

AlbionCapital

Summary

Albion VCTs Prospectus Top Up Offers

2022/2023



1 Introduction, containing warnings

- 1.1 This summary should be read as an introduction to the prospectus (constituted by this summary, the securities note and the registration document, each issued by Albion Development VCT PLC (“**Albion Development VCT**”), Albion Enterprise VCT PLC (“**Albion Enterprise VCT**”), Albion Technology & General VCT PLC (“**Albion Technology & General VCT**”), Albion Venture Capital Trust PLC (“**Albion Venture Capital Trust**”), Crown Place VCT PLC (“**Crown Place VCT**”) and Kings Arms Yard VCT PLC (“**Kings Arms Yard VCT**”) (together the **Companies** and each a **Company**) on 10 October 2022 (“**Prospectus**”) and any decision to invest in their securities should be based on a consideration of the Prospectus as a whole by the investor. The investor could lose all or part of the invested capital. Civil liability attaches only to those persons who have tabled this summary but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.
- 1.2 The securities being offered pursuant to the Offers are:
- 1.2.1 Albion Development VCT - ordinary shares of 1p each (ISIN: GB0004832472) (**Albion Development VCT Share**);
 - 1.2.2 Albion Enterprise VCT - ordinary shares of 1p each (ISIN: GB00B1G3LR35) (**Albion Enterprise VCT Share**);
 - 1.2.3 Albion Technology & General VCT - ordinary shares of 1p each (ISIN: GB0005581672) (**Albion Technology & General VCT Share**);
 - 1.2.4 Albion Venture Capital Trust - ordinary shares of 1p each (ISIN: GB0002039625) (**Albion Venture Capital Trust Share**);
 - 1.2.5 Crown Place VCT – ordinary shares of 1p each (ISIN: GB0002577434) (**Crown Place VCT Share**);
 - 1.2.6 Kings Arms Yard VCT – ordinary shares of 1p each (ISIN: GB0007174294) (**Kings Arms Yard VCT Share**).
- 1.3 Albion Development VCT, Albion Enterprise VCT, Albion Technology & General VCT, Albion Venture Capital Trust, Crown Place VCT and Kings Arms Yard VCT can each be contacted by writing to the Companies at 1 Benjamin Street, London EC1M 5QL.
- 1.4 The Legal Entity Identity number (LEI) for each Company is:
- 1.4.1 Albion Development VCT – 213800FDDMBD9QLHLB38.
 - 1.4.2 Albion Enterprise VCT – 213800OVSRDHRJBM0720.
 - 1.4.3 Albion Technology & General VCT – 213800TKJUY376H3KN16.
 - 1.4.4 Albion Venture Capital Trust – 213800JKELS32V20K421.
 - 1.4.5 Crown Place VCT – 213800SYIQPA3L3T1Q68.
 - 1.4.6 Kings Arms Yard VCT – 213800DK8H27QY3J5R45.
- 1.5 The Prospectus was approved on 10 October 2022 by the Financial Conduct Authority of 12 Endeavour Square, London E20 1JN. Contact information relating to the Financial Conduct Authority can be found at <https://www.fca.org.uk/contact>.

2 Key information on the Issuers

- 2.1 Who are the issuers of securities?
The Companies are each public companies with limited liability incorporated in England and Wales and domiciled in the United Kingdom. The Companies operate under the Companies Act 2006 (**CA 2006**) and regulations made thereunder. The business of the Companies is to invest in a portfolio of unquoted growth companies within the VCT rules set out in the Income Tax Act 2007 (as amended) (**Tax Act**).
- 2.2 The LEI for each Company is stated at 1.4 above.
- 2.3 The Companies do not have any major shareholders and none of the Companies are directly or indirectly controlled by any other party.
- 2.4 The directors of **Albion Development VCT** are Ben Larkin, Lyn Goleby, Lord O’Shaughnessy and Patrick Reeve (together the **Albion Development VCT Directors**).
- 2.5 The directors of **Albion Enterprise VCT** are Maxwell Packe, Christopher Burrows, Rhodri Whitlock, Philippa Latham and Patrick Reeve (together the **Albion Enterprise VCT Directors**).
- 2.6 The directors of **Albion Technology & General VCT** are Robin Archibald, Mary Anne Cordeiro, Margaret Payn, Clive Richardson and Patrick Reeve (together the **Albion Technology & General VCT Directors**).
- 2.7 The directors of **Albion Venture Capital Trust** are Richard Glover, Ann Berresford, Richard Wilson and Neeta Patel (together the **Albion Venture Capital Trust Directors**).
- 2.8 The directors of **Crown Place VCT** are Penny Freer, James Agnew, Pam Garside and Ian Spence (together the **Crown Place VCT Directors**).
- 2.9 The directors of **Kings Arms Yard VCT** are Fiona Wollocombe, Thomas Chambers, Swarupa Pathakji and John Chiplin (together the **Kings Arms Yard VCT Directors**).
- 2.10 BDO LLP acts as auditor to the Companies. BDO LLP is registered to carry on audit work by the Institute of Chartered Accountants in England and Wales.

2.11 What is the key financial information regarding the issuers?

2.11.1 Selected historical financial information.

2.11.2 Certain selected historical information of Albion Development VCT is set out below:

	Year ended 31 December 2021 (audited)	Six month period ended 30 June 2022 (unaudited)
Gains on investments	£20,592,000	£1,880,000
Investment income	£988,000	£591,000
Profit on ordinary activities before taxation	£17,454,000	£1,104,000
Earnings per Albion Development VCT Share	17.20p	0.95p
Dividends paid per Albion Development VCT Share (in the period)	4.37p	2.37p
Dividends paid per Albion Development VCT Share (in respect of the period)	4.37p	2.37p
Total assets	£100,098,000	£116,532,000
NAV per Albion Development VCT Share	94.98p	93.55p

2.11.3 As at 30 June 2022, the date to which the most recent unaudited half-year financial statements on Albion Development VCT were published, Albion Development VCT had unaudited net assets of £115.6 million.

2.11.4 Certain selected historical information of Albion Enterprise VCT is set out below:

	Year ended 31 March 2022 (audited)
Gains on investments	£21,636,000
Investment income	£886,000
Profit on ordinary activities before taxation	£18,081,000
Earnings per Albion Enterprise VCT Share	23.97p
Dividends paid per Albion Enterprise VCT Share (in the period)	6.09p
Dividends paid per Albion Enterprise VCT Share (in respect of the period)	6.09p
Total assets	£121,119,000
NAV per Albion Enterprise VCT Share	132.28p

2.11.5 As at 31 March 2022, the date to which the most recent audited financial statements on Albion Enterprise VCT were published, Albion Enterprise VCT had audited net assets of £118.4 million.

2.11.6 Certain selected historical information of Albion Technology & General VCT is set out below:

	Year ended 31 December 2021(audited)	Six month period ended 30 June 2022 (unaudited)
Gains on investments	£21,527,000	£1,579,000
Investment income	£1,077,000	£619,000
Profit on ordinary activities before taxation	£19,888,000	£17,000
Earnings per Albion Technology & General VCT Share	15.30p	0.01p
Dividends paid per Albion Technology & General VCT Share (in the period)	3.68p	2.02p
Dividends paid per Albion Technology & General VCT Share (in respect of the period)	3.68p	2.02p
Total assets	£107,774,000	£128,258,000
NAV per Albion Technology & General VCT Share	80.65p	78.69p

2.11.7 As at 30 June 2022, the date to which the most recent unaudited half-year financial statements on Albion Technology & General VCT were published, Albion Technology & General VCT had unaudited net assets of £126.6 million.

2.11.8 Certain selected historical information of Albion Venture Capital Trust is set out below:

	Year ended 31 March 2022 (audited)
Gains on investments	£6,553,000
Investment income	£1,037,000
Profit on ordinary activities before taxation	£5,960,000
Earnings per Albion Venture Capital Trust Share	5.77p
Dividends paid per Albion Venture Capital Trust Share (in the period)	25.30p*
Dividends paid per Albion Venture Capital Trust (in respect of the period)	25.30p*
Total assets	£64,198,000
NAV per Albion Venture Capital Trust Share	53.38p

*Dividends for the year ended 31 March 2022 included special dividends totalling 22p per Share.

2.11.9 As at 31 March 2022, the date to which the most recent audited financial statements on Albion Venture Capital Trust were published, Albion Venture Capital Trust had audited net assets of £63.9 million.

2.11.10 Certain selected historical information of Crown Place VCT is set out below:

	Year ended 30 June 2022 (audited)
Gains on investments	£6,386,000
Investment income	£853,000
Profit on ordinary activities before taxation	£4,889,000
Earnings per Crown Place VCT Share	2.09p
Dividends paid per Crown Place VCT Share (in the period)	3.21p*
Dividends paid per Crown Place VCT Share (in respect of the period)	3.21p*
Total assets	£87,063,000
NAV per Crown Place VCT Share	33.70p

*Dividends for the year ended 30 June 2022 included a special dividend of 1.5p per Share.

2.11.11 As at 30 June 2022, the date to which the most recent audited financial statements on Crown Place VCT were published, Crown Place VCT had audited net assets of £85.8million.

2.11.12 Certain selected historical information of Kings Arms Yard VCT is set out below:

	Year ended 31 December 2021 (audited)	Six month period ended 30 June 2022 (unaudited)
Gains on investments	£18,327,000	£3,507,000
Investment income	£1,106,000	£544,000
Profit on ordinary activities before taxation	£16,015,000	£2,756,000
Earnings per Kings Arms Yard VCT Share	3.72p	0.60p
Dividends paid per Kings Arms Yard VCT Share (in the period)	2.34p*	0.58p
Dividends paid per Kings Arms Yard VCT Share (in respect of the period)	2.34p*	0.58p
Total assets	£101,831,000	£109,827,000
NAV per Kings Arms Yard VCT Share	23.05p	23.07p

*Dividends for the year ended 31 December 2021 included a special dividend of 1.14p per Share.

2.11.13 As at 30 June 2022, the date to which the most recent unaudited half year financial statements on Kings Arms Yard VCT were published, Kings Arms Yard VCT had unaudited net assets of £109.0 million.

2.12 Qualifications to audit reports

There were no qualifications in the above audit reports.

3 What are the key risks that are specific to the issuers?

- 3.1 There can be no guarantee that the respective investment objectives of the Companies will be achieved or that suitable investment opportunities will be available. The success of each Company will depend on the Manager's ability to identify, acquire and realise investments in accordance with each Company's investment policy and there can be no assurance that the Manager will be able to do so.
- 3.2 The UK is currently experiencing its highest level of inflation in decades, rising interest rates and sterling volatility, in addition to uncertainty over the future course of Russia's invasion of Ukraine and ongoing risks from Covid-19. The potential, but unknown, scale of any further adverse impact that these events may have on existing portfolio companies, and those in which the Albion VCTs may invest in the medium and long term, is difficult to predict. Existing and future portfolio companies may lose value or fail as a result of the ongoing effects or aftermath of these events, resulting in a reduction in the value of investors' shares.
- 3.3 It is anticipated that interest rates will continue to rise over the near term, which may have an adverse effect on the investee companies of the Companies and, potentially, their value and have a negative impact on the net asset value of the Companies.
- 3.4 Investment in unquoted companies, by its nature, involves a higher degree of risk than investment in companies traded on the main market for listed securities of the London Stock Exchange. In particular, smaller companies often have limited product lines, markets or financial resources and may be dependent for their management on a smaller number of key individuals. In addition, the market for stock in smaller companies is often less liquid than that for stock in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such stock. Full information for determining their value or the risks to which they are exposed may also not be available.
- 3.5 The successful implementation of each Company's investment policy is dependent on the expertise of the Manager and its ability to attract and retain suitable staff. Each Company's ability to achieve its investment objectives is largely dependent on the performance of the Manager in the acquisition and disposal of assets and the management of such assets. Each Board has broad discretion to monitor the performance of the Manager and the power to appoint a replacement, but the Manager's performance or that of any replacement cannot be guaranteed.
- 3.6 Technology related risks are likely to be greater in early, rather than later, stage technology investments, including the risks of the technology not becoming generally accepted by the market or the obsolescence of the technology concerned, often due to greater financial resources being available to competing companies. In addition, in the current economic climate the valuations of technology companies are more volatile.
- 3.7 Most of the Companies' investments are and will be in companies whose securities are not publicly traded or freely marketed and may, therefore, be difficult, and take time, to realise. There may also be constraints imposed on the realisation of investments in order to maintain the VCT tax status of the Companies.
- 3.8 The ongoing consequences of the UK's withdrawal from the EU and the completion of the transition period on 31 December 2020 continue to unfold and may still have an impact on the business models, business operations and financial results of, or sales demand, material and labour costs, availability and cost of finance for, the businesses in which the Albion VCTs invest.

4 Key information on the securities

- 4.1 4.1 What are the main features of the securities?
 - 4.1.1 Description and class of securities
 - 4.1.2 The securities being offered pursuant to the Offers are ordinary shares of 1p each (currency Sterling) with the ISIN numbers referred to in 1.2 above.
 - 4.1.3 As at the date of this document:
 - 4.1.3.1 123,712,920 Albion Development VCT Shares are in issue (all fully paid up) excluding 15,696,741 shares held in treasury. The maximum number of Albion Development VCT Shares to be issued pursuant to its Offer, ignoring the over-allotment facility and based on the latest announced NAV per Share, is 8.6 million.
 - 4.1.3.2 89,798,530 Albion Enterprise VCT Shares are in issue (all fully paid up) excluding 12,967,934 shares held in treasury. The maximum number of Albion Enterprise VCT Shares to be issued pursuant to its Offer, ignoring the over-allotment facility and based on the latest announced NAV per Share, is 6.6 million.
 - 4.1.3.3 160,118,147 Albion Technology & General VCT Shares are in issue (all fully paid up) excluding 23,162,154 shares held in treasury. The maximum number of Albion Technology & General VCT Shares to be issued pursuant to its Offer, ignoring the over-allotment facility and based on the latest announced NAV per Share, is 10.6 million.
 - 4.1.3.4 120,287,265 Albion Venture Capital Trust Shares are in issue (all fully paid up) excluding 17,848,388 shares held in treasury. The maximum number of Albion Venture Capital Trust Shares to be issued pursuant to its Offer, ignoring the over-allotment facility and based on the latest announced NAV per Share, is 15.8 million.
 - 4.1.3.5 254,700,921 Crown Place VCT Shares are in issue (all fully paid up) excluding 35,822,916 shares held in treasury. The maximum number of Crown Place VCT Shares to be issued pursuant to its Offer, ignoring the over-allotment facility and based on the latest announced NAV per Share, is 23.7 million.

- 4.1.3.6 476,072,964 Kings Arms Yard VCT Shares are in issue (all fully paid up) excluding 73,661,999 shares held in treasury. The maximum number of Kings Arms Yard VCT Shares to be issued pursuant to its Offer, ignoring the over-allotment facility and based on the latest announced NAV per Share, is 38.9 million.

4.2 Rights attaching to the securities

The Ordinary Shares being offered (“the New Shares”) by each of the Companies shall rank equally and pari passu with the existing Ordinary Shares issued by that Company and shall have the following rights in relation to the Company which has issued them:

- 4.2.1 holders of the New Shares shall be entitled to receive all dividends and other distributions made, paid or declared by the relevant Company pari passu and equally with each other and with the existing Ordinary Shares of that Company save in respect of any dividends for which the record date has already passed;
- 4.2.2 each New Share carries the right to receive notice of and to attend or vote at any general meeting of the relevant Company;
- 4.2.3 on a winding-up, the holders of the New Shares are entitled to receive back their nominal value and will participate in the distribution of any surplus assets of the relevant Company pro rata with all other Ordinary Shares in the capital of that Company;
- 4.2.4 there are no restrictions on the transferability of the New Shares.

4.3 Dividend Policy

The current dividend target of each of the Companies is to pay 2.5 per cent. of the most recently announced net asset value per share when the dividend is announced twice a year, thereby targeting an annual dividend of around 5 per cent. No target can be guaranteed.

4.4 Where will the securities be traded?

Applications have been made to the FCA for the securities to be listed on the premium segment of the Official List and will be made to the London Stock Exchange for such shares to be admitted to trading on its main market for listed securities. It is anticipated that dealings in the Offer Shares will commence within three business days following allotment.

4.5 What are the key risks that are specific to the securities?

- 4.5.1 The UK is currently experiencing its highest level of inflation in decades, rising interest rates and sterling volatility, in addition to uncertainty over the future course of Russia’s invasion of Ukraine and ongoing risks from Covid-19. The potential but unknown scale of any further adverse impact that these events may have on existing portfolio companies, and those in which the Albion VCTs may invest in the medium and long term, is difficult to predict. Existing and future portfolio companies may lose value or fail as a result of the ongoing effects or aftermath of these events, resulting in a reduction in the value of investors’ shares.
- 4.5.2 Three portfolio companies accounted for approximately 20.6 per cent. of the Albion VCTs’ net asset value at 30 June 2022. A material diminution in the value of one or more of these companies could result in a reduction in the value of investors’ shares. In addition, in the current economic climate the valuations of technology companies are more volatile.
- 4.5.3 It is anticipated that interest rates will continue to rise over the near term, which may have an adverse effect on the investee companies of the Companies and, potentially, their value and have a negative impact on the net asset values of the Companies and consequently a reduction in the value of investors’ shares.
- 4.5.4 Investors should be aware of the changes introduced in the Finance Act 2018, focusing investment in innovative growth companies. This is leading to a reduction in asset-based businesses and may lead to increased volatility in the value of the Companies’ Shares. The reduction in asset-based businesses is also leading to an increasing reliance on capital profits to pay dividends.
- 4.5.5 The disposal of New Shares within five years of their issue will result in some or all of the 30 per cent. income tax relief available upon investment becoming repayable. On this basis, investing in New Shares should be considered a long-term investment. The availability of income tax relief on a subscription for shares in a VCT issued after 5 April 2014 is restricted where it is ‘linked’ to a sale of shares in the same VCT or in another VCT which is known to be merging with the VCT. For these purposes, linked means (i) the sale of the shares in the VCT was conditional on the subscription for shares in the same VCT (or vice versa) or (ii) the subscription for shares in the VCT and the sale of shares in the same VCT were within six months of each other (irrespective of which comes first). If the subscription is ‘linked’, the amount on which VCT income tax relief can be claimed will be reduced by the amount of the consideration of any linked sales.
- 4.5.6 The ongoing consequences of the UK’s withdrawal from the EU and the completion of the transition period on 31 December 2020 continue to unfold and may still have an impact on the business models, business operations and financial results of, or sales demand, material and labour costs, availability and cost of finance for, the businesses in which the Albion VCTs invest, resulting in a reduction in the value of investors’ shares.
- 4.5.7 The Companies, their existing and future portfolio companies, and their service providers are susceptible to operational and information security and related risks of cyber security incidents. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber security attacks include, but are not limited to, gaining unauthorised access to digital systems (for example through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data or causing operational disruption. Cyber security attacks also may be carried out in a manner that does not require gaining unauthorised access, such as causing denial-of-service attacks on websites (efforts to make services unavailable to intended users). Cyber security incidents affecting any of the Companies, their portfolio companies, Directors, the Manager, and/or other service providers such as financial intermediaries have the ability to cause disruption and impact business operations, potentially resulting in financial losses, including by interference with a Company’s ability to calculate its net asset value, impediments to trading by portfolio companies, the inability of Shareholders to transact business with an affected Company, violations of applicable privacy, data security or other laws,

regulatory fines and penalties, reputational damage, reimbursement or other compensation or remediation costs, legal fees; or additional compliance costs. Similar adverse consequences could result in cyber security incidents affecting counterparties with which the Companies or any of their portfolio companies engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies, and other financial institutions and other parties. Any such breaches of cybersecurity could have a material adverse effect on an affected Company's operations and performance and on returns to Shareholders.

5 Key information on the offer of securities to the public and/or the admission to trading on a regulated market

5.1 Under which conditions and timetable can I invest in the securities?

5.1.1 Terms and Conditions

5.1.2 The maximum amount to be raised by each Company under its Offer, ignoring its over-allotment facility, is:

Albion Development VCT	£8.0 million
Albion Enterprise VCT	£8.5 million
Albion Technology & General VCT	£8.5 million
Albion Venture Capital Trust	£8.5 million
Crown Place VCT	£8.0 million
Kings Arms Yard VCT	£8.5 million

5.1.3 Each Offer will open on 10 October 2022 and will close at 2p.m. on 29 September 2023. Each Board may close its Company's Offer earlier than this date. Subscribers must subscribe a minimum in aggregate of £6,000, with a minimum per elected Offer of £1,000 and thereafter in multiples of £1,000 per elected Offer. The first allotments of Shares under the Offers are expected to occur on 2 December 2022.

5.1.4 In relation to each allotment, the Offer Price at which the relevant New Shares will be allotted will be calculated by using the pricing formula set out below and will be announced to the London Stock Exchange through a Regulatory Information Service on the date of allotment. The number of New Shares to be allotted under each Offer will be determined by dividing the Subscription amount for that Offer by a subscription price calculated on the basis of the following formula ("the Pricing Formula") applied to the relevant Company ("Offer Price"):

Latest published NAV of an existing Share at the time of allotment (adjusted, as necessary, for dividends subsequently paid or in respect of which the record date has passed) divided by 0.975 (to allow for issue costs of 2.5 per cent.) and rounded up to the nearest 0.1p per Share.

5.1.5 Investors who apply for the first £10 million will be eligible for an Early Bird Discount as follows:

5.1.5.1 Existing Shareholders in any of the Albion VCTs will benefit from a 1 per cent. discount, such that the issue price of their shares will be calculated by reference to the latest net asset value per share divided by 0.985.

5.1.5.2 New investors who are not existing Shareholders in any Albion VCTs will benefit from a 0.5 per cent. discount, such that the issue price of their shares will be calculated by reference to the latest net asset value per share divided by 0.98.

5.2 Expected Timetable

Offers open	10 October 2022
First allotment	2 December 2022
Final allotment	29 September 2023
Offers close	29 September 2023
Effective date for the listing of Offer Shares and commencement of dealings	Within 3 business days following allotment
Share certificates and tax certificates to be dispatched	Within 30 business days following allotment

Note: Each Company's offer (which includes its over-allotment facility if utilised) may close earlier than the date stated above if it is fully subscribed by an earlier date or at its discretion.

5.3 Details of Admission

Applications have been made to the FCA for the Offer Shares to be listed on the premium segment of the Official List and will be made to the London Stock Exchange for such shares to be admitted to trading on its main market for listed securities. It is anticipated that dealings in the Offer Shares will commence within three business days following allotment.

5.4 Distribution

The Offer Shares will be available to be issued in either registered form (i.e. certificated) or electronic form (i.e. via CREST). Where applicable, share certificates are expected to be dispatched by post within 30 business days of allotment.

- 5.5 Dilution
- 5.5.1 Assuming full subscription under its Offer, ignoring the over-allotment facility, and an issue price of 93.6p, 8,547,008 Shares would be issued by Albion Development VCT. If 8,547,008 Shares were to be issued by Albion Development VCT, the existing 123,712,920 Shares (ignoring those held in treasury) would represent 93.5 per cent. of the enlarged issued share capital of Albion Development VCT.
- 5.5.2 Assuming full subscription under its Offer, ignoring the over-allotment facility, and an issue price of 130.2p, 6,528,417 Shares would be issued by Albion Enterprise VCT. If 6,528,417 Shares were to be issued by Albion Enterprise VCT, the existing 89,798,530 Shares (ignoring those held in treasury) would represent 93.2 per cent. of the enlarged issued share capital of Albion Enterprise VCT.
- 5.5.3 Assuming full subscription under its Offer, ignoring the over-allotment facility, and an issue price of 80.8p, 10,519,801 Shares would be issued by Albion Technology & General VCT. If 10,519,801 Shares were to be issued by Albion Technology & General VCT, the existing 160,118,147 Shares (ignoring those held in treasury) would represent 93.8 per cent. of the enlarged issued share capital of Albion Technology & General VCT.
- 5.5.4 Assuming full subscription under its Offer, ignoring the over-allotment facility, and an issue price of 53.9p, 15,769,944 Shares would be issued by Albion Venture Capital Trust. If 15,769,944 Shares were to be issued by Albion Venture Capital Trust, the existing 120,287,265 Shares (ignoring those held in treasury) would represent 88.4 per cent. of the enlarged issued share capital of Albion Venture Capital Trust.
- 5.5.5 Assuming full subscription under its Offer, ignoring the over-allotment facility, and an issue price of 33.8p, 23,668,639 Shares would be issued by Crown Place VCT. If 23,668,639 Shares were to be issued by Crown Place VCT, the existing 254,700,921 Shares (ignoring those held in treasury) would represent 91.5 per cent. of the enlarged issued share capital of Crown Place VCT.
- 5.5.6 Assuming full subscription under its Offer, ignoring the over-allotment facility, and an issue price of 21.9p, 38,812,785 Shares would be issued by Kings Arms Yard VCT. If 38,812,785 Shares were to be issued by Kings Arms Yard VCT, the existing 476,072,964 Shares (ignoring those held in treasury) would represent 92.5 per cent. of the enlarged issued share capital of Kings Arms Yard VCT.
- 5.6 Expenses of the Offers
- 5.6.1 Offers' expenses
- All expenses of the Offers will be paid by the Manager out of the gross proceeds of the Offers. To the extent that the expenses of an Offer exceed 2.5 per cent. of the total proceeds of that Offer, Albion Capital will bear the excess. To the extent that the expenses of an Offer are less than 2.5 per cent. of the total proceeds of that Offer, Albion Capital will retain the balance. However, investors will indirectly bear the costs of the Offers in which they participate through the application of the Pricing Formula which determines the Offer Price to be paid for the New Shares for which an investor subscribes and includes an allowance for issue costs of 2.5 per cent. (or 2.0 or 1.5 per cent. in respect of applications which qualify for the Early Bird Discount).
- 5.6.2 For financial intermediaries who act on an "execution only" basis, i.e. do not provide financial advice to their clients, permissible trail commission can be paid which will be borne by Albion Capital.
- 5.6.3 Expenses charged to the investor
- Investors will indirectly bear the costs of the Offers in which they participate through the application of the pricing formula which determines the offer price to be paid for the New Shares and includes an allowance for issue costs of 2.5 per cent. (or 1.5 per cent. for existing Shareholders who qualify for the Early Bird Discount or 2 per cent. for new investors who qualify for the Early Bird Discount). The costs of each Offer will be paid by the Manager out of its fee of 2.5 per cent. of the gross proceeds of the Offer.
- 5.7 Albion Capital has also agreed to meet any permissible annual trail commission payments of each Company, whilst it is appointed as the investment manager to that Company, for a period of 5 years.

6 Why is this prospectus being produced?

- 6.1 Reasons for the Offers
- 6.1.1 The funds raised by each Company pursuant to its Offer will supplement its funds to invest in new and existing portfolio companies in accordance with each Company's investment policies.
- 6.1.2 The estimated net amount of proceeds (£):
- | | |
|---------------------------------|------------|
| Albion Development VCT | £7,800,000 |
| Albion Enterprise VCT | £8,287,500 |
| Albion Technology & General VCT | £8,287,500 |
| Albion Venture Capital Trust | £8,287,500 |
| Crown Place VCT | £7,800,000 |
| Kings Arms Yard VCT | £8,287,500 |
- 6.2 Conflicts of interest
- No conflict of interest is material to the Offers.