

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

This document constitutes a registration document (**Registration Document**) issued by Mobeus Income & Growth VCT plc (**MIG**), Mobeus Income & Growth 2 VCT plc (**MIG 2**), Mobeus Income & Growth 4 VCT plc (**MIG 4**) and The Income & Growth VCT plc (**I&G**) (together the **Companies** and each a **Company**) dated 6 September 2017.

This document has been prepared in compliance with the Prospectus Directive, English law and the rules of the UK Listing Authority (**UKLA**) and the information disclosed may not be the same as that which would be disclosed if this document had been prepared in accordance with the laws of a jurisdiction outside England. Additional information relating to the Companies is contained in a securities note issued by the companies (**Securities Note**). A brief summary written in non-technical language conveying the essential characteristics of and risks associated with the Companies and ordinary shares of 1p each in the capital of each of the Companies which are being offered for subscription (**Offer Shares**) (the **Offers** and each an **Offer**), is contained in a summary issued by the Companies (**Summary**). The Securities Note, Registration Document and Summary have been prepared in accordance with the Prospectus Rules made under FSMA (**Prospectus Rules**) and have been approved by the Financial Conduct Authority (**FCA**) in accordance with FSMA.

This Registration Document, the Securities Note and the Summary together comprise a prospectus issued by the Companies dated 6 September 2017 ("the Prospectus"). The Prospectus has been filed with the FCA in accordance with the Prospectus Rules and you are advised to read the prospectus in full.

The Companies and the directors of the Companies (**Directors**) (whose names are set out on page 5) accept responsibility for the information contained in this Registration Document. 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 this Registration Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

**Offers for subscription to raise, in aggregate, up to £50 million
with over-allotment facilities to raise, in aggregate, up to a further £30 million
through the issue of Offer Shares in each Company**

Mobeus Income & Growth VCT plc	Mobeus Income & Growth 2 VCT plc	Mobeus Income & Growth 4 VCT plc	The Income & Growth VCT plc
Registered in England & Wales under number 05153931 ISIN: GB00B01WL239	Registered in England & Wales under number 03946235 ISIN: GB00B0LKLZ05	Registered in England & Wales under number 03707697 ISIN: GB00B1FMDH51	Registered in England & Wales under number 04069483 ISIN: GB00B29BN198
Offer for subscription to raise up to £15 million, with an over-allotment facility to raise up to a further £10 million	Offer for subscription to raise up to £10 million, with an over-allotment facility to raise up to a further £5 million	Offer for subscription to raise up to £10 million, with an over-allotment facility to raise up to a further £5 million	Offer for subscription to raise up to £15 million, with an over-allotment facility to raise up to a further £10 million

In connection with the Offers, Howard Kennedy Corporate Services LLP, the sponsor to the Offers, and Mobeus Equity Partners LLP ("Mobeus"), the promoter to the Offers, are acting for the Companies and no one else and will not be responsible to anyone other than the Companies for providing the protections afforded to customers of Howard Kennedy Corporate Services LLP and Mobeus respectively (subject to the responsibilities and liabilities imposed by FSMA and the regulatory regime established thereunder) in providing advice in relation to the Offers. Howard Kennedy Corporate Services LLP and Mobeus are authorised and regulated in the United Kingdom by the FCA.

Shakespeare Martineau LLP, which is regulated in the United Kingdom by the Solicitors Regulation Authority, is acting as legal adviser to the Companies and no-one else and will not be responsible to anyone other than the Companies for the advice in connection with any matters referred to herein.

The attention of prospective investors in the Companies who are resident in, or citizens of, territories outside the United Kingdom is drawn to the information under the headings "Overseas Investors" in Part I, II, III and IV of this document. None of the Offer Shares have been, nor will be, registered in the United States under the United States Securities Act of 1933, as amended, (the Securities Act) or under the securities laws of Canada, Australia, Japan or South Africa (each a Restricted Territory) and they may not be offered or sold directly or indirectly within the United States or any of the Restricted Territories or to, or for the account or benefit of US Persons (as defined in Regulation S made under the Securities Act) or any national, citizen or resident of the United States or any of the Restricted Territories. The Offers are not being made, directly or indirectly, in or into the United States or any of the Restricted Territories or in any other jurisdiction where to do so would be unlawful. In particular, prospective investors who are resident in the United States or any Restricted Territory should note that this document is being sent for information purposes only. The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any of these restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities law of any such jurisdiction. An Application Form is not being and must not be forwarded to or transmitted in or into the United States or a Restricted Territory.

Application has been made to the UKLA for the Offer Shares to be admitted to the premium segment of the Official List and to the London Stock Exchange plc for such Offer Shares to be admitted to trading on its main market for listed securities. It is expected that admission to the Official List will become effective and that dealings in the Offer Shares will commence three Business Days following allotment. The Companies' existing issued Shares are traded on the London Stock Exchange's main market for listed securities.

Copies of this Registration Document, the Securities Note and the Summary are available free of charge from the promoter of the Offers:

Mobeus Equity Partners LLP
30 Haymarket
London SW1Y 4EX

telephone: 020 7024 7600
download: www.mobeusequity.co.uk/investor-area
email: info@mobeusequity.co.uk

YOUR ATTENTION IS DRAWN TO THE RISK FACTORS ON PAGES 3 TO 4.

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RISK FACTORS

The following are those risk factors which are material to each Company and of which each Company's respective Directors are aware. Material risk factors relating to the Offer Shares are contained in the Securities Note. Additional factors which are not presently known to the Directors, or that the Directors currently deem immaterial, may also have an effect on their respective Company's business, financial condition or results of operations.

Investment Risks

Investment in unquoted companies (including AIM traded companies), by its nature, involves a higher degree of risk than investment in companies listed on the Official List. In particular, small companies often have limited product lines, markets or financial resources and may be dependent for their management on a small number of key individuals. They may be more susceptible to political, exchange rate, taxation, economic and other regulatory changes and conditions. In addition, the market for securities in smaller companies may be less regulated and is usually less liquid than that for securities in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such securities. Proper information for determining their value or the risks to which they are exposed may also not be available. Investment returns will, therefore, be uncertain and involve a higher degree of risk than investments in companies listed on the Official List.

VCTs are subject to investment restrictions, a summary of which are set out in Part Nine - Taxation Considerations of the Securities Note. This may have an impact on the investments the Companies can make and the returns achievable. Although Mobeus has seen a strong flow of new investment opportunities, there can be no guarantee that suitable investments will be identified in order to meet each Company's objectives.

It can take a period of years for the underlying value or quality of smaller companies, such as those in which the Companies invest, to be fully reflected in their market values and their market values are often also materially affected by general market sentiment, which can be negative for prolonged periods. Furthermore, a Company's investments may 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 a Company.

Although a Company may receive customary venture capital rights in connection with its investments, particularly as a minority investor, it may not be in a position to protect its interests fully or be the sole determining factor of when a company is offered for sale. Furthermore, VCTs are subject to certain requirements which may restrict its ability to provide further funding to an investment should the need arise.

Mobeus has typically structured its investments in part equity and part loan and it aims to maximise the loan stock element so as to minimise overall investment risk. To the extent that investee companies are unable to pay the interest on loan stock instruments, a Company's income return will be adversely affected. Investee companies may also have debt, such as bank loans, which rank ahead of the loan stock issued to a Company. Dividends are also potentially receivable from investee companies arising from the Companies equity holding, but the size and likelihood of receipt is dependent upon a wide range of company specific factors.

Since the Companies hold a portfolio of underlying investments, the risks of which are explained above, the value of Shares, and the income investors derive from them, can fluctuate and investors may not get back the full amount they invested. In addition, there is no certainty that the market price of Shares will fully reflect their underlying net asset value nor is there any guarantee that dividends will be paid, nor that any dividend target stated will be met.

Where more than one of the funds advised by Mobeus wishes to participate in an investment opportunity, allocations will generally be made in proportion to the net asset value of each fund. When one or more of the funds advised by Mobeus is in a fundraising period, its net funds raised, for the purpose of allocation, will be assumed to be the value of Shares allotted in that Company at the time the allocation calculation is made. Implementation of this policy will be subject to the availability of funds to make the investment and other portfolio considerations, such as sector exposure and the requirement to achieve or maintain a minimum of 70% of a particular Company's portfolio in VCT qualifying holdings. This may mean that a Company may receive a greater or lesser allocation than would otherwise be the case under the normal co-investment policy.

VCT Risks

Whilst it is the intention of each Board that its Company will continue to be managed so as to qualify as a VCT, there can be no guarantee that a Company's VCT status will be maintained. Failure to continue to meet the qualifying requirements could result in Qualifying Investors losing the tax reliefs available for VCT shares, resulting in adverse tax consequences including, if the holding has not been held for the relevant holding period, a requirement to repay the upfront tax reliefs obtained. Furthermore, should a Company lose its VCT status, dividends and gains arising on the disposal of Shares would become subject to tax and the relevant Company would also lose its exemption from corporation tax on its capital gains.

Changes in legislation concerning VCTs (including the 'patient' capital review announced by the UK Government), in particular in relation to what constitutes qualifying holdings, qualifying trades and qualifying use of funds, may limit the number of qualifying investment opportunities, reduce the level of returns which would otherwise have been achievable or result in a Company not being able to meet its objectives. Furthermore, the 'patient' capital review may impose restrictions on VCT fund raisings and such restrictions may affect the ability of a VCT to participate in follow-on funding for investee companies, pay dividends and/or support a buy-back policy.

If at any time VCT status is lost for a Company, dealings in its Shares will normally be suspended until such time as proposals for the Company to continue or to be wound up have been announced.

The disposal of Offer Shares within five years of subscription will result in any income tax relief claimed thereon becoming repayable. Further, the disposal of existing Shares within six months either side of the acquisition of Offer Shares in the same Company will result in the amount of the investment in Offer Shares to which VCT tax reliefs are available being reduced by an amount equal to the proceeds received on the disposal.

The tax rules, or their interpretation, in relation to an investment in a Company and/or the rates of any tax, may change during the life of that Company and may apply retrospectively. The value of the tax reliefs depends on the personal circumstances of the investors, who should consult their own tax advisers before making any investment.

Economic, Government, Political

Any change of governmental, economic, fiscal, monetary or political policy, in particular current government spending reviews and cuts and changes to the current level of interest rates, could materially affect, directly or indirectly, the operation of the Companies and/or the performance of the Companies and the value of, and returns from, Shares and/or their ability to achieve or maintain VCT status.

Some commentators believe that in light of the UK EU referendum vote to leave the European Union, as well as other global political uncertainties, the UK economy will continue to face testing circumstances in the short to medium term that could affect economic growth and as a result investors may not get back the amount they originally invested.

Other Risks

The Articles provide the opportunity for Shareholders of a Company to vote on the continuation of that Company at the annual general meeting falling after the fifth anniversary of the earlier of the last allotment of Shares in that Company or the last continuation vote held. The allotment of Offer Shares in a Company pursuant to its Offer will, therefore, defer (in accordance with the Articles) the opportunity for Shareholders of the relevant Company to vote on the continuation of that Company for at least five years and, as a result, both new and existing Shareholders may have to wait longer to realise their holding in the relevant Company, if no trading in the market is possible.

The number of Offer Shares to be issued in a Company will be calculated by a formula linked to the latest published NAV of a Share in the relevant Company which will determine the Offer Price. The most recently published unaudited NAVs for the Companies are as at 30 June 2017.

CORPORATE INFORMATION

Directors (Non-executive)

MIG

Clive Nicholas Boothman (Chairman)
Bridget Elisabeth Guérin
Catherine Alison Wall

MIG 2

Nigel Edward Melville (Chairman)
Ian Marcel Blackburn
Sally Louise Duckworth
Adam Fletcher Downs Kingdon
Kenneth Charles Vere Nicoll

MIG 4

Christopher Mark Moore (Chairman)
Andrew Stephen Robson
Helen Rachelle Sinclair

I&G

Colin Peter Hook (Chairman)
Jonathan Harry Cartwright
Helen Rachelle Sinclair

Investment Adviser, Administrator, Company Secretary and Promoter

Mobeus Equity Partners LLP
30 Haymarket
London SW1Y 4EX

Solicitors

Shakespeare Martineau LLP
60 Gracechurch Street
London EC3V 0HR

Stockbroker

Panmure Gordon (UK) Limited
One New Change
London EC4M 9AF

Auditors

BDO LLP
55 Baker Street
London W1U 7EU

Registrars for MIG 2, MIG 4 and I&G

Capita Asset Services
34 Beckenham Road
Beckenham
Kent BR3 4TU
Telephone Number: 0871 664 0324*

Registered Office

30 Haymarket
London
SW1Y 4EX

Company Registration Numbers

MIG 05153931
MIG 2 03946235
MIG 4 03707697
I&G 04069483

Website

www.migvct.co.uk
www.mig2vct.co.uk
www.mig4vct.co.uk
www.incomeandgrowthvct.co.uk

Telephone Number

020 7024 7600

Receiving Agent

The City Partnership (UK) Limited
Thistle House
21 Thistle Street
Edinburgh EH2 1DF

Sponsor

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

VCT Tax Adviser

Philp Hare & Associates LLP
4-6 Staple Inn
High Holborn
London WC1V 7QH

Distributor

Portunus Investment Solutions Limited
Office 4
8 Percy Street
London W1T 1DJ

Registrars for MIG

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS99 6ZZ
Telephone Number: 0870 707 1155**

Further details on the costs of calls, opening hours and how to contact the Companies' registrars from abroad are detailed on their websites www.capitaregistrars.com/shareholders and www.investorcentre.co.uk

*Capita Asset Services telephone number is open between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays). If telephoning from outside of the UK dial +44 20 3170 0187. Calls to Capita Asset Services' helpline are charged at 10p per minute (including VAT) plus your service providers' network extras. Calls from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones.

**Computershare's telephone number is open between 8.30 am and 5.30 pm (GMT) Monday to Friday (except UK public holidays). Calls to Computershare 0870 number are often free if included in your plan, if not included, calls will be charged at no more than dialling a STD code (about 2p per minute usually depending on your supplier). Calls to the helpline from outside of the UK will be charged at applicable international rates.

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

AIFMD	the Alternative Investment Fund Managers Directive 2011/61/EU
AIM	the Alternative Investment Market
Allotment Formula	the formula to calculate the number of Offer Shares to be issued by each Company to each investor as set out in Part Eight of the Securities Note
Applicant or investor	an applicant under the Offer
Application	a valid application by an Applicant for Offer Shares pursuant to one or more of the Offers
Articles	the articles of association of MIG and/or MIG 2 and/or MIG 4 and/or I&G, as the context permits
Boards	the board of directors of MIG, MIG 2, MIG 4 and I&G (and each "a Board")
Business Days	any day (other than a Saturday) on which clearing banks are open for normal banking business in sterling
CA 1985	the Companies Act 1985 (as amended)
CA 2006	the Companies Act 2006 (as amended)
Closing Date	the closing date of an Offer, expected to be 12.00 noon on 4 April 2018, or earlier if fully subscribed or otherwise as so resolved by the relevant Board
Companies	MIG, MIG 2, MIG 4 and I&G (and each "a Company")
Companies Acts	CA 1985 and CA 2006
Directors	the directors of MIG and/or MIG 2 and/or MIG 4 and/or I&G from time to time, as the context permits
Early Investment Incentive	an amount equal to 1.00% of the Investment Amount on Applications which are received and accepted up to the earlier of the first £50 million being raised across the Offers or to 3 November 2017, payable by Mobeus and from which will be used to purchase additional Offer Shares in the Companies (as applicable) as set out in Part Eight of the Securities Note
EBITA	a company's earnings before the deduction of interest, tax and amortisation
FCA	the Financial Conduct Authority
FSMA	the Financial Services and Markets Act 2000 (as amended)
HMRC	Her Majesty's Revenue & Customs
Howard Kennedy	Howard Kennedy Corporate Services LLP, the sponsor to the Offers
I&G	The Income & Growth VCT plc
I&G Shares	ordinary shares of 1p each in the capital of I&G
Investment Amount	the monetary amount of an Application accepted, ignoring the Early Investment Incentive and any waived 'execution only' initial commission and/or waived Mobeus promotion fee to be reinvested for additional Offer Shares
IPEVC Valuation Guidelines	the International Private Equity and Venture Capital Valuation Guidelines
Listing Rules	the Listing Rules of the UK Listing Authority
London Stock Exchange	London Stock Exchange plc
MBO	management buy out
Memorandum	the memorandum of association of MIG and/or MIG 2 and/or MIG 4 and/or I&G, as the context permits (and together "the Memoranda")
MIG	Mobeus Income & Growth VCT plc
MIG Shares	ordinary shares of 1p each in the capital of MIG

MIG 2	Mobeus Income & Growth 2 VCT plc
MIG 2 Shares	ordinary shares of 1p each in the capital of MIG 2
MIG 3	Matrix Income & Growth 3 VCT plc
MIG 4	Mobeus Income & Growth 4 VCT plc
MIG 4 Shares	ordinary shares of 1p each in the capital of MIG 4
Mobeus	Mobeus Equity Partners LLP, the investment adviser, administrator, company secretary and promoter to the Companies and which is authorised and regulated by the FCA
Money Market Funds	money market funds, government securities or other low risk liquid assets
NAV or net asset value	the net asset value of a company or, as the case may be, share, calculated in accordance with that company's normal accounting policies
NEX	the NEX Exchange Main Board, a prescribed market for the purposes of section 118 of Financial Services and Markets Act 2000
Offers	the offers for subscription of Offer Shares in the Companies (including, if utilised, the over-allotment facilities) as described in the Prospectus (and each an "Offer")
Offer Price	the price at which the Offer Shares will be allotted in each Company pursuant to the Offers, as determined by dividing the Investment Amount in a Company by the number of Shares to be issued by that Company (in accordance with the Allotment Formula)
Offer Shares	the MIG Shares, MIG 2 Shares, MIG 4 Shares and I&G Shares (as the context permits), being offered for subscription pursuant to the Offers (and each an "Offer Share")
Official List	the official list of the UK Listing Authority
Prospectus	together, this Registration Document, the Securities Note and the Summary
Prospectus Rules	the prospectus rules of the UK Listing Authority
Qualifying Company	an unquoted (including an AIM-listed) company which satisfies the requirements of Chapter 4 of Part 6 of the Tax Act
Qualifying Investor	an individual aged 18 or over who is resident in the United Kingdom and who invests in the Companies
Receiving Agent	The City Partnership (UK) Limited
Registrar	Capita Asset Services or Computershare Investor Services PLC, as the context permits
Registration Document	this document
Regulations	the Uncertificated Securities Regulations 2001
Securities Note	the securities note issued by the Companies dated 6 September 2017 in connection with the Offers
Shareholder	a holder of Shares in one or more of the Companies (as the context permits)
Shares	MIG Shares and/or MIG 2 Shares and/or MIG 4 Shares and/or I&G Shares (and each a "Share"), as the context permits
Summary	the summary issued by the Companies dated 6 September 2017 in connection with the Offers
Tax Act	the Income Tax Act 2007 (as amended)
UKLA or UK Listing Authority"	the FCA in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000
United Kingdom or UK	the United Kingdom of Great Britain and Northern Ireland
United States or US	the United States of America, its states, territories and possessions (including the District of Columbia)
VCT Value	the value of an investment calculated in accordance with section 278 of the Tax Act

Venture Capital Trust or **VCT** a venture capital trust as defined in section 259 of the Tax Act

THE DIRECTORS AND MOBEUS

As required by the Listing Rules, each of the Companies' Boards is independent of Mobeus. All Directors are, except for Helen Sinclair, independent of Mobeus. Helen is a director of both I&G and MIG 4 and, as both are advised by Mobeus, is deemed not to be an independent director under the Listing Rules.

Each Board has substantial experience of venture capital businesses and has overall responsibility for its Company's affairs, including determining the investment policy of the relevant Company, subject to approval by its shareholders and making investment decisions on the advice of Mobeus. Each Board also retains responsibility for approving both the valuations of its portfolio and the net assets of its Company (on the advice of Mobeus).

(A) THE DIRECTORS (ALL NON-EXECUTIVE)

Mobeus Income & Growth VCT plc

Clive Boothman – (independent chairman)

Clive has over 30 years' experience in the financial services industry. Initially, he qualified as a chartered accountant and worked for Arthur Young McClelland Moores (now Ernst & Young) and Moore Stephens (Bermuda). He was with Schroders for seventeen years from 1983 during which time he was, at different times, managing director, Schroder Unit Trusts for ten years and managing director of the Firm's Private Client Group for the final two years. Since leaving Schroders, he has been chief executive of the stockbroker, Gerrard Limited (2000 – 2001), the fund platform Cofunds Limited (2002 – 2003) and London Representative of Jersey Finance Limited (2009 – 2011). More recently, from 2004 until December 2014, he was non-executive chairman of Investment Funds Direct Limited (trading as Ascentric), a comprehensive, whole-of-market wrap platform. Since July 2014, he has been non-executive chairman of Platform One Group Limited, another wrap platform which specialises in providing services to international clients and their advisers as well as UK higher net worth clients.

Bridget Guérin – (independent director)

Bridget has over 30 years' experience in the financial services industry. She was managing director of Matrix Money Management Limited between June 1999 and March 2011 and sat on the Matrix Group board between 2000 and 2009. Prior to joining Matrix, Bridget gained 14 years of retail investment fund experience at Schroder Unit Trusts Limited, Ivory & Sime and County NatWest. Bridget is currently a non-executive director of CCP Quantitative Fund, CCP Core Macro Fund, Schroder Income Growth Fund plc, a London listed investment trust and Charles Stanley Group plc. She is on the board of Beverley Racecourse Limited and is a member of the York Racecourse Committee and is a trustee of the York Racecourse Pension Fund. Bridget was a director of MIG 3 which merged with MIG in May 2010.

Catherine Wall (independent director)

Catherine has over 30 years' experience in the private equity industry, having worked for Barclays Private Equity (now called Equistone Partners Europe) from 1984 to 1989 and also from 1994 to 2013, and for 3i plc from 1989 to 1993. As a director of Barclays Private Equity she led and managed numerous investments in management buy-outs. She later became UK portfolio director, supervising the management of all the firm's UK investments. She held over 20 roles as non-executive director, non-executive chairman or shareholder representative on the boards of investee companies in which Barclays Private Equity/Equistone Partners Europe were invested; additionally, she was a non-executive director of Indigo Holdings Limited from August 2010 to December 2012 and served on the investment committee of the British Red Cross from 2004 to July 2014. She is currently chairman of Signum Technology Limited, a valve manufacturer, and a non-executive director of Greenwood & Coope Limited (trading as Cormar Carpets). She is also a member of Westminster Abbey's investment panel.

Mobeus Income & Growth 2 VCT plc

Nigel Melville – (independent chairman)

Nigel was chairman of Emtelle Holdings Limited, the UK's leading supplier of fibre-optic ducting systems, until August 2008. He has been a director of a number of other public and private companies. Between 1972 and 1995, he was an investment banker, latterly as a director of Barings, responsible for international corporate finance. In 1995 he established Melville Partners to provide strategic consultancy to a range of international companies.

Ian Blackburn (independent director)

Recently appointed on 1 July 2017, Ian is a qualified chartered accountant who specialised in Corporate Finance at KPMG before building and selling two listed food groups. He has extensive UK European strategic, operations and finance experience as chief executive and finance director of Perkins Foods plc and Zetar plc. Currently, he is an active investor in a number of SMEs including Chairman and non-executive roles with Mood Foods, Kinteract, and Peppersmith. He is also a trustee/treasurer of The Thomas Fryer Charity.

Sally Duckworth (independent director)

Sally has worked in the financial services sector since 1990 and in the private equity industry since 2000. An active angel investor, she sits on the board of several early stage companies. She is a qualified accountant, former investment banker and venture capitalist. From 2000 to 2004 she worked for Qvester Capital Management Limited as part of the investment team for their VCTs.

Adam Kingdon (independent director)

Adam has over 20 years' experience as a turnaround specialist and of restoring companies to profitability. He led a management buyout of Robinson Electronics, a supplier of test equipment for electricity supply utilities. He then went on to turn around more than ten loss-making engineering and technology companies in the UK, France, Germany, Holland and Belgium. He is also the founder and chief executive of i2O Water Limited and a director of Kingdon Burrows Performance Aircraft Limited.

Ken Vere Nicoll (independent director)

Ken has over 40 years' corporate finance experience and retired from Matrix Corporate Capital LLP, which provided corporate finance advice and stockbroking services, on 30 June 2009. He was a non-executive director of Unicorn AIM VCT II plc until March 2010, when it merged with Unicorn AIM VCT plc.

Mobeus Income & Growth 4 VCT plc

Christopher Moore (independent chairman)

Christopher has considerable experience of the venture capital industry. After completing a law degree and qualifying as a chartered accountant with Price Waterhouse, he worked for Robert Fleming Inc., Lazards, Jardine Fleming and then Robert Fleming, latterly as a main board director from 1986 to 1995. During this period he was involved in various unquoted and venture capital investments and remained chairman of Fleming Ventures Limited, an international venture capital fund, until the fund's final distribution in 2003. His roles have included acting as senior adviser to the chairman of Lloyds and chairing the successful turnaround of a public industrial group. Until May 2010, he was a director of MIG and until September 2010 he was a director of I&G. He was also a director of MIG 3 until it merged with MIG in 2010.

Andrew Robson (independent director)

Andrew qualified as a chartered accountant in 1984. From 1984 to 1997, he worked in corporate finance at Robert Fleming & Co Limited, becoming a director. Following a four year term in charge of the finances of the National Gallery, he joined Société Générale as a director in the London M&A department. He subsequently became finance director of the eFinancial group, a group specialising in financial publishing and online recruitment. He now works as a business adviser to small companies. Andrew has over 15 years' experience as a non-executive director, including with investment companies. He is currently an executive director of First Integrity Limited (from December 2006), and a non-executive director of Peckwater Limited, Shires Income plc (from May 2008), JP Morgan Smaller Companies Investment Trust plc (from 2007) and Witan Pacific Investment Trust plc (from 2014). Andrew was a non-executive director of Edinburgh UK Smaller Companies Tracker Trust plc from 1998 to 2006, British Empire Trust plc from 2008 to earlier this year and M&G Equity Investment Trust plc from 2007 to 2011.

Helen Sinclair (non-independent director)

Helen has extensive experience of investing in a wide range of small and medium sized businesses. She graduated in economics from Cambridge University and began her career in banking. After an MBA at INSEAD business school, Helen worked from 1991 to 1998 at 3i plc, based in their London office. She was a founding director of Matrix Private Equity Limited when it was established in early 2000 and helped raise the initial funds for Mobeus Income & Growth 2 VCT plc (formerly Matrix e-Ventures VCT plc). She is a non-executive director of Gresham House Strategic plc and is chairman of British Smaller Companies VCT plc. Helen is a director of both I&G and MIG 4 and, as both are advised by Mobeus, is deemed not to be an independent director under the Listing Rules.

The Income & Growth VCT plc

Colin Hook – (independent chairman)

Colin has extensive financial and commercial experience. He has worked in the City for more than 30 years. During this time, he has himself successfully founded two fund management companies and directed fund management operations for more than ten years. His City involvement includes mergers and acquisitions. From 1994 to 1997 he was chief executive of Ivory and Sime plc. Until February 2013, he was chief executive of Pole Star Space Applications Limited, a company which he helped to found in 1998 and which is today the world's leading provider of real-time tracking information for the maritime industry. He remains a director on this board. Until September 2010, he was also chairman of MIG 4.

Jonathan Cartwright (independent director) – I&G

Jonathan is a qualified chartered accountant. He has significant experience of the investment trust sector and of serving on the boards of both public and private companies in executive and non-executive roles. Jonathan joined Caledonia Investments plc in 1989, serving as finance director from 1991 to December 2009 and is currently a trustee of the Caledonia Pension Scheme. Prior to this he was group financial controller at Hanson plc from 1984 to 1989. He was also previously non-executive director of Bristow Group Inc. and of Serica Energy plc. He is non-executive chairman of BlackRock Income & Growth Investment Trust plc and also of Aberforth Split Level Investment Trust plc. He is also a non-executive director of Tennants Consolidated Limited. Jonathan has served on the Self-Managed Investment Trust Committee of the Association of Investment Companies (to December 2009).

Helen Sinclair (non-independent director)

Please see above for MIG 4.

Current and Past Directorships

The Directors are currently or have been within the last five years, a member of the administrative, management or supervisory bodies or partners of the companies and partnerships mentioned below:

	Current	Past Five Years
Clive Boothman	D. Napier & Son Ltd Carbooth Storage Limited LCT Pensions Limited Mobeus Income & Growth VCT plc Platform One Limited Platform One Group Limited Professional Partners Administration Limited Veteran Car Company Limited	Fundsdirect ISA Nominees Limited IFDL Personal Pensions Limited Investment Funds Direct Group Limited Investment Funds Direct Holdings Limited Investment Funds Direct Limited Investment Sciences Limited
Nigel Melville	Egypt Investment Company Mobeus Income & Growth 2 VCT PLC Museum of Army Flying Limited (The) Museum of Army Flying Trading Company Limited (The)	
Christopher Moore	Bletchley Park Trust Limited Mobeus Income & Growth 4 VCT plc	British Eye Research Foundation Eye Research UK Fight for Sight Trading Limited The Iris Fund for the Prevention of Blindness
Colin Hook	Absolute Software (Australia) Pty Limited Absolute Software Inc Citron Press plc (in liquidation) Pole Star Space Applications Limited The Income & Growth VCT plc The 9 th /12 th Royal Lancers (Prince of Wales's) Regimental Museum	Absolute Maritime Tracking Services Inc Member of the Council of the Society of Maritime Industries IBIS Designs Limited (dissolved) Pole Star Data Centre Services Limited
Bridget Guérin	Beverley Race Company Limited (The) Cantab Capital (Cayman) Limited Cantab Capital LTIP Limited CCP Core Macro Master Fund CCP Quantitative Fund Charles Stanley & Co. Limited Charles Stanley Group plc Mobeus Income & Growth VCT plc Schroder Income Growth Fund plc York Racecourse Knavesmire LLP	Matrix Alternative Investment Strategies Fund Limited Matrix (Bermuda) Limited Matrix Structured Products Limited Cantab UCITS Fund plc
Catherine Wall	Copper Bidco Limited Copper Midco 1 Limited Copper Midco 2 Limited Filtration & Valves Limited Greenwood & Coope Limited Mobeus Income & Growth VCT plc Signum Technology Limited Vee Bee Filtration UK Limited Vee Bee Limited	BRE Group Limited Equistone LLP Equistone (UK) LLP Greenfinch Investment Services Limited (dissolved) Indigo Topco Limited Worldmark International Holdings Limited

Ian Blackburn	Freshly Cut Limited Make It Plain Limited Mobeus Income & Growth 2 VCT plc Mood Foods Ltd	A Taste of Luxury Limited Coda International Limited Humdinger Limited Readifoods Limited Zertus UK Holding Limited Zetar International Limited Zetar Limited
Sally Duckworth	Mobeus Income & Growth 2 VCT plc Stormagic Limited Superhit Limited Xanthic Limited Youatwork Holdings Limited Youatwork Limited	Ashe Morris Limited Beyond The Story Limited Redkite Financial Markets Limited (Dissolved)
Adam Kingdon	Mobeus Income & Growth 2 VCT plc	Adam Kingdon Associates Limited (dissolved) I20 Water Limited I20 Water International Holdings Limited
Ken Vere Nicoll	Cross Point Trading (Pty) Ltd Mobeus Income & Growth 2 VCT plc Tolwall Limited Tolwall Fund Investments LLP VP Platinum LLP VPP Nominees 2 Limited VPP Nominees 3 Limited VPP Nominees 4 Limited VPP Nominees 5 Limited VPP Nominees 6 Limited	
Andrew Robson	First Integrity Limited JPMorgan Smaller Companies Investment Trust plc Mobeus Income & Growth 4 VCT plc Peckwater Limited Shires Income plc Witan Pacific Investment Trust plc	Best Securities Limited (dissolved) Brambletye School Trust Limited British Empire Trust plc
Jonathan Cartwright	Aberforth Split Level Investment Trust plc Blackrock Income and Growth Investment Trust plc Tennants Consolidated Limited The Income & Growth VCT plc Governor of Oundle School Oundle School Services Company Limited Trustee of the Caledonia Pension Scheme Trustee of the Old Oundelian Club Benevolent Fund	Aberforth Geared Income Trust plc (in liquidation) Aquila Associates Limited (dissolved) Trustee of the Non-Teaching Staff Pension Scheme of Oundle School
Helen Sinclair	British Smaller Companies VCT plc FTGS Holdco Limited Gresham House Strategic plc Hemstall Road Residents Co Limited Mobeus Income & Growth 4 VCT plc The Income & Growth VCT plc 16 Dennington Park Road Limited 39 Homer Street Management Limited	Octopus Eclipse VCT 3 plc (dissolved) Downing ONE VCT plc Downing Income VCT 4 plc (dissolved) OFT 2 Limited (now FTGS Holdco Ltd)

(B) MOBEUS

The Companies' investment adviser is Mobeus, a limited liability partnership incorporated and registered in England and Wales under number OC320577 pursuant to the Limited Liability Partnerships Act 2000 (telephone number 020 7024 7600). Mobeus' registered office is 3rd Floor, 52 Jermyn Street, London SW1Y 6LX and its principal place of business is 30 Haymarket, London SW1Y 4EX. Mobeus is authorised and regulated by the Financial Conduct Authority to advise on investments, arrange deals in investments and to make arrangements with a view to transactions in investments. The principal legislation under which Mobeus operates is the Limited Liability Partnership Act 2000 and the applicable provisions of the Companies Acts (and regulations made thereunder).

The origins of Mobeus date back to 1998 when its four founder partners began working together. Since 30 June 2012, Mobeus has been wholly owned by its executive partners.

The Mobeus team has now grown to 34 people, including 23 investment professionals. The Mobeus team focuses on advising and administering four Mobeus-advised VCTs and on managing an Institutional limited partnership ("LP").

Mobeus entered the VCT industry advising two multi-adviser VCTs as one of three investment advisers each looking after a share of the assets. These VCTs, TriVen VCT plc and TriVest VCT plc, were launched in 1999 and 2000 respectively. Between 2004 and 2009, it became clear to the independent boards of each of those Companies that Mobeus was achieving the best performance of the investment advisers and that Mobeus should be appointed as sole investment adviser. TriVen VCT was renamed Matrix Income & Growth 4 VCT plc in October 2006 and subsequently re-named Mobeus Income & Growth 4 VCT plc in June 2012. TriVest VCT plc was re-named The Income & Growth VCT plc in October 2007. These are two of the Companies in the Offers.

Matrix E-Ventures Fund plc was launched in 2000 and changed its name to Matrix Venture Fund VCT plc in 2001. In 2005, the Company changed its investment strategy and name to Matrix Income and Growth 2 VCT plc and launched a new C ordinary share fund. The C shares were subsequently merged with the ordinary shares on 10 September 2010. The Company changed its name to Mobeus Income & Growth 2 VCT plc in June 2012. This is the third Company in the Offers.

Matrix Income & Growth VCT plc and Matrix Income & Growth 3 VCT plc were launched with Mobeus as their sole investment adviser in 2004 and 2005 respectively. Matrix Income & Growth 3 VCT plc merged with Matrix Income & Growth VCT plc in 2010 and Matrix Income & Growth VCT plc changed its name to Mobeus Income & Growth VCT plc in June 2012. This is the fourth Company in the Offers.

ARTICLES

The material provisions of each of the Company's Articles are as detailed below. The provisions set out below apply to each Company unless otherwise stated. References in this section to "the Company" mean the relevant Company and references to "Directors" or "Board" mean the directors or board respectively of the relevant Company from time to time.

1. Limited Liability

The liability of the members is limited to the amount, if any, unpaid on their shares.

2. General Meetings

2.1 Convening of General Meetings

The Board may convene a general meeting whenever it thinks fit.

2.2 Notice of General Meeting

- (a) An annual general meeting shall be convened by not less than 21 clear days' notice in writing. Other general meetings shall, subject to CA 2006, be convened by not less than 14 clear days' notice in writing.
- (b) Every notice convening a general meeting shall specify:
 - (i) whether the meeting is an annual general meeting;
 - (ii) the place, the day and the time of the meeting;
 - (iii) the general nature of the business to be transacted;
 - (iv) if the meeting is convened to consider a special resolution the text of the resolution and the intention to propose the resolution as such; and
 - (v) with reasonable prominence that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member.
- (c) The notice shall be given to the members other than any whom under the provisions of these Articles or of any restrictions imposed on any shares are not entitled to receive notice from the Company.

2.3 Omission to Send Notice

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

3 Proceedings at General Meetings

3.1 Quorum

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

3.2 If Quorum not Present

If within five minutes (or such longer interval as the Chairman in his absolute discretion thinks fit) from the time appointed for the holding of a general meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, the meeting shall stand adjourned to such day and at such time and place as the Chairman may determine, being not less than ten clear days nor more than 28 days thereafter at such adjourned meeting one member present in person or by proxy or (being a corporation) by a duly authorised representative shall be a quorum. If no such quorum is present or if during the adjourned

meeting a quorum ceases to be present, the adjourned meeting shall be dissolved. The Company shall give at least seven clear days' notice of any meeting adjourned through lack of quorum.

4. Voting

4.1 Method of Voting

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

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

4.2 Chairman's Declaration Conclusive on Show of Hands

Unless a poll is duly demanded and the demand is not withdrawn a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

5. Votes of Members

Subject to the provisions of the CA 2006 and to any special terms as to voting on which any shares may have been issued or may for the time being be held and to any suspension or abrogation of voting rights pursuant to the Articles, at any general meeting every member who is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall on a show of hands have one vote and on a poll shall have one vote for each share of which he is the holder.

6. Variation of Class Rights

6.1 Sanction to Variation

- (a) Subject to the provisions of CA 2006, if at any time the share capital of the Company is divided into shares of different classes any of the rights for the time being attached to any share or class of shares in the Company (and notwithstanding that the Company may be or be about to be in liquidation) may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated in such manner (if any) as may be provided by such rights or, in the absence of any such provision, either with the consent in writing of the holders of not less than three quarters in nominal value of the issued shares of the class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of shares of the class duly convened and held as provided in these Articles (but not otherwise).
- (b) The foregoing provisions of this article shall apply also to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the separate rights of which are to be varied.

6.2 Class Meetings

All the provisions in the Articles as to general meetings shall mutatis mutandis apply to every meeting of the holders of any class of shares save that:

- (a) the quorum at every such meeting shall be not less than two persons holding or representing by proxy at least one third of the nominal amount paid up on the issued shares of the class;
- (b) every holder of shares of the class present in person or by proxy may demand a poll;

- (c) each such holder shall on a poll be entitled to one vote for every share of the class held by him; and
- (d) if at any adjourned meeting of such holders, such quorum as aforesaid is not present, not less than one person holding shares of the class who is present in person or by proxy shall be a quorum.

7. Consolidation and Subdivision

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

- (a) consolidate and divide all or any of its share capital into shares of larger nominal amount than its existing shares; and
- (b) subject to the provisions of CA 2006, sub-divide its shares or any of them into shares of smaller nominal value and may by such resolution determine that as between the shares resulting from such sub-division, one or more of the shares may, as compared with the others, have any such preferred, deferred or other special rights or be subject to any such restrictions as the Company has power to attach to new shares.

8. Transfer of Shares

8.1 Form of Transfer

Except as provided in paragraph 8.2 below, each member may transfer all or any of his shares by instrument of transfer in writing in any usual form or in any form approved by the Board. Such instrument shall be executed by or on behalf of the transferor and (in the case of a transfer of a share which is not fully paid up) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect of it.

8.2 Right to Refuse Registration

- (a) The Board may in its absolute discretion and without giving any reason refuse to register any share transfer unless:
 - (i) it is in respect of a share which is fully paid up;
 - (ii) it is in respect of only one class of shares;
 - (iii) it is in favour of a single transferee or not more than four joint transferees;
 - (iv) it is duly stamped (if so required); and
 - (v) it is delivered for registration to the Office, or such other place as the Board may from time to time determine, accompanied (except in the case of a transfer by a recognised person where a certificate has not been issued) by the certificate for the shares to which it relates and such other evidence as the Board may reasonably require to prove the title of the transferor and the due execution by him of the transfer or if the transfer is executed by some other person on his behalf, the authority of that person to do so, provided that such discretion may not be exercised in such a way as to prevent dealings in such shares from taking place on an open and proper basis.

9. Dividends and Other Payments

9.1 Declaration of Dividends

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

9.2 Entitlement to Dividends

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

providing that it shall rank for dividend as from a particular date or be entitled to dividends declared after a particular date it shall rank for or be entitled to dividends accordingly.

- (b) All dividends and interest shall be paid (subject to any lien of the Company) to those members whose names shall be on the register at the date at which such dividend shall be declared or at the date at which such interest shall be payable respectively, or at such other date as the Company by ordinary resolution or the Board may determine, notwithstanding any subsequent transfer or transmission of shares.
- (c) The Board may pay the dividends or interest payable on shares in respect of which any person is by transmission entitled to be registered as holder to such person upon production of such certificate and evidence as would be required if such person desired to be registered as a member in respect of such shares.

10. Borrowing Powers

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

10.2 The Board shall restrict the borrowings of the Company and exercise all voting and other rights and powers of control exercisable by the Company in respect of its subsidiaries so as to procure (as regards its subsidiaries in so far as it can procure by such exercise) that the aggregate principal amount at any one time outstanding in respect of moneys borrowed by the Group (exclusive of moneys borrowed by one Group (being the Company and its subsidiaries from time to time) company from another) shall not at any time without the previous sanction of an ordinary resolution of the Company exceed an amount equal to the Adjusted Capital (as defined below) and Reserves (as defined below). For the purposes of MIG 4, such amount is limited to 0.5 times the Adjusted Capital and Reserves.

10.3 For these purposes only:

- (a) the Adjusted Capital and Reserves means a sum equal to the aggregate from time to time of:
 - (i) the amount paid up (or credited as paid up) on the issued share capital of the Company (for the purposes of MIG 2, such amount shall be limited to 90% of the amount paid up (or credited as paid up) on its issued share capital); and
 - (ii) the amount standing to the credit of the capital and revenue reserves of the Group, whether or not distributable (including without limitation any share premium account, capital redemption reserve fund, and credit or debit balance on any other distributable reserve) after adding thereto or deducting therefrom any balance standing to the credit or debit of the profit and loss account,

all as shown in the latest audited balance sheet of the Group but after:
 - (iii) making such adjustments as may be appropriate to reflect any variation in the amount of the paid up share capital, the share premium account or the capital redemption reserve or any such reserves (other than the profit and loss account) since the date of the relevant balance sheet and so that if any issue or proposed allotment of shares by the Company for cash has been underwritten, then such shares shall be deemed to have been allotted and the amount of the subscription monies payable in respect of them shall be deemed to have been paid up to the extent so underwritten on the date when the issue of such shares was underwritten;
 - (iv) excluding (so far as not already excluded):
 - (A) amounts attributable to the proportion of the issued equity share capital of any subsidiary which is not attributable directly or indirectly to the Company;
 - (B) any sum set aside for taxation (including deferred taxation) other than for tax equalisation;
 - (v) deducting:
 - (A) sums equivalent to the values of goodwill and other intangible assets shown in

the relevant balance sheet; and

- (B) the amount of any distribution declared, recommended or made by any Group company to a person other than a Group company out of profits accrued up to and including the date of (and not provided for in) the relevant balance sheet.

(b) moneys borrowed includes:

- (i) the nominal amount of any issued and paid up share capital and the principal amount of any debenture or borrowings of any person together with any fixed or minimum premium payable on redemption, the beneficial interest in which or right to repayment to which is not for the time being owned by a Group company but the payment or repayment of which is the subject of a guarantee or indemnity by a Group company or is secured on the assets of a Group company;
- (ii) the principal amount raised by any Group company by acceptances or under any acceptance credit;
- (iii) the principal amount of any debenture (whether secured or unsecured) of any Group company beneficially owned otherwise than by a Group company;
- (iv) the principal amount of any share capital of any subsidiary (not being equity share capital) beneficially owned otherwise than by a Group company;

but do not include:

- (v) moneys borrowed by any Group company for the purpose of repaying within 6 months of the whole or any part of any moneys borrowed and then outstanding (including any premium payable on final repayment) of that or any other Group company pending their application for such purpose within that period;
- (vi) monies borrowed which would otherwise be included in the calculation more than once;
- (vii) the proportion of moneys borrowed by a Group company (and not owing to another Group company) which is equal to the proportion of its issued equity share capital not attributable directly or indirectly to the Company;

10.4 All monies borrowed which fall to be repaid in a currency other than sterling shall be translated into sterling on the same basis as that adopted in the latest audited consolidated balance sheet of the Company or in the case of monies borrowed after the date of such balance sheet at the relevant rate of exchange ruling in London at the time the same was borrowed.

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

10.6 In this paragraph 10, references to "Group" mean the Company and its subsidiaries and subsidiary undertakings for the time being.

11. Directors' Interests

11.1 Conflicts of Interest Requiring Board Authorisation

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

(a) Any Director (including the Director concerned) may propose that the Director concerned be authorised in relation to any matter the subject of such a conflict. Such proposal and any authority given by the Board shall be effected in the same way that any other matter may be proposed to and resolved upon by the Board under the provisions of these Articles, except that the Director concerned and any other Director with a similar interest:

- (i) shall not count towards the quorum at the meeting at which the conflict is considered;
- (ii) may, if the other members of the Board so decide, be excluded from any Board meeting while the conflict is under consideration; and

- (iii) shall not vote on any resolution authorising the conflict except that, if he does vote, the resolution will still be valid if it would have been agreed to if his vote had not been counted.
- (b) Where the Board gives authority in relation to such a conflict:
- (i) the Board may (whether at the time of giving the authority or at any time or times subsequently) impose such terms upon the Director concerned and any other Director with a similar interest as it may determine, including, without limitation, the exclusion of that Director and any other Director with a similar interest from the receipt of information, or participation in discussion (whether at meetings of the Board or otherwise) related to the conflict;
 - (ii) the Director concerned and any other Director with a similar interest will be obliged to conduct himself in accordance with any terms imposed by the Board from time to time in relation to the conflict;
 - (iii) any authority given by the Board in relation to a conflict may also provide that where the Director concerned and any other Director with a similar interest obtains information that is confidential to a third party, the Director will not be obliged to disclose that information to the Company, or to use the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence;
 - (iv) the authority may also provide that the Director concerned, or any other Director with a similar interest, shall not be accountable to the Company for any benefit he receives as a result of the conflict;
 - (v) the Board may withdraw such authority at any time.

11.2 Director may have Interests

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

- (a) may be a party to or otherwise be interested in any transaction or arrangement with the Company or in which the Company is otherwise interested, either in regard to his tenure of any office or place of profit or as vendor, purchaser or otherwise;
- (b) may hold any other office or place of profit under the Company (except that of Auditor (being the auditor of the Company from time to time) or of auditor of a subsidiary of the Company) in conjunction with the office of Director and may act by itself or through his firm in a professional capacity for the Company and in any such case on such terms as to remuneration and otherwise as the remuneration committee may arrange either in addition to or in lieu of any remuneration provided for by any other article;
- (c) may be a director or other officer, or employed by, or a party to any transaction or arrangement with or otherwise interested in, any body corporate promoted by or promoting the Company or in which the company is otherwise interested or as regards which the Company has any powers of appointment; and
- (d) shall not, by reason of his office, be liable to account to the Company for any remuneration or benefit which he derives from any such office, employment, contract or from any interest in any such body corporate; and no such office, employment or contract, shall be avoided on the grounds of any such interest or benefit.

12. Untraced Members

12.1 Power of Sale

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

- (a) during the period of 12 years no cheque, order or warrant sent by the Company in a manner authorised by these Articles has been cashed and during such period of 12 years at least three cash dividends have been paid and no dividend has been claimed;
- (b) on or after expiry of the said period of 12 years the Company has given notice of its intention to

sell such share by advertisements in both a national daily newspaper published in the United Kingdom and in a newspaper circulating in the area in which the last known address of such member or person for the service of notices under these Articles appeared;

- (c) during the further period of three months following the date of publication of the said advertisements (or, if published on different dates the later or latest of them) and prior to the exercise of the power of sale so far as the Board is aware the Company has not received any communication in respect of such share from the member or person entitled by transmission; and
 - (d) the Company has given notice to the UK Listing Authority of its intention to make such sale.
- 12.2 To give effect to any sale of shares pursuant to this article the Board may authorise some person to transfer the shares in question and may enter the name of the transferee in respect of the transferred shares in the register notwithstanding the absence of any share certificate being lodged in respect of it and may issue a new certificate to the transferee. An instrument of transfer or transfer instruction executed by that person shall be as effective as if it had been executed by the holder of, or the person entitled by transmission to, the shares. The purchaser shall not be bound to see to the application of the purchase moneys nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.
- 12.3 The net proceeds of sale shall belong to the Company which shall be indebted to the former holder or person entitled by transmission to an amount equal to such net proceeds.

13. Capitalisation of Reserves

- (a) The Board may with the authority of an ordinary resolution of the Company, subject as provided in this article, resolve to capitalise any profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of any reserve or fund of the Company which is available for distribution or standing to the credit of share premium account or capital redemption reserve or other undistributable reserve;
- (b) appropriate the sum resolved to be capitalised to the holders of Shares who would then be entitled to it if it were distributed by way of dividend and apply such sum on their behalf either in or towards paying up the amount, if any, for the time being unpaid on any share held by them respectively or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum and allot the shares or debentures credited as fully paid to those holders of Shares or as they may direct in those proportions or partly in one way and partly in the other provided that:
 - (i) the share premium account, the capital redemption reserve, any other undistributable reserve and any profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up unissued shares to be allotted to holders of Shares credited as fully paid; and
 - (ii) in a case where any sum is applied in paying amounts for the time being unpaid on any shares of the Company or in paying up in full debentures of the Company, the amount of the net assets of the Company at that time is not less than the aggregate of the called up share capital of the Company and its undistributable reserves as shown in the latest audited accounts of the Company or such other accounts as may be relevant and would not be reduced below that aggregate by the payment of it;
- (c) resolve that any shares so allotted to any member in respect of a holding by him of any partly paid shares shall, so long as such shares remain partly paid, rank for dividends only to the extent that such partly paid shares rank for dividends;
- (d) make such provision by the issue of fractional certificates (or by ignoring fractions or by accruing the benefit of it to the Company rather than to the holders of Shares concerned) or by payment in cash or otherwise as it thinks fit in the case of shares or debentures becoming distributable in fractions;
- (e) authorise any person to enter on behalf of all the holders of Shares concerned into an agreement with the Company providing for either:
 - (i) the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled on such capitalisation; or

- (ii) the payment up by the Company on behalf of such holders by the application to it of their respective proportions of the reserves or profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares,

(any agreement made under such authority being effective and binding on all such holders); and

- (f) generally do all acts and things required to give effect to such resolution.

14. Distribution of Realised Capital Profits

At any time when the Company has given notice in the prescribed form (which has not been revoked) to the registrar of companies of its intention to carry on business as an investment company (a "Relevant Period") distribution of the Company's capital profits (within the meaning of section 833 of CA 2006) shall be prohibited. The Board shall establish a reserve to be called the capital reserve. During a Relevant Period all surpluses arising from the realisation or revaluation of investments and all other monies realised on or derived from the realisation, payment off of or other dealing with any capital asset in excess of the book value thereof and all other monies which are considered by the Board to be in the nature of accretion to capital shall be credited to the capital reserve. Subject to CA 2006, the Board may determine whether any amount received by the Company is to be dealt with as income or capital or partly one way and partly the other. During a Relevant Period, any loss realised on the realisation or payment off of or other dealing with any investments or other capital assets and, subject to CA 2006, any expenses, loss or liability (or provision thereof) which the Board considers to relate to a capital item or which the Board otherwise considers appropriate to be debited to the capital reserve shall be carried to the debit of the capital reserve. During a Relevant Period, all sums carried and standing to the credit of the capital reserve may be applied for any of the purposes for which sums standing to any revenue reserve are applicable except and provided that notwithstanding any other provision of these Articles during a Relevant Period no part of the capital reserve or any other money in the nature of accretion to capital shall be transferred to the revenue reserves of the Company or be regarded or treated as profits of the Company available for distribution (as defined by section 829 of CA 2006) or be applied in paying dividends on any shares in the Company. In periods other than a Relevant Period any amount standing to the credit of the capital reserve may be transferred to the revenue reserves of the Company or be regarded or treated as profits of the Company available for distribution (as defined by section 474(2) of CA 2006) or be applied in paying dividends on any shares in the Company.

15. Winding Up

In order for the future of the Company to be considered by the members, the Board shall at the annual general meeting of the Company falling after the latter of the fifth anniversary of either (i) the last allotment of shares in the Company or (ii) the last continuation vote held, and thereafter at five year intervals, invite the members to consider and debate the future of the Company (including, without limitation, whether the Company should be wound up, sold or unitised) and as soon as practicable following that meeting shall convene a general meeting to propose such resolution as the members attending the annual general meeting may by ordinary resolution require.

16. Uncertificated Shares

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

17. Indemnity and Insurance

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

PART I - MIG

(A) GENERAL INFORMATION

1 Incorporation and registered office

- 1.1 The legal and commercial name of MIG is Mobeus Income & Growth VCT plc.
- 1.2 MIG was incorporated and registered in England and Wales as a public company with limited liability on 15 June 2004 registered number 05153931.
- 1.3 MIG was issued with a trading certificate under section 117 of CA 1985 (now section 761 of CA 2006) on 1 July 2004.
- 1.4 The principal legislation under which MIG operates is CA 2006 and regulations made thereunder.
- 1.5 MIG's registered office and principal place of business is at 30 Haymarket, London SW1Y 4EX. MIG is domiciled in England. MIG does not have, nor has it had since incorporation, any subsidiaries, or employees.
- 1.6 HMRC has granted approval of MIG as a VCT under section 259 of the Tax Act. The business of MIG has been, and it is intended will be, carried on so as to continue to comply with that section to maintain full VCT approval.
- 1.7 MIG revoked its status as an investment company under section 266 of CA 1985 (now section 833 of CA 2006) on 19 December 2007 for the purpose of paying capital dividends and does not intend to re-apply for such status.
- 1.8 MIG Shares are admitted to the Official List of the UK Listing Authority and to trading on the main market of the London Stock Exchange and have an International Securities Identification Number of GB00B01WL239. MIG's Legal Entity Identity number is 213800HKOSEVWS7YPH79.
- 1.9 MIG is not regulated by the FCA or an equivalent European Economic Area regulator but it is subject to regulation by HMRC under the VCT rules in order to qualify as a VCT. MIG is, however, an alternative investment fund for the purposes of AIFMD, has registered itself as a small alternative investment fund manager with the FCA and is subject to the Alternative Investment Fund Managers Regulations 2013 (SI 2013/1773). In addition, as a premium listed entity on the main market of the London Stock Exchange, MIG is subject to the rules and regulations issued by the UK Listing Authority from time to time. MIG is not otherwise regulated.

2. Share capital

- 2.1 The authorised share capital of MIG on incorporation was £50,000, divided into 50,000 ordinary shares of £1 each. On incorporation, two ordinary shares were issued fully paid to the subscribers to its Memorandum.
- 2.2 At an extraordinary general meeting held on 30 June 2004, the authorised share capital of MIG (issued and unissued) was subdivided into 5,000,000 MIG Shares of 1p each and the authorised share capital was increased to £500,000 by the creation of 40,000,000 MIG Shares of 1p each and 50,000 redeemable non-voting preference shares of £1 each.
- 2.3 To enable MIG to obtain a certificate under section 117 of CA 1985 (now section 761 of CA 2006), on 30 June 2004, 50,000 redeemable non-voting preference shares of £1 each were allotted by MIG at par for cash, paid up to one quarter of their nominal value. Such redeemable non-voting preference shares were paid up in full and redeemed in full out of the proceeds of the original offer for subscription on 5 October 2004. The authorised but unissued shares so arising were automatically redesignated as MIG Shares and MIG's articles of association were amended by the deletion of all references to the redeemable non-voting shares and the rights attaching to them pursuant to a special resolution passed on 12 May 2010.
- 2.4 As at 30 June 2017, the date to which the last unaudited half-year financial statements for MIG have been published, the issued share capital of MIG was 75,597,471 MIG shares (all fully paid-up).

2.5 The issued share capital history of MIG since 31 December 2013 is as follows:

- During the financial year ended 31 December 2014, MIG issued 8,174,196 MIG Shares and bought back 536,729 MIG Shares. As at 31 December 2014, the issued share capital of MIG comprised 60,750,032 MIG Shares, none of which were held in treasury.
- During the financial year ended 31 December 2015, MIG issued 15,254,642 MIG Shares and bought back 31,723 MIG Shares. As at 31 December 2015, the issued share capital of MIG comprised 75,972,951 MIG Shares, none of which were held in treasury.
- During the financial year ended 31 December 2016, MIG issued no MIG Shares and bought back 375,480 MIG Shares. As at 31 December 2016, the issued share capital of MIG comprised 75,597,471 MIG Shares, none of which were held in treasury.
- During the current period to 5 September 2017 (being the latest practicable date prior to the publication of this document) MIG issued no MIG Shares and bought back 85,574 MIG Shares.

2.6 At the date of this document, MIG had 75,511,897 MIG Shares in issue (all fully paid up).

2.7 The following resolution of MIG was passed at the annual general meeting of MIG held on 10 May 2017:

- (a) That, in substitution for any existing authorities, the MIG Directors were generally and unconditionally authorised pursuant to section 551 of CA 2006, to exercise all the powers of MIG to allot MIG Shares and to grant rights to subscribe for, or to convert any security into, MIG Shares up to an aggregate nominal amount of £252,799, provided that this authority shall expire (unless renewed, revoked, or varied by MIG in a general meeting) on the date falling fifteen months after the passing of the resolution, or, if earlier, at the conclusion of the annual general meeting of MIG to be held in 2018, but so that this authority shall allow MIG to make before such expiry of the authority offers or agreements which would or might require MIG Shares to be allotted or rights to be granted after such expiry and the MIG Directors are entitled to allot MIG Shares or grant rights pursuant to any such offers or agreements as if the authority conferred had not expired.
- (b) That, in substitution for any existing authorities, MIG Directors were empowered in accordance with sections 570 and 573 of CA 2006 to allot or make offers or agreements to allot equity securities (as defined in section 560(1) of CA 2006) for cash, pursuant to the authority given in accordance with section 551 of CA 2006 by paragraph (a) above, or by way of a sale of treasury shares, as if section 561(1) of CA 2006 did not apply to any such sale or allotment, provided that the power conferred shall be limited to the allotment of equity securities:
- (i) with an aggregate nominal value of up to but not exceeding £215,000 in connection with offer(s) for subscription;
 - (ii) otherwise than pursuant to sub-paragraph (i) above of equity securities, with an aggregate nominal value of up to, but not exceeding 5% of the issued MIG Share capital from time to time,

in each case where the proceeds of the allotment may be used, in whole or in part, to purchase MIG Shares in the market and provided that this authority shall (unless renewed, revoked or varied by MIG in general meeting) expire on the date falling fifteen months after the passing of the resolution, or, if earlier, at the conclusion of the annual general meeting of MIG to be held in 2018, except that MIG may, before such expiry of the authority, make offers or agreements which would or might require equity securities to be allotted after such expiry and the MIG Directors may allot equity securities in pursuance of such offers or agreements as if the authority conferred thereby had not expired.

- (c) That, in substitution for any existing authorities, MIG was authorised pursuant to and in accordance with section 701 of CA 2006 to make one or more market purchases (within the meaning of section 693(4) of CA 2006) of MIG Shares provided that:
- (i) the maximum aggregate number of MIG Shares which may be purchased shall not exceed 11,332,061 or, if lower, such number of MIG Shares (rounded down to the nearest whole MIG Share) as shall equal 14.99% of the MIG Shares in issue at the date of the passing of the resolution;

- (ii) the minimum price which may be paid for a MIG Share is one penny (the nominal value thereof);
- (iii) the maximum price which may be paid for a MIG Share (excluding expenses) shall be the higher of (a) an amount equal to 5% above the average of the middle market quotations for a MIG Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that MIG Share is contracted to be purchased and (b) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC 2273/2003);
- (iv) the authority conferred by the resolution shall (unless renewed, varied or revoked by MIG in general meeting) expire on the date falling fifteen months after the passing of the resolution, or, if earlier, at the conclusion of the annual general meeting of MIG to be held in 2018; and
- (v) MIG may make a contract or contracts to purchase its own MIG Shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own MIG Shares in pursuance of any such contract.

2.8 The following resolutions of MIG were passed at the general meeting of MIG held on 3 August 2017:

That, in addition to existing authorities:

(a) *Authority to allot shares*

the MIG Directors be and hereby are generally and unconditionally authorised in accordance with section 551 of CA 2006, to exercise all the powers of MIG to allot MIG Shares and to grant rights to subscribe for, or to convert any security into, MIG Shares (Rights) up to an aggregate nominal value of £410,000, provided that this authority shall (unless renewed, revoked or varied by MIG in general meeting) expire on the date falling fifteen months after the passing of this resolution (save that MIG shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the MIG directors shall be entitled to allot shares or grant Rights pursuant to any such offers or agreements as if the authority had not expired); and

(b) *Disapplication of pre-emption rights*

the MIG Directors be and hereby are empowered pursuant to sections 570 and 573 of CA 2006 to allot equity securities (as defined in section 560 of CA 2006) for cash, pursuant to the authority conferred by paragraph (a) of this resolution as if section 561(1) of CA 2006 did not apply to any such allotment, provided that this authority shall be limited to the allotment of equity securities with an aggregate nominal value of up to but not exceeding £410,000 in connection with offer(s) for subscription (where the proceeds may be used, in whole or in part, to purchase MIG Shares), such authority to (unless renewed, revoked or varied by MIG in general meeting) expire on the date falling fifteen months after the passing of this resolution (save that MIG shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the shall be entitled to allot equity securities in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired).

2.9 There are no other shares or loan capital in MIG in issue or under option or agreed conditionally or unconditionally to be put under option nor does MIG hold shares in treasury.

2.10 Following the issue of MIG Shares pursuant to the MIG Offer (assuming the maximum 41 million MIG Shares are allotted) the issued share capital of MIG is expected to be as follows:

	Issued	
	Number	£
MIG Shares	116,511,897	1,165,118.97

2.11 The MIG Shares are/will be in registered form and no temporary documents of title will be issued. MIG is registered with CREST, a paperless settlement system, and those Shareholders who wish to hold their MIG Shares in electronic form may do so.

- 2.12 MIG will be subject to the continuing obligations of the Listing Rules with regard to the issue of securities for cash and the provisions of section 561 of CA 2006 (which, confers on shareholders rights of pre-emption in respect of the allotment of equity securities which are or are to be paid in cash) will apply to the balance of the share capital of MIG which is not subject to the disapplication referred to in paragraphs 2.7 and 2.8 above.
- 2.13 As at 5 September 2017 (this being the latest practicable date prior to publication of this document), MIG is not aware of any person who, immediately following the issue of the Offer Shares, directly or indirectly, has or will have an interest in the capital of MIG or voting rights which is notifiable under UK law (under which, pursuant to CA 2006 and the Listing Rules and Disclosure and Transparency Rules of the FCA, a holding of 3% or more must be notified to MIG).

3. Directors' and other interests

- 3.1 The Board of MIG comprises three non-executive directors, all of whom are independent of Mobeus. The Board of MIG has substantial experience of venture capital businesses and has overall responsibility for MIG's affairs, including its investment policy. Mobeus is the investment adviser.
- 3.2 As at 5 September 2017 (this being the latest practicable date prior to publication of this document), the interests of the MIG Directors' (and their immediate families) in the issued share capital of MIG were as follows:

	MIG Shares	% of Issued MIG Share capital
Clive Boothman	27,621	0.04%
Bridget Guérin	123,151	0.16%
Catherine Wall	26,205	0.03%

- 3.3 Save as set out above, no MIG Director, family member or any person connected with any MIG Director (within the meaning of section 252 of CA 2006) has an interest in the capital of MIG which is or would, immediately following the MIG Offer, be required to be notified pursuant to section 809 of CA 2006 or which is or would be required to be entered in the register maintained under section 809 of CA 2006.
- 3.4 Clive Boothman was appointed as a director of MIG on 1 August 2015 under a letter of appointment, which may be terminated on three months' notice. Bridget Guérin was appointed as a director of MIG on 1 July 2004 under a letter of appointment, which may be terminated on three months' notice. Catherine Wall was appointed as a director of MIG on with effect from 1 July 2014 under a letter of appointment dated 7 May 2014. The MIG Directors' appointments do not confer any right to hold office for any period nor any right to compensation if they cease to be directors. The total annual remuneration receivable by Clive Boothman as chairman of MIG is £40,000 (plus, if applicable, VAT and employers National Insurance Contributions). The total annual remuneration receivable by Catherine Wall as chairman of the Audit Committee is £35,000, while that receivable by Bridget Guérin is £30,000 as chairman of the Nomination and Remuneration and Management Engagement Committees (in each case plus, if applicable, VAT and employers National Insurance Contributions). The office of a non-executive director of MIG is not pensionable and no retirement or similar benefits are provided to the MIG Directors. Aggregate MIG Directors' emoluments in respect of qualifying services for the year ended 31 December 2016 amounted to £124,025 (being £34,519 for Clive Boothman, £35,000 for Catherine Wall, £30,000 for Bridget Guérin, £14,616 and £9,890 for Keith Niven and Tom Sooke respectively both of whom retired during the year) plus, if applicable, VAT and employers National Insurance Contributions. Aggregate emoluments for the current financial year are expected to be £105,000 (plus, if applicable, VAT and employers National Insurance Contributions).
- 3.5 There are no potential conflicts of interest between the duties of any MIG Director and their private interests and/or other duties.
- 3.6 No MIG Director is or has been interested in any transaction which is or was unusual in its nature or conditions or significant to the business of MIG and which was effected by MIG in the years ended 31 December 2014, 2015 and 2016 or to the date of this document in the current financial year and remains in any respect outstanding or unperformed.
- 3.7 No loan or guarantee has been granted or provided by MIG to or for the benefit of any of the MIG Directors.

- 3.8 MIG has taken out directors' and officers' liability insurance for the benefit of its directors, which is renewable on an annual basis.
- 3.9 The MIG Directors are currently or have been within the last five years, a member of the administrative, management or supervisory bodies or partners of the companies and partnerships as set out on page 12.
- 3.10 No MIG Director has any convictions in relation to fraudulent offences during the previous five years.
- 3.11 Save as disclosed in this paragraph, in the five years prior to the publication of this document, there were no bankruptcies, receiverships or liquidations of any companies or partnership where any of the MIG Directors were acting as (i) a member of the administrative, management or supervisory body, (ii) a partner with unlimited liability, in the case of a limited partnership with a share capital, (iii) a founder where the company had been established for fewer than five years nor (iv) a senior manager, during the previous five years:
- (a) Catherine Wall was a director of Greenfinch Investment Services Limited, which never traded and was voluntarily struck off the Register of Companies.
- 3.12 There has been no official public incrimination and/or sanction of any MIG Director by statutory or regulatory authorities (including designated professional bodies) and no MIG Director has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company during the previous five years.

4. **Management and administration**

- 4.1 The MIG Directors, advised by Mobeus, are responsible for the determination of the investment policy, subject to approval by MIG Shareholders for any material changes and have overall responsibility for its affairs. The MIG Directors also retain responsibility for approving both the valuations of the portfolio and the net asset value of MIG. Mobeus has been appointed as investment adviser, providing investment advisory, administrative and company secretarial services to MIG on the terms set out at paragraphs 5.1 and 5.2 below. The existing management agreement set out at paragraph 5.1 below will automatically cover the management and fees in relation to the new funds raised by MIG pursuant to the MIG Offer and the performance incentive arrangements set out in paragraph 5.2 will also automatically extend to such funds.
- 4.2 As is customary in the private equity industry, Mobeus may retain for its own benefit and without liability to account to MIG, subject to full disclosure having been made to the MIG Directors, arrangement fees which it receives in connection with any unquoted investment made by MIG. It may also receive all monitoring fees or directors' fees charged to investee companies. Costs incurred on abortive investment proposals will be the responsibility of Mobeus.
- 4.3 Mobeus is responsible for the determination and calculation of MIG's net asset value, which is prepared quarterly for approval by MIG Directors. All unquoted investments are valued in accordance with IPEVC Valuation Guidelines under which investments are held at fair value. Any AIM or other quoted investment will be valued at the bid price of its shares as derived from the Daily Official List of the London Stock Exchange, in accordance with general accepted accounting practice. MIG's net asset value will be calculated quarterly and published on an appropriate regulatory information service.
- If, at any time, MIG's VCT status is lost, dealing in its shares and valuation of MIG's net asset value will normally be suspended, which will be communicated to shareholders on an appropriate regulatory information service until such time as proposals to continue as a VCT or to be wound up have been further announced. The MIG Directors do not anticipate any other circumstance under which valuations may be suspended.
- 4.4 MIG expects to co-invest with the other VCT funds advised by Mobeus, participating in equity investments up to £5 million in aggregate, as long as the business has not received funds from any state-aided risk capital in the 12 months prior to the date of investment.

Where more than one of the funds advised by Mobeus wishes to participate in an investment opportunity, allocations will generally be made in proportion to the latest announced net asset value, adjusted for subsequent buybacks and dividends paid, of each fund at the date each investment proposal is forwarded to each Board. When one of the funds advised by Mobeus is in its fund raising period, its net funds raised, for the purpose of allocation, will be assumed to be the

value of shares allotted at the time the allocation calculation is made. Implementation of this policy will be subject to the availability of funds to make the investment and other portfolio considerations such as sector exposure and the requirement to achieve or maintain a minimum of 70% of a particular VCT's portfolio in VCT qualifying holdings. This may mean that MIG may receive a greater or lesser allocation than would otherwise be the case under the normal co-investment policy.

When MIG has insufficient funds available to satisfy its allocation, the balance shall be offered to one or more of the funds advised by Mobeus who have funds available for new investments pro rata as between themselves.

Any variation from this co-investment policy, insofar as it affects MIG or where MIG makes any investment not at the same time and on the same terms as that made by other funds advised by Mobeus, may only be made with the prior approval of the MIG Directors.

Save for the above, there are no material potential conflicts of interest which Mobeus may have as between its duty to MIG and duties owed by them to third parties and their interests.

- 4.5 Philp Hare & Associates LLP receives an annual fee of £7,500 plus VAT for providing advice and assistance in relation to the maintenance of the VCT status of MIG. If requested by MIG, Philp Hare & Associates LLP will also review prospective investments to ensure that they are qualifying investments and carry out reviews of the investment portfolio of MIG to ensure continuing compliance.
- 4.6 MIG has and will continue to have custody of its own assets:
- MIG's monetary assets will be held in bank accounts and/or money market accounts in MIG's own name; and
 - MIG's investments in both quoted and unquoted investments and the corresponding share certificates will also be held in MIG's own name.
- 4.7 A maximum of 75% of MIG's management expenses will be charged against capital with the balance to be met from income.
- 4.8 The members of the audit committee of MIG are Catherine Wall (chairman), Clive Boothman and Bridget Guérin. The audit committee members are considered to have sufficient recent and relevant financial experience to discharge the role, and will meet at least twice a year, amongst other things to, consider the following:
- monitoring the integrity of the financial statements of MIG;
 - reviewing MIG's internal control and risk management systems;
 - making recommendations to the MIG Directors in relation to the appointment of the external auditor;
 - reviewing and monitoring the external auditor's independence;
 - implementing and reviewing MIG's policies on the engagement of the external auditor to supply non-audit services; and
 - reviewing and assessing the external audit process.
- 4.9 Bridget Guérin has been appointed as the senior independent director of the Company. Shareholders may contact the senior independent director if they have concerns which contact through the Chairman or Mobeus has failed to resolve or for which such contact is inappropriate.
- 4.10 The members of the nomination and remuneration committee of MIG are Bridget Guérin (chairman), Clive Boothman and Catherine Wall. The nomination and remuneration committee members (who have responsibility for reviewing the remuneration of the MIG directors) will meet at least annually to consider the levels of remuneration of the MIG directors, specifically reflecting the time commitment and responsibilities of the role. The committee will also undertake comparisons and reviews to ensure that the levels of remuneration paid are broadly in line with industry standards. The nomination and remuneration committee also meets at least annually to consider the composition and balance of skills, knowledge and experience of the MIG directors and would make nominations to the MIG directors in the event of a vacancy. New MIG directors

are required to resign at the annual general meeting following appointment and then thereafter every three years. New directors are provided with an induction pack and an induction session is arranged in conjunction with the Board and Mobeus.

- 4.11 The members of the management engagement committee of MIG are Bridget Guérin (chairman), Clive Boothman and Catherine Wall. The management engagement committee members will meet at least annually to review MIG's contracts with its service providers and at other times when necessary, and makes recommendations to the MIG Board.
- 4.12 The Financial Conduct Authority requires all listed companies to disclose how they have applied the principles and complied with the provisions of the UK Corporate Governance Code (formerly the Combined Code) issued by the Financial Reporting Council.

The MIG Board has also considered the principles and recommendations of the AIC Code of Corporate Governance ("AIC Code") by reference to the AIC Corporate Governance Guide for Investment Companies ("AIC Guide"). The AIC Code, as explained by the AIC Guide, addresses all the principles set out in the UK Corporate Governance Code, as well as setting out additional principles and recommendations on issues that are of specific relevance to MIG.

The Financial Reporting Council has confirmed that in complying with the AIC Code, MIG meets its obligations in relation to the UK Corporate Governance Code and the Listing Rules. The MIG Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide (which incorporates the UK Corporate Governance Code), will provide better information to shareholders.

For the year ended 31 December 2016 and as at the date of this document, MIG has complied with the recommendations of the AIC Code and the relevant provisions of the UK Corporate Governance Code, except where noted below. There are certain areas of the UK Corporate Governance Code that the AIC does not consider relevant to investment companies and with which MIG does not specifically comply, of which the AIC Code provides dispensation. The areas and reasons for non-compliance are as follows:

- in light of the responsibilities retained by the MIG Board and its committees and of the responsibilities delegated to Mobeus, MIG has not appointed a chief executive officer or executive directors; and
- due to the systems and procedures of Mobeus, the provision of VCT tax monitoring services by Philip Hare & Associates LLP, as well as the size of MIG's operations, the MIG Board believe that an internal audit function is not appropriate.

MIG has not, therefore, reported further in respect of these provisions.

5 Material contracts

Set out below is a summary of all contracts (not being contracts entered into in the ordinary course of business) entered into by MIG in the last two years that are material and all other contracts (not being contracts entered into in the ordinary course of business) that contain any provision under which MIG has an obligation or entitlement which is material to MIG as at the date of the document.

- 5.1 An investment management agreement dated 20 May 2010 (as amended and restated on 9 November 2016) between MIG (1) and Mobeus (2), pursuant to which Mobeus provides certain advisory investment management and administrative services to MIG for a fee payable quarterly in advance of an amount equal to 2% per annum of net assets (inclusive of VAT, if any) plus an annual fixed fee of £120,000 (inclusive of VAT, if any) subject to increase in the Retail Price Index. In 2013, Mobeus agreed to waive such further increases until otherwise agreed with the MIG Board. If such annual increases were reinstated, the base annual fee to which such percentage increases would apply would be £134,168 (inclusive of VAT).

The above fees are subject to an annual expenses cap of over and above 3.6% of the net assets of MIG by way of a reduction of fees due to Mobeus in the following accounting period(s). For these purposes annual expenses include the normal running costs of MIG (excluding irrecoverable VAT and exceptional items but including annual trail commission). The amount of the excess is borne in full by Mobeus.

Mobeus may (subject to due disclosure to the MIG Board) retain for its own benefit, arrangement or syndication fees, placing commissions, monitoring fees, directors' fees and/or similar sums

which it receives in connection with any investment made by MIG, provided that the maximum amount of such fees and/or similar sums (other than directors' fees and monitoring fees) shall not exceed 2.5% of the funds provided for each such investment.

The agreement is terminable by either party on 12 months' notice by any party subject to earlier termination by any party in the event of, inter alia, a party having a receiver, administrator or liquidator appointed or committing a material breach of the agreement or by MIG if it fails to become, or ceases to be, a VCT for tax purposes or where Mobeus ceases to be authorised by the FCA or if there is a change in control of Mobeus.

The agreement contains provisions indemnifying Mobeus against any liability not due to its default, gross negligence, fraud or breach of FSMA.

- 5.2 A performance incentive agreement dated 9 July 2004 between MIG (1) and Matrix Private Equity Partners Limited (2), which was novated to Mobeus (then Matrix Private Equity Partners LLP) pursuant to a novation agreement dated 20 October 2006 and as amended by a deed of variation dated 20 May 2010 and supplemented by a side letter dated 10 December 2014, pursuant to which Mobeus is entitled to receive performance related incentive fees subject to achieving certain defined targets.

Mobeus is entitled to receive an annual performance-related incentive fee of 20% of the dividends paid in a year in excess of a "Target Rate" comprising firstly, an annual dividend paid in a year target which started at 6p per MIG Share on launch (indexed each year for RPI) and secondly a requirement that any shortfall of cumulative dividends paid in each year beneath the cumulative annual dividend target is carried forward and added to the Target Rate for the next accounting period. Any excess of cumulative dividends paid above the cumulative annual dividend target is not carried forward, whether an incentive fee is payable for that year or not. Payment of a fee is also conditional upon the daily weighted average NAV per MIG Share throughout such year equalling or exceeding the daily weighted average base NAV per MIG Share throughout the same year. The performance fee is payable annually.

The agreement will terminate automatically if MIG enters into liquidation or if a receiver or administrator is appointed or if a resolution is passed that MIG voluntarily wound up in accordance with the MIG Articles.

- 5.3 A letter of engagement dated 6 July 2017 from Howard Kennedy pursuant to which Howard Kennedy has been appointed as sponsor to the Companies in connection with the Offers. The Companies have agreed to indemnify Howard Kennedy for any loss suffered in respect of its role as sponsor which is a customary provision in an agreement of this nature. The Companies' liability under this indemnity is unlimited.
- 5.4 An offers agreement dated 6 September 2017 between MIG (1), MIG 2 (2), MIG 4 (3), I&G (4), the Directors (5), Howard Kennedy (6) and Mobeus (7) whereby Mobeus has agreed to act as promoter in connection with the MIG Offer and Howard Kennedy has agreed to act as sponsor in connection with the MIG Offer. The agreement contains warranties given by MIG and the MIG Directors and an indemnity given by MIG to Mobeus and Howard Kennedy. The indemnities relate to any loss suffered by Mobeus or Howard Kennedy in respect of their roles as promoter and sponsor which is customary in an agreement of this nature. MIG has agreed to pay Mobeus a commission of an amount representing 3.25% of the Investment Amounts in respect of applications accepted under the MIG Offer, less (i) an amount equal to the Early Investment Incentive discount in respect of such applications and less (ii) any 'execution only' initial commission offered by Mobeus in respect of such applications, but waived by the 'execution only' intermediary concerned, and less (iii) any additional amounts by which Mobeus has agreed to reduce its fees further (in whole or part) in respect of such applications (such amount being inclusive of VAT), out of which will be paid all costs, charges and expenses of or incidental to the Offer (other than trail commission and any amounts due from the Companies to the investor in connection with the facilitation of initial financial adviser charges).
- 5.5 A side letter dated 5 September 2017 from Mobeus to MIG pursuant to which Mobeus has agreed, in the event that MIG utilises its over-allotment facility, to waive its management fees payable for the 12 month period commencing on the close of the MIG Offer under the agreement referred to at paragraph 5.1 above by an amount equal to 1% of any gross funds raised by MIG under its over-allotment facility.

6 Objective and investment policy

6.1 Objective

The objective of MIG is to provide investors with a regular income stream, by way of tax-free dividends generated from income and capital returns, while continuing at all times to qualify as a VCT.

6.2 Investment policy

MIG's policy is to invest primarily in a diverse portfolio of UK unquoted companies. Investments are usually structured as part loan and part equity in order to receive regular income and to generate capital gains from realisations.

Investments are made selectively across a number of sectors, principally in established companies. Investments are usually structured as part loan and part equity in order to receive regular income stream and to generate capital gains from realisations.

There are a number of conditions within the VCT legislation which need to be met by MIG and which may change from time to time. MIG will seek to make investments in accordance with the requirements of prevailing VCT legislation.

Asset allocation and risk diversification policies, including the size and type of investments MIG makes, are determined in part by the requirements of prevailing VCT legislation. No single investment may represent more than 15% (by VCT tax value) of MIG's total investments at the date of investment.

Liquidity

MIG's cash and liquid funds are held in a portfolio of readily realisable interest bearing investments, deposit and current accounts, of varying maturities, subject to the overriding criterion that the risk of loss of capital be minimised.

Borrowing

MIG's articles of association permit borrowings of amounts up to 10% of the adjusted capital and reserves (as defined therein). However, MIG has never borrowed and the MIG Board would only consider doing so in exceptional circumstances.

6.3 It is the intention of the MIG Directors that MIG will pay dividends or make distributions from revenue profits and profits realised from the sale of investments.

6.4 MIG is subject to the investment restrictions relating to a venture capital trust in the Tax Act, as more particularly detailed in Part Ten of the Securities Note, and in the Listing Rules which specify that (i) MIG must, at all times, invest and manage its assets in a way which is consistent with its object of spreading investment risk and in accordance with its published investment policy as set out in this paragraph 6.2 above; (ii) MIG must not conduct any trading activity which is significant in the context of its group as a whole; and (iii) MIG may not invest more than 10%, in aggregate, of the value of the total assets of the issuer at the time an investment is made in other listed closed-ended investment funds. Any material change to the investment policy of MIG will require the approval of MIG Shareholders pursuant to the Listing Rules. MIG intends to direct its affairs in respect of each of its accounting periods so as to qualify as a venture capital trust and accordingly:

- (a) MIG's income is intended to be derived wholly or mainly from shares or other securities, as this phrase is interpreted by HMRC;
- (b) MIG will not control the companies in which it invests in such a way as to render them subsidiary undertakings;
- (c) none of the investments at the time of acquisition will represent more than 15% by VCT Value of MIG's investments; and
- (d) not more than 20% of MIG's gross assets will at any time be invested in the securities of property companies.

- 6.5 Mobeus has and will have sufficient and satisfactory relevant experience in advising on investments of the size and type which MIG proposes to make. The MIG Directors will also ensure that the board of MIG and any additional or replacement investment advisers have and will have sufficient and satisfactory experience in advising on such investments.
- 6.6 In the event of a breach of the investment restrictions which apply to MIG as described in paragraph 6.2 above, Shareholders of MIG will be informed by means of the half-year and/or the annual report or through a public announcement.
- 6.7 The MIG Directors act and will continue to act independently of Mobeus. No majority of the MIG Directors will be directors or employees of, or former directors or employees of, or professional advisers to, Mobeus or any other company in the same group as Mobeus.
- 6.8 The investment policy as set out in this paragraph 6 above, in the absence of unforeseen circumstances, will be adhered to by MIG for at least three years following the date of close of the MIG Offer. Any material change to MIG's investment policy in any event will only be made with the approval of the Shareholders of MIG by ordinary resolution.

7 Related party disclosures

Related party transactions for MIG undertaken in the three financial years ended 31 December 2014, 2015 and 2016 are set out in the respective audited report and accounts for those year ends, which, together with the unaudited half-year report for the six month period ended 30 June 2017, are incorporated by reference: in Note 3 on pages 50 and 51 for the year ended 31 December 2014, and in Note 4 on pages 45 and 46 for the year ended 31 December 2015, in Note 4 on pages 43 and 44 for the year ended 31 December 2016 and in paragraph (d) of the Statement of the Directors' Responsibilities on page 11 of the half-year report to 30 June 2017. Apart from the payment of the MIG Directors' remuneration on the basis set out in paragraph 3.4 above, investment management, administration and performance incentive fees as set out in paragraphs 5.1 and 5.2 above, there have been no other related party arrangements in the current year to the date of this document. Save for the entering into of the offer agreement as set out in paragraph 5.4 above, MIG has not entered into any related party transactions within the meaning of IFRS or UK GAAP since 30 June 2017.

8 Overseas investors

The issue of Offer Shares to persons resident in or citizens of jurisdictions outside the UK may be affected by the laws of the relevant jurisdiction. Such investors should inform themselves about and observe any legal requirements, in particular:

- 8.1 none of the Offer Shares have been or will be registered under the United States Securities Act 1933, as amended, ("the Securities Act") or qualify under applicable United States state statute and the relevant clearances have not been, and will not be, obtained from the securities commission of any province of Canada, Australia, Japan, South Africa or New Zealand;
- 8.2 the Companies are not registered under the United States Investment Company Act of 1940, as amended and investors are not entitled to the benefits of that Act; and
- 8.3 no offer is being made, directly, under the MIG Offer, in or into or by the use of emails, or by means of instrumentality (including, without limitation, facsimile, transmission, telex or telephone) or interstate or foreign commerce, or of any facility in a national securities exchange, of the United States, Canada, Australia, Japan, South Africa or New Zealand. It is the responsibility of investors with registered addresses outside the UK to satisfy themselves as to the observance of the laws of the relevant jurisdiction in connection with the issue of Offer Shares, including the obtaining of any government or exchange control or other consents which may be required, the compliance with any other necessary formalities which need to be observed and the payment of any issue, transfer or other taxes or duties due in such jurisdiction.

9 Taxation

The following paragraphs, which are intended as a general guide only and are based on current legislation and HMRC practice, summarise advice received by the MIG Directors as to the position of the Companies' Shareholders who hold MIG Shares other than for trading purposes. Any person who is in any doubt as to his taxation position or is subject to taxation in any jurisdiction other than the United Kingdom should consult his professional advisers.

- 9.1 Taxation of dividends - under current law, no tax will be withheld by MIG when it pays a dividend.

- 9.2 Stamp duty and stamp duty reserve tax - MIG has been advised that no stamp duty or stamp duty reserve tax will be payable on the issue of the MIG Shares. MIG has been advised that the transfer of MIG Shares will, subject to any applicable exemptions, be liable to ad valorem stamp duty at the rate of 0.5% of the consideration paid. An unconditional agreement to transfer such shares if not completed by a duly stamped stock transfer will be subject to stamp duty reserve tax generally at the rate of 50p per £100 (or part thereof) of the consideration paid.
- 9.3 Close company - the MIG Directors believe that MIG is not, and expect that following completion of the MIG Offer will not be, a close company within the meaning of the Tax Act. If MIG were a close company in any accounting period, approval as a Venture Capital Trust would be withdrawn.

10 Miscellaneous

- 10.1 There has been no significant change in the financial or trading position of MIG since 30 June 2017, the date to which the last unaudited half-year financial statements for MIG have been published.
- 10.2 Mobeus is the promoter of the MIG Offer and, save as disclosed in paragraph 5 above, no amount of cash, securities or benefits has been paid, issued or given to the promoter and none is intended to be paid, issued or given.
- 10.3 There are no governmental, legal or arbitration proceedings (including any such proceedings which are or were pending or threatened of which MIG is aware) during the period from the incorporation of MIG which may have or had in the recent past significant effects on MIG's financial position or profitability.
- 10.4 There are no governmental, economic, monetary, political or fiscal policies and factors which have or could affect MIG's operations.
- 10.5 The issue costs payable by MIG under the MIG Offer (including irrecoverable VAT) will be an amount equal to 3.25% of the Investment Amount in respect of each application accepted under the MIG Offer plus annual trail commission and any amounts due from MIG to the investor in connection with the facilitation of initial financial adviser charges. Assuming that the MIG Offer is fully subscribed and ignoring annual trail commission, the maximum expenses and the minimum net proceeds will be £812,500 and £24,187,500 respectively. The issue premium on a MIG Share issued pursuant to the MIG Offer will be the difference between the issue price of that share and the nominal value thereof of 1p.
- 10.6 MIG's capital resources are restricted insofar as they may only be used in putting into effect the investment policy described in paragraph 6.2 above.
- 10.7 MIG does not have any major Shareholders and no Shareholders have different voting rights. To the best of the knowledge and belief of the MIG Directors, MIG is not directly controlled by any other party and at the date of the Prospectus, there are no arrangements in place that may, at a subsequent date, result in a change of control of MIG.
- 10.8 MIG and its Shareholders are subject to the provisions of the City Code on Takeovers and Mergers and CA 2006, which require shares to be acquired/transferred in certain circumstances.
- 10.9 The typical investor for whom investment in MIG is designed is a retail investor who is a UK taxpayer, aged 18 or over and who already has a portfolio of VCT and non-VCT investments (such as unit trusts, OEICs, investment trusts and direct shareholdings in listed and non-listed companies). The investor should be comfortable with the risk factors set out at the beginning of this document and be willing to retain the investment for at least five years.
- 10.10 BDO LLP acts as auditor to MIG. BDO LLP is registered to carry on audit work and is authorised to carry on investment business by the Institute of Chartered Accountants in England and Wales.
- 10.11 Howard Kennedy has given and not withdrawn its written consent to the issue of the Prospectus and the inclusion of its name and the references to it in the Prospectus in the form and context in which they appear.

(B) ANALYSIS OF THE INVESTMENT PORTFOLIO

All of MIG's investments as at the date of this document, which are analysed below, are in the UK and are valued in sterling.

Sector	% by cost	% by value
Support Services	25.9	31.8
General Retailers	22.7	24.7
Travel and leisure	1.6	1.6
Software and computer services	15.9	18.4
Construction	1.1	1.4
Media	13.0	10.7
Personal goods	3.8	0.0
Companies preparing to trade	9.2	4.2
Leisure Goods	2.7	4.1
General Industrials	4.1	3.1

Type	% by cost	% by value
Unlisted ordinary shares	32.3	23.7
Unlisted loan stock and preference shares	45.6	53.9
Cash/liquidity	22.1	22.4

Save for (i) a realisation of Entanet Holdings Limited for net cash of £6.12 million, (ii) loan repayments totalling £298,000 from TPSFF Holdings Limited (formerly The Plastic Surgeon Holdings Limited) and (iii) a net investment of £78,000 into Manufacturing Services Investments Limited (trading as Wetsuit Outlet Limited), there has been no material change to the valuations used to prepare the above analysis (30 June 2017) being the date on which those unaudited valuations were undertaken.

(C) FINANCIAL INFORMATION

MIG has produced annual statutory accounts for the three financial years ended 31 December 2014, 2015 and 2016, and the half-year reports for the six month periods ended 30 June 2016 and 2017. The auditors, BDO LLP, in respect of the financial years ended 31 December 2014, 2015 and 2016 have reported on the annual statutory accounts without qualification and without statements under sections 495 to 497A of CA 2006.

The annual reports referred to above were prepared in accordance with UK generally accepted accounting practice (GAAP), the fair value rules of the Companies Acts and the Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts'. The annual reports contain a description of MIG's financial condition, changes in financial condition and results of operation for each relevant financial year and, together with the half-year report for the six month period ended 30 June 2016 and 2017, are being incorporated by reference and can be accessed at the following website:

www.migvct.co.uk

Where these documents make reference to other documents, such other documents are not incorporated into and do not form part of this Prospectus. The two tables below comprise a cross-referenced list of information incorporated by reference. The parts of these documents which are not being incorporated by reference are either not relevant for an investor or are covered elsewhere in the Prospectus.

Description	2014 Annual Report	2015 Annual Report	2016 Annual Report	2016 Half-Year Report	2017 Half-Year Report
Balance Sheet	Page 45	Page 40	Page 38	Page 14	Page 14
Income Statement (or equivalent)	Page 44	Page 39	Page 37	Pages 12 to 13	Pages 12 to 13
Statement showing all changes in equity (or equivalent note)	Page 58	Pages 41 to 42	Pages 39 to 40	Pages 15 to 16	Pages 15 to 16
Cash Flow Statement	Page 47	Page 43	Page 41	Page 17	Page 17
Accounting Policies and Notes	Pages 48 to 67	Pages 44 to 62	Pages 42 to 58	Pages 18 to 23	Pages 18 to 23
Auditor's Report	Pages 41 to 43	Pages 36 to 38	Pages 34 to 36	N/A	N/A

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

Such information also includes operating/financial reviews as follows:

Description	2014 Annual Report	2015 Annual Report	2016 Annual Report	2016 Half-Year Report	2017 Half-Year Report
Objective	Page 16	Page 16	Page 14	Index Page	Index Page
Performance Summary	Page 1	Page 1	Page 1	Page 1	Page 1
Results & Dividend	Page 2	Page 2	Page 2	Page 2	Page 2
Investment Policy	Page 23	Page 20	Page 18	Page 5	Page 4
Chairman's Statement	Pages 2 to 3	Pages 2 to 4	Pages 2 to 3	Pages 2 to 4	Pages 2 to 3
Manager's Review	Pages 4 to 8	Pages 5 to 7	Pages 4 to 5	Pages 6 to 7	Pages 5 to 7
Portfolio Summary	Pages 13 to 15	Pages 12 to 15	Pages 10 to 13	Pages 8 to 10	Pages 8 to 10
Valuation Policy	Page 48	Pages 50 to 51	Page 47	Page 20	Page 21

Certain financial information of MIG is also set out below:

	Year ended 31 December 2014 (audited)	Year ended 31 December 2015 (audited)	Year ended 31 December 2016 (audited)	Six month period ended 30 June 2016 (unaudited)	Six month period ended 30 June 2017 (unaudited)
Investment income	£3,624,232	£2,820,521	£2,650,934	£1,343,945	£1,691,814
Profit/(loss) on ordinary activities before taxation	£10,942,064	£6,847,925	£1,198,543	£222,620	£3,922,387
Earnings per MIG Share	18.09p	9.14p	1.44p	0.21p	5.05p
Dividends paid per MIG Share	20.25p	10.00p	15.50p	6.00p	6.00p
Total assets	£60,726,478	£74,372,068	£63,398,400	£68,850,540	£62,760,416
NAV per MIG Share	99.44p	97.54p	83.53p	90.80p	82.58p

As at 30 June 2017, the date to which the most recent unaudited half-year financial statements on MIG were published, MIG had unaudited net assets of £62.4 million.

PART II – MIG 2

(A) GENERAL INFORMATION

1 Incorporation and registered office

- 1.1 The legal and commercial name of MIG 2 is Mobeus Income & Growth 2 VCT plc.
- 1.2 MIG 2 was incorporated and registered in England and Wales as a public company with limited liability on 8 March 2000 registered number 03946235.
- 1.3 MIG 2 was issued with a trading certificate under section 117 of CA 1985 (now section 761 of CA 2006) on 14 April 2000.
- 1.4 The principal legislation under which MIG 2 operates is CA 2006 and regulations made thereunder.
- 1.5 MIG 2's registered office and principal place of business is at 30 Haymarket, London SW1Y 4EX. MIG 2 is domiciled in England. MIG 2 does not have, nor has it had since incorporation, any subsidiaries or employees.
- 1.6 HMRC has granted approval of MIG 2 as a VCT under section 259 of the Tax Act. The business of MIG 2 has been, and it is intended will be, carried on so as to continue to comply with that section to maintain full VCT approval.
- 1.7 MIG 2 revoked status as an investment company under section 266 of CA 1985 (now section 833 of CA 2006) on 22 June 2005 for the purposes of paying a capital dividend and does not intend to re-apply for such status.
- 1.8 MIG 2 Shares are admitted to the Official List of the UK Listing Authority and to trading on the main market of the London Stock Exchange and have an International Securities Identification Number of GB00BOLKLZ05. MIG 2's Legal Entity Identity number is 213800LY62XLI1B4VX35.
- 1.9 MIG 2 is not regulated by the FCA or an equivalent European Economic Area regulator but it is subject to regulation by HMRC under the VCT rules in order to qualify as a VCT. MIG 2 is, however, an alternative investment fund for the purposes of AIFMD, has registered itself as a small alternative investment fund manager with the FCA and is subject to the Alternative Investment Fund Managers Regulations 2013 (SI 2013/1773). In addition, as a premium listed entity on the main market of the London Stock Exchange, MIG 2 is subject to the rules and regulations issued by the UK Listing Authority from time to time. MIG 2 is not otherwise regulated.

2. Share capital

- 2.1 The authorised share capital of MIG 2 on incorporation was £50,000, divided into 50,000 ordinary shares of £1 each. On incorporation, two ordinary shares were issued fully paid to the subscribers to its Memorandum.
- 2.2 At an extraordinary general meeting held on 14 April 2000, the authorised share capital of MIG 2 was increased to £350,000 by the creation of 300,000 ordinary shares of £1 each. The increased authorised share capital of MIG 2 (issued and unissued) of £350,000 was then subsequently subdivided into 30,000,000 MIG 2 ordinary shares of 1p each and 50,000 redeemable non-voting preference shares of £1 each.
- 2.3 To enable MIG 2 to obtain a certificate under section 117 of CA 1985 (now section 761 of CA 2006), on 14 April 2000, 50,000 redeemable non-voting preference shares of £1 each were allotted by MIG 2 at par for cash, paid up to one quarter of their nominal value. Such redeemable non-voting preference shares were paid up in full and redeemed in full out of the proceeds of the original offer for subscription. The authorised but unissued shares so arising were automatically redesignated as MIG 2 ordinary shares of 1p each and MIG 2's articles of association were amended by the deletion of all references to the redeemable non-voting shares and the rights attaching to them.
- 2.4 As at 31 March 2017, the date to which the last audited annual financial statements for MIG 2 have been published, the issued share capital of MIG 2 was 35,672,387 MIG 2 shares (all fully paid-up).

2.5 The issued share capital history of MIG 2 since 31 March 2014 is as follows:

- During the financial year ended 31 March 2015, MIG 2 issued 9,027,285 MIG 2 Shares and bought back 620,793 MIG 2 Shares. As at 31 March 2015, the issued share capital of MIG 2 comprised 36,468,632 MIG 2 Shares, none of which were held in treasury.
- During the financial year ended 31 March 2016, MIG 2 issued 9,027,285 MIG 2 Shares and bought back 400,169 MIG 2 Shares. As at 31 March 2016, the issued share capital of MIG 2 comprised 36,068,463 MIG 2 Shares, none of which were held in treasury.
- During the financial year ended 31 March 2017, MIG 2 issued nil MIG 2 Shares and bought back 396,076 MIG 2 Shares. As at 31 March 2017, the issued share capital of MIG 2 comprised 35,672,387 MIG 2 Shares, none of which were held in treasury.
- During the current period to 5 September 2017 (being the latest practicable date prior to the publication of this document) MIG 2 issued no MIG 2 Shares and bought back 19,956 MIG 2 Shares.

2.6 At the date of this document, MIG 2 had 35,652,431 MIG 2 Shares in issue (all fully paid up).

2.7 The following resolutions of MIG 2 were passed at the annual general meeting of MIG 2 held on 3 August 2017:

That, in substitution for existing authorities:

(a) *Authority to allot shares*

the MIG 2 Directors be and hereby are generally and unconditionally authorised in accordance with section 551 of the CA 2006, to exercise all the powers of MIG 2 to allot MIG 2 Shares and to grant rights to subscribe for, or to convert any security into, MIG 2 Shares (Rights) up to an aggregate nominal value of £230,000, provided that this authority shall (unless renewed, revoked or varied by MIG 2 in general meeting) expire on the conclusion of the annual general meeting of MIG 2 to be held in 2018 (save that MIG 2 shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the MIG 2 Directors shall be entitled to allot shares or grant Rights pursuant to any such offers or agreements as if the authority had not expired); and

(b) *Disapplication of pre-emption rights*

the directors be and hereby are empowered pursuant to sections 570 and 573 of CA 2006 to allot equity securities (as defined in section 560 of CA 2006) for cash, pursuant to the authority conferred by paragraph (i) of this resolution as if section 561(1) of CA 2006 did not apply to any such allotment, provided that this authority shall be limited to the allotment of equity securities:

- (i) with an aggregate nominal value of up to but not exceeding £190,000 in connection with offer(s) for subscription; and
- (ii) otherwise than pursuant to sub-paragraphs (b)(i) above, with an aggregate nominal value of up to, but not exceeding, 10% of the issued share capital of MIG 2 from time to time,

where the proceeds may be used, in whole or in part, to purchase shares in the capital of MIG 2, such authority to (unless renewed, revoked or varied by MIG 2 in general meeting) expire on the conclusion of the annual general meeting of MIG 2 to be held in 2018 (save that MIG 2 shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the shall be entitled to allot equity securities in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired).

2.8 There are no other shares or loan capital in MIG 2 in issue or under option or agreed conditionally or unconditionally to be put under option nor does MIG hold shares in treasury.

- 2.9 Following the issue of MIG 2 Shares pursuant to the MIG 2 Offer (assuming the maximum 23 million MIG 2 Shares are allotted) the issued share capital of MIG 2 is expected to be as follows:

	Issued	
	Number	£
MIG 2 Shares	35,652,431	356,524.31

- 2.10 The MIG 2 Shares are/will be in registered form and no temporary documents of title will be issued. MIG is registered with CREST, a paperless settlement system, and those Shareholders who wish to hold their MIG Shares in electronic form may do so.
- 2.11 MIG 2 will be subject to the continuing obligations of the Listing Rules with regard to the issue of securities for cash and the provisions of section 561 of CA 2006 (which, confers on shareholders rights of pre-emption in respect of the allotment of equity securities which are or are to be paid in cash) will apply to the balance of the share capital of MIG 2 which is not subject to the disapplication referred to in paragraph 2.7 above.
- 2.12 As at 5 September 2017 (this being the latest practicable date prior to publication of this document), MIG 2 is not aware of any person who, immediately following the issue of the Offer Shares, directly or indirectly, has or will have an interest in the capital of MIG 2 or voting rights which is notifiable under UK law (under which, pursuant to CA 2006 and the Listing Rules and Disclosure and Transparency Rules of the FCA, a holding of 3% or more must be notified to MIG 2).

3. Directors' and other interests

- 3.1 The Board of MIG 2 currently comprises five non-executive directors, all of whom are independent of Mobeus. Ken Vere Nicoll will be retiring from the MIG 2 Board at the conclusion of MIG 2's annual general meeting on 14 September 2017. The Board of MIG 2 has substantial experience of venture capital businesses and has overall responsibility for MIG 2's affairs, including its investment policy. Mobeus is the investment adviser.
- 3.2 As at 5 September 2017 (this being the latest practicable date prior to publication of this document), the interests of the MIG 2 Directors (and their immediate families) in the issued share capital of MIG 2 were as follows:

	MIG 2 Shares	% of Issued MIG 2 Share capital
Nigel Melville	52,302	0.15%
Ian Blackburn	-	-
Sally Duckworth	-	-
Adam Kingdon	5,709	0.02%
Ken Vere Nicoll	54,705	0.15%

- 3.3 Save as set out above, no MIG 2 Director, family member or any person connected with any MIG 2 Director (within the meaning of section 252 of CA 2006) has an interest in the capital of MIG 2 which is or would, immediately following the MIG 2 Offer, be required to be notified pursuant to section 809 of CA 2006 or which is or would be required to be entered in the register maintained under section 809 of CA 2006.
- 3.4 Nigel Melville and Ken Vere Nicoll were appointed as directors of MIG 2 on 10 May 2000 under letters of appointment dated 10 May 2000, which may be terminated on three months' notice. Adam Kingdon and Sally Duckworth were appointed as directors of MIG 2 on 29 September 2006 and 1 January 2007, respectively, under letters of appointment dated 22 September 2006 and 10 January 2007, which may be terminated on three months' notice. Ian Blackburn was appointed as a director of MIG 2 on 1 July 2017 under a letter of appointment dated 2 June 2017, which may be terminated on three months' notice. The MIG 2 Directors' appointments do not confer any right to hold office for any period nor any right to compensation if they cease to be directors. The total annual remuneration receivable by Nigel Melville as chairman of MIG 2 is £26,000 (plus, if applicable, VAT and employers National Insurance Contributions). The annual remuneration receivable by Adam Kingdon, Sally Duckworth and Ken Vere Nicoll is £23,000 each (in each case plus, if applicable, VAT and employers National Insurance Contributions). Ian Blackburn is paid £20,000 from 1 July 2017 and will be paid £23,000 from 15 September 2017. The office of a non-executive director of MIG 2 is not pensionable and no retirement or similar benefits are provided to the MIG 2 Directors. Aggregate MIG 2 Directors' emoluments in respect of qualifying services for the year ended 31 March 2017 amounted to £91,000 plus, if applicable, VAT and employers

National Insurance Contributions. Aggregate emoluments for the current financial year are expected to be £99,164 (plus, if applicable, VAT and employers National Insurance Contributions).

- 3.5 There are no potential conflicts of interest between the duties of any MIG 2 Director and their private interests and/or other duties.
- 3.6 No MIG 2 Director is or has been interested in any transaction which is or was unusual in its nature or conditions or significant to the business of MIG 2 and which was effected by MIG 2 in the years ended 31 March 2015, 2016 and 20167 or to the date of this document in the current financial year or and remains in any respect outstanding or unperformed.
- 3.7 No loan or guarantee has been granted or provided by MIG 2 to or for the benefit of any of the MIG 2 Directors.
- 3.8 MIG 2 has taken out directors' and officers' liability insurance for the benefit of its directors, which is renewable on an annual basis.
- 3.9 The MIG 2 Directors are currently or have been within the last five years, a member of the administrative, management or supervisory bodies or partners of the companies and partnerships as set out on pages 12 to 13.
- 3.10 No MIG 2 Director has any convictions in relation to fraudulent offences during the previous five years.
- 3.11 Save as disclosed in this paragraph, in the five years prior to the publication of this document, there were no bankruptcies, receiverships or liquidations of any companies or partnership where any of the MIG 2 Directors were acting as (i) a member of the administrative, management or supervisory body, (ii) a partner with unlimited liability, in the case of a limited partnership with a share capital, (iii) a founder where the company had been established for fewer than five years nor (iv) a senior manager, during the previous five years.
- (a) Sally Duckworth was a director of Redkite Financial Markets Limited which has been voluntarily struck off the Register of Companies. Redkite Financial Markets Limited was neither insolvent nor owed any amounts to creditors at the date of this document.
- (b) Ian Blackburn was a director of A Taste of Luxury Limited and Coda International Limited which were both struck off the Register of Companies. Neither company was insolvent nor owed any amounts to creditors at the time of their dissolutions in January 2017.
- 3.12 There has been no official public incrimination and/or sanction of any MIG 2 Director by statutory or regulatory authorities (including designated professional bodies) and no MIG 2 Director has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company during the previous five years.

4. Management and administration

- 4.1 The MIG 2 Directors, advised by Mobeus, are responsible for the determination of the investment policy, subject to approval by MIG 2 Shareholders for any material changes, and have overall responsibility for its affairs. The MIG 2 Directors also retain responsibility for approving both the valuations of the portfolio and the net asset value of MIG 2. Mobeus has been appointed as investment adviser, providing investment advisory, administrative and company secretarial services to MIG 2 on the terms set out at paragraphs 5.1 and 5.2 below. The existing management agreement set out at paragraph 5.1 below will automatically cover the management and fees in relation to the new funds raised by MIG 2 pursuant to the MIG 2 Offer and the performance incentive arrangements set out in paragraph 5.2 will also automatically extend to such funds.
- 4.2 As is customary in the private equity industry, Mobeus may retain for its own benefit and without liability to account to MIG 2, subject to full disclosure having been made to the MIG 2 Directors, arrangement fees which it receives in connection with any unquoted investment made by MIG 2. It may also receive all monitoring fees or directors' fees charged to investee companies. Costs incurred on abortive investment proposals will be the responsibility of Mobeus.
- 4.3 Mobeus is responsible for the determination and calculation of MIG 2's net asset value, which is prepared quarterly for approval by MIG 2 Directors. All unquoted investments are valued in accordance with IPEVC Valuation Guidelines under which investments are held at fair value. Any

AIM or other quoted investment will be valued at the bid price of its shares as derived from the Daily Official List of the London Stock Exchange, in accordance with general accepted accounting practice. MIG 2's net asset value will be calculated quarterly and published on an appropriate regulatory information service.

If, at any time, MIG 2's VCT status is lost, dealing in its shares and valuation of MIG 2's net asset value will normally be suspended, which will be communicated to shareholders on an appropriate regulatory information service until such time as proposals to continue as a VCT or to be wound up have been further announced. The MIG 2 Directors do not anticipate any other circumstance under which valuations may be suspended.

- 4.4 MIG 2 expects to co-invest with the other VCT funds advised by Mobeus, participating in equity investments up to £5 million in aggregate, as long as the business has not received funds from any state-aided risk capital in the 12 months prior to the date of investment.

Where more than one of the funds advised by Mobeus wishes to participate in an investment opportunity, allocations will generally be made in proportion to the latest announced net asset value of each fund, adjusted for subsequent buybacks and dividends paid, at the date each investment proposal is forwarded to each Board. When one of the funds advised by Mobeus is in its fund raising period, its net funds raised, for the purpose of allocation, will be assumed to be the value of shares allotted at the time the allocation calculation is made. Implementation of this policy will be subject to the availability of funds to make the investment and other portfolio considerations such as sector exposure and the requirement to achieve or maintain a minimum of 70% of a particular VCT's portfolio in VCT qualifying holdings. This may mean that MIG 2 may receive a greater or lesser allocation than would otherwise be the case under the normal co-investment policy

When MIG 2 has insufficient funds available to satisfy its allocation, the balance shall be offered to one or more of the funds advised by Mobeus who have funds available for new investments pro rata as between themselves.

Any variation from this co-investment policy, insofar as it affects MIG 2 or where MIG 2 makes any investment not at the same time and on the same terms as that made by other funds advised by Mobeus, may only be made with the prior approval of the MIG 2 Directors.

Save for the above, there are no material potential conflicts of interest which Mobeus may have as between its duty to MIG 2 and duties owed by them to third parties and their interests.

- 4.5 Philip Hare & Associates LLP receives an annual fee of up to £7,000 plus VAT for providing advice and assistance in relation to the maintenance of the VCT status of MIG 2. If requested by MIG 2, Philip Hare & Associates LLP will also review prospective investments to ensure that they are qualifying investments and carry out reviews of the investment portfolio of MIG 2 to ensure continuing compliance.

- 4.6 MIG 2 has and will continue to have custody of its own assets:

- MIG 2's monetary assets will be held in bank accounts and/or money market accounts in MIG 2's own name; and
- MIG 2's investments in both quoted and unquoted investments and the corresponding share certificates will also be held in MIG 2's own name.

- 4.7 A maximum of 75% of MIG 2's management expenses will be charged against capital with the balance to be met from income.

- 4.8 All of the MIG 2 Directors are members of the audit committee of MIG 2 with Adam Kingdon acting as chairman. The audit committee members are considered to have sufficient recent and relevant financial experience to discharge the role, and will meet at least twice a year, amongst other things to, consider the following:

- monitoring the integrity of the financial statements of MIG 2;
- reviewing MIG 2's internal control and risk management systems;
- making recommendations to the MIG 2 Directors in relation to the appointment of the external auditor;

- reviewing and monitoring the external auditor's independence;
 - implementing and reviewing MIG 2's policies on the engagement of the external auditor to supply non-audit services and
 - reviewing and assessing the external audit process.
- 4.9 The MIG 2 Board has not appointed a senior independent director as it does not believe that such appointment is necessary since the MIG 2 Board is composed solely of non-executive directors. This role is fulfilled, as appropriate, by the chairman of the audit committee. He is available to shareholders if they have concerns which they have been unable to resolve through the normal channels of communication.
- 4.10 All of the MIG 2 Directors are members of the remuneration committee with Ken Vere Nicoll being chairman. Ken Vere Nicoll is due to step down as a director at the conclusion of the annual general meeting of MIG 2 on 14 September 2017. Ian Blackburn will take over as chairman of the remuneration committee from 14 September 2017. This committee, which has the responsibility for reviewing the remuneration of the MIG 2 directors, will meet at least annually to consider the levels of remuneration of the MIG 2 directors, specifically reflecting the time commitment and responsibilities of the role. The committee will also undertake comparisons and reviews to ensure that the levels of remuneration paid are broadly in line with industry standards. The nomination committee, which also consists of all of the MIG 2 Directors and which is chaired by Nigel Melville, meets annually to consider the composition and balance of skills, knowledge and experience of the MIG 2 directors and would make nominations to the MIG 2 directors in the event of a vacancy. New MIG 2 directors are required to resign at the annual general meeting following appointment and then thereafter every three years. A formal induction programme for MIG 2 directors has not been required to date. New MIG 2 directors will be provided with an induction pack and an induction session will be arranged in conjunction with the Board and Mobeus.

The Nomination and Remuneration Committees are merging to become one Nomination and Remuneration Committee on 14 September 2017. The chairman of the committee will be Ian Blackburn.

- 4.11 The Financial Conduct Authority requires all listed companies to disclose how they have applied the principles and complied with the provisions of the UK Corporate Governance Code (formerly the Combined Code) issued by the Financial Reporting Council.

The MIG 2 Board has also considered the principles and recommendations of the AIC Code of Corporate Governance ("AIC Code") by reference to the AIC Corporate Governance Guide for Investment Companies ("AIC Guide"). The AIC Code, as explained by the AIC Guide, addresses all the principles set out in the UK Corporate Governance Code, as well as setting out additional principles and recommendations on issues that are of specific relevance to MIG 2.

The Financial Reporting Council has confirmed that in complying with the AIC Code, MIG 2 meets its obligations in relation to the UK Corporate Governance Code and the Listing Rules. The MIG 2 Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide (which incorporates the UK Corporate Governance Code), will provide better information to shareholders.

For the year ended 31 March 2017 and as at the date of this document, MIG 2 has complied with the recommendations of the AIC Code and the relevant provisions of the UK Corporate Governance Code, except where noted below. There are certain areas of the UK Corporate Governance Code that the AIC does not consider relevant to investment companies and with which MIG 2 does not specifically comply, of which the AIC Code provides dispensation. The areas and reasons for non-compliance are as follows:

- in light of the responsibilities retained by the MIG 2 Board and its committees and of the responsibilities delegated to Mobeus, MIG 2 has not appointed a chief executive officer or executive directors; and
- due to the systems and procedures of Mobeus, the provision of VCT tax monitoring services by Philip Hare & Associates LLP, as well as the size of MIG 2's operations, the MIG 2 Board believe that an internal audit function is not appropriate.

MIG 2 has not, therefore, reported further in respect of these provisions.

5 Material contracts

Set out below is a summary of all contracts (not being contracts entered into in the ordinary course of business) entered into by MIG 2 in the last two years that are material and all other contracts (not being contracts entered into in the ordinary course of business) that contain any provision under which MIG 2 has an obligation or entitlement which is material to MIG 2 as at the date of the document.

- 5.1 An investment management agreement dated 10 September 2010 (as amended and restated on 15 September 2016) between MIG 2 (1) and Mobeus (2), pursuant to which Mobeus provides certain advisory investment management and administrative services to MIG 2 for a fee payable quarterly in advance of an amount equal to 2% per annum of net assets (exclusive of VAT, if any) plus an annual fixed fee of £104,432 (inclusive of VAT, if any) subject to increase in the Retail Price Index. In 2013, Mobeus agreed to waive such further increases until otherwise agreed with the MIG 2 Board. If such annual increases were reinstated, the base annual fee to which such percentage increases would apply would be £113,589 (inclusive of VAT).

The above fees are subject to an annual expenses cap of over and above 3.6% of the net assets of MIG 2 by way of a reduction of fees due to Mobeus in the following accounting period(s). For these purposes annual expenses include the normal running costs of MIG 2 (excluding irrecoverable VAT and exceptional items but including annual trail commission). The amount of the excess is borne in full by Mobeus.

Mobeus may (subject to due disclosure to the MIG 2 Board) retain for its own benefit, arrangement or syndication fees, placing commissions, monitoring fees, directors' fees and/or similar sums which it receives in connection with any investment made by MIG 2, provided that the maximum amount of such fees and/or similar sums (other than directors' fees and monitoring fees) shall not exceed 2.5% of the funds provided for each such investment.

The agreement is terminable by either party on 12 months' notice by any party subject to earlier termination by any party in the event of, inter alia, a party having a receiver, administrator or liquidator appointed or committing a material breach of the agreement or by MIG 2 where Mobeus ceases to be authorised by the FCA or if there is a change in control of Mobeus.

The agreement contains provisions indemnifying Mobeus against any liability not due to its default, gross negligence, fraud or breach of FSMA.

- 5.2 A performance incentive agreement dated 20 September 2005 between MIG 2 (1) and Mobeus (2), pursuant to which Mobeus is entitled to receive performance related incentive fees subject to achieving certain defined targets.

Mobeus is entitled to receive a performance incentive fee calculated as an amount equivalent to 20% of the excess of a "Target Rate" comprising an annual dividend target of 7.55p (indexed each year for RPI) per MIG 2 Share as at March 2017, and a requirement that any cumulative shortfalls below the annual dividend target from previous years must be made up in the relevant year in question. Any excess is not carried forward, whether a fee is payable for that year or not.

Payment of a fee is also conditional upon the average NAV per MIG 2 Share for the relevant year equaling or exceeding the average "Base NAV" per MIG 2 share for that year. Base NAV commenced at 100p per MIG 2 Share when the C ordinary shares ("C Shares"), which are now constituted within the MIG 2 Shares class, were first issued in 2005, with this further being adjusted for subsequent MIG 2 Shares issued and bought back.

Any performance fee will be payable annually. It will be reduced to the proportion which the number of "Incentive Fee Shares" represent of the total number of MIG 2 Shares in issue at any calculation date. Incentive Fee Shares are the only MIG 2 Shares upon which an incentive fee is payable. These are the number of C Shares in issue just before the merger of the two former share classes on 10 September 2010 (the merged share class then subsequently became the current class of MIG 2 Shares) plus MIG 2 Shares issued under new fundraisings since the merger. This total is then reduced by an estimated proportion of the MIG Shares bought back by MIG 2 since the merger, that are attributable to the Incentive Fee Shares.

For the year ending 31 March 2018, the annual dividend hurdle is currently 7.55p per MIG 2 Share (subject to any RPI increase for the current year) and as at 30 June 2017 the Base NAV is 106.14p, compared to a current average NAV per MIG 2 Share of 109.31p for the year.

The agreement will terminate automatically if MIG 2 enters into liquidation or if a receiver or administrator is appointed or if a resolution is passed that MIG 2 is voluntarily wound up in accordance with the MIG 2 Articles.

- 5.3 A letter of engagement dated 6 July 2017 from Howard Kennedy pursuant to which Howard Kennedy has been appointed as sponsor to the Companies in connection with the Offers. The Companies have agreed to indemnify Howard Kennedy for any loss suffered in respect of its role as sponsor which is a customary provision in an agreement of this nature. The Companies' liability under this indemnity is unlimited.
- 5.4 An offers agreement dated 6 September 2017 between MIG (1), MIG 2 (2), MIG 4 (3), I&G (4), the Directors (5), Howard Kennedy (6) and Mobeus (7) whereby Mobeus has agreed to act as promoter in connection with the MIG 2 Offer and Howard Kennedy has agreed to act as sponsor in connection with the MIG 2 Offer. The agreement contains warranties given by MIG 2 and the MIG 2 Directors and an indemnity given by MIG 2 to Mobeus and Howard Kennedy. The indemnities relate to any loss suffered by Mobeus or Howard Kennedy in respect of their roles as promoter and sponsor which is customary in an agreement of this nature. MIG 2 has agreed to pay Mobeus a commission of an amount representing 3.25% of the Investment Amounts in respect of applications accepted under the MIG 2 Offer, less (i) an amount equal to the Early Investment Incentive discount in respect of such applications and less (ii) any 'execution only' initial commission offered by Mobeus in respect of such applications, but waived by the 'execution only' intermediary concerned, and less (iii) any additional amounts by which Mobeus has agreed to reduce its fees further (in whole or part) in respect of such applications (such amount being inclusive of VAT), out of which will be paid all costs, charges and expenses of or incidental to the Offers (other than trail commission and any amounts due from the Companies to the investor in connection with the facilitation of initial financial adviser charges).
- 5.5 A side letter dated 5 September 2017 from Mobeus to MIG 2 pursuant to which Mobeus has agreed, in the event that MIG 2 utilises its over-allotment facility, to waive its management fees payable for the 12 month period commencing on the close of the MIG 2 Offer under the agreement referred to at paragraph 5.1 above by an amount equal to 1% of any gross funds raised by MIG 2 under its over-allotment facility.

6 Objective and investment policy

6.1 Objective

The objective of MIG 2 is to provide investors with a regular income stream, arising both from the income generated by the companies selected for the portfolio and from realising any growth in capital, while continuing at all times to qualify as a VCT.

6.2 Investment policy

MIG 2's policy is to invest primarily in a diverse portfolio of UK unquoted companies.

Investments are made selectively across a number of sectors, principally in established companies. Investments are usually structured as part loan stock and part equity in order to receive regular income stream and to generate capital gains from realisations.

There are a number of conditions within the VCT legislation which need to be met by MIG 2 and which may change from time to time. MIG 2 will seek to make investments in accordance with the requirements of prevailing VCT legislation.

Asset allocation and risk diversification policies, including the size and type of MIG 2 makes, are determined in part by the requirements of prevailing VCT legislation. No single investment may represent more than 15% (by VCT tax value) of MIG 2's total investments at the date of investment.

Liquidity

MIG 2's cash and liquid funds are held in a portfolio of readily realisable interest bearing investments, deposit and current accounts, of varying maturities, subject to the overriding criterion that the risk of loss of capital be minimised.

Borrowing

MIG 2's articles of association permit borrowings of amounts up to 10% of the adjusted capital and reserves (as defined therein). However, MIG 2 has never borrowed and the MIG 2 Board would only consider doing so in exceptional circumstances.

- 6.3 It is the intention of the MIG 2 Directors that MIG 2 will pay dividends or make distributions from revenue profits and profits realised from the sale of investments.
- 6.4 MIG 2 is subject to the investment restrictions relating to a venture capital trust in the Tax Act, as more particularly detailed in Part Ten of the Securities Note, and in the Listing Rules which specify that (i) MIG 2 must, at all times, invest and manage its assets in a way which is consistent with its object of spreading investment risk and in accordance with its published investment policy as set out in this paragraph 6 above; (ii) MIG 2 must not conduct any trading activity which is significant in the context of its group as a whole; and (iii) MIG 2 may not invest more than 10%, in aggregate, of the value of the total assets of the issuer at the time an investment is made in other listed closed-ended investment funds. Any material change to the investment policy of MIG 2 will require the approval of MIG 2 Shareholders pursuant to the Listing Rules. MIG 2 intends to direct its affairs in respect of each of its accounting periods so as to qualify as a venture capital trust and accordingly:
- (a) MIG 2's income is intended to be derived wholly or mainly from shares or other securities, as this phrase is interpreted by HMRC;
 - (b) MIG 2 will not control the companies in which it invests in such a way as to render them subsidiary undertakings;
 - (c) none of the investments at the time of acquisition will represent more than 15% by VCT Value of MIG 2's investments; and
 - (d) not more than 20% of MIG 2's gross assets will at any time be invested in the securities of property companies.
- 6.5 Mobeus has and will have sufficient and satisfactory relevant experience in advising on investments of the size and type which MIG 2 proposes to make. The MIG 2 Directors will also ensure that the board of MIG 2 and any additional or replacement investment advisers have and will have sufficient and satisfactory experience in advising on such investments.
- 6.6 In the event of a breach of the investment restrictions which apply to MIG 2 as described in paragraph 6.2 above, Shareholders of MIG 2 will be informed by means of the half-year and/or the annual report or through a public announcement.
- 6.7 The MIG 2 Directors act and will continue to act independently of Mobeus. No majority of the MIG 2 Directors will be directors or employees of, or former directors or employees of, or professional advisers to, Mobeus or any other company in the same group as Mobeus.
- 6.8 The investment policy as set out in this paragraph 6 above, in the absence of unforeseen circumstances, will be adhered to by MIG 2 for at least three years following the date of close of the MIG 2 Offer. Any material change to MIG 2's investment policy in any event will only be made with the approval of the Shareholders of MIG 2 by ordinary resolution.

7 Related party disclosures

Related party transactions for MIG 2 undertaken in the financial years ended 31 March 2015, 2016 and 2017 are set out in the respective audited report and accounts for those year ends, which are incorporated by reference: in Note 3 and on page 47 for the year ended 31 March 2015, in Note 4 on pages 48 and 49 for the year ended 31 March 2016 and Note 4 on pages 45 and 46 for the year ended 31 March 2017. Apart from the payment of the MIG 2 Directors' remuneration on the basis set out in paragraph 3.4 above and the investment management, administration and performance incentive fees as set out in paragraphs 5.1 and 5.2 above, there have been no other related party payments in the current year to the date of this document. Save for the entering into of the offer agreement as set out in paragraph 5.4 above, MIG 2 has not entered into any related party transactions within the meaning of IFRS or UK GAAP since 31 March 2017.

8 Overseas investors

The issue of Offer Shares to persons resident in or citizens of jurisdictions outside the UK may be affected by the laws of the relevant jurisdiction. Such investors should inform themselves about and observe any legal requirements, in particular:

- 8.1 none of the Offer Shares have been or will be registered under the United States Securities Act 1933, as amended, or qualify under applicable United States state statute and the relevant clearances have not been, and will not be, obtained from the securities commission of any province of Canada, Australia, Japan, South Africa or New Zealand;
- 8.2 the Companies are not registered under the United States Investment Company Act of 1940, as amended and investors are not entitled to the benefits of that Act; and
- 8.3 no offer is being made, directly, under the MIG 2 Offer, in or into or by the use of emails, or by means of instrumentality (including, without limitation, facsimile, transmission, telex or telephone) or interstate or foreign commerce, or of any facility in a national securities exchange, of the United States, Canada, Australia, Japan, South Africa or New Zealand. It is the responsibility of investors with registered addresses outside the UK to satisfy themselves as to the observance of the laws of the relevant jurisdiction in connection with the issue of Offer Shares, including the obtaining of any government or exchange control or other consents which may be required, the compliance with any other necessary formalities which need to be observed and the payment of any issue, transfer or other taxes or duties due in such jurisdiction.

9 Taxation

The following paragraphs, which are intended as a general guide only and are based on current legislation and HMRC practice, summarise advice received by the MIG 2 Directors as to the position of the Companies' Shareholders who hold MIG 2 Shares other than for trading purposes. Any person who is in any doubt as to his taxation position or is subject to taxation in any jurisdiction other than the United Kingdom should consult his professional advisers.

- 9.1 Taxation of dividends - under current law, no tax will be withheld by MIG 2 when it pays a dividend.
- 9.2 Stamp duty and stamp duty reserve tax - MIG 2 has been advised that no stamp duty or stamp duty reserve tax will be payable on the issue of the MIG 2 Shares. MIG 2 has been advised that the transfer of MIG 2 Shares will, subject to any applicable exemptions, be liable to ad valorem stamp duty at the rate of 0.5% of the consideration paid. An unconditional agreement to transfer such shares if not completed by a duly stamped stock transfer will be subject to stamp duty reserve tax generally at the rate of 50p per £100 (or part thereof) of the consideration paid.
- 9.3 Close company - the MIG 2 Directors believe that MIG 2 is not, and expect that following completion of the MIG 2 Offer will not be, a close company within the meaning of the Tax Act. If MIG 2 were a close company in any accounting period, approval as a Venture Capital Trust would be withdrawn.

10 Miscellaneous

- 10.1 There has been no significant change in the financial or trading position of MIG 2 since 31 March 2017, the date to which the last annual audited financial statements for MIG 2 have been published.
- 10.2 Mobeus is the promoter of the MIG 2 Offer and, save as disclosed in paragraphs 5 above, no amount of cash, securities or benefits has been paid, issued or given to the promoter and none is intended to be paid, issued or given.
- 10.3 There are no governmental, legal or arbitration proceedings (including any such proceedings which are or were pending or threatened of which MIG is aware) during the period from the incorporation of MIG 2 which may have or had in the recent past significant effects on MIG 2's financial position or profitability.
- 10.4 There are no governmental, economic, monetary, political or fiscal policies and factors which have or could affect MIG 2's operations.
- 10.5 The issue costs payable by MIG 2 under the MIG 2 Offer (including irrecoverable VAT) will be an amount equal to 3.25% of the Investment Amount in respect of each application accepted under

the MIG 2 Offer plus annual trail commission and any amounts due from MIG 2 to the investor in connection with the facilitation of initial financial adviser charges. Assuming that the MIG 2 Offer is fully subscribed and ignoring annual trail commission, the maximum expenses and the minimum net proceeds will be £487,500 and £14,512,500 respectively. The issue premium on a MIG 2 Share issued pursuant to the MIG 2 Offer will be the difference between the issue price of that share and the nominal value thereof of 1p.

- 10.6 MIG 2's capital resources are restricted insofar as they may be used only in putting into effect the investment policy described in paragraph 6 above.
- 10.7 MIG 2 does not have any major Shareholders and no Shareholders have different voting rights. To the best of the knowledge and belief of the MIG 2 Directors, MIG 2 is not directly controlled by any other party and at the date of the Prospectus, there are no arrangements in place that may, at a subsequent date, result in a change of control of MIG 2.
- 10.8 MIG 2 and its Shareholders are subject to the provisions of the City Code on Takeovers and Mergers and CA 2006, which require shares to be acquired/transferred in certain circumstances.
- 10.9 The typical investor for whom investment in MIG 2 is designed is a retail investor who is a UK taxpayer, aged 18 or over and who already has a portfolio of VCT and non-VCT investments (such as unit trusts, OEICs, investment trusts and direct shareholdings in listed and non-listed companies). The investor should be comfortable with the risk factors set out at the beginning of this document and be willing to retain the investment for at least five years.
- 10.10 BDO LLP acts as auditors to MIG 2. BDO LLP is registered to carry on audit work and is authorised to carry on investment business by the Institute of Chartered Accountants in England and Wales.
- 10.11 Howard Kennedy has given and not withdrawn its written consent to the issue of the Prospectus and the inclusion of its name and the references to it in the Prospectus in the form and context in which they appear.

(B) ANALYSIS OF THE INVESTMENT PORTFOLIO

All of MIG 2's investments as at today's date, which are analysed below, are in the UK and are valued in sterling.

Sector	% by cost	% by value
Support Services	26.4	31.9
General Retailers	21.1	24.0
Travel and leisure	1.6	1.8
Software and computer services	15.3	18.1
Construction	1.0	1.3
Media	12.2	10.2
Leisure goods	2.6	4.0
Personal goods	3.8	0.0
Companies preparing to trade	8.5	3.9
Healthcare equipment and services	2.9	2.0
General Industrials	3.7	2.7
Electronic and electrical equipment	0.9	0.0

Type	% by cost	% by value
Unlisted ordinary shares	29.5	21.3
Unlisted loan stock and preference shares	41.9	49.9
Listed ordinary shares	0.7	0.0
Cash/liquidity	27.9	28.8

Save for (i) a realisation of Entanet Holdings Limited for net cash of £3.26 million, (ii) loan repayments totalling £157,000 from TPSFF Holdings Limited (formerly The Plastic Surgeon Holdings Limited) and (iii) a net investment of £109,000 into Manufacturing Services Investment Limited (trading as Wetsuit Outlet Limited), there has been no material change to the valuations used to prepare the above analysis (30 June 2017) being the date on which those unaudited valuations were undertaken.

(C) FINANCIAL INFORMATION

MIG 2 has produced annual statutory accounts for the financial years ended 31 March 2015, 2016 and 2017. The auditors, BDO LLP, in respect of the financial years ended 31 March 2015, 2016 and 2017 have reported on the annual statutory accounts without qualification and without statements under sections 495 to 497A of CA 2006.

The annual reports referred to above were prepared in accordance with UK generally accepted accounting practice (GAAP), the fair value rules of the Companies Acts and the Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts'. The annual reports contain a description of MIG 2's financial condition, changes in financial condition and results of operation for each relevant financial year/period and are being incorporated by reference and can be accessed at the following website:

www.mig2vct.co.uk

Where these documents make reference to other documents, such other documents are not incorporated into and do not form part of this Prospectus. The two tables overleaf comprise a cross-referenced list of information incorporated by reference. The parts of these documents which are not being incorporated by reference are either not relevant for an investor or are covered elsewhere in the Prospectus.

Description	2015 Annual Report	2016 Annual Report	2017 Annual Report
Balance Sheet	Page 41	Page 43	Page 40
Income Statement (or equivalent)	Page 40	Page 42	Page 39
Statement showing all changes in equity (or equivalent note)	Page 55	Pages 44 - 45	Pages 41 to 42
Cash Flow Statement	Page 43	Page 46	Page 43
Accounting Policies and Notes	Pages 44 to 63	Pages 47 to 66	Pages 44 to 62
Auditor's Report	Pages 37 to 39	Pages 39 to 41	Pages 36 to 38

This information has been prepared in a form consistent with that which will be adopted in MIG 2's next published annual financial statements having regard to accounting standards and policies and legislation applicable to those financial statements.

Such information also includes operating/financial reviews as follows:

Description	2015 Annual Report	2016 Annual Report	2017 Annual Report
Objective	Inside front cover	Inside front cover	Inside front cover
Performance Summary	Pages 5 to 7	Pages 7 to 9	Pages 6 to 9
Results & Dividend	Page 2	Page 2	Page 2
Investment Policy	Page 19	Page 21	Page 20
Chairman's Statement	Pages 2 to 3	Pages 2 to 4	Pages 2 to 4
Manager's Review	Pages 8 to 11	Pages 10 to 13	Pages 10 to 12
Portfolio Summary	Pages 16 to 18	Pages 18 to 20	Pages 17 to 19
Valuation Policy	Pages 44 to 45	Pages 53 to 54	Page 50

Certain financial information of MIG 2 is also set out below:

	Year ended 31 March 2015 (audited)	Year ended 31 March 2016 (audited)	Year ended 31 March 2017 (audited)
Investment income	£1,901,055	£1,736,490	£1,679,033
Profit/(loss) on ordinary activities before taxation	£4,304,749	£3,269,506	£726,709
Earnings per MIG 2 Share	13.90p	9.00p	1.94p
Dividends paid per MIG 2 Share	19.00p	5.00p	15.00p
Total assets	£42,267,123	£43,301,902	£38,205,085
NAV per MIG 2 Share	115.45p	119.61p	106.70p

As at 31 March 2017, the date to which the most recent audited year financial statements on MIG 2 were published, MIG 2 had audited net assets of £38.1 million. As at 30 June 2017, MIG 2 had unaudited net assets of £39.3 million.

PART III - MIG 4

(A) GENERAL INFORMATION

1 Incorporation and registered office

- 1.1 The legal and commercial name of MIG 4 is Mobeus Income & Growth 4 VCT plc.
- 1.2 MIG 4 was incorporated and registered in England and Wales as a public company with limited liability on 29 January 1999 registered number 03707697, under the name TriVen VCT plc.
- 1.3 MIG 4 was issued with a trading certificate under section 117 of CA 1985 (now section 761 of CA 2006) on 3 February 1999.
- 1.4 The principal legislation under which MIG 4 operates is CA 2006 and regulations made thereunder.
- 1.5 MIG 4's registered office and principal place of business is at 30 Haymarket, London SW1Y 4EX. MIG 4 is domiciled in England. MIG 4 does not have, nor has it had since incorporation, any subsidiaries or employees.
- 1.6 HMRC has granted approval of MIG 4 as a VCT under section 259 of the Tax Act. The business of MIG 4 has been, and it is intended will be, carried on so as to continue to comply with that section to maintain full VCT approval.
- 1.7 MIG 4 revoked its status as an investment company under section 266 of CA 1985 (now section 833 of CA 2006) on 28 July 2008 for the purposes of paying a capital dividend and does not intend to re-apply for such status.
- 1.8 MIG 4 Shares are admitted to the Official List of the UK Listing Authority and to trading on the main market of the London Stock Exchange and have an International Securities Identification Number of GB00B1FMDH51. MIG 4's Legal Entity Identity number is 213800IFNJ65R8AQW943.
- 1.9 MIG 4 is not regulated by the FCA or an equivalent European Economic Area regulator but it is subject to regulation by HMRC under the VCT rules in order to qualify as a VCT. MIG 4 is, however, an alternative investment fund for the purposes of AIFMD, has registered itself as a small alternative investment fund manager with the FCA and is subject to the Alternative Investment Fund Managers Regulations 2013 (SI 2013/1773). In addition, as a premium listed entity on the main market of the London Stock Exchange, MIG 4 is subject to the rules and regulations issued by the UK Listing Authority from time to time. MIG 4 is not otherwise regulated.

2. Share capital

- 2.1 The authorised share capital of MIG 4 on incorporation was £4,000,000, divided into 79,000,000 ordinary shares of 5p each and 1,000,000 redeemable shares of 5p each. On incorporation 200 ordinary shares were issued fully paid to the subscribers to its Memorandum.
- 2.2 To enable MIG 4 to obtain a certificate under section 117 of CA 1985, on 1 February 1999, 1,000,000 redeemable shares were allotted by MIG 4 to Matrix-Securities Limited at par for cash, paid up as to one quarter paid of their nominal value. Such redeemable shares were paid up in full and redeemed in full out of the proceeds of the original offer for subscription on 1 April 1999. The redeemable shares were automatically redesignated as MIG 4 shares and MIG 4's articles of association were amended by the deletion of all references to the redeemable shares and the rights attaching to them pursuant to a special resolution passed on 9 October 2007.
- 2.3 On 22 February 2013, MIG 4 passed a resolution approving, subject to the sanction of the Court, the cancellation of the amount standing to the credit of the share premium account as at 25 January 2013 (such cancellation being subsequently confirmed by the Court on 13 March 2013 and registered at Companies House on 13 March 2013).
- 2.4 On 22 February 2013, MIG 4 passed a resolution approving, subject to the sanction of the Court, the cancellation of the amount standing to the credit of the share premium account and capital redemption reserve (such cancellation being subsequently confirmed by the Court on 12 March 2014 and registered at Companies House on 12 March 2014).

2.5 As at 30 June 2017, the date to which the last unaudited half-year financial statements for MIG 4 have been published, the issued share capital of MIG 4 was 49,749,171 MIG 4 Shares (all fully paid-up).

2.6 The issued share capital history of MIG 4 since 31 December 2013 is as follows:

- During the financial year ended 31 December 2014, MIG 4 issued 7,930,445 MIG 4 Shares and bought back 514,303 MIG 4 Shares. As at 31 December 2014, the issued share capital of MIG 4 comprised 42,543,360 MIG 4 Shares, none of which were held in treasury.
- During the financial year period ended 31 December 2015, MIG 4 issued 5,981,293 MIG 4 Shares and bought back 168,443 MIG 4 Shares. As at 31 December 2015, the issued share capital of MIG 4 comprised 48,356,210 MIG 4 Shares, none of which were held in treasury.
- During the financial year ended 31 December 2016, MIG 4 issued 938,291 MIG 4 Shares and bought back 251,468 MIG 4 Shares. As at 31 December 2016, the issued share capital of MIG 4 comprised 49,043,033 MIG 4 Shares, none of which were held in treasury.
- During the current period to 5 September 2017 (being the latest practicable date prior to the publication of this document) MIG 4 issued 706,138 MIG 4 Shares and bought back 10,000 MIG 4 Shares.

2.7 At the date of this document, 49,739,171 MIG 4 Shares are in issue (all fully paid-up).

2.8 The following resolutions of MIG 4 were passed at the annual general meeting of MIG 4 held on 8 May 2017:

(a) That, in substitution for any existing authorities, the MIG 4 Directors were generally and unconditionally authorised pursuant to section 551 of CA 2006 to exercise all the powers of MIG 4 to allot MIG 4 Shares and to grant rights to subscribe for, or convert any security into, MIG 4 Shares up to an aggregate nominal value of £248,086 provided that the authority conferred by this resolution shall (unless renewed, varied, or revoked by MIG 4 in a general meeting) expire on the date falling fifteen months after the passing of this resolution or, if earlier, at the conclusion of the annual general meeting of MIG 4 to be held in 2018, but so that this authority shall allow MIG 4 to make before the expiry of this authority offers or agreements which would or might require MIG 4 Shares to be allotted or rights to be granted after such expiry and the MIG 4 Directors be entitled to allot MIG 4 Shares or grant rights pursuant to any such offers or agreements as if the authority conferred by this resolution had not expired.

(b) That, in substitution for any existing authorities, the MIG 4 Directors were empowered in accordance with sections 570 and 573 of CA 2006 to allot or make offers or agreements to allot equity securities (as defined in section 560 (1) of CA 2006) for cash, pursuant to the authority conferred upon them by the resolution in paragraph (a) above or by way of a sale of treasury shares as if section 561(1) of CA 2006 did not apply to any such sale or allotment, provided that the power conferred by this resolution shall be limited to the allotment of equity securities:

- (i) with an aggregate nominal value of up to, but not exceeding £150,000 in connection with offer(s) for subscription;
- (ii) with an aggregate nominal value of up to, but not exceeding, 10% of the issued MIG 4 Share capital from time to time pursuant to any dividend investment scheme operated by MIG 4 at a subscription price per MIG 4 Share which is less than the net asset value per MIG 4 Share; and
- (iii) otherwise than pursuant to sub-paragraphs (i) and (ii) above, of equity securities with an aggregate nominal value of up to, but not exceeding, 10% of the issued MIG 4 Share capital from time to time,

in each case where the proceeds may be used, in whole or in part, to purchase MIG 4 Shares in the market and provided that such authority shall (unless renewed, varied or revoked by MIG 4 in general meeting) expire, on the date falling fifteen months after the passing of this resolution or, if earlier on the conclusion of the annual general meeting of MIG 4 to be held in 2018, except that MIG 4 may, before the expiry of this authority make offers or agreements which would or might require equity securities to be allotted after such expiry and the MIG 4 Directors may allot equity securities in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired.

- (c) That, in substitution for any existing authorities, MIG 4 was authorised pursuant to and in accordance with section 701 of CA 2006 to make one or more market purchases (within the meaning of section 693(4) of CA 2006) of MIG 4 Shares provided that:
- (i) the aggregate number of MIG 4 Shares which may be purchased shall not exceed 7,351,551 or, if lower, such number of MIG 4 Shares (rounded down to the nearest whole MIG 4 Share) as shall equal 14.99% of the MIG 4 Shares in issue at the date of passing this resolution;
 - (ii) the minimum price which may be paid for a MIG 4 Share is 1 penny (the nominal value thereof);
 - (iii) the maximum price which may be paid for a MIG 4 Share (excluding expenses) shall be the higher of (a) an amount equal to 5% above the average of the middle market quotations for a MIG 4 Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the MIG 4 Share is contracted to be purchased and (b) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC 2273/2003);
 - (iv) the authority conferred by this resolution shall (unless renewed, varied or revoked by MIG 4 in general meeting) expire on the date falling fifteen months after the passing of this resolution or, if earlier on the conclusion of the annual general meeting of MIG 4 to be held in 2018; and
 - (v) MIG 4 may make a contract or contracts to purchase its own MIG 4 Shares under the above authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own MIG 4 Shares in pursuance of any such contract.

2.9 The following resolutions of MIG 4 were passed at the general meeting of MIG 4 held on 3 August 2017:

That, in addition to existing authorities:

(a) *Authority to allot shares*

the MIG 4 Directors be and hereby are generally and unconditionally authorised in accordance with section 551 of CA 2006, to exercise all the powers of MIG 4 to allot MIG 4 Shares and to grant rights to subscribe for, or to convert any security into, MIG 4 Shares (Rights) up to an aggregate nominal value of £200,000, provided that this authority shall (unless renewed, revoked or varied by MIG 4 in general meeting) expire on the date falling fifteen months after the passing of this resolution (save that MIG 4 shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the MIG 4 Directors shall be entitled to allot shares or grant Rights pursuant to any such offers or agreements as if the authority had not expired); and

(b) *Disapplication of pre-emption rights*

the MIG 4 Directors be and hereby are empowered pursuant to sections 570 and 573 of CA 2006 to allot equity securities (as defined in section 560 of CA 2006) for cash, pursuant to the authority conferred by paragraph (a) of this resolution as if section 561(1) of CA 2006 did not apply to any such allotment, provided that this authority shall be limited to the allotment of equity securities with an aggregate nominal value of up to but not exceeding £200,000 in connection with offer(s) for subscription (where the proceeds may be used, in whole or in part, to purchase MIG 4 Shares), such authority to (unless renewed, revoked or varied by MIG 4 in general meeting) expire on the date falling fifteen months after the passing of this resolution (save that MIG 4 shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the shall be entitled to allot equity securities in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired).

2.10 There are no other shares or loan capital in MIG 4 in issue or under option or agreed conditionally or unconditionally to be put under option nor does MIG 4 hold shares in treasury.

- 2.11 Following the issue of MIG 4 Shares pursuant to the MIG 4 Offer (assuming the maximum 20 million MIG 4 Shares are allotted) the issued share capital of MIG 4 is expected to be as follows:

	Issued	
	Number	£
MIG 4 Shares	49,739,171	497,391.71

- 2.12 The MIG 4 Shares are/will be in registered form and no temporary documents of title will be issued. MIG 4 is registered with CREST, a paperless settlement system and those Shareholders who wish to hold their MIG 4 Shares in electronic form may do so.
- 2.13 MIG 4 will be subject to the continuing obligations of the Listing Rules with regard to the issue of securities for cash and the provisions of section 561 of CA 2006 (which confers on shareholders rights of pre-emption in respect of the allotment of equity securities which are, or are to be, paid up in cash) will apply to the balance of the share capital of MIG 4 which is not subject to the disapplication referred to in paragraphs 2.8 and 2.9 above.
- 2.14 As at 5 September 2017 (this being the latest practicable date prior to publication of this document), MIG 4 is not aware of any person who, immediately following the issue of the Offer Shares, directly or indirectly, has or will have an interest in the capital of MIG 4 or voting rights which is notifiable under UK law (under which, pursuant to CA 2006 and the Listing Rules and Disclosure and Transparency Rules of the FCA, a holding of 3% or more must be notified to MIG 4).

3. Directors' and other interests

- 3.1 The Board of MIG 4 comprises three non-executive directors, all of whom are independent of Mobeus except for Helen Sinclair. The Board of MIG 4 has substantial experience of venture capital businesses and has overall responsibility for MIG 4's affairs, including its investment policy. Mobeus acts as investment adviser.
- 3.2 As at 5 September 2017 (this being the latest practicable date prior to publication of this document), the interests of the MIG 4 Directors' (and their immediate families) in the issued share capital of MIG 4 were as follows:

	MIG 4 Shares	% of issued MIG 4 Share capital
Christopher Moore	41,359	0.08%
Andrew Robson	14,820	0.03%
Helen Sinclair	14,862	0.03%

- 3.3 Save as set out above, no MIG 4 Director, family member or any person connected with any MIG 4 Director (within the meaning of section 252 of CA 2006 has any interest in the capital of MIG 4 which is or would, immediately following the MIG 4 Offer, be required to be notified pursuant to section 809 of the CA 2006 or which is or would be required to be entered in the register maintained under section 809 of CA 2006.
- 3.4 The MIG 4 Directors (other than Andrew Robson) were appointed as directors of MIG 4 on 1 April 2002 (in respect of Christopher Moore) and 1 February 2003 (in respect of Helen Sinclair) which may be terminated on three months' notice. Andrew Robson was appointed pursuant to a service agreement dated 1 August 2010, which is also terminable on three months' notice. The MIG 4 Directors' appointments do not confer any right to hold office for any period nor any right to compensation if they cease to be directors. The total annual remuneration receivable by Christopher Moore as chairman of MIG 4 is £33,500 (plus, if applicable, VAT and employers National Insurance Contributions). The total annual remuneration receivable by Helen Sinclair and Andrew Robson is £28,500 each (in each case plus, if applicable, VAT and employers National Insurance Contributions). The office of non-executive director of MIG 4 is not pensionable and no retirement or similar benefits are provided to the MIG 4 Directors. Aggregate MIG 4 Directors' emoluments in respect of qualifying services for the year ended 31 December 2016 amounted to £90,500 (being £33,500 for Christopher Moore, £28,500 for Andrew Robson and £28,500 for Helen Sinclair) plus, if applicable, VAT and employers National Insurance Contributions. Aggregate emoluments for the current financial year to 31 December 2017 are expected to be £90,500 (plus, if applicable, VAT and employers National Insurance Contributions).
- 3.5 No MIG 4 Director is or has been interested in any transaction which is or was unusual in its nature or conditions or significant to the business of MIG 4 and which was effected by MIG 4 in

the years ended 31 December 2014, 2015 and 2016 or to the date of this document in the current financial year or and remains in any respect outstanding or unperformed.

- 3.6 Save for Helen Sinclair in respect of her directorships of British Smaller Companies VCT plc and Gresham House Strategic plc (previously Spark Ventures plc), which have all been approved by the MIG 4 Board, there are no other potential conflicts of interest between the duties of any MIG 4 Director and their private interests and/or other duties.
- 3.7 No loan or guarantee has been granted or provided by MIG 4 to or for the benefit of any of the MIG 4 Directors.
- 3.8 MIG 4 has taken out directors' and officers' liability insurance for the benefit of its directors, which is renewable on an annual basis.
- 3.9 The MIG 4 Directors are currently or have been within the last five years, a member of the administrative, management or supervisory bodies or partners of the companies and partnerships as set out on pages 12 to 13.
- 3.10 No MIG 4 Director has any convictions in relation to fraudulent offences during the previous five years.
- 3.11 Save as disclosed in this paragraph, in the five years prior to the publication of this document, there were no bankruptcies, receiverships or liquidations of any companies or partnership where any of the MIG 4 Directors were acting as (i) a member of the administrative, management or supervisory body, (ii) a partner with unlimited liability, in the case of a limited partnership with a share capital, (iii) a founder where the company had been established for fewer than five years nor (iv) a senior manager, during the previous five years.
- (a) Helen Sinclair was a director of Octopus Eclipse VCT 3 plc which was placed into members' voluntary liquidation on 31 October 2012 pursuant to a section 110 Insolvency Act 1986 scheme of reconstruction with Octopus Eclipse VCT plc. Octopus Eclipse VCT 3 plc was neither insolvent nor owed any amounts to creditors at the time of its dissolution in April 2014. Helen Sinclair was also a director of Downing Income VCT 4 plc which was placed into members' voluntary liquidation on 12 November 2013 pursuant to a section 110 Insolvency Act 1986 scheme of reconstruction with Downing Distribution VCT 1 plc. Downing Income VCT 4 plc was neither insolvent nor owed any amounts to creditors at the date of its dissolution in April 2015.
- 3.12 There has been no official public incrimination and/or sanction of any MIG 4 Director by statutory or regulatory authorities (including designated professional bodies) and no MIG 4 Director has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company during the previous five years.
- 3.13 The MIG 4 Directors have individually entered into deeds of indemnity with MIG 4 which indemnifies each MIG 4 Director, subject to the provisions of CA 2006 and the limitations set out in each deed, against any liability arising out of any claim made against him or her in relation to the performance of their duties as MIG 4 Directors. Copies of each deed of indemnity entered into by MIG 4 for the MIG 4 Directors are available at the registered office of MIG 4.

4. **Management and administration**

- 4.1 The MIG 4 Directors are responsible for the determination of the investment policy, subject to approval by MIG 4 Shareholders for any material changes, and have overall responsibility for its affairs. The MIG 4 Directors also retain responsibility for approving both the valuations of the portfolio and the net asset value of MIG 4. Mobeus has been appointed as investment adviser, providing investment advisory, administrative and company secretarial services to MIG 4 on the terms set out at paragraphs 5.1 and 5.2 below. The existing management agreement set out at paragraph 5.1 below will automatically cover the management and fees in relation to the new funds raised by MIG 4 pursuant to the MIG 4 Offer and the performance incentive arrangements set out in paragraphs 5.2 will also automatically extend to such funds.
- 4.2 As is customary in the private equity industry, Mobeus may retain for its own benefit and without liability to account to MIG 4, subject to full disclosure having been made to the MIG 4 Directors, arrangement fees which it receives in connection with any unquoted investment made by MIG 4. It may also receive all monitoring fees or directors' fees charged to investee companies. Costs incurred on abortive investment proposals will be the responsibility of Mobeus.

- 4.3 Mobeus is responsible for the determination and calculation of MIG 4's net asset value, which is prepared quarterly for approval by the MIG 4 Directors. All unquoted investments are valued in accordance with IPEVC Valuation Guidelines under which investments are held at fair value. Any AIM or other quoted investment will be valued at the bid price of its shares as derived from the Daily Official List of the London Stock Exchange, in accordance with general accepted accounting practice. MIG 4's net asset value will be calculated quarterly and published on an appropriate regulatory information service.

If, at any time, MIG 4's VCT status is lost, dealing in its shares and valuation of MIG 4's net asset value will normally be suspended, which will be communicated to shareholders on an appropriate regulatory information service until such time as proposals to continue as a VCT or to be wound up have been further announced. The MIG 4 Directors do not anticipate any other circumstance under which valuations may be suspended.

- 4.4 MIG 4 expects to co-invest with the other VCT funds advised by Mobeus, participating in equity investments up to £5 million in aggregate, as long as the business has not received funds from any state-aided risk capital in the 12 months prior to the date of investment.

Where more than one of the funds advised by Mobeus wishes to participate in an investment opportunity, allocations will generally be made in proportion to the latest announced net asset value, adjusted for subsequent buybacks and dividends paid, of each fund at the date each investment proposal is forwarded to each Board. When one of the funds advised by Mobeus is in its fund raising period, its net funds raised, for the purpose of allocation, will be assumed to be the value of shares allotted at the time the allocation calculation is made. Implementation of this policy will be subject to the availability of funds to make the investment and other portfolio considerations such as sector exposure and the requirement to achieve or maintain a minimum of 70% of a particular VCT's portfolio in VCT qualifying holdings. This may mean that MIG 4 may receive a greater or lesser allocation than would otherwise be the case under the normal co-investment policy.

When MIG 4 has insufficient funds available to satisfy its allocation, the balance shall be offered to one or more of the funds advised by Mobeus who have funds available for new investments pro rata as between themselves.

Any variation from this co-investment policy, insofar as it affects MIG 4 or where MIG 4 makes any investment not at the same time and on the same terms as that made by other funds advised by Mobeus, may only be made with the prior approval of the MIG 4 Directors who are independent of Mobeus.

Save for the above, there are no material potential conflicts of interest which Mobeus may have as between its duty to MIG 4 and duties owed by them to third parties and their interests.

- 4.5 Philip Hare & Associates LLP receives an annual fee of £8,000 plus VAT for providing advice and assistance in relation to the maintenance of the VCT status of MIG 4. If requested by MIG 4, Philip Hare & Associates LLP will also review prospective investments to ensure that they are qualifying investments and carry out reviews of the investment portfolio of MIG 4 to ensure continuing compliance.

- 4.6 MIG 4 has and will continue to have custody of its own assets:

- MIG 4's monetary assets will be held in bank accounts and/or money market accounts in MIG 4's own name; and
- MIG 4's investments in both quoted and unquoted investments and the corresponding share certificates will also be held in MIG 4's own name.

- 4.7 A maximum of 75% of MIG 4's management expenses will be charged against capital with the balance to be met from income.

- 4.8 The members of the audit committee of MIG 4 are Andrew Robson (chairman), Christopher Moore and Helen Sinclair. The audit committee members are considered to have sufficient recent and relevant financial experience to discharge the role, and will meet at least twice a year, amongst other things to, consider the following:

- monitoring the integrity of the financial statements of MIG 4;

- reviewing MIG 4's internal control and risk management systems;
- making recommendations to the MIG 4 Directors in relation to the appointment of the external auditor;
- reviewing and monitoring the external auditor's independence;
- implementing and reviewing MIG 4's policies on the engagement of the external auditor to supply non-audit services; and
- reviewing and assessing the external audit process.

4.9 The members of the nomination and remuneration committee of MIG 4 are Andrew Robson (chairman), Christopher Moore and Helen Sinclair. The nomination and remuneration committee members (who have responsibility for reviewing the remuneration of the MIG 4 Directors) will meet at least annually to consider the levels of remuneration of the MIG 4 Directors, specifically reflecting the time commitment and responsibilities of the role. The committee will also undertake comparisons and reviews to ensure that the levels of remuneration paid are broadly in line with industry standards. The nomination and remuneration committee also meets annually to consider the composition and balance of skills, knowledge and experience of the MIG 4 Directors and would make nominations to the MIG 4 Directors in the event of a vacancy. New MIG 4 Directors are required to resign at the annual general meeting following appointment and then thereafter every three years. New directors will be provided with an induction pack and an induction session will be arranged in conjunction with the Board and Mobeus.

4.10 The Financial Conduct Authority requires all listed companies to disclose how they have applied the principles and complied with the provisions of the UK Corporate Governance Code (formerly the Combined Code) issued by the Financial Reporting Council.

The MIG 4 Board has also considered the principles and recommendations of the AIC Code of Corporate Governance ("AIC Code") by reference to the AIC Corporate Governance Guide for Investment Companies ("AIC Guide"). The AIC Code, as explained by the AIC Guide, addresses all the principles set out in the UK Corporate Governance Code, as well as setting out additional principles and recommendations on issues that are of specific relevance to MIG 4.

The Financial Reporting Council has confirmed that in complying with the AIC Code, MIG 4 meets its obligations in relation to the UK Corporate Governance Code and the Listing Rules. The MIG 4 Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide (which incorporates the UK Corporate Governance Code), will provide better information to shareholders.

For the year ended 31 December 2016 and as at the date of this document, MIG 4 has complied with the recommendations of the AIC Code and the relevant provisions of the UK Corporate Governance Code, except where noted below. There are certain areas of the UK Corporate Governance Code that the AIC does not consider relevant to investment companies and with which MIG 4 does not specifically comply, of which the AIC Code provides dispensation. The areas and reasons for non-compliance are as follows:

- in light of the responsibilities retained by the MIG 4 Board and its committees and of the responsibilities delegated to Mobeus, MIG 4 has not appointed a chief executive officer or executive directors;
- due to the size of the MIG 4 Board, the size of the business and its lack of complexity, the MIG 4 Board have decided that it is inappropriate for the time being to appoint a senior independent director or deputy chairman; and
- due to the systems and procedures of Mobeus, the provision of VCT tax monitoring services by Philip Hare & Associates LLP, as well as the size of MIG 4's operations, the MIG 4 Board believe that an internal audit function is not appropriate.

MIG 4 has not, therefore, reported further in respect of these provisions.

5 Material contracts

Set out below is a summary of all contracts (not being contracts entered into in the ordinary course of business) entered into by MIG 4 in the last two years that are material and all other contracts (not being contracts entered into in the ordinary course of business) that contain any

provision under which MIG 4 has an obligation or entitlement which is material to MIG 4 as at the date of the document.

- 5.1 An investment management agreement dated 12 November 2010 (as amended and restated on 10 November 2016) between MIG 4 (1) and Mobeus (2) pursuant to which Mobeus provides certain advisory investment management and administrative services to MIG 4.

Mobeus is entitled to an annual management fee of an amount equal to 2% of the net asset value per annum of MIG 4 plus an annual fixed fee of £107,827 subject to annual RPI uplift, payable quarterly in advance (exclusive of VAT, if any). In 2013, Mobeus agreed to waive such further uplift until otherwise agreed with the MIG 4 Board. If such annual increases were reinstated, the base annual fee to which such percentage increases would apply would be £115,440 (exclusive of VAT).

The above fees are subject to an annual expenses cap of over and above 3.4% of the net assets of MIG 4 by way of a reduction of fees due to Mobeus in the following accounting period(s). For these purposes annual expenses include the normal running costs of MIG 4 (excluding irrecoverable VAT and exceptional items but including annual trail commission). The amount of the excess is borne in full by Mobeus.

Mobeus may (subject to due disclosure to the MIG 4 Board) retain for its own benefit, arrangement or syndication fees, placing commissions, monitoring fees, directors' fees and/or similar sums which it receives in connection with any investment made by MIG 4, provided that the maximum amount of such fees and/or similar sums (other than directors' fees and monitoring fees) shall not exceed 2.5% of the funds provided for each such investment.

The agreement is terminable by either party by 12 months' notice by any party subject to earlier termination by any party in the event of, inter alia, a party having a receiver, administrator or liquidator appointed or committing a material breach of the agreement or by MIG 4 where Mobeus ceases to be authorised by the FCA or if there is a change in control of Mobeus.

The agreement contains provisions indemnifying Mobeus against any liability not due to its default, gross negligence, fraud or breach of FSMA.

- 5.2 A performance incentive agreement dated 1 November 2006 between MIG 4 (1), Mobeus (2) and Matrix Group Limited (in liquidation) (3), pursuant to which Mobeus is entitled to receive performance related incentive fees subject to achieving certain defined targets.

Mobeus is entitled to receive a performance incentive fee of an amount equal to 20% of excess annual dividends paid in an accounting period to the holders of MIG 4 Shares in excess of an annual dividend target return of 8.52p (subject to annual RPI increases) per MIG 4 Share, subject to MIG 4 maintaining an average NAV per MIG 4 Share above or equal to an average "Base NAV" per MIG 4 Share. As at 30 June 2017 the Base NAV is currently 118.64p and the average NAV is currently 106.26p per MIG 4 Share.

The performance incentive fee is payable annually and any cumulative shortfalls against the annual dividend target return from previous years have to be made up in the year in question before any entitlement arises. The current cumulative dividend shortfall (ignoring the RPI increase for the current year) is 21.62p per MIG 4 Share.

The agreement will terminate automatically if MIG 4 enters into liquidation or if a receiver or administrator is appointed or if a resolution is passed that MIG 4 is voluntarily wound up in accordance with the MIG 4 Articles.

- 5.3 A letter of engagement dated 6 July 2017 from Howard Kennedy pursuant to which Howard Kennedy has been appointed as sponsor to the Companies in connection with the Offer. The Companies have agreed to indemnify Howard Kennedy for any loss suffered in respect of its role as sponsor which is a customary provision in an agreement of this nature. The Companies' liability under this indemnity is unlimited.

- 5.4 An offers agreement dated 6 September 2017 between MIG (1), MIG 2 (2), MIG 4 (3), I&G (4), the Directors (5), Howard Kennedy (6) and Mobeus (7) whereby Mobeus has agreed to act as promoter in connection with the MIG 4 Offer and Howard Kennedy has agreed to act as sponsor in connection with the MIG 4 Offer. The agreement contains warranties given by MIG 4 and the MIG 4 Directors and an indemnity by MIG 4 to Mobeus and Howard Kennedy. The indemnities relate to any loss suffered by Mobeus or Howard Kennedy in respect of their roles as promoter and sponsor which is customary in an agreement of this nature. MIG 4 has agreed to pay Mobeus a commission of an amount representing 3.25% of the Investment Amounts in respect of

applications accepted under the MIG 4 Offer, less (i) an amount equal to the Early Investment Incentive discount in respect of such applications and less (ii) any 'execution only' initial commission offered by Mobeus in respect of such applications, but waived by the 'execution only' intermediary concerned, and less (iii) any additional amounts by which Mobeus has agreed to reduce its fees further (in whole or part) in respect of such applications (such amount being inclusive of VAT), out of which will be paid all costs, charges and expenses of or incidental to the Offer (other than trail commission and any amounts due from the Companies to the investor in connection with the facilitation of initial financial adviser charges).

- 5.5 A side letter dated 5 September 2017 from Mobeus to MIG 4 pursuant to which Mobeus has agreed, in the event that MIG 4 utilises its over-allotment facility, to waive its management fees payable for the 12 month period commencing on the close of the MIG 4 Offer under the agreement referred to at paragraph 5.1 above by an amount equal to 1% of any gross funds raised by MIG 4 under its over-allotment facility..

6 Objective and investment policy

6.1 Objective

The objective of MIG 4 is to provide investors with a regular income stream by way of tax-free dividends and to generate capital growth through portfolio realisations which can be distributed by way of additional tax-free dividends, while continuing at all times to qualify as a VCT.

6.2 Investment policy

MIG 4's policy is to invest primarily in a diverse portfolio of UK unquoted companies

Investments are made selectively across a number of sectors, principally in established companies. Investments are usually structured as part loan stock and part equity in order to receive regular income stream and to generate capital gains from realisations.

There are a number of conditions within the VCT legislation which need to be met by MIG 4 and which may change from time to time. MIG 4 will seek to make investments in accordance with the requirements of prevailing VCT legislation.

Asset allocation and risk diversification policies, including the size and type of investments MIG 4 makes, are determined in part by the requirements of prevailing VCT legislation. No single investment may represent more than 15% (by VCT tax value) of MIG 4's total investments at the date of investment.

Liquidity

MIG 4's cash and liquid funds are held in a portfolio of readily realisable interest bearing investments, deposit and current accounts, of varying maturities, subject to the overriding criterion that the risk of loss of capital be minimised.

Borrowing

MIG 4's articles of association permit borrowings of amounts up to 10% of the adjusted capital and reserves (as defined therein). However, the Company has never borrowed and the MIG 4 Board would only consider doing so in exceptional circumstances.

- 6.3 MIG 4's income is intended to be derived wholly or mainly from shares or other securities, as this phrase is interpreted by HMRC.

- 6.4 It is the intention of the MIG 4 Directors that MIG 4 will pay dividends or make distributions from revenue profits and profits realised from the sale of investments.

- 6.5 MIG 4 is subject to the investment restrictions relating to a venture capital trust in the Tax Act, as more particularly detailed in Part Ten of the Securities Note, and in the Listing Rules which specify that (i) MIG 4 must, at all times, invest and manage its assets in a way which is consistent with its object of spreading investment risk and in accordance with its published investment policy as set out in this paragraph 6 above; (ii) MIG 4 must not conduct any trading activity which is significant in the context of its group as a whole; and (iii) MIG 4 may not invest more than 10% , in aggregate, of the value of the total assets of the issuer at the time an investment is made in other listed closed-ended investment funds. Any material change to the investment policy of MIG 4 will require the approval of MIG 4 Shareholders pursuant to the

Listing Rules. MIG 4 intends to direct its affairs in respect of each of its accounting periods so as to qualify as a venture capital trust and accordingly:

- (a) MIG 4's income is intended to be derived wholly or mainly from shares or other securities, as this phrase is interpreted by HMRC;
- (b) MIG 4 will not control the companies in which it invests in such a way as to render them subsidiary undertakings;
- (c) none of the investments at the time of acquisition will represent more than 15% by VCT value of MIG 4's investments; and
- (d) not more than 20% of MIG 4's gross assets will at any time be invested in the securities of property companies.

6.6 Mobeus has and will have sufficient and satisfactory relevant experience in advising on investments of the size and type which MIG 4 proposes to make. The MIG 4 Directors will also ensure that the board of MIG 4 and any additional or replacement investment advisers have and will have sufficient and satisfactory experience in advising on such investments.

6.7 In the event of a breach of the investment restrictions which apply to MIG 4 as described in paragraph 6.3 above, Shareholders of MIG 4 will be informed by means of the half-year and/or the annual report or through a public announcement.

6.8 The MIG 4 Directors act and will continue to act independently of Mobeus. No majority of the MIG 4 Directors will be directors or employees of, or former directors or employees of, or professional advisers to, Mobeus or any other company in the same group as Mobeus.

6.9 The investment policy as set out in this paragraph 6 above, in the absence of unforeseen circumstances, will be adhered to by MIG 4 for at least three years following the date of close of the MIG 4 Offer. Any material change to MIG 4's investment policy in any event will only be made with the approval of the shareholders of MIG 4 by ordinary resolution.

7 Related party disclosures

Related party transactions for MIG 4 undertaken in the financial years ended 31 December 2014, 2015 and 2016 are set out in the respective audited report and accounts for those year ends, which, together with the unaudited half-year reports for the six month periods ended 30 June 2017, are incorporated by reference: in Note 3 on page 48 for the year ended 31 December 2014, Note 4 pages 55 and 56 for the year ended 31 December 2015, in Note 4 on page 46 for the year ended 31 December 2016 and in paragraph (d) of the Statement of the Directors' Responsibilities on page 9 of the half-year report to 30 June 2017. Apart from the payment of the MIG 4 Directors' remuneration on the basis set out in paragraph 3.4 above, investment management, administration and performance incentive fees as set out in paragraphs 5.1 and 5.2 above, there have been no other related party payments in the current year to the date of this document. Save for the entering into of the offer agreement as set out in paragraph 5.4 above, MIG 4 has not entered into any related party transactions within the meaning of IFRS or UK GAAP since 30 June 2017.

8 Overseas investors

The issue of Offer Shares to persons resident in or citizens of jurisdictions outside the UK may be affected by the laws of the relevant jurisdiction. Such investors should inform themselves about and observe any legal requirements, in particular:

8.1 none of the Offer Shares have been or will be registered under the United States Securities Act 1933, as amended, or qualify under applicable United States state statute and the relevant clearances have not been, and will not be, obtained from the securities commission of any province of Canada, Australia, Japan, South Africa or New Zealand;

8.2 the Companies are not registered under the United States Investment Company Act of 1940, as amended and investors are not entitled to the benefits of that Act; and

8.3 no offer is being made, directly, under the MIG 4 Offer, in or into or by the use of emails, or by means of instrumentality (including, without limitation, facsimile, transmission, telex or telephone) or interstate or foreign commerce, or of any facility in a national securities exchange, of the United States, Canada, Australia, Japan, South Africa or New Zealand. It is the responsibility of investors

with registered addresses outside the UK to satisfy themselves as to the observance of the laws of the relevant jurisdiction in connection with the issue of Offer Shares, including the obtaining of any government or exchange control or other consents which may be required, the compliance with any other necessary formalities which need to be observed and the payment of any issue, transfer or other taxes or duties due in such jurisdiction.

9 Taxation

The following paragraphs, which are intended as a general guide only and are based on current legislation and HMRC practice, summarise advice received by the MIG 4 Directors as to the position of the Companies' Shareholders who hold MIG 4 Shares other than for trading purposes. Any person who is in any doubt as to his taxation position or is subject to taxation in any jurisdiction other than the United Kingdom should consult his professional advisers.

- 9.1 Taxation of dividends - under current law, no tax will be withheld by MIG 4 when it pays a dividend.
- 9.2 Stamp duty and stamp duty reserve tax - MIG 4 has been advised that no stamp duty or stamp duty reserve tax will be payable on the issue of the MIG 4 Shares. MIG 4 has been advised that the transfer of MIG 4 Shares will, subject to any applicable exemptions, be liable to ad valorem stamp duty at the rate of 0.5% of the consideration paid. An unconditional agreement to transfer such shares if not completed by a duly stamped stock transfer will be subject to stamp duty reserve tax generally at the rate of 50p per £100 (or part thereof) of the consideration paid.
- 9.3 Close company - the MIG 4 Directors believe that MIG 4 is not, and expect that following completion of the MIG 4 Offer will not be, a close company within the meaning of the Tax Act. If MIG 4 were a close company in any accounting period, approval as a Venture Capital Trust would be withdrawn.

10 Miscellaneous

- 10.1 There has been no significant change in the financial or trading position of MIG 4 since 30 June 2017, the date to which the most recent unaudited half-year financial statements for MIG 4 have been published.
- 10.2 Mobeus is the promoter of the MIG 4 Offer and, save as disclosed in paragraph 5 above, no amount of cash, securities or benefits has been paid, issued or given to the promoter and none is intended to be paid, issued or given.
- 10.3 There are no governmental, legal or arbitration proceedings (including any such proceedings which are or were pending or threatened of which MIG 4 is aware) during the period from the incorporation of MIG 4 which may have or had in the recent past significant effects on MIG 4's financial position or profitability.
- 10.4 There are no governmental, economic, monetary, political or fiscal policies and factors which have or could affect MIG 4's operations.
- 10.5 The issue costs payable by MIG 4 under the MIG 4 Offer (including irrecoverable VAT) will be an amount equal to 3.25% of the Investment Amount in respect of each application accepted under the MIG 4 Offer plus annual trail commission and any amounts due from MIG 4 to the investor in connection with the facilitation of initial financial adviser charges. Assuming that the MIG 4 Offer is fully subscribed and ignoring annual trail commission, the maximum expenses and the minimum net proceeds will be £487,500 and £14,512,500 respectively. The issue premium on a MIG 4 Share issued pursuant to the MIG 4 Offer will be the difference between the issue price of that share and the nominal value thereof of 1p.
- 10.6 MIG 4's capital resources are restricted insofar as they may be used only in putting into effect the investment policy described in paragraph 6 above.
- 10.7 MIG 4 does not have any major shareholders and no shareholders have different voting rights. To the best of the knowledge and belief of the MIG 4 Directors, MIG 4 is not directly controlled by any other party and at the date of the Prospectus, there are no arrangements in place that may, at a subsequent date, result in a change of control of MIG 4.
- 10.8 MIG 4 and its Shareholders are subject to the provisions of the City Code on Takeovers and Mergers and CA 2006, which require shares to be acquired/transferred in certain circumstances.

- 10.9 The typical investor for whom investment in MIG 4 is designed is a retail investor who is a UK taxpayer, aged 18 or over and who already has a portfolio of VCT and non-VCT investments (such as unit trusts, OEICs, investment trusts and direct shareholdings in listed and non-listed companies). The investor should be comfortable with the risk factors set out at the beginning of this document and be willing to retain the investment for at least five years.
- 10.10 BDO LLP acts as auditors to MIG 4. BDO LLP is registered to carry on audit work and is authorised to carry on investment business by the Institute of Chartered Accountants in England and Wales.
- 10.11 Howard Kennedy has given and not withdrawn its written consent to the issue of the Prospectus and the inclusion of its name and the references to it in the Prospectus in the form and context in which they appear.

(B) ANALYSIS OF THE INVESTMENT PORTFOLIO

All of MIG 4's investments as at today's date, which are analysed below, are in the UK and are valued in sterling.

Sector	% by cost	% by value
General Retailers	23.1	25.7
Support Services	23.1	27.0
Companies preparing to trade	8.9	4.0
General Industrials	4.2	3.3
Healthcare equipment services	3.9	3.3
Leisure Goods	2.6	4.0
Media	12.7	10.1
Software and computer services	17.3	19.5
Construction	1.1	1.3
Personal goods	1.4	0.0
Travel and Leisure	1.7	1.8

Type	% by cost	% by value
Unlisted ordinary shares	30.2	21.5
Unlisted loan stock and preference shares	43.1	50.7
Listed ordinary shares	0.4	0.7
Cash/liquidity	26.3	27.1

Save for (i) a realisation of Entanet Holdings Limited for net cash of £4.89 million, (ii) loan repayments totalling £184,000 from TPSFF Holdings Limited (formerly The Plastic Surgeon Holdings Limited) and (iii) a net investment of £316,000 into Manufacturing Services Investment Limited (trading as Wetsuit Outlet Limited), there has been no material change to the valuations used to prepare the above analysis (30 June 2017) being the date on which those unaudited valuations were undertaken).

(C) FINANCIAL INFORMATION

MIG 4 has produced annual statutory accounts for the financial years ended 31 December 2014, 2015 and 2016 and the half-year reports for the six month periods ended 30 June 2016 and 2017. The auditors BDO LLP, in respect of the financial years ended 31 December 2014, 2015 and 2016 have reported on the annual statutory accounts without qualification and without statements under sections 495 to 497A of CA 2006.

The annual reports referred to above were prepared in accordance with UK generally accepted accounting practice (GAAP), the fair value rules of the Companies Acts and the Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts'. The annual reports contain a description of MIG 4's financial condition, changes in financial condition and results of operation for each relevant financial year/period and, together with the half-year report for the six month period ended 30 June 2016 and 2017 are being incorporated by reference and can be accessed at the following website:

www.mig4vct.co.uk

Where these documents make reference to other documents, such other documents are not incorporated into and do not form part of this Prospectus. The two tables below comprise a cross-referenced list of information incorporated by reference. The parts of these documents which are not being incorporated by reference are either not relevant for an investor or are covered elsewhere in the Prospectus.

Description	2014 Annual Report	2015 Annual Report	2016 Annual Report	2016 Half-Year Report	2017 Half-Year Report
Balance Sheet	Page 42	Page 49	Page 41	Page 12	Page 12
Income Statement (or equivalent)	Page 41	Page 48	Page 40	Pages 10 to 11	Pages 10 to 11
Statement showing all changes in equity (or equivalent note)	Page 57	Pages 50 to 52	Pages 42 to 43	Pages 13 to 14	Pages 13 to 14
Cash Flow Statement	Page 44	Page 53	Page 44	Page 15	Page 15
Accounting Policies and Notes	Pages 45 to 65	Pages 54 to 72	Pages 45 to 61	Pages 16 to 21	Pages 16 to 21
Auditor's Report	Pages 38 to 40	Page 45 to 47	Pages 37 to 39	N/A	N/A

This information has been prepared in a form consistent with that which will be adopted in MIG 4's next published annual financial statements having regard to accounting standards and policies and legislation applicable to those financial statements.

Such information also includes operating/financial reviews as follows:

Description	2014 Annual Report	2015 Annual Report	2016 Annual Report	2016 Half-Year Report	2017 Half-Year Report
Objective	Inside front cover	Inside front cover	Inside front cover	Inside front cover	Inside front cover
Performance Summary	Pages 5 to 7	Pages 6 to 8	Pages 5 to 7	Page 1	Page 1
Results & Dividend	Page 2	Page 2	Page 2	Page 1	Page 1
Investment Policy	Page 20	Page 24	Page 18	Page 4	Page 4
Chairman's Statement	Pages 2 to 3	Pages 2 to 4	Pages 2 to 3	Pages 2 to 4	Pages 2 to 3
Manager's Review	Pages 8 to 11	Pages 9 to 13	Pages 8 to 9	Pages 5 to 6	Pages 5 to 6
Portfolio Summary	Pages 16 to 19	Pages 18 to 23	Pages 14 to 17	Pages 7 to 8	Pages 7 to 8
Valuation Policy	Page 45	Page 60	Page 50	Page 19	Page 19

Certain financial information of MIG 4 is also set out below:

Description	Year ended 31 December 2014 (audited)	Year ended 31 December 2015 (audited)	Year ended 31 December 2016 (audited)
Investment income	£2,415,923	£2,202,056	£2,019,579
Profit/loss on ordinary activities before taxation	£6,970,976	£4,981,606	£433,578
Earnings per MIG 4 Share	17.12p	10.41p	0.83p
Dividends per MIG 4 Share	18.00p	10.00p	11.00p
Total assets	£50,558,770	£57,284,462	£52,960,329
NAV per MIG 4 Share	118.21p	117.89p	107.57p

Description	Six month period ended 30 June 2016 (unaudited)	Six month period ended 30 June 2017 (unaudited)
Investment income	£1,054,766	£1,244,177
Profit/loss on ordinary activities before taxation	£141,811	£2,934,528
Earnings per MIG 4 Share	0.28p	5.80p
Dividends per MIG 4 Share	9.00p	7.00p
Total assets	£53,582,985	£53,059,380
NAV per MIG 4 Share	109.03p	106.18p

As at 30 June 2017, the date to which the most recent unaudited half-year financial statements on MIG 4 were published, MIG 4 had unaudited net assets of £52.8 million.

PART IV - I&G

(A) GENERAL INFORMATION

1. Incorporation and registered office

- 1.1 The legal and commercial name of I&G is The Income & Growth VCT plc.
- 1.2 I&G was incorporated and registered in England and Wales as a public company with limited liability on 6 September 2000 with registered number 04069483, under the name TriVest VCT plc. The company name was changed to The Income & Growth VCT plc on 9 October 2007.
- 1.3 I&G was issued with a trading certificate under section 117 of CA 1985 (now section 761 of CA 2006) on 28 September 2000.
- 1.4 The principal legislation under which I&G operates is CA 2006 and regulations made thereunder.
- 1.5 I&G's registered office and principal place of business is at 30 Haymarket, London SW1Y 4EX. I&G is domiciled in England. I&G does not have, nor has it had since incorporation, any subsidiaries or employees.
- 1.6 HMRC has granted approval of I&G as a VCT under section 259 of the Tax Act. The business of I&G has been, and it is intended will be, carried on so as to continue to comply with that section to maintain full VCT approval.
- 1.7 I&G revoked its status as an investment company under section 266 of CA 1985 on 30 November 2005 for the purposes of paying a capital dividend and does not intend to re-apply for such status. I&G is not authorised and/or regulated by the FCA or an equivalent overseas regulator.
- 1.8 I&G Shares are admitted to the Official List of the UK Listing Authority to trading on the main market of the London Stock Exchange and have an International Securities Identification Number of GB00B29BN198. I&G's Legal Entity Identity number is 213800FPC15FNM74YD92.
- 1.9 I&G is not regulated by the FCA or an equivalent European Economic Area regulator but it is subject to regulation by HMRC under the VCT rules in order to qualify as a VCT. I&G is, however, an alternative investment fund for the purposes of AIFMD, has registered itself as a small alternative investment fund manager with the FCA and is subject to the Alternative Investment Fund Managers Regulations 2013 (SI 2013/1773). In addition, as a premium listed entity on the main market of the London Stock Exchange, I&G is subject to the rules and regulations issued by the UK Listing Authority from time to time. I&G is not otherwise regulated.

2. Share capital

- 2.1 The authorised share capital of I&G on incorporation was £850,000, divided into 80,000,000 ordinary shares of 1p each and 5,000,000 redeemable non-voting shares of 1p each. On incorporation, twenty ordinary shares of 1p each in the capital of I&G were issued nil paid to the subscribers to its Memorandum. These shares have subsequently been paid up in full in cash.
- 2.2 To enable I&G to obtain a certificate under section 117 of CA 1985 (now section 761 of CA 2006), on 28 September 2000, 5,000,000 redeemable non-voting shares of 1p each were allotted by I&G at par for cash, paid up as to one quarter of their nominal value. Such redeemable non-voting shares were paid up in full and redeemed in full out of the proceeds of the original offer for subscription on 2 November 2000. The authorised but unissued shares so arising were automatically redesignated as I&G Shares and I&G's articles of association were amended by the deletion of all references to the redeemable non-voting shares and the rights attaching to them pursuant to a special resolution passed on 9 October 2007.
- 2.3 As at 31 March 2017, the date to which the last unaudited half-year financial statements for I&G have been published, the issued share capital of I&G was 72,468,771 I&G Shares (all fully paid up).
- 2.4 The issued share capital history of I&G since 30 September 2013 is as follows:
 - During the financial year ended 30 September 2014, I&G issued 7,989,659 I&G Shares and bought back 600,938 I&G Shares. As at 30 September 2014, the issued share capital of I&G comprised 60,476,940 I&G Shares, none of which were held in treasury.

- During the financial year ended 30 September 2015, I&G issued 10,769,867 I&G Shares and bought back 553,800 I&G Shares. As at 30 September 2015, the issued share capital of I&G comprised 70,693,007 I&G Shares, none of which were held in treasury.
- During the financial year ended 30 September 2016, I&G issued 1,490,729 I&G Shares and bought back 269,713 I&G Shares. As at 30 September 2016, the issued share capital of I&G comprised 71,914,023 I&G Shares, none of which were held in treasury.
- During the current period to 5 September 2017 (being the latest practicable date prior to the publication of this document) I&G issued 3,865,859 I&G Shares and bought back 90,253 I&G Shares.

2.5 At the date of this document, I&G had 75,689,629 Shares in issue (all fully paid up).

2.6 The following resolutions of I&G were passed at the annual general meeting of I&G held on 8 February 2017:

- (a) That, in substitution for any existing authorities, the I&G Directors were generally and unconditionally authorised pursuant to section 551 of CA 2006 to exercise all the powers of I&G to allot I&G Shares and to grant rights to subscribe for, or convert, any security into I&G Shares up to an aggregate nominal value of £237,314, provided that the authority conferred by this resolution shall (unless renewed, revoked or varied by I&G in general meeting) expire on the date falling fifteen months after the passing of this resolution, or, if earlier, at the conclusion of the annual general meeting of I&G to be held in 2018 but so that this authority shall allow I&G to make before the expiry of this authority offers or agreements which would or might require I&G Shares to be allotted or rights to be granted after such expiry and the I&G Directors shall be entitled to allot I&G Shares or grant rights pursuant to any such offers or agreements as if the authority conferred by this resolution had not expired.
- (b) That, in substitution for any existing authorities, the I&G Directors were empowered in accordance with sections 570 and 573 of CA 2006 to allot or make offers or agreements to allot equity securities (as defined in section 560(1) of CA 2006) for cash, pursuant to the authority conferred upon them by the resolution set out in paragraph (a) above, or by way of a sale of treasury shares, as if section 561(1) of CA 2006 did not apply to any such sale or allotment, provided that the power conferred by this resolution is limited to the allotment of equity securities:
 - (i) with an aggregate nominal value representing £165,400 in connection with offer(s) for subscription;
 - (ii) with an aggregate nominal value of up to, but not exceeding, 5% of the issued I&G Share capital from time to time pursuant to any dividend investment scheme operated by I&G at a subscription price per I&G Share which is less than the net asset value per I&G Share; and
 - (iii) otherwise than pursuant to sub-paragraphs (i) and (ii) above, with an aggregate nominal value of up to, but not exceeding, 5% of the issued I&G Share capital from time to time,;

in each case where the proceeds of the allotment may be used in whole or in part to purchase I&G Shares in the market and provided that this authority shall (unless renewed, varied or revoked by I&G in general meeting) expire on the date falling fifteen months after the passing of this resolution, or, if earlier, at the conclusion of the annual general meeting of I&G to be held in 2015, except that I&G may, before the expiry of this authority, make offers or agreements which would or might require equity securities to be allotted after such expiry and the I&G Directors may allot equity securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

- (c) That, in substitution for any existing authorities, I&G was authorised pursuant to and in accordance with section 701 of CA 2006 to make one or more market purchases (within the meaning of section 693(4) of CA 2006) of its own I&G Shares provided that:
 - (i) the aggregate number of I&G Shares which may be purchased shall not exceed 10,779,912 or, if lower, such number of I&G Shares (rounded down to the nearest whole I&G Share) as shall equal 14.99% of the I&G Shares in issue at the date of the passing of this resolution;

- (ii) the minimum price which may be paid for an I&G Share is one penny (the nominal amount thereof);
- (iii) the maximum price which may be paid for an I&G Share shall be the higher of: (a) an amount equal to 5% above the average of the middle market quotations for an I&G Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the I&G Share is contracted to be purchased; and (b) the price stipulated by Article 5(1) of the Buy Back and Stabilisation Regulations 2003 (EC2273/2003);
- (iv) the authority conferred by this resolution shall (unless previously renewed, varied or revoked by I&G in general meeting) expire on the date falling fifteen months after the passing of this resolution, or, if earlier, at the conclusion of the annual general meeting of I&G to be held in 2018; and
- (v) I&G may make a contract or contracts to purchase its own I&G Shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own I&G Shares pursuant to any such contract.

2.7 The following resolutions of I&G were passed at the general meeting of I&G held on 3 August 2017:

That, in addition to existing authorities:

(a) *Authority to allot*

the I&G Directors be and hereby are generally and unconditionally authorised in accordance with section 551 of CA 2006, to exercise all the powers of I&G to allot I&G Shares and to grant rights to subscribe for, or to convert any security into, I&G Shares (Rights) up to an aggregate nominal value of £370,000, provided that this authority shall (unless renewed, revoked or varied by I&G in general meeting) expire on the date falling fifteen months after the passing of this resolution (save that I&G shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the I&G Directors shall be entitled to allot shares or grant Rights pursuant to any such offers or agreements as if the authority had not expired); and

(b) *Disapplication of pre-emption rights*

the directors be and hereby are empowered pursuant to sections 570 and 573 of CA 2006 to allot equity securities (as defined in section 560 of CA 2006) for cash, pursuant to the authority conferred by paragraph (a) of this resolution as if section 561(1) of CA 2006 did not apply to any such allotment, provided that this authority shall be limited to the allotment of equity securities with an aggregate nominal value of up to but not exceeding £370,000 in connection with offer(s) for subscription (where the proceeds may be used, in whole or in part, to purchase shares in the capital I&G), such authority to (unless renewed, revoked or varied by I&G in general meeting) expire on the date falling fifteen months after the passing of this resolution (save that I&G shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the shall be entitled to allot equity securities in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired).

2.8 There are no other shares or loan capital in I&G in issue or under option or agreed conditionally or unconditionally to be put under option nor does I&G hold shares in treasury.

2.9 Following the issue of I&G Shares pursuant to the I&G Offer (assuming the maximum 37 million I&G Shares are allotted) the issued share capital of I&G is expected to be as follows:

	Issued	
	Number	£
I&G Shares	112,689,629	1,126,896.29

2.10 The I&G Shares are/will be in registered form and no temporary documents of title will be issued. I&G is registered with CREST, a paperless settlement system, and those Shareholders who wish to hold their I&G Shares in electronic form may do so.

- 2.11 I&G will be subject to the continuing obligations of the Listing Rules with regard to the issue of securities for cash and the provisions of section 561 of CA 2006 (which confers on shareholders rights of pre-emption in respect of the allotment of equity securities which are, or are to be, paid up in cash) will apply to the balance of the share capital of I&G which is not subject to the disapplication referred to in paragraphs 2.6 and 2.7 above.
- 2.12 As at 5 September 2017 (this being the latest practicable date prior to publication of this document), I&G is not aware of any person who, immediately following the issue of the Offer Shares, directly or indirectly, has or will have an interest in the capital of I&G or voting rights which is notifiable under UK law (under which, pursuant to CA 2006 and the Listing Rules and Disclosure and Transparency Rules of the FCA, a holding of 3% or more must be notified to I&G).

3. Directors' and other interests

- 3.1 The Board of I&G comprises three non-executive directors, all of whom are independent of Mobeus except for Helen Sinclair. The Board of I&G has substantial experience of venture capital businesses and has overall responsibility for I&G's affairs, including its investment policy. Mobeus acts as investment adviser.
- 3.2 As at 5 September 2017 (this being the latest practicable date prior to publication of this document), the interests of the I&G Directors (and their immediate families) in the issued share capital of I&G were as follows:

	I&G Shares	% of issued I&G Share capital
Colin Hook	75,780	0.1%
Jonathan Cartwright	23,693	0.03%
Helen Sinclair	20,018	0.03%

- 3.3 Save as set out above, no I&G Director, family member or any person connected with any I&G Director (within the meaning of section 252 of CA 2006) has any interest in the capital of I&G which is or would, immediately following the I&G Offer, be required to be notified pursuant to section 809 of CA 2006 or which is or would be required to be entered in the register maintained under section 809 of CA 2006.
- 3.4 Colin Hook was appointed under a letter of appointment dated 30 September 2000. Helen Sinclair was appointed under a letter of appointment dated 14 January 2003. Jonathan Cartwright was appointed under a letter of appointment dated 16 July 2010. None of the I&G Directors have a service contract and their appointments are all subject to a three months' notice period. All I&G Directors are subject to retirement by rotation. Their appointment does not confer any right to hold office for any period nor any right to compensation if they cease to be directors. The total annual remuneration receivable by Colin Hook as chairman of I&G is £46,000 (plus, if applicable, VAT and employers National Insurance Contributions). The total annual remuneration receivable by Helen Sinclair and Jonathan Cartwright is £36,000 each (in each case plus, if applicable, VAT and employers National Insurance Contributions). The office of non-executive director of I&G is not pensionable and no retirement or similar benefits are provided to the I&G Directors. Aggregate I&G Directors' emoluments in respect of qualifying services for the period ended 30 September 2016 amounted to £118,000 (being £46,000 for Colin Hook, £36,000 for Helen Sinclair and £36,000 for Jonathan Cartwright plus, if applicable, VAT and National Insurance Contributions). Aggregate emoluments for the current financial year are expected to be £118,000 (plus, if applicable, VAT and National Insurance).
- 3.5 Save for Helen Sinclair in respect of her directorships of British Smaller Companies VCT plc and Gresham House Strategic plc (previously Spark Ventures plc), which have all been approved by the I&G Board, there are no potential conflicts of interest between the duties of any I&G Director and their private interests and/or other duties.
- 3.6 No I&G Director is or has been interested in any transaction which is or was unusual in its nature or conditions or significant to the business of I&G and which was effected by I&G in the years ended 30 September 2014, 2015 and 2016 or to the date of this document in the current financial year or and remains in any respect outstanding or unperformed.
- 3.7 No loan or guarantee has been granted or provided by I&G to or for the benefit of any of the I&G Directors.
- 3.8 I&G has taken out directors' and officers' liability insurance for the benefit of its directors, which is renewable on an annual basis.

- 3.9 The I&G Directors are currently or have been within the last five years, a member of the administrative, management or supervisory bodies or partners of the companies and partnerships as set out on pages 12 to 13.
- 3.10 No I&G Director has any convictions in relation to fraudulent offences during the previous five years.
- 3.11 Save as disclosed in this paragraph, in the five years prior to the publication of this document, there were no bankruptcies, receiverships or liquidations of any companies or partnership where any of the I&G Directors were acting as (i) a member of the administrative, management or supervisory body, (ii) a partner with unlimited liability, in the case of a limited partnership with a share capital, (iii) a founder where the company had been established for fewer than five years nor (iv) a senior manager during the previous five years:
- (a) Colin Hook was a director of IBIS Designs Limited which was voluntarily struck off the Register of Companies in 2013. IBIS Designs Limited was neither insolvent nor owed any amounts to creditors at the date of this document.
 - (b) Jonathan Cartwright was a director of Aquilo Associates Limited which was voluntarily struck off the Register of Companies and dissolved in July 2013, being neither insolvent nor owing any amounts to creditors at the date of its dissolution. Jonathan Cartwright also was a director of Aberforth Geared Income Trust plc which was placed into members' voluntary liquidation on 30 June 2017 and a declaration of solvency was sworn on 15 June 2017.
 - (c) Helen Sinclair was a director of Octopus Eclipse VCT 3 plc which was placed into members' voluntary liquidation on 31 October 2012 pursuant to a section 110 Insolvency Act 1986 scheme of reconstruction with Octopus Eclipse VCT plc. Octopus Eclipse VCT 3 plc was neither insolvent nor owed any amounts to creditors at the time of its dissolution in April 2014. Helen Sinclair is also a director of Downing Income VCT 4 plc which was placed into members' voluntary liquidation on 12 November 2013 pursuant to a section 110 Insolvency Act 1986 scheme of reconstruction with Downing Distribution VCT 1 plc. Downing Income VCT 4 plc was neither insolvent nor owed any amounts to creditors at the date of its dissolution in April 2015.
- 3.12 There has been no official public incrimination and/or sanction of any I&G Director by statutory or regulatory authorities (including designated professional bodies) and no I&G Director has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company during the previous five years.
- 3.13 The I&G Directors have individually entered into deeds of indemnity with I&G which indemnifies each I&G Director, subject to the provisions of CA 2006 and the limitations set out in each deed, against any liability arising out of any claim made against him or her in relation to the performance of their duties as I&G Directors. Copies of each deed of indemnity entered into by I&G for the I&G Directors are available at the registered office of I&G.

4. **Management and administration**

- 4.1 The I&G Directors are responsible for the determination of the investment policy, subject to approval by I&G Shareholders for any material changes, and have overall responsibility for its affairs. The I&G Directors also retain responsibility for approving both the valuations of the portfolio and the net asset value of I&G. Mobeus has been appointed as investment adviser providing investment advisory, administrative and company secretarial services to I&G on the terms set out at paragraphs 5.1 and 5.2 below. The existing management agreement set out at paragraph 5.1 below will automatically cover the management and fees in relation to the new funds raised by I&G pursuant to the I&G Offer and the performance incentive arrangements set out in paragraph 5.2 will also automatically extend to such funds
- 4.2 As is customary in the private equity industry, Mobeus may retain for its own benefit and without liability to account to I&G, subject to full disclosure having been made to the I&G Directors, arrangement fees which it receives in connection with any unquoted investment made by I&G. It may also receive all monitoring fees or directors' fees charged to investee companies. Costs incurred on abortive investment proposals will be the responsibility of Mobeus.
- 4.3 Mobeus is responsible for the determination and calculation of I&G's net asset value, which is prepared quarterly for approval by the I&G Directors. All unquoted investments are valued in accordance with IPEVC Valuation Guidelines under which investments are held at fair value. Any AIM or other quoted investment will be valued at the bid price of its shares as derived from the

Daily Official List of the London Stock Exchange, in accordance with general accepted accounting practice. I&G's net asset value will be calculated quarterly and published on an appropriate regulatory information service.

If, at any time, I&G's VCT status is lost, dealing in its shares and valuation of I&G's net asset value will normally be suspended, which will be communicated to shareholders on an appropriate regulatory information service until such time as proposals to continue as a VCT or to be wound up have been further announced. The I&G Directors do not anticipate any other circumstance under which valuations may be suspended.

- 4.4 I&G expects to co-invest with the other VCT funds advised by Mobeus, participating in equity investments up to £5 million in aggregate, as long as the business has not received funds from any state-aided risk capital in the 12 months prior to the date of investment.

Where more than one of the funds advised by Mobeus wishes to participate in an investment opportunity, allocations will generally be made in proportion to the latest announced net asset value of each fund, adjusted for subsequent buybacks and dividends paid, at the date each investment proposal is forwarded to each Board. When one of the funds advised by Mobeus is in its fund raising period, its net funds raised, for the purpose of allocation, will be assumed to be the value of shares allotted at the time the allocation calculation is made. Implementation of this policy will be subject to the availability of funds to make the investment and other portfolio considerations such as sector exposure and the requirement to achieve or maintain a minimum of 70% of a particular VCT's portfolio in VCT qualifying holdings. This may mean that I&G may receive a greater or lesser allocation than would otherwise be the case under the normal co-investment policy.

When I&G has insufficient funds available to satisfy its allocation, the balance shall be offered to one or more of the funds advised by Mobeus who have funds available for new investments pro rata as between themselves.

Any variation from this co-investment policy, insofar as it affects I&G or where I&G makes any investment not at the same time and on the same terms as that made by other funds advised by Mobeus, may only be made with the prior approval of the I&G Directors who are independent of Mobeus.

Save for the above, there are no material potential conflicts of interest which Mobeus may have as between its duty to I&G and duties owed by them to third parties and their interests.

- 4.5 Philip Hare & Associates LLP receives an annual fee of £9,000 plus VAT for providing advice and assistance in relation to the maintenance of the VCT status of I&G. If requested by I&G, Philip Hare & Associates LLP will also review prospective investments to ensure that they are qualifying investments and carry out reviews of the investment portfolio of I&G to ensure continuing compliance.

- 4.6 I&G has and will continue to have custody of its own assets:

- I&G's monetary assets are and will be held in bank accounts and/or money market accounts in I&G's own name; and
- I&G's investments in both quoted and unquoted investments and the corresponding share certificates are and will also be held in I&G's own name.

- 4.7 A maximum of 75% of I&G's management expenses will be charged against capital with the balance to be met from income.

- 4.8 All of the I&G Directors are members of the audit committee with Jonathan Cartwright acting as chairman. The audit committee members are considered to have sufficient recent and relevant financial experience to discharge the role, and will meet at least twice a year, amongst other things to, consider the following:

- review the half year and annual financial statements before submission to the I&G Directors, including meeting with the auditors;
- making recommendations to the I&G Directors in relation to the appointment, re-appointment and removal of the external auditor;
- monitoring the effectiveness of I&G's internal control systems;

- reviewing the scope and the results of the audit and ensuring its cost effectiveness; and
- reviewing and assessing the external audit process.

4.9 All of the I&G Directors are also members of the nomination and remuneration committee with Jonathan Cartwright acting as Chairman. The nomination and remuneration committee members (who have responsibility for reviewing the remuneration of the I&G Directors) meet at least annually to consider the levels of remuneration of the I&G Directors, specifically reflecting the time commitment and responsibilities of the role. The committee also undertakes comparisons and reviews to ensure that the levels of remuneration paid are broadly in line with industry standards. The nomination and remuneration committee also meets annually to consider the composition and balance of skills, knowledge and experience of all of the I&G Directors and would make nominations to the I&G Directors in the event of a vacancy. New I&G Directors are required to resign at the annual general meeting following appointment and then thereafter every three years. New directors are provided with an induction pack and an induction session is arranged in conjunction with the Board and Mobeus.

4.10 The Financial Conduct Authority requires all listed companies to disclose how they have applied the principles and complied with the provisions of the UK Corporate Governance Code (formerly the Combined Code) issued by the Financial Reporting Council.

The I&G Board has also considered the principles and recommendations of the AIC Code of Corporate Governance (“AIC Code”) by reference to the AIC Corporate Governance Guide for Investment Companies (“AIC Guide”). The AIC Code, as explained by the AIC Guide, addresses all the principles set out in the UK Corporate Governance Code, as well as setting out additional principles and recommendations on issues that are of specific relevance to I&G.

The Financial Reporting Council has confirmed that in complying with the AIC Code, I&G meets its obligations in relation to the UK Corporate Governance Code and the Listing Rules. The I&G Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide (which incorporates the UK Corporate Governance Code), will provide better information to shareholders.

For the year ended 30 September 2016 and as at the date of this document, I&G has complied with the recommendations of the AIC Code and the relevant provisions of the UK Corporate Governance Code, except where noted below. There are certain areas of the UK Corporate Governance Code that the AIC does not consider relevant to investment companies and with which I&G does not specifically comply, of which the AIC Code provides dispensation. The areas and reasons for non-compliance are as follows:

- in light of the responsibilities retained by the I&G Board and its committees and of the responsibilities delegated to Mobeus, I&G has not appointed a chief executive officer or executive directors; and
- due to the systems and procedures of Mobeus, the provision of VCT tax monitoring services by Philip Hare & Associates LLP, as well as the size of I&G’s operations, the I&G Board believe that an internal audit function is not appropriate.

I&G has not, therefore, reported further in respect of these provisions.

5 Material contracts

Set out below is a summary of all contracts (not being contracts entered into in the ordinary course of business) entered into by I&G in the last two years that are material and all other contracts (not being contracts entered into in the ordinary course of business) that contain any provision under which I&G has an obligation or entitlement which is material to I&G as at the date of the document.

5.1 An investment management agreement dated 29 March 2010 (as amended and restated on 14 September 2016) between I&G (1) and Mobeus (2) pursuant to which Mobeus provides certain advisory investment management and administrative services to I&G.

Mobeus is entitled to an annual management fee of an amount equal to 2.4% of the net asset value per annum (0.4% of such fee being subject to a minimum of £150,000 and a maximum of £170,000 the remainder of such fee not being subject to any cap) of I&G, payable quarterly in advance (inclusive of VAT, if any).

The above fees are subject to an annual expenses cap of over and above 3.25% of the net assets of I&G by way of a reduction of fees due to Mobeus in the following accounting period(s). For these purposes annual expenses include the normal running costs of I&G (including irrecoverable VAT but excluding exceptional items, annual trail commission and performance incentive payments). The amount of the excess is borne in full by Mobeus.

Mobeus may (subject to due disclosure to the I&G Board) retain for its own benefit, arrangement or syndication fees, placing commissions, monitoring fees, directors' fees and/or similar sums which it receives in connection with any investment made by I&G, provided that the maximum amount of such fees and/or similar sums (other than directors' fees and monitoring fees) shall not exceed 2.5% of the funds provided for each such investment.

The agreement is terminable by either party by 12 months' notice by any party subject to earlier termination by any party in the event of, inter alia, a party having a receiver, administrator or liquidator appointed or committing a material breach of the agreement or by I&G where Mobeus ceases to be authorised by the FCA or if there is a change in control of Mobeus.

The agreement contains provisions indemnifying Mobeus against any liability not due to its default, gross negligence, fraud or breach of FSMA.

- 5.2 A performance incentive agreement dated 16 December 2008 (effective from 12 September 2007) between I&G (1) Foresight Group LLP (2) and Matrix Private Equity Partners LLP (3) as varied by a deed of termination and variation between I&G (1) and Matrix Private Equity Partners LLP (2) dated 29 March 2010 pursuant to which I&G granted to each of Mobeus (then Matrix Private Equity Partners LLP) and Foresight Group LLP (the former joint investment adviser of I&G), the right to receive performance incentive payments in connection with the management of the former I&G ordinary shares fund.

Until 30 September 2013, Mobeus was entitled to receive a performance related incentive payment (payable in cash or I&G Shares) based on realised gains from the investment portfolio which it advises. The performance payment represents an amount equal to 20% of any excess (over the investment growth hurdle detailed below) of realised gains over realised losses from these investments during each accounting period provided that in respect of the portfolio:

- at any calculation date, the value of the investment portfolio, based on I&G's normal accounting policies, adjusted for net realised gains and losses and total surplus income since 20 June 2007 was equal to or greater than the embedded value of the portfolio, as adjusted by new investments and the value of the Nova Asset Management portfolio (as at 30 June 2007); and
- such excess was subject to an investment growth hurdle of 6% per annum calculated from 1 July 2007.

Foresight Group LLP, in connection with its previous appointment as an investment adviser of I&G, has an ongoing entitlement to performance fees in respect of the portfolio of the original I&G ordinary shares fund (similar to the above but disregarding the terms relating to the merger of the original I&G ordinary shares and I&G S ordinary shares). Following the termination of Foresight Group's appointment, its entitlement reduces proportionally over the ten years following such termination. The agreement remains in force, but only with the former adviser, Foresight Group LLP, from 30 September 2013. The agreement is due to expire on 10 March 2019.

- 5.3 A deed of termination and new performance incentive agreement dated 30 September 2014 (effective from 1 October 2013 and terminating, in respect of Mobeus only, the performance incentive agreement detailed at paragraph 5.2 above) between I&G (1) and Mobeus (2) pursuant to which Mobeus will receive a payment of amount equal to 15% of net realised gains for each year, payable in cash. It is payable only if cumulative NAV total return per I&G Share (this being the closing NAV per I&G Share as at a year end plus cumulative dividends paid per I&G Share to that year end, since 1 October 2013) exceeds a "Target Return". The Target Return is the greater of either:

- (i) compound growth of 6% per annum (but 5% per annum for the year ended 30 September 2014 only), before deducting any incentive fee payable for the year of calculation only, under both this amended agreement and the existing incentive agreement with Foresight Group LLP, in cumulative NAV total return per I&G Share; or
- (ii) the cumulative percentage change in the Consumer Prices Index since 1 October 2013

to the relevant financial year end, the resultant figure then being multiplied by $(100+A)/100$, where A is the number of full 12 month periods (or part thereof) that have passed between 1 October 2013 and the relevant financial year end (the result being that the cumulative increase in inflation is further uplifted to include a 1% above inflation increase per annum in the Target Return).

Both measures of Target Return are applied to the same opening base, being NAV per I&G Share as at 30 September 2013 of 113.90p. The objective of this Target Return is to enable I&G Shareholders to benefit from a cumulative NAV return of at least 6% per annum (5% in the financial year ended 30 September 2014), before any incentive fee is payable. Once a payment has been made, cumulative NAV total return is calculated after deducting past years' incentive fees paid and payable

Under this agreement, any fee payments to Mobeus are subject to an annual cap of an amount equal to 2% of the net assets of I&G as at the immediately preceding year end. This cap will include any fee payable to Foresight Group LLP under the agreement set out in paragraph 5.3, although any such payment to Foresight Group LLP is not capped. Any excess over 2% remains payable to Mobeus in the following year(s), subject again to the 2% annual cap in each subsequent year and after any payment in respect of such subsequent year(s). The incentive fee payable to Mobeus for the year ended 30 September 2016 was £1,096,391. As at 30 June 2017 the estimated incentive fee payable for the year ending 30 September 2017 is currently £607,634.

- 5.4 A letter of engagement dated 6 July 2017 from Howard Kennedy pursuant to which Howard Kennedy has been appointed as sponsor to the Companies in connection with the Offer. The Companies have agreed to indemnify Howard Kennedy for any loss suffered in respect of its role as sponsor which is a customary provision in an agreement of this nature. The Companies' liability under this indemnity is unlimited.
- 5.5 An offers agreement dated 6 September 2017 between MIG (1), MIG 2 (2), MIG 4 (3), I&G (4), the Directors (5), Howard Kennedy (6) and Mobeus (7) whereby Mobeus has agreed to act as promoter in connection with the I&G Offer and Howard Kennedy has agreed to act as sponsor in connection with the I&G Offer. The agreement contains warranties given by I&G and the I&G Directors and an indemnity given by I&G to Mobeus and Howard Kennedy. The indemnities relate to any loss suffered by Mobeus or Howard Kennedy in respect of their roles as promoter and sponsor which is customary in an agreement of this nature. I&G has agreed to pay Mobeus a commission of an amount representing 3.25% of the Investment Amounts in respect of applications accepted under the I&G Offer, less (i) an amount equal to the Early Investment Incentive discount in respect of such applications and less (ii) any 'execution only' initial commission offered by Mobeus in respect of such applications, but waived by the 'execution only' intermediary concerned, and less (iii) any additional amounts by which Mobeus has agreed to reduce its fees further (in whole or part) in respect of such applications (such amount being inclusive of VAT), out of which will be paid all costs, charges and expenses of or incidental to the Offer (other than trail commission and any amounts due from the Companies to the investor in connection with the facilitation of initial financial adviser charges).
- 5.6 A side letter dated 5 September 2017 from Mobeus to I&G pursuant to which Mobeus has agreed, in the event that I&G utilises its over-allotment facility, to waive its management fees payable for the 12 month period commencing on the close of the I&G Offer under the agreement referred to at paragraph 5.1 above by an amount equal to 1% of any gross funds raised by I&G under its over-allotment facility.

6 Objective and investment policy

6.1 Objective

The investment objective of I&G is to provide investors with an attractive return, by maximising the stream of tax-free dividend distributions from the income and capital gains generated by a diverse and carefully selected portfolio of investments, while continuing at all times to qualify as a VCT.

6.2 Investment policy

I&G's investment policy is to invest primarily in a diverse portfolio of UK unquoted companies. Investments are generally structured as part loan and part equity in order to receive regular income and to generate capital gains upon sale.

Investments are made selectively across a number of sectors, principally in established companies.

I&G's cash and liquid resources are held in a range of instruments of varying maturities, subject to the overriding criterion that the risk of loss of capital be minimised.

VCT regulation

The investment policy is designed to ensure that I&G continues to qualify and is approved as a VCT by HMRC.

Amongst other conditions, I&G may not invest more than 15% of its investments (by VCT value at the time of investment) in a single company or group and must have at least 70% by VCT value of its investments throughout the period in shares or securities comprised in VCT qualifying holdings, of which a minimum overall of 30% by VCT value (70% for funds raised after 6 April 2011) must be in ordinary shares which carry no preferential rights (save as may be permitted under VCT rules). In addition, although I&G can invest less than 30% (70% for funds raised after 6 April 2011) of an investment in a specific company in ordinary shares it must have at least 10% by VCT value of its total investments in each VCT qualifying company in ordinary shares which carry no preferential rights (save as may be permitted under VCT rules).

The companies in which investments are made must have no more than £15 million of gross assets at the time of investment and £16 million immediately following the investment to be classed as a VCT qualifying holding.

Asset mix

I&G initially holds its funds in a portfolio of interest-bearing investments and deposits. The investment portfolio of qualifying investments is built up over a three year period with the aim of investing and maintaining at least 70% of net funds raised in qualifying investments.

Risk diversification and maximum exposures

Risk is spread by investing in a number of different businesses across different industry sectors. To reduce the risk of high exposure to equities, each qualifying investment is structured to achieve the optimum balance between loan stock and equity to provide protection against downside risk alongside the best potential overall returns.

Co-investment

I&G is entitled to invest along side other VCTs advised by Mobeus that have a similar investment policy, normally on a pro rata to net assets basis.

Borrowing

I&G's Articles permit borrowings of amounts up to 10% of the adjusted capital and reserves (as defined therein). However, I&G has never borrowed and the I&G Board has no current plans to undertake any borrowing.

- 6.3 It is the intention of the I&G Directors that I&G will pay dividends or make distributions from revenue profits and profits realised from the sale of investments.
- 6.4 I&G is subject to the investment restrictions relating to a venture capital trust in the Tax Act, as more particularly detailed in Part Ten of the Securities Note, and in the Listing Rules which specify that (i) I&G must, at all times, invest and manage its assets in a way which is consistent with its object of spreading investment risk and in accordance with its published investment policy as set out in this paragraph 6 above; (ii) I&G must not conduct any trading activity which is significant in the context of its group as a whole; and (iii) I&G may not invest more than 10%, in aggregate, of the value of the total assets of the issuer at the time an investment is made in other listed closed-ended investment funds. Any material change to the investment policy of I&G will require the approval of I&G Shareholders pursuant to the Listing Rules. I&G intends to direct its affairs in respect of each of its accounting periods so as to qualify as a venture capital trust and accordingly:
- (a) I&G's income is intended to be derived wholly or mainly from shares or other securities, as this phrase is interpreted by HMRC;

- (b) I&G will not control the companies in which it invests in such a way as to render them subsidiary undertakings;
 - (c) none of the investments at the time of acquisition will represent more than 15% by VCT Value of I&G's investments; and
 - (d) not more than 20% of I&G's gross assets will at any time be invested in the securities of property companies.
- 6.5 Mobeus has and will have sufficient and satisfactory relevant experience in advising on investments of the size and type which I&G proposes to make. The I&G Directors will also ensure that the board of I&G and any additional or replacement investment advisers have and will have sufficient and satisfactory experience in advising on such investments.
- 6.6 In the event of a breach of the investment restrictions which apply to I&G as described in paragraph 6.2 above, Shareholders of I&G will be informed by means of the half-year and/or the annual report or through a public announcement.
- 6.7 The I&G Directors act and will continue to act independently of Mobeus. No majority of the I&G Directors will be directors or employees of, or former directors or employees of, or professional advisers to, Mobeus or any other company in the same group as Mobeus.
- 6.8 The investment policy as set out in this paragraph 6 above, in the absence of unforeseen circumstances, will be adhered to by I&G for at least three years following the date of close of the MIG 4 Offer. Any material change to I&G's investment policy in any event will only be made with the approval of the shareholders of I&G by ordinary resolution.

7 Related party disclosures

Related party transactions for I&G undertaken in the three financial years ended 30 September 2014, 2015 and 2016 are set out in the respective audited report and accounts for these year ends, which, together with the unaudited half-year report for the six month period ended 31 March 2017, are incorporated by reference: in Note 3 on pages 52 and 53 for the year ended 30 September 2014, in Note 3 on pages 56 and 57 for the year ended 30 September 2015, in Note 4 on pages 48 and 49 for the year ended 30 September 2016 and in paragraph (d) of the responsibility statement on page 9 of the unaudited half-year report to 31 March 2017. Apart from the payment of the I&G Directors' remuneration on the basis set out in paragraph 3.4 above and the investment management, administration and performance incentive fees as set out in paragraphs 5.1 and 5.3 above there have been no other related party payments in the year ended 30 September 2016 or in the current year to the date of this document. Save for the offer agreement as set out in paragraph 5.5 above, I&G has not entered into any related party transactions within the meaning of IFRS or UK GAAP since 31 March 2017.

8 Overseas investors

The issue of Offer Shares to persons resident in or citizens of jurisdictions outside the UK may be affected by the laws of the relevant jurisdiction. Such investors should inform themselves about and observe any legal requirements, in particular:

- 8.1 none of the Offer Shares have been or will be registered under the United States Securities Act 1933, as amended, or qualify under applicable United States state statute and the relevant clearances have not been, and will not be, obtained from the securities commission of any province of Canada, Australia, Japan, South Africa or New Zealand;
- 8.2 the Companies are not registered under the United States Investment Company Act of 1940, as amended and investors are not entitled to the benefits of that Act; and
- 8.3 no offer is being made, directly, under the I&G Offer, in or into or by the use of emails, or by means of instrumentality (including, without limitation, facsimile, transmission, telex or telephone) or interstate or foreign commerce, or of any facility in a national securities exchange, of the United States, Canada, Australia, Japan, South Africa or New Zealand. It is the responsibility of investors with registered addresses outside the UK to satisfy themselves as to the observance of the laws of the relevant jurisdiction in connection with the issue of Offer Shares, including the obtaining of any government or exchange control or other consents which may be required, the compliance with any other necessary formalities which need to be observed and the payment of any issue, transfer or other taxes or duties due in such jurisdiction.

9 Taxation

The following paragraphs, which are intended as a general guide only and are based on current legislation and HMRC practice, summarise advice received by the I&G Directors as to the position of shareholders who hold I&G Shares other than for trading purposes. Any person who is in any doubt as to his taxation position or is subject to taxation in any jurisdiction other than the United Kingdom should consult his professional advisers.

- 9.1 Taxation of dividends - under current law, no tax will be withheld by I&G when it pays a dividend.
- 9.2 Stamp duty and stamp duty reserve tax - I&G has been advised that no stamp duty or stamp duty reserve tax will be payable on the issue of the I&G Shares. I&G has been advised that the transfer of I&G Shares will, subject to any applicable exemptions, be liable to ad valorem stamp duty at the rate of 0.5% of the consideration paid. An unconditional agreement to transfer such shares if not completed by a duly stamped stock transfer will be subject to stamp duty reserve tax generally at the rate of 50p per £100 (or part thereof) of the consideration paid.
- 9.3 Close company - the I&G Directors believe that I&G is not, and expect that following completion of the I&G Offer will not be, a close company within the meaning of the Tax Act. If I&G were a close company in any accounting period, approval as a Venture Capital Trust would be withdrawn.

10 Miscellaneous

- 10.1 There has been no significant change in the financial or trading position of I&G since 31 March 2017, the date to which the last unaudited half-year financial statements for I&G have been published.
- 10.2 Mobeus is the promoter of the I&G Offer and, save as disclosed in paragraph 5 above, no amount of cash, securities or benefits has been paid, issued or given to the promoter and none is intended to be paid, issued or given.
- 10.3 There are no governmental, legal or arbitration proceedings (including any such proceedings which are or were pending or threatened of which I&G is aware) during the period from the incorporation of I&G which may have or had in the recent past significant effects on I&G's financial position or profitability.
- 10.4 There are no governmental, economic, monetary, political or fiscal policies and factors which have or could affect I&G's operations.
- 10.5 The issue costs payable by I&G under the I&G Offer (including irrecoverable VAT) will be an amount equal to 3.25% of the Investment Amount in respect of each application accepted under the I&G Offer plus annual trail commission and any amounts due from I&G to the investor in connection with the facilitation of initial financial adviser charges. Assuming that the I&G Offer is fully subscribed and ignoring annual trail commission, the maximum expenses and the minimum net proceeds will be £812,500 and £24,187,500 respectively. The issue premium on a I&G Share issued pursuant to the I&G Offer will be the difference between the issue price of that share and the nominal value thereof of 1p.
- 10.6 I&G's capital resources are restricted insofar as they may be used only in putting into effect the investment policy described in paragraph 6 above.
- 10.7 I&G does not have any major Shareholders and no Shareholders have different voting rights. To the best of the knowledge and belief of the I&G Directors, I&G is not directly controlled by any other party and at the date of the Prospectus, there are no arrangements in place that may, at a subsequent date, result in a change of control of I&G.
- 10.8 I&G and its shareholders are subject to the provisions of the City Code on Takeovers and Mergers and CA 2006, which require shares to be acquired/transferred in certain circumstances.
- 10.9 The typical investor for whom investment in I&G is designed is a retail investor who is a UK taxpayer, aged 18 or over and who already has a portfolio of VCT and non-VCT investments (such as unit trusts, OEICs, investment trusts and direct shareholdings in listed and non-listed companies). The investor should be comfortable with the risk factors set out at the beginning of this document and be willing to retain the investment for at least five years.

- 10.10 BDO LLP act as auditors to I&G. BDO LLP is registered to carry on audit work and is authorised to carry on investment business by the Institute of Chartered Accountants in England and Wales.
- 10.11 Howard Kennedy has given and not withdrawn its written consent to the issue of the Prospectus and the inclusion of its name and the references to it in the Prospectus in the form and context in which they appear.

(B) ANALYSIS OF THE INVESTMENT PORTFOLIO

All of I&G investments as at today's date, which are analysed below, are in the UK and are valued in sterling.

Sector	% by cost	% by value
Media	10.3	8.4
Software & Computer services	16.7	22.5
Construction and Building Materials	1.0	1.4
Support Services	27.2	25.7
Leisure Goods	2.4	3.7
General retailers	22.3	25.3
Companies preparing to trade	8.2	3.8
Personal Goods	1.3	0.0
Travel and leisure	1.5	1.6
Industrial Engineering	1.3	1.4
Healthcare Equipment and Services	4.0	3.2
General Industrials	3.8	3.0

Type	% by cost	% by value
Unlisted ordinary shares	34.0	22.5
Unlisted loan stock and preference shares	42.7	50.6
Listed ordinary shares	2.1	4.9
Cash/liquidity	21.2	22.0

Save for (i) a realisation of Entanet Holdings Limited for net cash of £7.17 million, (ii) loan repayments totalling £163,000 from TPSFF Holdings Limited (formerly The Plastic Surgeon Holdings Limited) and (iii) a net investment of £497,000 into Manufacturing Services Investment Limited (trading as Wetsuit Outlet Limited), there has been no material change to the valuations used to prepare the above analysis (30 June 2017 being the date on which those unaudited valuations were undertaken).

(C) FINANCIAL INFORMATION

I&G has produced annual statutory accounts for the three financial years ended 30 September 2014, 2015 and 2016 and the half-year reports for the six month periods ended 31 March 2016 and 2017. The auditors, BDO LLP, in respect of the financial years ended 30 September 2014, 2015 and 2016 have reported on the annual statutory accounts without qualification and without statements under sections 495 to 497 of CA 2006.

The annual reports referred to above were prepared in accordance with UK generally accepted accounting practice (GAAP), the fair value rules of the Companies Acts and the Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts'. The annual reports contain a description of I&G's financial condition, changes in financial condition and results of operation for each relevant financial year and, together with the half-year reports for the six month periods ended 31 March 2016 and 2017, are being incorporated by reference and can be accessed at the following website:

www.incomeandgrowthvct.co.uk

Where these documents make reference to other documents, such other documents are not incorporated into and do not form part of this Prospectus. The two tables below comprise a cross-referenced list of information incorporated by reference. The parts of these documents which are not being incorporated by reference are either not relevant for an investor or are covered elsewhere in the Prospectus.

Description	2014 Annual Report	2015 Annual Report	2016 Annual Report	2016 Half-Year Report	2017 Half-Year Report
Balance Sheet	Page 46	Page 50	Page 43	Page 14	Page 12
Income Statement (or equivalent)	Page 45	Page 49	Page 42	Pages 12 to 13	Pages 10 to 11
Statement showing all changes in equity (or equivalent note)	Page 61	Page 65	Pages 44 to 45	Pages 15 to 16	Pages 13 to 14
Cash Flow Statement	Page 48	Page 52	Page 46	Page 17	Page 15
Accounting Policies and Notes	Pages 49 to 69	Pages 53 to 73	Pages 47 to 66	Pages 18 to 23	Pages 16 to 21
Auditor's Report	Pages 43 to 44	Pages 46 to 48	Pages 39 to 41	N/A	N/A

Such information also includes operating/financial reviews as follows:

Description	2014 Annual Report	2015 Annual Report	2016 Annual Report	2016 Half-Year Report	2017 Half-Year Report
Objective	Page 6	Page 6	Page 4	Contents page/Inside front cover	Contents page/Inside front cover
Performance Summary	Pages 7 to 11	Pages 7 to 10	Pages 6 to 9	Page 1	Page 1
Results & Dividend	Page 3	Page 3	Page 2	Page 1	Page 1
Investment Policy	Page 26	Page 26	Page 24	Page 5	Page 4
Chairman's Statement	Pages 3 to 5	Pages 3 to 5	Pages 2 to 3	Pages 2 to 4	Pages 2 to 3
Manager's Review	Pages 12 to 15	Pages 11 to 15	Pages 10 to 13	Pages 6 to 7	Pages 5 to 6
Portfolio Summary	Pages 20 to 25	Pages 20 to 25	Pages 18 to 23	Pages 8 to 10	Pages 7 to 8
Valuation Policy	Page 49	Page 53	Page 53	Page 21	Page 19

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

Certain financial information of I&G is also set out below:

	Year ended 30 September 2014 (audited)	Year ended 30 September 2015 (audited)	Year ended 30 September 2016 (audited)	Six month period ended 31 March 2016 (unaudited)	Six month period ended 31 March 2017 (unaudited)
Investment income	£3,203,322	£2,997,718	£3,201,629	£1,894,754	£1,640,297
Profit/loss on ordinary activities before taxation	£6,347,215	£6,864,148	£3,048,174	£2,905,400	£1,438,758
Earnings per I&G share	11.13p	10.21p	4.28p	4.10p	1.99p
Dividends per share	10.00p	18.00p	12.00p	6.00p	4.00p
Total assets	£71,456,726	£76,332,129	£72,197,816	£75,688,436	£70,049,050
NAV per I&G share	114.60p	106.38p	98.51p	104.42p	96.43p

As at 31 March 2017, the date to which the most recent unaudited half-year financial statements on I&G were published, I&G had unaudited net assets of £69.9 million. As at 30 June 2017, I&G had unaudited net assets of £70.2 million.

PART V - THE COMPANIES' LARGEST INVESTMENTS

The investments set out below represent the Companies' ten largest investments (excluding liquidity funds and cash deposits, which are shown below under 'Other Investments').

As at the date of this document, these ten largest investments comprise approximately 40.9% of the aggregate investment portfolios (investments, plus cash and liquidity funds) of the Companies and represent all investments which represent 5% or more of the gross assets of one or more of the Companies (other than bank balances and liquidity funds).

All of the companies referred to below are profitable based on EBITA, as at the date of their last published accounts. The Boards and Mobeus believe that EBITA is a more meaningful measure of an investee company's underlying profitability to investors than profit after taxation. This is because earnings are calculated before deducting loan stock interest (which is part of the return to Mobeus VCTs earned by the investment structure) and other interest.

The 'Retained profit/(loss)' figures in the tables below are in respect of the relevant financial year as opposed to a cumulative amount (that has been carried forward from previous financial years). The percentage of investment portfolio below takes into account cash held and investments in liquidity funds.

Tovey Management Limited (trading as Access IS)

Original MBO investment in October 2015

Total cost: **£11.0 million**

Total valuation: **£13.1 million**

	MIG	MIG 2	MIG 4	I&G	Year ended 31 December 2016 ^{1*} (£ million)	
Current cost (£ million)	3.3	1.9	2.5	3.3	Sales	12.4
Valuation (£ million)	3.9	2.3	3.0	3.9	EBITA	1.3
Valuation methodology	Earning multiple (for all Companies)				Profit/(loss) before tax	1.2
Equity/voting rights	13.4%	8.0%	10.1%	13.6%	Retained profit/(loss)	1.3
Percentage of investment portfolio	7.0%	6.3%	6.4%	6.4%	Net assets	6.5

**These figures are for the trading subsidiary, Access Limited.*

Activity: Provider of data capture and scanning hardware.

Location: Reading.

Virgin Wines Holding Company Limited
Original MBO investment in November 2013

Total cost: **£8.4 million**
Total valuation: **£11.0 million**

	MIG	MIG 2	MIG 4	I&G		Year ended 30 June 2016¹ (£ million)
Current cost (£ million)	2.4	1.3	1.9	2.8		Sales 38.0
Valuation (£ million)	3.2	1.7	2.5	3.6		EBITA 2.0
Valuation methodology	Earning multiple (for all Companies)					Profit/(loss) before tax 0.2
Equity/voting rights	12.2%	6.4%	9.7%	13.7%		Retained profit/(loss) 1.9
Percentage of investment portfolio	5.7%	4.6%	5.6%	5.9%		Net assets 3.3

*Activity: Online wine retailer.
Location: Norwich.*

ASL Technology Holdings Limited
Original MBO investment in December 2010

Total cost: **£9.7 million**
Total valuation: **£10.2 million**

	MIG	MIG 2	MIG 4	I&G		Year ended 30 September 2016¹ (£ million)
Current cost (£ million)	3.0	2.1	1.9	2.7		Sales 16.1
Valuation (£ million)	3.1	2.2	2.0	2.9		EBITA 1.7
Valuation methodology	Earning multiple (for all Companies)					Profit/(loss) before tax (0.4)
Equity/voting rights	14.4%	10.3%	9.5%	13.3%		Retained profit/(loss) (0.4)
Percentage of investment portfolio	5.6%	6.0%	4.5%	4.7%		Net liabilities (2.8)

*Activity: Printer and photocopier services.
Location: Cambridge.*

Manufacturing Services Investment Limited (trading as Wetsuit Outlet)

Original Growth Capital investment in July 2017

Total cost: **£10.0 million**

Total valuation: **£10.0 million**

	MIG	MIG 2	MIG 4	I&G		Year ended 31 March 2016 ^{1*} (£ million)
Current cost (£ million)	2.8	1.7	2.3	3.2		Sales 8.6
Valuation (£ million)	2.8	1.7	2.3	3.2		EBITA 1.4
Valuation methodology	Recent investment price (for all Companies)					Profit/(loss) before tax 1.4
Equity/voting rights	7.6%	4.7%	6.4%	8.8%		Retained profit/(loss) 1.1
Percentage of investment portfolio	4.9%	4.7%	5.1%	5.2%		Net liabilities 3.7

*These figures are for the trading subsidiary B2C (Holdings) Limited

Activity: Online retailer of watersports clothing and products.

Location: Southend-on-Sea, Essex.

Media Business Insight Holdings Limited

Original MBO investment in January 2015

Total cost: **£11.7 million**

Total valuation: **£8.5 million**

	MIG	MIG 2	MIG 4	I&G		Year ended 31 December 2015 ^{1*} (£ million)
Current cost (£ million)	3.3	2.0	2.7	3.7		Sales 8.8
Valuation (£ million)	2.4	1.4	2.0	2.7		EBITA 0.5
Valuation methodology	Earning multiple (for all Companies)					Profit/(loss) before tax 0.1
Equity/voting rights	19.0%	11.6%	15.7%	21.2%		Retained profit/(loss) 0.1
Percentage of investment portfolio	4.3%	4.0%	4.4%	4.4%		Net assets 1.9

*These figures are for the trading subsidiary, Media Business Insight Limited.

Activity: A publishing and events business focused on the creative production industries.

Location: London.

Turner Topco Limited (trading as ATG Media)

Original MBO investment in October 2008

Total cost: **£6.9 million**Total valuation: **£6.1 million**

	MIG	MIG 2	MIG 4	I&G	Year ended 30 September 2016 (£ million)	
Current cost (£ million)	2.5	1.4	1.5	1.5	Sales	20.6
Valuation (£ million)	2.2	1.1	1.4	1.4	EBITA	2.8
Valuation methodology	Earnings multiple (for all Companies)				Profit/(loss) before tax	(8.0)
Equity/voting rights	6.0%	3.2%	3.7%	3.7%	Retained profit/(loss)	(8.8)
Percentage of investment portfolio	4.0%	3.2%	3.0 %	2.2%	Net liabilities	(18.8)

*Activity: Publisher and on-line auction platform operator.**Location: London.***Vian Marketing Limited (trading as Tushingham Sails)**

Original growth capital investment in July 2015

Total cost: **£4.0 million**Total valuation: **£5.9 million**

	MIG	MIG 2	MIG 4	I&G	Year ended 29 February 2016^{1*} (£ million)	
Current cost (£ million)	1.2	0.7	0.9	1.2	Sales	9.6
Valuation (£ million)	1.8	1.0	1.3	1.8	EBITA	0.5
Valuation methodology	Earnings multiple (for all Companies)				Profit/(loss) before tax	0.5
Equity/voting rights	9.3%	5.6%	7.1%	9.5%	Retained profit/(loss)	0.4
Percentage of investment portfolio	3.2%	2.9%	2.9%	2.9%	Net assets	2.3

These figures are for the operating subsidiary, Tushingham Sails Limited.Activity: Design, manufacturing and sale of stand-up paddleboards and windsurfing sails.**Location: Totnes, Devon.*

Gro-Group Holdings Limited
Original MBO investment in March 2013

Total cost: **£7.1 million**
Total valuation: **£5.7 million**

	MIG	MIG 2	MIG 4	I&G	Period ended 31 December 2015 ^{1*} (£ million)	
Current cost (£ million)	2.0	1.1	1.6	2.4	Sales	21.0
Valuation (£ million)	1.6	0.9	1.3	1.9	EBITA	1.3
Valuation methodology	Earnings multiple (for all Companies)				Profit/(loss) before tax	(0.4)
Equity/voting rights	13.4%	7.6%	10.7%	16.3%	Retained profit/(loss)	(0.4)
Percentage of investment portfolio	2.8%	2.4%	2.8%	3.1%	Net assets	1.0

**These figures are for an 18 month period.
Activity: Baby sleep products.
Location: Ashburton, Devon.*

EOTH Limited (trading as Rab and Lowe Alpine)
Original growth capital investment in October 2011

Total cost: **£4.5 million**
Total valuation: **£5.6 million**

	MIG	MIG 2	MIG 4	I&G	Year ended 31 January 2016 ¹ (£ million)	
Current cost (£ million)	1.3	0.8	1.0	1.4	Sales	37.8
Valuation (£ million)	1.6	1.0	1.2	1.8	EBITA	1.7
Valuation methodology	Earnings multiple (for all Companies)				Profit/(loss) before tax	0.5
Equity/voting rights	2.3%	1.5%	1.7%	2.5%	Retained profit/(loss)	0.7
Percentage of investment portfolio	2.9%	2.8%	2.6%	2.8%	Net assets	11.1

*Activity: Branded outdoor equipment and clothing.
Location: Alfreton, Derbyshire.*

Tharstern Group Limited
Original MBO investment in July 2014

Total cost: **£4.7 million**
Total valuation: **£5.4 million**

	MIG	MIG 2	MIG 4	I&G	Year ended 31 January 2017¹ (£ million)	
Current cost (£ million)	1.4	0.8	1.1	1.4	Sales	4.9
Valuation (£ million)	1.6	0.9	1.2	1.7	EBITA	0.4
Valuation methodology	Earnings multiple (for all Companies)				Profit/(loss) before tax	(0.6)
Equity/voting rights	15.3%	8.8%	12.2%	16.2%	Retained profit/(loss)	(0.6)
Percentage of investment portfolio	2.8%	2.5%	2.7%	2.7%	Net assets	0.5

*Activity: Software based management information systems to the print sector.
Location: Colne, Lancashire.*

¹The information on investee companies' sales, profits and losses and net assets shown in the tables above has been sourced from the latest financial year end accounts published (unless stated otherwise) by those investee companies, not all of which is audited ("Third Party Information"). The Third Party Information has been accurately reproduced and, as far as the Companies are aware and are able to ascertain from information published by the investee companies, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Other investments

The following liquidity fund and bank balances also represent more than 5% of the gross assets of one or more of the Companies. In all cases, the amount invested is the same as their valuation, on a fair value basis. No equity or voting rights apply to such investments.

Federated Short-Term Sterling Prime Fund-2 (liquidity fund)	MIG	MIG 2	MIG 4	I&G
Amount invested and at valuation (£ million)	2.0	2.2	1.6	2.9
Percentage of investment portfolio (%)	3.6	6.0	3.6	4.7

Goldman Sachs Sterling Liquid Reserves Fund	MIG	MIG 2	MIG 4	I&G
Amount invested and at valuation (£ million)	1.3	2.3	1.0	0.5
Percentage of investment portfolio (%)	2.3	6.2	2.1	0.9

Fidelity Institutional Liquidity Fund (sterling)	MIG	MIG 2	MIG 4	I&G
Amount invested and at valuation (£ million)	1.6	-	2.4	2.0
Percentage of investment portfolio (%)	2.8	-	5.2	3.3

Nationwide Building Society (deposit account)	MIG	MIG 2	MIG 4	I&G
Amount invested and at valuation (£ million)	2.6	2.0	0.8	1.0
Percentage of investment portfolio (%)	4.6	5.5	1.7	1.7

Close Brothers	MIG	MIG 2	MIG 4	I&G
Amount invested and at valuation (£ million)	-	-	2.0	3.2
Percentage of investment portfolio (%)	-	-	4.4	5.1

Notes

The above investments, liquidity fund and bank balances have an aggregate value of greater than 50% of the gross assets of each Company as at the date of this document.

Investment and portfolio information contained in the tables above has been extracted from the Companies' accounting records (the unaudited half-year report to 30 June 2017 in respect of MIG and MIG 4 and from unaudited financial information to 30 June 2017 for MIG 2 and I&G), save for the following adjustments:

- (i) The following movements have occurred since 1 July 2017 across all four VCTs:
 - a) Investments by the Companies in Entanet Holdings Limited were realised for a total of £21.4 million (MIG: £6.1 million, MIG 2: £3.3 million, MIG 4: £4.9 million and I&G: £7.1 million). The unaudited valuations as at 30 June 2017 above reflected the actual realisation proceeds subsequently received.
 - b) Loan repayments from TPSFF Holdings Limited (formerly The Plastic Surgeon Holdings Limited) of £802,000 (MIG: £298,000, MIG 2: £157,000, MIG 4: £184,000 and I&G: £163,000).
 - c) Further investments by the Companies of a net £1.0 million in Manufacturing Services Investment Limited, such entity having become Wetsuit Outlet Limited.
- (ii) Balances in cash and liquidity funds are as at 30 June 2017 for all four Companies, as adjusted for the transactions above, as well as dividends paid and payable after 30 June 2017, namely MIG (9.0p per MIG Share), MIG 2 (7.0p per MIG 2 Share), MIG 4 (18.0p per MIG 4 Share) and I&G (15.0p per I&G Share). The estimated percentage of total assets (investments, cash and liquidity funds) held in cash and liquidity funds, adjusting for the transactions above, are MIG: 25.6%, MIG 2: 31.6%, MIG 4: 30.1% and I&G: 25.1%.

As at the date of this document, save as set out above, there has been no material change in the valuations of investments set out in this Part Four since 30 June 2017 in respect of all four companies.

PART VI - DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during usual business hours on weekdays, Saturdays and public holidays excepted, at the offices of Mobeus, 30 Haymarket, London SW1Y 4EX whilst the Offers are open:

- the Articles of each of the Companies;
- the material contracts referred to in paragraphs 5 of Parts I, II, III and IV of this Registration Document;
- the audited financial statements for MIG for the years ended 31 December 2014, 2015 and 2016, the unaudited half year accounts for MIG for the period ended 30 June 2016 and the MIG Half-Year Report;
- the audited financial statements for MIG 2 for the years ended 31 March 2015, 2016 and 2017;
- the audited financial statements for MIG 4 for the years ended 31 December 2014, 2015 and 2016 the unaudited half year accounts for MIG 4 for the period ended 30 June 2016 and the MIG 4 Half-Year Report;
- the audited financial statements for I&G for the years ended 30 September 2014, 2015 and 2016, the unaudited half year accounts for I&G for the period ended 31 March 2016 and the I&G Half-Year Report;
- this Registration Document;
- the Securities Note; and
- the Summary.