in that case, should ensure that their e-mail address is entered at the appropriate place on the Application Form. Information will also be available on the Companies' web site and released, where required, to the London Stock Exchange.

Part 5

Information relating to the Offer

It is proposed to allot up to 20,000,000 New D Shares, in aggregate, (10,000,000 New D Shares per Company) at the Offer Price to the public under the Offer, which is structured so as to allow Investors to invest in both the 2009/2010 and 2010/2011 tax years. The initial Offer Price will be £1 per New D Share. Applications will be made to the UK Listing Authority for the New D Shares to be admitted to the Official List and to trading on the London Stock Exchange's main market for listed securities.

Applications for the New D Shares will be payable in full by cheque or bankers draft on application. Investors may post-date their cheques to 6 April 2010 for applications in respect of the 2010/2011 Offer. Applications under the Offer will be processed upon receipt. Applications accompanied by post dated cheques will not be processed until the cheque can be presented and will not be treated as being received by the Receiving Agent until that date. Multiple subscriptions by Investors are permitted. The Offer is not underwritten.

The subscription list for the Offer will open at 8.00 am on 20 November 2009 and close at 5.00 pm on 5 April 2010 for the 2009/2010 Offer and at 5.00 pm on 31 May 2010 for the 2010/2011 Offer (or at any earlier date on which the Offer is fully subscribed), save that the Directors reserve the right to bring forward or extend the closing date of the 2010/2011 Offer. The result of the Offer will be announced to the London Stock Exchange through a Regulatory Information Service provider authorised by the Financial Services Authority. There is no minimum subscription for the Offer to proceed though the Offer is subject to the passing of all the resolutions in the circular which is being sent to ProVen VCT shareholders.

In the event that applications are received in excess of the maximum subscription under the Offer, the Directors reserve the right to use their absolute discretion in the allocation of successful applications.

New D Shares will be allotted and issued in respect of valid applications in respect of the 2009/2010 Offer on 5 April 2010 and any other prior dates on which the Directors decide and, in respect of the 2010/2011 Offer, on 31 May 2010 and any other dates prior to 31 May 2010 but after 5 April 2010 on which the Directors decide. Details of such allotments will be announced through a Regulatory Information Service provider by no later than the business day following the allotment. Share certificates (where applicable) will be posted to Shareholders within 15 Business Days of each allotment.

The New D Shares will be issued on a fully paid up basis in registered form and evidence of title will be through possession of a share certificate in the Shareholder's name; alternatively, New D Shares may be held in an account through the CREST system. The Companies will apply for the New D Shares to be admitted to CREST and it is expected that the New D Shares will be so admitted, and accordingly enabled for settlement in CREST, as soon as practicable after Admission has occurred. Accordingly, settlement of transactions in the New D Shares following Admission may take place within the CREST system if Shareholders wish.

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

Investors wishing to subscribe for New D Shares may do so by completing the Application Form attached at the end of this document. Details of how to complete the Application Form are set out under the heading "Application Procedure" on pages 44 and 45 of this document.

Allocation of Funds Raised

Investors' subscription monies will be allocated equally between ProVen VCT and PGI VCT so that each Investor's shareholdings will be identical between the two Companies. Investment opportunities will be allocated to the various share classes of each Company (i.e. the D Share and Ordinary Share class of each company and the C Share class of ProVen VCT) and, where appropriate, ProVen Health VCT plc, according to the co-investment agreement. It is not intended that each Company will invest the same amount of the funds raised under the Offer in each investment, or that they will have identical portfolios.

Investor Profile

A typical Investor will be a UK taxpayer who is aged 18 or over who is professionally advised and already has a portfolio of non-VCT investments such as unit trusts/OEICs, investment trusts and direct shareholdings in listed companies and may include retail, institutional and sophisticated investors and high net-worth individuals. The individual should be comfortable with the risk factors set out at the front of this document and be willing to retain the investment for at least five years.

Before deciding whether to apply for New D Shares it is recommended that potential Investors consult an authorised independent financial adviser.

Minimum and Maximum Investment

The minimum application per Investor under the Offer is £5,000. Applications in excess of £5,000 may be made for any higher amount in multiples of £1,000, subject to availability. There is no maximum investment although tax reliefs are only available on a maximum investment of £200,000 per individual in all VCTs in any one tax year. A husband and wife can each invest up to £200,000 in any one tax year with each enjoying the tax reliefs.

Early Subscription

Applicants are encouraged to submit their Application Form early in order to be confident that their applications will be successful. Applications received from Investors by 5pm on 29 January 2010 will receive additional New D Shares ("Additional Shares") with a value equivalent to a 1% discount to the Offer Price. For example, applicants for the minimum subscription of £5,000 who return their Application Form before this date will receive 50 Additional Shares, based on an initial Offer Price of £1 per New D Share.

How to Claim the Tax Relief

Certificates to enable a claim for income tax relief to be made will be posted to Investors within 15 Business Days of each allotment. Investors then have two options on how to claim the tax relief:

- (a) by writing to their HM Revenue & Customs office to ask for their PAYE tax code to be changed, or
- (b) by waiting until the end of the tax year and completing the appropriate section on the self-assessment form.

Launch Costs

Beringea has agreed to pay all the costs of the Offer, including initial commissions to authorised financial intermediaries but excluding annual trail commission, in return for a fee of 5.5% of the gross proceeds. Consequently, the expenses of the Offer will be fixed at 5.5% of the gross proceeds of the Offer, the initial net assets will be 94.5% of the gross proceeds of the Offer and the net proceeds, assuming full subscription and an offer price of 100p per New D Share, will be £18,900,000, in each case assuming no Additional Shares are issued.

Intermediary Commission

Authorised financial intermediaries will usually be entitled to receive an initial commission of either 3% or 2.5% on the amount invested by their clients. Additionally, provided that the intermediary continues to act for the client and the client continues to be the beneficial owner of the New D Shares, intermediaries who elect to take an initial commission of 2.5% will normally be paid an annual trail commission of 0.5% of the net asset value, for up to four years.

Financial intermediaries may agree to waive all or part of the initial commission in respect of an application. If this is the case, additional New D Shares will be allotted to the Investor and the waived commission will be used to satisfy the subscription price of such New D Shares. Intermediaries must indicate on the Application Form the basis on which they wish to receive their commission.

Part 6

Tax Position of Investors

The following is only a summary of the law concerning the tax position of individual investors in VCTs. Potential Investors who are in any doubt about the taxation consequences of investing in a VCT are recommended to consult a professional adviser.

Tax Reliefs

The tax reliefs set out below are available to individuals aged 18 or over who subscribe for New D Shares under the Offer. Whilst there is no specific limit on the amount of an individual's acquisition of shares in a VCT, tax reliefs will only be given to the extent that the total of an individual's subscriptions or other acquisitions of shares in VCTs in any tax year do not exceed £200,000. Investors who intend to invest more than £200,000 in VCTs in any one tax year should seek professional advice.

(a) Income tax

(i) Relief from income tax on investment

Income tax relief at the rate of 30% will be available on subscriptions for New D Shares up to a maximum of £200,000 in any tax year. This relief is limited to the amount which reduces the Investor's income tax liability to nil.

The effect of this relief for an Investor subscribing £10,000 for New D Shares is shown below:

	No VCT tax relief	30% income tax relief
Initial investment	£10,000	£10,000
30% income tax relief	–	(£3,000)
Effective investment cost	£10,000	£7,000

To obtain relief an Investor must subscribe on his own behalf although the New D Shares may subsequently be transferred to a nominee. Investments to be used as security for or financed by loans may not qualify for relief, depending on the circumstances.

(ii) Dividend relief

An Investor who acquires in any tax year VCT shares having a value of up to £200,000 will not be liable to income tax on dividends paid by the VCT on those shares.

(iii) Purchasers in the market

An individual purchaser of existing VCT shares in the market will be entitled to claim dividend relief (as described in paragraph (ii) above) but not relief from income tax on investment (as described in paragraph (i) above).

(iv) Withdrawal of relief

Relief from income tax on a subscription for VCT shares will be withdrawn if the VCT shares are disposed of (other than between spouses) within five years of issue or if the VCT loses its approval within this period.

(b) Capital gains tax

(i) *Relief from capital gains tax on the disposal of shares*

A disposal by an Investor of New D Shares will give rise to neither a chargeable gain nor an allowable loss for the purposes of UK capital gains tax. The relief is limited to the disposal of VCT shares acquired within the limit of £200,000 for any tax year.

(ii) *Purchasers in the market*

An individual purchaser of New D Shares in the market will be entitled to claim relief from capital gains tax on disposal (as described in paragraph (b)(i) above).

Obtaining Tax Reliefs

The Companies will provide to each Investor a certificate which the Investor may use to claim income tax relief, either by obtaining from HMRC an adjustment to his tax coding under the PAYE system or by waiting until the end of the tax year and using his tax return to claim relief.

Investors not Resident in the UK

Investors not resident in the UK should seek professional advice as to the consequences of making an investment in a VCT as they may be subject to tax in other jurisdictions as well as in the UK.

Withholding Taxation

No taxation will be withheld at source on any income arising from the New D Shares and the Companies assume no responsibility for such withholding.

Withdrawal of Approval

If a company which has been granted approval as a VCT subsequently fails to comply with the conditions for approval, approval as a VCT may be withdrawn or treated as never having been given. In these circumstances, relief from income tax on the initial investment is repayable unless loss of approval occurs more than five years after the issue of the relevant VCT shares. In addition, relief ceases to be available on any dividend paid in respect of profits or gains in any accounting period ending when VCT status has been lost and any gains on the VCT shares up to the date from which loss of VCT status is treated as taking effect will be exempt, but gains thereafter will be taxable.

Part 7

Tax Position of the Companies

The Companies have to satisfy a number of tests to qualify as VCTs. A summary of these tests is set out below.

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 quoted on the main market of the London Stock Exchange;
- (c) derive its income wholly or mainly from shares or securities;
- (d) have at least 70% by value of its investments in shares or securities in Qualifying Investments, of which 30% by value must be in ordinary shares carrying no preferential rights to dividends, assets on a winding up, or redemption;
- (e) have at least 10% by value of its Qualifying Investments in any single company or group in ordinary shares which carry no preferential rights to dividends or assets on a winding-up and no rights to be redeemed;
- (f) not have more than 15% by value of its investments in a single company (other than a VCT or a company which would, if its shares were listed, qualify as a VCT);
- (g) not retain more than 15% of its income derived from shares and securities in any accounting period; and
- (h) in respect of funds raised after 5 April 2010, have at least 70% by value of Qualifying Investments in "equity". Legislation defining "equity" is due to be introduced in the Finance Bill 2010.

Qualifying Investments

A Qualifying Investment consists of shares or securities first issued to the VCT (and held by it ever since) by a company satisfying certain conditions and for which not more than £1 million was subscribed by the VCT in any one tax year (nor more than £1 million in, broadly, any period of 6 months straddling two tax years). The conditions are detailed but include that the company must be a Qualifying Company, have gross assets not exceeding £7 million immediately before and £8 million immediately after the investment, apply the money raised for the purposes of a Qualifying Trade within certain time periods and not be controlled by another company. In any twelve month period the company can receive no more than £2 million from VCT funds, Enterprise Investment Schemes and Corporate Venturing Schemes, raised after 5 April 2007. The company must have fewer than 50 full time (or equivalent) employees at the time of making the investment. In certain circumstances, an investment in a company by a VCT can be split into part Qualifying Investment and part non-Qualifying Investment.

Qualifying Companies

A Qualifying Company must be unquoted (for VCT purposes this includes companies whose shares are traded on the PLUS Market and the Alternative Investment Market) and must carry on a Qualifying Trade. For this purpose certain activities are excluded (such as dealing in land or shares or providing financial services). The Qualifying Trade must either be carried on by, or be intended to be carried on by, the Qualifying Company or by a Relevant Qualifying Subsidiary (see below) at the

time of the issue of shares or securities to the VCT (and at all times thereafter). The trade must be carried on wholly or mainly in the UK but the company need not be UK resident. A company intending to carry on a Qualifying Trade must begin to trade within two years of the issue of shares or securities to the VCT and continue it thereafter.

A Qualifying Company may have no subsidiaries other than Qualifying Subsidiaries which must be more than 50% owned.

A Relevant Qualifying Subsidiary can be a 90% directly held subsidiary of the company invested in, its wholly owned subsidiary, or a 90% held subsidiary of a wholly owned subsidiary.

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, in order to facilitate the launch of a VCT, HMRC may approve a VCT notwithstanding that certain of the tests are not met at the time of application, provided HMRC is satisfied that the tests will be met within certain time limits. In particular, in the case of the test described at (d) under the heading "Qualification as a VCT" above, approval may be given if HMRC is satisfied that this will be met throughout an accounting period of the VCT beginning no more than three years after the date on which approval takes effect.

The Directors intend to conduct the affairs of the Companies so that they satisfy the conditions for approval as a VCT and that such approval will be maintained. HMRC has granted the Companies approval under section 274 ITA as a VCT. The Companies intend to comply with section 274 ITA and have retained PricewaterhouseCoopers LLP to advise them on VCT taxation matters.

Withdrawal of Approval

Approval of a VCT may be withdrawn by HMRC if the various tests set out above are not satisfied. Withdrawal of 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.

The above is only a summary of the conditions to be satisfied for a company to be treated as a VCT.

Part 8

Other Information relating to the Companies

Incorporation

ProVen VCT was incorporated in England as a public company with limited liability on 18 January 2000 with the name of ProVen VCT plc and with registered number 3911323. PGI VCT was incorporated in England as a public company with limited liability on 14 December 2000 with the name of Wisemanor plc and with registered number 4125326 and changed its name to Proven Media VCT plc on 2 February 2001 and to ProVen Growth and Income VCT plc on 5 July 2005. The principal legislation under which the Companies operate, and under which the New D Shares will be created, are the Acts and regulations made thereunder.

Duration of the Companies

Although it is not intended that either Company should have a limited life, the articles of association of each Company contain provisions requiring its Directors to propose a resolution at its annual general meeting in 2016 to seek confirmation from its Shareholders that it should continue as a VCT and, if passed, a similar resolution will be proposed at five yearly intervals thereafter.

Capitalisation and Indebtedness

The following table shows the capitalisation of the Companies as at 31 August 2009, the latest date in respect of which financial information on each Company has been published (extracted from the relevant Company's interim report and accounts for the six month ended 31 August 2009).

	ProVen VCT £'000	PGI VCT £'000
Total current debt		
Guaranteed	-	-
Secured	-	-
Unguaranteed/secured	5,427	230
Total non-current debt	-	-
Guaranteed	-	-
Secured	-	-
Unguaranteed/secured	-	-
Shareholders' equity		
Share capital	4,900	1,105
Share premium	4,955	4,955
Other reserves	18,338	15,771
	33,620	22,061

The following table shows the Companies' net indebtedness as at 31 August 2009, the latest date in respect of which financial information on each Company has been published (extracted from the relevant Company's interim report and accounts for the six months ended 31 August 2009).

	ProVen VCT £'000	PGI VCT £'000
A. Cash	10,671	619
B. Cash equivalents	10,200	2,500
C. Trading securities	-	-
D. Liquidity (A+B+C)	20,871	3,119
E. Current financial receivables	124	5,318
F. Current bank debt	-	-
G. Current position of non current debt	-	-
H. Other current financial debt	-	-
I. Current financial debt (F+G+H)	-	-
J. Net current financial indebtedness (I-E-D)	(20,995)	(8,437)
K. Non-current bank loans	-	-
L. Bonds issued	-	-
M. Other non-current loans	-	-
N. Non-current financial indebtedness (K+L+M)	-	-
O. Net financial indebtedness (J+N)	(20,995)	(8,437)

There is no contingent or indirect indebtedness in either Company.

The Companies have guaranteed certain bank facilities of one of their portfolio companies, Donatantonio Limited, up to a maximum principal sum of £450,000 (£225,000 per VCT) (this limit excludes any interest on sums claimed, and costs of recovery incurred, by the bank). A third party has guaranteed 50% of the Companies' liability under these guarantees up to a maximum principal sum of £225,000, such that the Companies' net exposure for the principal sum is £112,500 each.

Working Capital Statements

In the opinion of ProVen VCT, the working capital available to ProVen VCT is sufficient for its present requirements, that is for at least 12 months from the date of this document.

In the opinion of PGI VCT, the working capital available to PGI VCT is sufficient for its present requirements, that is for at least 12 months from the date of this document.

Shareholder Authorities

Resolutions were passed by the Companies at general meeting, and separate class meetings of the holders of Ordinary Shares and C Shares (other than resolution 8), held on 9 and 23 December 2008:

- (1) increasing the authorised share capital of the Companies by the creation of 20,000,000 D shares in each Company;
- (2) authorising the Directors of each Company in accordance with Section 80 of the Companies Act 1985 to allot the Existing D Shares pursuant to the First D Share Linked Offer and up to an aggregate nominal amount of 10% of the issued D share capital of the Company immediately following the final closing of the First D Share Linked Offer;
- (3) empowering the Directors of each Company, pursuant to Section 95 of the Act, to allot equity securities for cash as if Section 89(1) of the Act did not apply to any such allotment in connection with the Offer, an offer of securities by way of rights and the allotment of up to an

aggregate nominal amount of 10% of the issued D share capital of the Companies immediately following the final closing of the First D Share Linked Offer,

- (4) authorising the amount standing to the credit of the share premium account of the Companies to be cancelled, subject to the sanction of the High Court;
- (5) authorising the amount standing to the credit of the share premium account of the Companies as a result of the issue of the D Shares pursuant to the First D Share Linked Offer to be cancelled, subject to the sanction of the High Court;
- (6) authorising the Directors of each Company to make one or more market purchases (within the meaning of Section 163(3) of the Act) of D Shares of up to a maximum of 14.9% of the issued D shares immediately following the final closing of the First D Share Linked Offer at such price as they may determine provided that the maximum price is no more than 105% of the average middle market prices shown in the quotations for a D Share in the Official List for the five business days immediately preceding the day on which that D Share is purchased and provided that the minimum price is 1p per D Share;
- (7) amending the articles of association of the Companies (i) to amend the year to "2016" in article 174, (ii) to reflect the increase in their share capital and the rights and restrictions to be attached to the D shares (iii) to reflect further changes that had been brought into force by the Companies Act 2006 and (iv) to make certain changes as to the conduct of class meetings; and
- (8) approving the deeds of variation to the management agreements between Beringea Limited and the Companies (including the revised annual management fee performance incentive fee and termination arrangements contained therein).

Resolutions were passed at the annual general meeting of PGI VCT held on 7 July 2009:

- (1) authorising the Directors of the Company, in accordance with section 80 of the 1985 Act, to allot (i) Ordinary Shares up to a maximum nominal amount, after the conversion of its Ordinary Shares, of approximately 10% of the Ordinary Shares in issue immediately following that conversion and (ii) New D Shares in connection with the Offer and up to an aggregate nominal amount, when aggregated with the issued Existing D Shares, as is equal to the nominal value of the authorised but unissued D Shares at the date of the resolution;
- (2) empowering the Directors of PGI VCT, pursuant to section 95 of the 1985 Act, to allot equity securities for cash pursuant to the authority set out at (1) above as if Section 89(1) of the 1985 Act did not apply to such allotment;
- (3) authorising the Directors of PGI VCT to make market purchases (within the meaning of section 163(3) of the 1985 Act) of D Shares of up to a maximum of 14.9% of the issued Ordinary Shares, the C Shares and the D shares immediately prior to the passing of the resolution at such price as they may determine provided the minimum price is 1p per Ordinary Share, 5p per C Share and 1p per D Share and the maximum price is no more than 105% of the average middle market price of such Shares as derived from Official List for the five business days immediately preceding the day on which those Shares are purchased;
- (4) amending the articles of association of PGI VCT in respect of the conversion of the C Shares to Ordinary Shares.

Resolutions were passed at the annual general meeting of ProVen VCT held on 7 July 2009:

- (1) authorising the Directors of ProVen VCT, in accordance with section 80 of the 1985 Act, to allot (i) Ordinary Shares up to a maximum nominal amount representing approximately 10% of the Ordinary Shares in issue at the date of the resolution (ii) C Shares up to a maximum nominal amount representing approximately 10% of the C Shares in issue at the date of the resolution;
- (2) empowering the Directors of the ProVen VCT, pursuant to section 95 of the 1985 Act, to allot equity securities for cash pursuant to the authority set out at (1) above as if Section 89(1) of the 1985 Act did not apply to such allotment;

(3) authorising the Directors of ProVen VCT to make market purchases (within the meaning of section 163(3) of the 1985 Act) of D Shares of up to a maximum of 14.9% of the issued Ordinary Shares, the C Shares and the D Shares immediately prior to the passing of the resolution at such price as they may determine provided the minimum price is 5p per Ordinary Share, 25p per C Share and 1p per D Share and the maximum price is no more than 105% of the average middle market price of such Shares as derived from Official List for the five business days immediately preceding the day on which those Shares are purchased.

By notice dated 19 November 2009, a general meeting of ProVen VCT has been convened for 17 December 2009 to consider and if thought fit approve resolutions:

- (1) authorising the Directors of ProVen VCT, in accordance with Section 551 of the 2006 Act, to allot D Shares of 1 pence each up to a maximum nominal amount that is equal to the nominal value of the authorised but unissued D Shares at the date of this resolution;
- (2). empowering the Directors of ProVen VCT, pursuant to Section 570(1) of the 2006 Act, to allot or make offers or agreements to allot D Shares of 1 pence each for cash pursuant to the authority referred to in resolution 1 as if Section 561 of the 2006 Act did not apply to any such allotments.

The Resolutions are set out in full at paragraph 3 of Part 11 of the Registration Document.

Share Rights

The rights and restrictions attaching to the Shares are as follows. The provisions apply equally to each Company.

Unless the Directors otherwise determine in accordance with the Articles of Association of the Companies, the C Shares of ProVen VCT shall convert into Ordinary Shares and Deferred Shares within a specified period of time after 31 August 2012 by reference to the ratio of the net asset value per C Share, and net asset value per Ordinary Share at the relevant time.

Voting Rights

Subject to any disenfranchisement as provided in the Articles and subject to any special terms as to voting on which any shares may be issued, on a show of hands every holder of Ordinary Shares, C Shares or D Shares present in person or by proxy (or, being a corporation present by a duly authorised representative) shall have one vote and, on a poll, every such holder present in person or by proxy shall have one vote for every Ordinary Share, C Share or D Share of which he is the holder. The Deferred Shares shall not carry any right to receive notice of or to attend or vote at any general meeting of the relevant Company.

Dividends and other distributions

Shareholders shall, subject to the provisions of the Articles, have the following rights to be paid dividends:

- (a) the Ordinary Shares entitle their holders to receive such dividends as the Directors may resolve to pay out of the net assets attributable to the Ordinary Shares and from income received and accrued which is attributable to the Ordinary Shares;
- (b) the C Shares entitle their holders to receive such dividends as the Directors may resolve to pay out of the net assets attributable to the C Shares and from income received and accrued which is attributable to the C Shares;
- (c) the D Shares entitle their holders to receive such dividends as the Directors may resolve to pay out of the net assets attributable to the D Shares and from income received and accrued which is attributable to the D Shares; and
- (d) the Deferred Shares (to the extent that any are in issue) entitle their holders to a non-cumulative dividend at a fixed rate of 1 per cent. of the nominal amount on the date six months

after the date of the conversion of the C Shares but shall confer no other right to share in the profits of the Companies. Given the likely repurchase of the Deferred Shares following conversion it is not expected that any dividends will accrue or be paid on such shares.

Rights as to capital

Shareholders shall, subject to the provisions of the Articles, have the following rights as to capital and assets on a winding up or other return of capital:

- (a) the net assets of the relevant Company attributable to the D Shares (including any income and/or revenue arising from or relating to such assets) less such proportion of that Company's liabilities including fees and expenses of liquidation or return of capital as the Directors or liquidator shall reasonably allocate to the assets of the D Shares attributable to the holders of D Shares ("D Share Surplus") shall be divided amongst the holders of D Shares *pro rata* according to their holdings of D Shares;
- (b) the net assets of the relevant Company attributable to the C Shares (to the extent that any are in issue) (including any income and/or revenue arising from or relating to such assets) less such proportion of that Company's liabilities including fees and expenses of liquidation or return of capital as the Directors or liquidator shall reasonably allocate to the assets of the C Shares attributable to the holders of C Shares ("C Share Surplus") shall be divided amongst the holders of C Shares *pro rata* according to their holdings of C Shares;
- (c) holders of Deferred Shares (to the extent that any are in issue) shall be paid 1p in respect of every 1,000,000 Deferred Shares (or part thereof) of which they are the holders; and
- (d) the net assets of the relevant Company (including any income and/or revenue arising from or relating to such assets) less that Company's liabilities (including the fees and expenses of liquidation or return of capital) less the C Share Surplus and the D Share Surplus and any amount paid to holders of Deferred Shares shall be divided amongst the holders of Ordinary Shares *pro rata* according to their holdings of Ordinary Shares.

Variation of Class Rights

Whenever the share capital of either Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Acts and every other statute for the time being in force concerning companies and affecting that Company, be varied or abrogated in respect of the whole or any part of that class either with the consent in writing of the holders of three-quarters in nominal value of the issued shares of the class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class (but not otherwise) and may be so varied or abrogated either whilst that Company is a going concern or during or in contemplation of a winding up. At every such separate general meeting the necessary quorum shall be at least two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class (but so that at any adjourned meeting any holder of shares of the class present in person or by proxy shall be a quorum).

Alteration of share capital

The Companies may from time to time by ordinary resolution:

- (i) increase their share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe;
- (ii) consolidate and divide all or any of their share capital into shares of a larger amount than its existing shares; and
- (iii) cancel any shares which have not been taken, or agreed to be taken, by any person and diminish the amount of its capital by the nominal amount of the shares so cancelled.

Subject to the provisions of the Acts, each Company may by special resolution:

- (i) purchase any of its own shares (including any redeemable shares);

- (ii) reduce its share capital or any capital redemption reserve, share premium account or other undistributable reserve in any manner; or
- (iii) sub-divide its shares, or any of them, into shares of a smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Acts) and by the same resolution may confer special rights on any of the shares resulting from the sub-division.

Issue of shares

The provisions of Section 89(1) of the Companies Act 1985 (which, to the extent not disapplied pursuant to Section 95 of such Act, confer on Shareholders rights of pre-emption in respect of the allotment of equity securities which are, or are to be, paid up in cash) apply to the authorised but unissued share capital of the Companies, except to the extent disapplied by the relevant Company in general meeting. Subject to the provisions of the Acts relating to authority, pre-emption rights and otherwise and of any resolution of the Companies in general meeting passed pursuant thereto, all unissued shares shall be at the disposal of the Directors and they may allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.

Transfer of shares

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

- (i) it is duly stamped (if so required), is lodged with the Companies' registrars or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- (ii) it is in respect of only one class of share;
- (iii) the transferees do not exceed four in number; and
- (iv) it does not relate to any shares in respect of which the Company has a lien.

Material Interests

The Manager will be paid an annual investment management fee equal to 2 per cent. per annum of the aggregate net asset value of the Fund (plus VAT). In line with normal VCT practice, the Manager will also be entitled to receive a performance related incentive fee in order to align the interests of the Manager as closely as possible with those of the Investors and to encourage and reward exceptional performance. Further details of these arrangements are set out on page 20 of this document. In addition, the Manager will receive an initial fee of 5.5 per cent. of the gross proceeds of the Offer in return for taking responsibility for all the costs of the Offer, including initial commission paid to authorised financial intermediaries, but excluding annual trail commission.

Malcolm Moss is a partner in Beringea and a member of Beringea's ultimate holding company, Beringea LLC, and Beringea is a party to the material contracts set out in paragraph 1.1, 1.3, 1.4, 1.5, 1.7, 1.10(ii), 2.1, 2.3, 2.4, 2.6 and 2.9.2(ii) of Part 10 of the Registration Document.

Nicholas Lewis is a director and significant shareholder of Downing Corporate Finance Limited (the parent company of Downing Management Services Limited). Downing Management Services Limited is a party to the material contracts set out in paragraphs 1.2, 1.6, 2.2 and 2.5 of Part 10 of the Registration Document and Downing Corporate Finance Limited is a party to the material contract set out in paragraph 1.3 of Part 10 of the Registration Document.

Dilution

There will not be any dilution of the net asset values of the Ordinary Shares, the C Shares or the Existing D Shares as a result of the Offer. Assuming full subscription under the Offer, 21% of the enlarged issued share capital of ProVen VCT will be represented by D Shares, 49% by Ordinary Shares and 30% by C Shares. Assuming full subscription under the Offer, 30% of the enlarged issued share capital of PGI VCT will be represented by D Shares and 70% by Ordinary Shares.

Sources

Information in this document sourced from third parties has been accurately reproduced and, so far as the Companies are aware and are able to ascertain from information published by the relevant third parties, no facts have been omitted which would render such information inaccurate or misleading.

Overseas Investors

No person receiving a copy of this document in any territory other than the UK may treat the same as constituting an offer or invitation to him to subscribe for or purchase New D Shares unless, in such territory, such offer or invitation could lawfully be made. It is the responsibility of any person outside the UK wishing to make an application to satisfy himself as to the full observance of the laws of the 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. No action has been taken to permit the distribution of this document in any jurisdiction outside the UK where such action is required to be taken. All applicants under the Offer will be required to warrant that they are not a US person as defined under the United States Securities Act 1933, nor a resident of Canada.

Documents Available for Inspection and Availability of Prospectus

Copies of the following documents are available for inspection at the Company's registered office and at the offices of Howard Kennedy at 19 Cavendish Square, London, W1A 2AW during normal business hours on any weekday (public holidays excepted) from the date of this document until the closing date of the Offer:

- (a) the Memorandum of Association and Articles of each Company;
- (b) the material contracts referred to in Part 10 of the Registration Document;
- (c) the consent letter from Howard Kennedy referred to in paragraph 5.18 of Part 11 of the Registration Document;
- (d) the audited accounts of the Companies for the periods ended 28 February 2007, 29 February 2008 and 28 February 2009 and the unaudited half-year reports of each Company for the six months to 31 August 2008 and 31 August 2009;
- (e) the Registration Document;
- (f) the Summary; and
- (g) this Securities Note.

Copies of the Prospectus may be obtained, free of charge, whilst the Offer remains open, from the Companies' registered office or from Beringea, 39 Earlham Street, London WC2H 9LT (telephone 020 7845 7820, email provenvcts@beringea.co.uk), or can be downloaded at www.provenvcts.com. In addition, copies of the Prospectus will be available for inspection only during normal business hours on any weekday (public holidays excepted) at the UK Listing Authority's Document Viewing Facility at 25 The North Colonnade, London E14 5HS.

19 November 2009

Part 9

Terms and Conditions of Application

- 1 In these terms and conditions which apply to the Offer, "Applicant" means a person whose name appears in an Application Form, "Application" means the offer by an Applicant completing an Application Form and posting (or delivering) it to Beringea (the "Receiving Agent") or as otherwise indicated in this document or the Prospectus. Save where the context otherwise requires, words and expressions defined in this document have the same meanings when used in the Application Form and explanatory notes in relation thereto.
- 2 The contract created by the acceptance of an Application under the Offer will be conditional on:
 - (i) Admission becoming effective;
 - (ii) the Sponsor's Agreement between the Companies, the Directors, Beringea, Beringea LLC and Howard Kennedy becoming unconditional in all respects, and not being terminated in accordance with its terms before Admission becomes effective; and
 - (iii) shareholders of ProVen VCT passing at the ProVen General Meeting those resolutions summarised on pages 28 and 29 and set out in full at paragraph 3 of Part 11 of the Registration Document and in respect of which a circular is being sent to the ProVen VCT Shareholders.
- 3 The Companies reserve the right to present all cheques and bankers' drafts for payment on receipt and to retain share certificates and application monies pending clearance of successful Applicants' cheques and bankers' drafts. The Companies may treat Applications as valid and binding even if not made in all respects in accordance with the prescribed instructions and the Companies may, at their discretion, accept an Application in respect of which payment is not received by the Companies prior to the closing of the Offer. If any Application is not accepted in full or if any contract created by acceptance does not become unconditional, the application monies or, as the case may be, the balance thereof will be returned (without interest) by returning each relevant Applicant's cheque or banker's draft or by crossed cheque in favour of the Applicant, through the post at the risk of the person(s) entitled thereto. In the meantime, application monies will be retained by the Receiving Agent in a separate account. Multiple applications by Investors are permitted.
- 4 By completing and delivering an Application Form, you:
 - (i) offer to subscribe for the number of New D Shares specified in your Application Form (or such lesser number for which your Application is accepted) at the Offer Price per New D Share, divided equally between the Companies, on the terms of and subject to the conditions contained in this document, including these terms and conditions, and subject to the memorandum and articles of association of the Companies;
 - (ii) agree that, in consideration of the Companies agreeing that they will not on or prior to the Offer closing issue or allot any New D Shares to any person other than by means of the procedures referred to in this document, your Application may not be revoked and that this paragraph shall constitute a collateral contract between you and the Companies which will become binding upon despatch by post to, or (in the case of delivery by hand) on receipt by, the Receiving Agent of your Application Form;
 - (iii) agree and warrant that your cheque or banker's draft may be presented for payment on receipt and will be honoured on first presentation and agree that if it is not so honoured you will not be entitled to receive a certificate in respect of the New D Shares until you make payment in cleared funds for such New D Shares and such payment is accepted by the Companies in their absolute discretion (which acceptance shall be on the basis that you indemnify it, the Sponsor, and the Receiving Agent against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of your remittance

- to be honoured on first presentation) and you agree that, at any time prior to the unconditional acceptance by the Companies of such late payment, the Companies may (without prejudice to their other rights) avoid the agreement to subscribe such New D Shares and may issue or allot such New D Shares to some other person, in which case you will not be entitled to any payment in respect of such New D Shares, other than the refund to you, at your risk, of the proceeds (if any) of the cheque or banker's draft accompanying your Application, without interest;
- (iv) agree that, in respect of those New D Shares for which your Application has been received and is not rejected, your Application may be accepted at the election of the Companies either by notification to the London Stock Exchange of the basis of allocation or by notification of acceptance thereof to the Receiving Agent;
 - (v) agree that any monies refundable to you may be retained by the Receiving Agent pending clearance of your remittance and any verification of identity which is, or which the Companies or the Receiving Agent may consider to be, required for the purposes of the Money Laundering Regulations and that such monies will not bear interest;
 - (vi) authorise the Registrars to send share certificate(s) in respect of the number of New D Shares for which your Application is accepted and/or a crossed cheque for any monies returnable, by post, without interest, to your address set out in the Application Form and to procure that your name is placed on the register of members of each Company in respect of such New D Shares;
 - (vii) agree that all Applications, acceptances of Applications and contracts resulting therefrom shall be governed in accordance with English law, and that you submit to the jurisdiction of the English courts and agree that nothing shall limit the right of the Companies or the Sponsor to bring any action, suit or proceeding arising out of or in connection with any such Applications, acceptances of Applications and contracts in any other manner permitted by law or any court of competent jurisdiction;
 - (viii) confirm that, in making such Application, you are not relying on any information or representation in relation to the Companies other than the information contained in this document or the Prospectus announced by the Company or filed with the Registrar of Companies (or any supplementary prospectus so announced or filed) and accordingly you agree that no person responsible solely or jointly for this document, or any part thereof, or involved in the preparation thereof, shall have any liability for such information or representation;
 - (ix) irrevocably authorise the Receiving Agent, the Registrars and/or the Sponsor or any person authorised by either of them, as your agent, to do all things necessary to effect registration of any New D Shares subscribed by or issued to you into your name and authorise any representative of the Receiving Agent, the Registrars or the Sponsor to execute any document required therefore;
 - (x) agree that, having had the opportunity to read this document and the Prospectus, you shall be deemed to have had notice of all information and statements concerning the Companies and the New D Shares contained therein;
 - (xi) confirm that you have reviewed the restrictions contained in paragraph 6 below and warrant that you are not a "US Person" as defined in the United States Securities Act of 1933 ("Securities Act") (as amended), nor a resident of Canada and that you are not applying for any D Shares with a view to their offer, sale or delivery to or for the benefit of any US Person or a resident of Canada;

- (xii) declare that you are an individual aged 18 or over;
 - (xiii) agree that all documents and cheques sent by post to, by or on behalf of the Companies, the Registrars or the Receiving Agent will be sent at the risk of the Applicant;
 - (xiv) agree, on request by the Companies, or the Sponsor on behalf of the Companies, to disclose promptly in writing to the Companies, any information which the Companies or the Sponsor may reasonably request in connection with your Application including, without limitation, satisfactory evidence of identity to ensure compliance with the Money Laundering Regulations and authorise the Companies and the Sponsor to disclose any information relating to your Application as they consider appropriate;
 - (xv) agree that Beringea, the Sponsor and the Receiving Agent will not treat you as their customer by virtue of your Application being accepted or owe you any duties or responsibilities concerning the price of the D Shares or the suitability for you of New D Shares or be responsible to you for providing the protections afforded to their customers;
 - (xvi) where applicable, authorise the Companies to make on your behalf any claim to relief from income tax in respect of any dividends paid by the Companies;
 - (xvii) declare that the Application Form has been completed to the best of your knowledge;
 - (xviii) undertake that you will notify the Companies if you are not or cease to be either a Qualifying Subscriber or beneficially entitled to the New D Shares; and
 - (xix) 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, New D Shares and that the New D Shares are being acquired for *bona fide* commercial purposes and not as part of a scheme or arrangement the main purpose of which is the avoidance of tax.
- 5 No person receiving a copy of this document or an Application Form in any territory other than the UK may treat the same as constituting an invitation or offer to him, nor should he in any event use such Application Form unless, in the relevant territory, such an invitation or offer could lawfully be made to him or such Application Form could lawfully be used without contravention of any regulations or other legal requirements. It is the responsibility of any person outside the UK wishing to make an Application to satisfy himself as to full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any other formalities requiring to be observed in such territory and paying any issue, transfer or other taxes required to be paid by such territory.
- 6 The New D Shares have not been and will not be registered under the Securities Act, as amended, and may not be offered or sold in the United States of America, its territories or possessions or other areas subject to its jurisdiction ("the USA"). In addition, the Companies have not been and will not be registered under the United States Investment Company Act of 1940, as amended. The Manager will not be registered under the United States Investment Advisers Act of 1940, as amended. No application will be accepted if it bears an address in the USA.
- 7 The basis of allocation will be determined by the Companies in their absolute discretion after consultation with the Sponsor. The right is reserved to reject in whole or in part and/or scale down and/or ballot any Application or any part thereof including, without limitation, Applications in respect of which any verification of identity which the Company, the Registrars or the Receiving Agent consider may be required for the purposes of the Money Laundering Regulations has not been satisfactorily supplied. Dealings prior to the issue of certificates for New D Shares will be at the risk of Applicants. A person so dealing must recognise the risk that an Application may not have been accepted to the extent anticipated or at all. If the Resolutions are not passed the Offer will be withdrawn. The Offer will not be withdrawn after dealings in the New D Shares have commenced.
- 8 Save where the context requires otherwise, the terms defined in this document bear the same meaning when used in these Terms and Conditions of Application.

- 9 Authorised financial intermediaries who, acting on behalf of their clients, return valid Application Forms bearing their stamp and FSA number will normally be paid commission of either:
- (i) 3 per cent. of the amount invested by their client (and no trail commission); or
 - (ii) 2.5 per cent. of the amount invested by their client plus an annual trail commission, usually of 0.5 per cent. per annum of the net asset value of the New D Shares held by Investors who submitted applications under the Offer through the authorised financial intermediary. The trail commission in respect of applications for New D Shares is expected to be paid first in June 2011 and annually thereafter (provided that the financial adviser continues to act for the client and the client continues to hold the New D Shares) normally for up to four years, subject to a maximum aggregate annual trail commission of 4.5 per cent., and will cease to be payable if the Companies are wound up.

Beringea will maintain a register of intermediaries entitled to trail commission. Beringea will 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. No payment of trail commission shall be made to the extent that the aggregate annual trail commission would exceed 4.5 per cent. of the offer price of each such New D Share. Financial intermediaries should keep a record of Application Forms submitted bearing their stamp to substantiate any claim for trail 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 14 days of each allotment.

- 10 Financial intermediaries may agree to waive initial commission in respect of an Application. If this is the case, then the amount of an Application will be increased by an amount equivalent to the amount of the commission waived.
- 11 Investors whose Application Forms are received by 5.00 pm on 29 January 2010 will be able to subscribe for their New D Shares at a 1 per cent. discount to the normal subscription price per New D Share. The total value of the applicable discount will be reinvested in additional New D Shares. For example, if the minimum of £5,000 is subscribed for, Investors who return their duly completed and valid Application Forms before this date will receive 50 additional New D Shares, based on an initial Offer Price of £1 per New D Share.

12 *Money Laundering Regulations*

Important note for applications for 15,000 Euros (approximately £13,600) or more in cash

The verification of identity requirements of the Money Laundering Regulations will apply and verification of the identity of the applicant may be required. Failure to provide the necessary evidence of identity may result in the application being treated as invalid or in delay in confirming the application.

If the value of the New D Shares applied for exceeds Euros 15,000 (approximately £13,600 as at the date of this document) payment should be made by means of a UK clearing bank cheque drawn in your name on an account in your name. If this is not practicable and you use a cheque drawn by a third party or a building society cheque or banker's draft, you should write your name, address and date of birth on the back of the cheque or banker's draft and:

- (i) if a building society cheque or banker's draft is used, the building society or bank must also endorse on the cheque or draft the name and account number of the person whose account is being debited; or
- (ii) if a cheque is drawn by a third party, you must ensure that both of the following documents are enclosed with the Application Form: a certified copy of your passport (or your driving licence bearing a photograph and signature of the individual) and a recent (dated within three months preceding the date of application) original bank or building society statement (or utility bill) in your name. A copy passport or driving licence should be certified by a solicitor or bank. Original documents will be returned to you by post at your risk.

Definitions

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

1985 Act	the Companies Act 1985, as amended and to the extent in force from time to time
2006 Act	Companies Act 2006, as amended and to the extent in force from time to time
2009/2010 Offer	the Companies' offer for subscription in respect of the 2009/2010 tax year
2010/2011 Offer	the Companies' offer for subscription in respect of the 2010/2011 tax year
Acts	the 1985 Act and the 2006 Act
Additional Shares	as defined on page 23
Admission	admission of the New D Shares to the Official List and to trading on the London Stock Exchange's market for listed securities
Application Form(s)	the application form(s) for use in respect of the Offer set out at the end of this document
Beringea Group	Beringea LLC and its subsidiaries (including Beringea)
Companies	ProVen VCT and PGI VCT, as the context permits (and each a "Company")
C Shares	the C shares of 25p each in the capital of ProVen VCT and the C shares of 5p each in the capital of PGI VCT (as the context permits)
Deferred Shares	deferred shares in the capital of the Companies arising on the conversion of C Shares
Directors or Board	the directors of one or more of the Companies from time to time (as the context permits)
D Shares	the Existing D Shares and the New D Shares
Existing D Shares	the D ordinary shares of 1p each in the capital of ProVen VCT (ISIN number GB00B3DD2110) and/or the D ordinary shares of 1p each in the capital of PGI VCT (ISIN number GB00B3DD2334) (as applicable) that were issued by the Companies pursuant to the prospectus dated 19 November 2008
First D Share Linked Offer	the D Share linked offer of the Companies which opened on 20 November 2008 and which closed on 30 October 2009
Fund or D Share Fund	the investment fund in each of the Companies comprised of the subscription monies raised under the Offer and the First D Share Linked Offer available for investment
HMRC	HM Revenue & Customs
Initial Offer Price	the initial Offer Price of 100p per New D Share

Investor	an individual aged 18 or over who is resident in the United Kingdom who subscribes for shares in the Offer
ITA	Income Taxes Act 2007 (as amended)
London Stock Exchange	London Stock Exchange plc
Manager or Beringea	Beringea LLP
Money Laundering Regulations	the Money Laundering Regulations 2007
New D Shares	the D ordinary shares of 1p each in the capital of ProVen VCT (ISIN number GB00B3DD2110) and/or the D ordinary shares of 1p each in the capital of PGI VCT (ISIN number GB00B3DD2334) (as applicable) being offered for subscription pursuant to the Prospectus
Offer or Linked Offer	the linked offer for subscription of the New D Shares described in this document, comprising the 2009/2010 Offer and the 2010/2011 Offer
Offer Price	100p, save that if a net asset value per issued D Share is announced during the period of the Offer which varies by more than 5% from the initial NAV per Existing D Share, after issue costs, of 94.5p, the Offer Price will change to the amount which equates to the higher of (i) that new net asset value per issued D Share divided by 0.945 rounded up to the nearest tenth of a pence per share and (ii) 90% of the middle market price of the Existing D Shares at the date of this document, there being no further allotments of New D Shares if the Offer Price exceeds £1.20
Official List	the Official List of the UK Listing Authority
Ordinary Shares	the ordinary shares of 5p each in the capital of ProVen VCT and the ordinary shares of 1p each prior to the consolidation of the PGI VCT ordinary shares on 26 October 2009 and 1.6187p each after that consolidation in the capital of PGI VCT (as the context permits)
Performance Value	for the relevant financial year end, the sum of (i) the net asset value per share as at that date and (ii) all distributions per share declared and/or paid since the first admission of the shares to the Official List of the UK Listing Authority
PGI VCT	ProVen Growth and Income VCT plc
ProVen General Meeting	the general meeting of ProVen VCT to be held on 17 December 2009 (or any adjournment thereof)
ProVen VCT	ProVen VCT plc
Prospectus	together, this document, the Registration Document and the Summary
Qualifying Company	a company satisfying the conditions as described in Part 7 of this document
Qualifying Investment	an investment in an unquoted company which satisfies the requirements of Chapter 4 of Part 6 ITA, as described in Part 7 of this document

Qualifying Subscriber/ Qualifying Investor	an individual who subscribes for New D Shares and is aged 18 or over and satisfies the conditions of eligibility for tax relief available to investors in a VCT
Qualifying Subsidiary	a subsidiary company which falls within the definition of Qualifying Subsidiary contained in section 302 ITA, as described in Part 7 of this document
Qualifying Trade	a trade complying with the requirements of Chapter 4 of Part 6 ITA
Registrars	Capita Registrars
Registration Document	the share registration document that, together with this document and the Summary, constitutes the Prospectus
Shares	shares in the capital of ProVen VCT and/or PGI VCT (as the context permits)
Shareholder	a holder of Shares in one or both of the Companies (as the context permits)
Summary	the summary that, together with this document and the Registration Document, constitutes the Prospectus
UK Listing Authority	the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000
Venture Capital Trust or VCT	a venture capital trust as defined by section 259 ITA

Corporate Information

Directors of ProVen VCT plc (Non-executive)	Andrew John Davison (Chairman) Barry Malcolm Dean Nicholas Peter Lewis Malcolm Kennedy Hunt Moss
Directors of PGI VCT plc (Non-executive)	Andrew John Davison (Chairman) Nicholas Peter Lewis Malcolm Kennedy Hunt Moss James Stewart Marc Vlessing
Company Secretary to the Companies	Grant Whitehouse
Registered Office of the Companies	39 Earlham Street London WC2H 9LT
Investment Manager	Beringea LLP 39 Earlham Street London WC2H 9LT 0207 845 7820
Administrator	Downing Management Services Limited Kings Scholars House 230 Vauxhall Bridge Road London SW1V 1AU
Sponsor and Solicitors to the Companies and the Offer	Howard Kennedy 19 Cavendish Square London W1A 2AW
Registered Auditors	Deloitte & Touche LLP Stonecutter Court 1 Stonecutter Street London EC4A 4TR
Bankers	Bank of Scotland (West End Office) 14-16 Cockspur Street London SW1Y 5BL
Receiving Agents	Beringea LLP 39 Earlham Street London WC2H 9LT
VCT Advisers	PricewaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH
Registrars	Capita Registrars The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

Application Procedure

Please send your completed Application Form together with your cheque or bankers draft and proof of identity if required to:

ProVen Linked Offer, c/o Beringea LLP, 39 Earlham Street, London WC2H 9LT

If you have any questions on how to complete the Application Form please contact Beringea on 0845 686 0225 or 0207 845 7820.

Section 1

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

Section 2

Specify the amount to be invested in New D Shares under the 2009/2010 Offer in Box A (state nil if appropriate).

Specify the amount to be invested in New D Shares under the 2010/2011 Offer in Box B (state nil if appropriate).

Specify the total amount to be invested in New D Shares under the Offer (i.e. the sum of Boxes A and B) in Box C.

Please note that the minimum investment is £5,000, which may be split between the two tax years.

Make cheques payable to "ProVen Linked Offer" and crossed "A/C Payee only". Cheques must be from a recognised UK bank account and your payment must relate solely to this application.

If you are applying for New D Shares under both the 2009/2010 Offer and the 2010/2011 Offer, you must submit a separate cheque or banker's draft for each tax year. Cheques may be post dated to 6 April 2010 for applications under the 2010/2011 Offer.

If the value of the New D Shares applied for exceeds Euros 15,000 (approximately £13,600 as at the date of this document) payment should be made by means of a UK clearing bank cheque drawn in your name on an account in your name. If this is not practicable and you use a cheque drawn by a third party or a building society cheque or banker's draft, you should write your name, address and date of birth on the back of the cheque or banker's draft and:

- (i) if a building society cheque or banker's draft is used, the building society or bank must also endorse on the cheque or draft the name and account number of the person whose account is being debited; or
- (ii) if a cheque is drawn by a third party, you must ensure that both of the following documents are enclosed with the Application Form: a certified copy of your passport (or your driving licence bearing a photograph and signature of the individual) and a recent (dated within three months preceding the date of application) original bank or building society statement (or utility bill) in your name. A copy passport or driving licence should be certified by a solicitor or bank. Original documents will be returned to you by post at your risk.

Section 3

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

If this form is completed and signed by the Investor named in Section 1:

By signing this form I HEREBY DECLARE THAT:

- (i) I have received the Securities Note dated 19 November 2009 and have read the terms and conditions of application therein and agree to be bound by them;
- (ii) I acknowledge that my application for New D Shares will be allocated in the manner described under the heading "Allocation of Funds Raised" in Part 5 of this document;
- (iii) I will be the beneficial owner of the New D Shares issued to me under this Offer; and
- (iv) To the best of my knowledge and belief, the personal details I have given are correct.

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

By signing this form on behalf of the individual whose details are shown above, I make a declaration (on behalf of such individual) on the terms of sub-paragraphs (i) to (iv) above and attach the power of attorney under which I have authority to sign on behalf of such individual.

Section 4

Authorised financial intermediaries who are entitled to receive commission should stamp and complete Section 4, giving their full name and address, telephone number and details of their authorisation under the Financial Services and Markets Act 2000. An authorised signatory must sign on behalf of the authorised financial intermediary. The right is reserved to withhold payment of commission if the Company is not, in its sole discretion, satisfied that the financial intermediary is authorised.

Please complete the appropriate box to indicate which commission structure you would prefer. If you wish to waive some or all of your commission, please insert ALL or a percentage of the New D Shares in respect of which you wish commission to be waived and reinvested in additional New D Shares.

Section 5

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

[THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

Application Form

ProVen Linked Offer

Before completing this Application Form you should read the Terms and Conditions of Application and the Application Procedure. The Offer opens on 20 November 2009 and the closing date in respect of the 2009/2010 Offer will be 5.00 pm on 5 April 2010 and in respect of the 2010/2011 Offer will be 5.00 pm on 31 May 2010 (or earlier if the maximum subscription has been reached before then). Please send this Application Form together with your cheque or bankers draft and proof of identity if required to ProVen Linked Offer, c/o Beringea Limited, 39 Earlham Street, London WC2H 9LT.

Please complete in block capitals

Section 1

Title (Mr/Mrs/Miss/Ms/Other)		Surname	
Forename(s) in full			
Date of Birth	<input type="text"/>	National Insurance Number	<input type="text"/>

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

Permanent residential address		
	Postcode	
E-mail		
Please insert your email address if you wish to receive updates regarding the progress of the Companies by email		
Telephone (work)		Telephone (home)

Section 2

I offer to subscribe the following amount for D Shares on the Terms and Conditions of Application set out in the Prospectus dated 19 November 2009 and the Memoranda and Articles of Association of the Companies.

Applications must be for a minimum of £5,000 in total and may be made for any higher amount in multiples of £1,000.

2009/2010 Offer (income tax year 2009/2010)	£	A
2010/2011 Offer (income tax year 2010/2011)	£	B
TOTAL	£	C

I ENCLOSE A CHEQUE(S) OR BANKERS' DRAFT(S) DRAWN ON A UK CLEARING BANK, MADE PAYABLE TO "ProVen Linked Offer".

(Note: If you are applying for D Shares in both the 2009/2010 tax year and the 2010/2011 tax year, you must submit a separate cheque or banker's draft for each of the tax years)

Section 3

Signature		Date	
-----------	--	------	--



Section 4

For completion by authorised financial intermediaries only

Name of firm:	Chelsea Financial Services plc	Stamp	
Address:	St James' Hall Moore Park Road London SW6 2JS		
Telephone:			
Fax:			
E-mail Address:			
Name of Contact:			
Preferred commission structure: please indicate which commission structure you would prefer and how you would like the commission to be allocated			
		3 per cent.	2.5 per cent. plus trail
A: Commission to be paid to authorised financial intermediary			
B: Commission to be waived and invested in additional shares for your client			
Signature of authorised signatory of authorised financial intermediary		Date	

The details set out in this Application Form should be checked carefully by the authorised financial intermediary as they supercede details given in any accompanying letters or forms

Section 5

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

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

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

Bank or Building Society reference number and details:

(1) Sort Code Number

(2) Name of Bank/Building Society

Title of Branch

Address of Branch

(3) Account Number

(4) Signature

Date

ProVen VCT plc and ProVen Growth and Income VCT plc cannot accept responsibility if any details quoted by you are incorrect.

