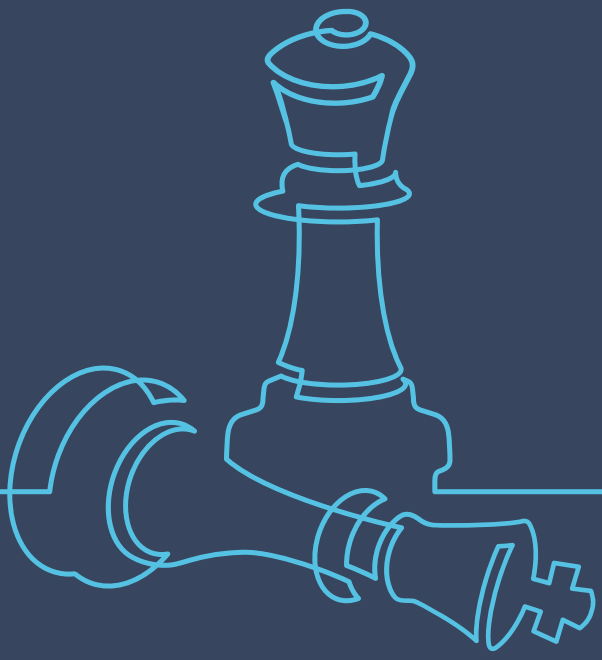
Prospectus

26 August 2022

Company No: 04221489

Offer for Subscription to raise up to £10 million of B Shares with an over-allotment facility of up to a further £10 million



SENECA
GROWTH CAPITAL VCT PLC

Seneca Growth Capital VCT Plc

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

This document, which comprises a prospectus relating to Seneca Growth Capital VCT Plc (the "Company") dated 26 August 2022, has been prepared in accordance with the Prospectus Regulation Rules and Regulation (EU) 2017/1129 (as it forms part of retained European Union law as defined in the EU (Withdrawal) Act 2018) (the "Prospectus Regulation") and has been approved by the Financial Conduct Authority ("FCA") as competent authority under the Prospectus Regulation. The FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered an endorsement of the Company or of the quality of the securities that are the subject of this Prospectus and investors should make their own assessment as to the suitability of investing in the securities. The Prospectus has been drawn up as part of a simplified prospectus in accordance with Article 14 of the Prospectus Regulation.

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

Your attention is drawn to the risk factors set out on page 9 of this document. Prospective Investors should read the whole text of this document and should be aware that an investment in the Company involves a high degree of risk and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. All statements regarding the Company's business, financial position and prospects should be viewed in light of such risk factors.

The Company and the Directors, whose names appear on page 28 of this document, accept responsibility for the information contained in the Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in the Prospectus is in accordance with the facts and makes no omission likely to affect its import.

Seneca Growth Capital VCT Plc

(incorporated in England and Wales with registered number 04221489)

Offer for subscription of up to £10 million of B Shares of 1 pence each with an over-allotment facility for up to a further £10 million of B Shares, payable in full in cash on application

Sponsor

SPARK Advisory Partners Limited

A brief summary, written in non-technical language and conveying the essential characteristics and risks associated with the Company and the Offer Shares is contained in a summary on pages 2 to 8 of this document; however, you are advised to read the Prospectus in full.

SPARK Advisory Partners Limited, which is authorised and regulated in the UK by the FCA, is acting as sponsor for the Company and no-one else and will not be responsible to any other person for providing the protections afforded to customers of the Sponsor or for providing advice (subject to those responsibilities and liabilities arising under the FSMA and the regulatory regime established thereunder).

Seneca Partners Limited, which is authorised and regulated by the FCA, is acting as promoter in connection with the Offer.

The whole of this document should be read. In particular, attention is drawn to the section entitled 'Risk Factors' set out on pages 9 to 12 of this document.

The Ordinary Shares and B Shares of the Company in issue at the date of this document are listed on the premium segment of the Official List of the FCA and traded on the London Stock Exchange's main market for listed securities. Application will be made to the FCA for all of the Offer Shares to be issued pursuant to the Offer to be listed on the premium segment of the Official List and application will be made to the London Stock Exchange for the Offer Shares to be admitted to trading on its main market for listed securities. It is expected that the Admission of such Shares will become effective, and that trading in those Offer Shares will commence, within ten Business Days of their allotment.

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

The attention of persons receiving this document who are resident in, or who are citizens of, territories outside the United Kingdom is drawn to the information in paragraphs 3 and 4 in Part 6 of this document. In particular, the Offer Shares have not and will not be registered under the United States Securities Act 1933 (as amended) or the United States Investment Company Act 1940 (as amended).

Up to £10 million of Offer Shares, with an over-allotment facility of up to a further £10 million of Offer Shares, are being offered to the public.

The subscription for the Offer will open on 26 August 2022 and in the case of the Offer for the 2022/2023 tax year is expected to close no later than 5.00 p.m. on 5 April 2023, with all subscription monies to be received in full in cash (cleared funds) by noon on 4 April 2023, and in the case of the Offer for the 2023/24 tax year no later than 5.00 p.m. on 18 August 2023, with all subscription monies to be received in full in cash (cleared funds) by noon on 17 August 2023 (unless, in either case, the Offer has been fully subscribed by an earlier date or earlier at the discretion of the Directors).

The Terms and Conditions of the Offer are set out on pages 82 to 86 of this document. The Offer is not underwritten.

Copies of this document may be viewed on the National Storage Mechanism (NSM) of the FCA at www.fca.org.uk/primary-markets/regulatory-disclosures/natiaonal-storage-mechanism and at www.senecavct.co.uk/current-offer, and following the date of publication may be obtained free of charge for the duration of the Offer by collection from:

SPARK Advisory Partners Limited
5 St. John's Lane
London
EC1M 4BH

and

Seneca Partners Limited
9 The Parks
Haydock
WA12 0JQ

Contents

Summary	**01**
Summary	02
Risk Factors	09
Forward Looking Statements	13
Expected Timetable for the Offer	13
Offer Statistics	14
Information Relating to the Company	15
Chair's Letter	16
Part One	**19**
Overview	20
B Share Pool Investment Portfolio	22
Seneca Managementand Investment Team	26
Board of Directors	28
Investment Policy	29
Other Information	30
Investment Review	32
The Manager, Management Arrangements and Costs	35
Costs of the Offer, Annual Fees, Expenses and Offer Price	39
Part Two	**43**
Taxation Considerations for Investors	44
Part Three	**47**
Taxation of the Company	48
Part Four	**51**
Additional Information	52
Part Five	**75**
Definitions	76
Part Six	**81**
Terms and Conditions of Application	82

Summary

Summary	02
Risk Factors	09
Forward Looking Statements	13
Expected Timetable for the Offer	13
Offer Statistics	14
Information Relating to the Company	15
Chair's Letter	16

Summary

Section 1: Introduction

This summary forms part of a prospectus dated 26 August 2022 issued by Seneca Growth Capital VCT Plc and which has been approved, on that date, by the FCA, the competent authority for the United Kingdom under Part IV of the Financial Services and Markets Act 2000.

The Prospectus describes a public offer by the Company to raise up to £10 million (with an over-allotment facility for up to a further £10 million). The securities being offered pursuant to the Offer are B Shares of 1 pence each ("Offer Shares") (ISIN: GB00BG13MH08). Its Legal Entity Identifier is: 213800VP9N3LOQZ22441.

The FCA may be contacted at:

Financial Conduct Authority
12 Endeavour Square
London, E20 1JN

The Company's contact details are:

Address:	9 The Parks, Haydock, WA12 0JQ
Email:	matt.currie@senecapartners.co.uk
Website:	www.senecavct.co.uk
Telephone:	01942 271746

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

Section 2: Key Information on the Issuer

Who is the issuer of the securities?

The issuer of the securities which are the subject of this Prospectus is Seneca Growth Capital VCT Plc.

The Company is a public limited liability company which is registered in England and Wales with registered number 04221489. Its Legal Entity Identifier is: 213800VP9N3LOQZ22441. The Company is approved by HMRC as a venture capital trust (VCT) in accordance with the VCT Rules. It is intended that the business of the Company be carried on so as to maintain its VCT status.

The Company has no parent company and is owned by individuals. Save for Mr and Mrs Ian William Currie (who hold in aggregate 891,118 Shares constituting 3.5% of the issued share capital of the Company), the Company has not been informed of any one shareholder or related shareholders combined who own more than 3% of its ordinary share capital. The Company has no subsidiaries. The Company has four non-executive directors – John Randolph Hustler (Chair), Richard Anthony Roth, Alexander James Clarkson and Richard Edward Manley.

The Company's auditors are Hazlewoods LLP of Staverton Court, Staverton, Cheltenham, GL51 0UX .

What is the key financial information regarding the issuer?

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

	Audited year end to 31 December 2021	**Unaudited six months to 30 June 2022**
	£'000	**£'000**
Net Assets - Ordinary Shares	3,157	**2,426**
Net Assets - B Shares	14,606	**14,966**
Number of Ordinary Shares in issue (number of shares)	8,115,376	**8,115,376**
Number of B Shares in issue (number of shares)	14,588,659	**17,095,683**
Net asset value per Ordinary Share	38.9p	**29.9**
Net asset value per B Share	100.1p	**87.5**
Dividends paid per Ordinary Share in the period	4.0p	**0.0**
Dividends paid per B Share in the period	3.0p	**1.5**

Combined Income Statement

	Audited year end to 31 December 2021	**Unaudited six months to 30 June 2022**
	£'000	**£'000**
Gain on disposal of fixed asset investments	1,027	**209**
Gain/Loss on valuation of fixed asset investments	1,609	**(2,620)**
Income	-	**-**
Performance fee	(158)	**113**
Management fee net of cost cap	(211)	**(137)**
Other expenses	(171)	**(105)**
Return on ordinary activities after tax	2,096	**(2,540)**
Earnings per Ordinary Share – basic and diluted	12.6p	**(9.0)p**
Earnings per B Share – basic and diluted	8.9p	**(11.5)p**

Combined Balance Sheet

	Audited year end to 31 December 2021	**Unaudited six months to 30 June 2022**
	£'000	**£'000**
Fixed assets – Investments	11,165	**10,047**
Current assets – Debtors	9	**8**
Cash and cash equivalents	7,105	**7,726**
Creditors: amounts falling due within one year	(165)	**(150)**
Net current assets	6,949	**7,584**
Creditors: amounts falling due after more than one year	(351)	**(239)**
Net assets	17,763	**17,392**
Called up equity share capital	227	**252**
Share premium	10,738	**13,139**
Special distributable reserve	6,367	**6,110**
Capital reserve - realised	2,639	**2,889**
Capital reserve - unrealised	273	**(2,378)**
Revenue reserve	(2,481)	**(2,620)**
Total equity shareholders' funds	17,763	**17,392**
Basic and diluted net asset value per Ordinary Share	38.9p	**29.9p**
Basic and diluted net asset value per B Share	100.1p	**87.5p**

Since 31 December 2021, the Company has raised additional gross funds of £2.9 million pursuant to a previous offer for subscription which closed on 22 August 2022 and has made five investments totalling £2.3 million.

In February 2022, following the Company's investment of £500,000 into the IPO of Clean Power Hydrogen Plc from the B share pool, the Company's holding was fully realised generating a profit of £172,000, with an average weighted return of 1.4x on original cost.

Further, the Company sold 125,000 additional shares in SkinBioTherapeutics Plc following the year end, reducing the remaining holding to 1,857,107 shares, realising £65,000, generating a profit of £45,000, with an average weighted return of 3.2x on original investment cost.

The Company paid an interim B share dividend of 1.5p per B share on 20 May 2022.

Set out below is a summary of the investments and unaudited valuations of the Company's B Share Pool as at 30 June 2022. One additional follow-on investment was made in August 2022 into Arecor Therapeutics Plc of £195,000.

	Valuation	% of B Share Pool Net Assets
B Share Pool Investments as at 30 June 2022	£'000	£'000
Solascure Limited	1,083	7%
ProBiotix Health Plc*	782	5%
Polarean Imaging Plc*	724	5%
Arecor Therapeutics Plc*	602	4%
Fabacus Holdings Limited	563	4%
Old St Labs Limited	500	3%
Silkfred Limited	500	3%
Qudini Limited	500	3%
Aptamer Group Plc*	456	3%
Poolbeg Pharma Plc*	385	3%
SkinBioTherapeutics Plc*	362	2%
Celadon Pharmaceuticals Plc*	305	2%
Bright Network (UK) Limited	281	2%
Gelion Plc*	220	1%
Verici DX Plc*	176	1%
Evgen Pharma Plc*	170	1%
OptiBiotix Health Plc*	70	<1%
Abingdon Health Plc*	8	<1%
Ten80 Group Limited	-	<1%
Total B Share Pool Investments	**7,687**	**51%**
B Share Pool Cash at Bank	**7,399**	**49%**
Other net working capital	**(120)**	**-**
Total B Share Pool Net Assets	**14,966**	**100%**

* AIM quoted

What are the key risks that are specific to the issuer?

- Although the Offer Shares to be issued under the Offer will be listed on the Official List and admitted to trading on the London Stock Exchange, shares in VCTs are inherently illiquid and there may be a limited market in the Offer Shares primarily because the initial tax relief is only available to those subscribing for newly issued Offer Shares and Shareholders may, therefore, have difficulty in selling them.
- The Offer Shares will usually trade at a discount to their underlying net asset value. The value of an investment in the Company depends on the performance of its underlying assets and that value, and the income derived from the investment, may go down as well as up and an Investor may not get back the amount invested.
- There is a maximum age limit for companies receiving VCT investments (generally seven years from first commercial sale or ten years for Knowledge Intensive Companies), and a maximum amount of Risk Finance State Aid which a company can receive over its lifetime (£12 million, or £20 million for Knowledge Intensive Companies). There are also restrictions on the use of VCT funds received by investee companies so that the funds are used for growth and development. The Finance Act 2018 introduced a new "risk-to-capital" condition for Qualifying Investments, designed to focus investments towards earlier stage, growing businesses, and away from investments which could be regarded as lower risk. The Company may not make investments which breach the "risk-to-capital" condition, and the potential penalty for contravention of the VCT Rules can include loss of VCT status with a resultant clawback of VCT tax reliefs from Investors. The "risk-to-capital" test inherently increases the risk profile of companies in which the Company can invest and may stand in contrast to those in which the Company may have historically invested.
- The military invasion of Ukraine by Russian forces has caused various countries to announce the imposition of sanctions on Russia. These sanctions have had an impact on the provision of, or access to, energy resources, and may lead to further unpredictable reactions from Russia. There has already been a consequential impact on economic conditions globally as a result of these factors and others, including the costs of living, and these could get worse. These could potentially impact labour costs for investee companies and the availability (and increased cost) of raw materials which may adversely affect the performance of some companies in which the Company has invested or may invest and may negatively impact on the number or quality of investment opportunities available to the Company.
- Smaller unquoted companies, usually with limited trading records, requiring venture capital, frequently experience significant change. Investments in such companies carry substantially higher risks than would an investment in larger or longer-established businesses.
- Investment in unquoted companies, by its nature, involves a higher degree of risk than investment in the main market and may be difficult to realise. In particular, small companies often have limited product lines, markets or financial resources and may be dependent for their management on a smaller number of key individuals. In addition, the market for stock in smaller companies is often less liquid than that for stock in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such stock. Proper information for determining their value or the risks to which they are exposed may also not be available.
- The Manager provides discretionary investment management services to the Company in respect of its portfolio of investments in the B Share Pool. If the Manager does not perform its obligations in accordance with the agreement regulating the provision of these services, the performance of the Company and/or its ability to achieve or maintain VCT status, may be adversely affected.

Section 3: Key Information on the Securities

What are the main features of the securities?

The securities being offered pursuant to the Offer are B Shares of 1 pence each (ISIN: GB00BG13MH08). The Offer Shares will be created pursuant to resolutions passed by the Shareholders of the Company who were eligible to vote at the Company's annual general meeting held on 27 April 2022.

The Offer Shares will rank equally in all respects with each other and with the existing B Shares. Shareholders will be entitled to receive certificates in respect of their Offer Shares and will also be eligible for electronic settlement.

The Offer Shares will be listed on the premium segment of the Official List and, as a result, will be freely transferable.

Where will the securities be traded?

Applications will be made to the FCA for the B Shares offered for subscription pursuant to the Prospectus to be admitted to the premium segment of the Official List of the FCA. Application will also be made to the London Stock Exchange for the Offer Shares to be admitted to trading on its main market for listed securities. It is expected that admission will become effective and that trading in the Offer Shares will commence within ten Business Days following allotment.

Is there a guarantee attached to the securities?

There is no guarantee attached to the Offer Shares and the Offer is not underwritten.

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

- An investment in the Company should be regarded as long-term in nature as a sale by Investors of their Offer Shares within five years will require a repayment of the 30% income tax relief obtained and is, therefore, not suitable for all individuals. Potential Investors should consult their professional advisers prior to making any investment decision in relation to the Offer.
- The VCT Rules restrict the ability of VCTs to return amounts subscribed as capital to shareholders within three years of the end of the accounting period in which the funds were raised. It will, therefore, not be possible until the end of that time period to utilise amounts of share premium resulting from the B Share issue (although Ordinary Shares reserves can be used in relation to the B Shares). Since the share premium resulting from the B Share issue will not be available until the end of the relevant three year period, this may in the future impact on the Company's ability to pay dividends and/or buy back B Shares, or the amount thereof, since during the period where share premium in respect of B Shares issued cannot be used, only existing special reserves and distributable reserves created through investment activities will be utilised for these purposes (and such reserves resulting from investment activities may possibly take time to accumulate to a level where they can be used for such purposes).
- The Directors are committed to maintaining the Company's VCT status but there is a risk that the Company may not fulfil the criteria to maintain full VCT status. If the Company loses its approval as a VCT before Investors have held their Offer Shares for five years, the 30% income tax relief obtained will have to be repaid by such Investors. Following a loss of VCT status, an Investor will be taxed on dividends paid by the Company, and in addition, a liability to capital gains tax may arise on any subsequent disposal of Offer Shares.
- The information in this document is based on existing legislation, including taxation legislation. The tax reliefs described are those currently available. Levels and bases of, and relief from taxation are subject to change. Such change could be retrospective. The value of tax reliefs depends on the personal circumstances of holders of shares, who should consult their own tax advisers before making any investment. In 2015, a sunset clause for VCT income tax relief was introduced. This provides that income tax relief will no longer be given to subscriptions made on or after 6 April 2025, unless the legislation is renewed by an HM Treasury order. The Company is monitoring this risk and the potential impact on the Company.

- Although the Articles contain provisions allocating the assets and liabilities of the Company to either the Ordinary Share class or the B Share class, such allocations may not in all circumstances (for example insolvency situations) be effective in ring-fencing the assets and liabilities of one share class from the other, particularly in relation to a third party creditor or claimant against the Company.
- The interests of the Ordinary Shareholders and the B Shareholders may not always be aligned, for example in relation to statutory holding periods for certain tax reliefs that commence from the issue date of the relevant Share. Certain relevant tests (for example, in relation to the ability to pay dividends and/or finance the buy-back of Shares and in relation to compliance with the VCT Rules) are, however, calculated on a Company-wide basis. In addition, certain corporate actions (such as a winding-up for example) can only be done on a Company-wide basis. It may, therefore, occur that the interests of Ordinary Shareholders and the B Shareholders are not aligned in relation to a certain matter.

Section 4: Key Information on the Offer of Securities to the Public

Under which conditions and timetable can I invest in this security?

Investors must be over 18 years old. The Offer opens on the date of the Prospectus and will close on 18 August 2023 (or earlier at the discretion of the Directors or if full subscription is reached).

Application will be made to the FCA for the Offer Shares to be admitted to the Official List of the FCA. Application will also be made to the London Stock Exchange for such Offer Shares to be admitted to trading on its market for listed securities. It is expected that Admission will become effective and that trading in the Offer Shares will commence within ten Business Days following allotment.

The number of Shares to be issued to each Applicant will be calculated based on the following Pricing Formula (rounded down to the nearest whole Share):

$$\text{Number of Offer Shares} = \left[\text{Amount remitted with Application, less: (i) Adviser Charge (if any); and (ii) Promoter Fee}\right] \div \left[\text{Latest published NAV per B Share}\right]$$

The Promoter Fee is subject to reduction for any Loyalty Investment Incentive and/or the Early Investment Incentive and/or commission waived by financial intermediaries (where applicable).

The latest published NAV per B Share will be adjusted following the ex-dividend date for any dividends declared but not yet paid, as appropriate.

Why is this prospectus being produced?

The Offer is being made, and its proceeds will be used, to raise additional funds under the Offer to be invested in accordance with the Company's investment policy. Funds raised under the Offer will, no later than three years following the end of the accounting period in which those shares are issued, be invested as to at least 80% in VCT Qualifying Companies. The Company must invest at least 30% of new funds raised in Qualifying Holdings by the anniversary of the end of the accounting period in which the funds were raised. The remainder of such funds raised will be held in cash or other permitted non-qualifying investments.

The maximum net proceeds of the Offer, assuming full subscription (with the over-allotment facility fully utilised) with all applications received through intermediaries offering financial advice (with the full amount of Early Investment Incentive and Loyalty Investment Incentive with a Promoter Fee of 1.5% applying to all subscriptions), is expected to be £19.7 million. The Company will pay the Manager a Promoter Fee on the value of accepted applications for Offer Shares under the Offer (to be capped at an aggregate amount of £600,000).

The Offer is not underwritten. There are no conflicts of interest material to the Offer.

Risk Factors

Prospective Investors should consider carefully the following risk factors, as well as the other information in this Prospectus, before investing in Offer Shares. Prospective Investors should read the whole of this Prospectus and not rely solely on the information in this section entitled "Risk Factors". The business and financial condition of the Company could be adversely affected if any of the following risks were to occur and as a result the trading price of the Offer Shares could decline and Investors could lose part or all of their investment.

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

The Directors draw the attention of potential Investors to the following risk factors which may affect an investment in Offer Shares, the Company's performance and/or the availability of tax reliefs.

- Although the Offer Shares to be issued under the Offer will be listed on the Official List and admitted to trading on the London Stock Exchange, shares in VCTs are inherently illiquid and there may be a limited market in the Offer Shares primarily because the initial tax relief is only available to those subscribing for newly issued Offer Shares and Shareholders may, therefore, have difficulty in selling them.
- The Offer Shares will usually trade at a discount to their underlying net asset value. The value of an investment in the Company depends on the performance of its underlying assets and that value, and the income derived from the investment, may go down as well as up and an Investor may not get back the amount invested.
- There is a maximum age limit for companies receiving VCT investments (generally seven years from first commercial sale or ten years for Knowledge Intensive Companies), and a maximum amount of Risk Finance State Aid which a company can receive over its lifetime (£12 million, or £20 million for Knowledge Intensive Companies). There are also restrictions on the use of VCT funds received by investee companies so that the funds are used for growth and development. The Finance Act 2018 introduced a new "risk-to-capital" condition for Qualifying Investments, designed to focus investments towards earlier stage, growing businesses, and away from investments which could be regarded as lower risk. The Company may not make investments which breach the "risk-to-capital" condition, and the potential penalty for contravention of the VCT Rules can include loss of VCT status with a resultant clawback of VCT tax reliefs from Investors.
- The "risk to capital" test inherently increases the risk profile of companies in which the Company can invest and may stand in contrast to those in which the Company may have historically invested.
- An investment in the Company should be regarded as long-term in nature as a sale by Investors of their Offer Shares within five years will require a repayment of the 30% income tax relief obtained and is, therefore, not suitable for all individuals. Potential Investors should consult their professional advisers prior to making any investment decision in relation to the Offer.
- The military invasion of Ukraine by Russian forces has caused various countries to announce the imposition of sanctions on Russia. These sanctions have had an impact on the provision of, or access to, energy resources, and may lead to further unpredictable reactions from Russia. There has already been a consequential impact on economic conditions globally as a result of these factors and others, including the costs of living, and these could get worse. These could potentially impact labour costs for investee companies and the availability (and increased cost) of raw materials which may adversely affect the performance of some companies in which the Company has invested or may invest and may negatively impact on the number or quality of investment opportunities available to the Company.
- The VCT Rules restrict the ability of VCTs to return amounts subscribed as capital to shareholders within three years of the end of the accounting period in which the funds were raised. It will, therefore, not be possible until the end of that time period to utilise amounts of share premium resulting from the B Share issue (although Ordinary Shares reserves can be used in relation to the B Shares). Since the share premium

resulting from the B Share issue will not be available until the end of the relevant three year period, this may in the future impact on the Company's ability to pay dividends and/or buy back B Shares, or the amount thereof, since during the period where share premium in respect of B Shares issued cannot be used, only existing special reserves and distributable reserves created through investment activities will be utilised for these purposes (and such reserves resulting from investment activities may possibly take time to accumulate to a level where they can be used for such purposes). Audited reserves available to the Company for distribution (for payment of dividends and/or buy back of Shares) amounted to £3 million as at 31 December 2021. Since 31 December 2021, nearly £257,000 of dividends have been paid by the Company. From 1 January 2022, a further £3.4 million from the cancellation of the share premium account from the initial issuance of B shares became available for distribution under the VCT rules.

- The Directors are committed to maintaining the Company's VCT status but there is a risk that the Company may not fulfil the criteria to maintain full VCT status. If the Company loses its approval as a VCT before Investors have held their Offer Shares for five years, the 30% income tax relief obtained will have to be repaid by such Investors. Following a loss of VCT status, an Investor will be taxed on dividends paid by the Company, and in addition, a liability to capital gains tax may arise on any subsequent disposal of Offer Shares.

- The information in this document is based on existing legislation, including taxation legislation. The tax reliefs described are those currently available. Levels and bases of, and relief from taxation are subject to change. Such change could be retrospective. The value of tax reliefs depends on the personal circumstances of holders of shares, who should consult their own tax advisers before making any investment. In 2015, a sunset clause for VCT income tax relief was introduced. This provides that income tax relief will no longer be given to subscriptions made on or after 6 April 2025, unless the legislation is renewed by an HM Treasury order. The Company is monitoring this risk and the potential impact on the Company.

- Income tax relief is not available in respect of a subscription for shares in a VCT where the Investor has sold shares in that VCT and the sale was conditional upon the subscription, or the subscription was conditional upon the sale, or the subscription was made within six months of the sale (before or after). This will also have effect in relation to a subscription for shares in a VCT which is deemed to be a successor or predecessor of the VCT because there has been a merger of VCTs, or a restructuring of a group of companies of which the VCT is a member. The measure will not affect subscriptions for shares where the monies being subscribed represent dividends which the Investor has elected to reinvest.

- Where full approval as a VCT is not maintained, any dividends previously paid to holders of Offer Shares will be liable to be assessed to income tax in the year in which they were paid. Interest may also be due. The Company will also lose its exemption from corporation tax on capital gains. If at any time VCT status is lost, dealings in the Offer Shares may be suspended until such time as the Company has published proposals to continue as a VCT or be wound up.

Risks associated with the current and likely underlying investments

- Smaller unquoted companies, usually with limited trading records, requiring venture capital, frequently experience significant change. Investments in such companies carry substantially higher risks than would an investment in larger or longer-established businesses.

- Investment in unquoted companies, by its nature, involves a higher degree of risk than investment in the main market. In particular, small companies often have limited product lines, markets or financial resources and may be dependent for their management on a smaller number of key individuals. In addition, the market for stock in smaller companies is often less liquid than that for stock in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such stock. Proper information for determining their value or the risks to which they are exposed may also not be available.

- The Company may not meet all its objectives and there is a risk that suitable investment opportunities will not be identified.

- Valuations of unquoted companies are determined by the Directors within International Private Equity and Venture Capital Valuation Guidelines. However, in many cases valuations may take into account stock market price earnings ratios for the relevant industry sectors, discounted for non-marketability, and, therefore, the valuation of the portfolio and opportunities for realisation may depend on stock market conditions.

- The Company's investments may be difficult to realise. There may also be constraints imposed on the realisation of investments by reason of the need to maintain the VCT status of the Company.
- The Company may make investments into companies with similar trading profiles and with exposures in the same industry and/or to the same customer base. The level of returns to the Company may, therefore, be adversely affected by any downturn in those sectors or the sources within those sectors from which income is derived.
- Although the Company expects to receive certain conventional venture capital rights in connection with its unquoted investments, as a minority Investor it will not control the companies in which it invests (or their boards of directors) and may not always be in a position to fully protect its interests.
- Businesses in which the Company invests may incur unplanned costs and delays as a result of statutory and regulatory requirements in areas such as labour and health and safety, or where construction operations do not proceed as planned, which may prevent them from fulfilling their business plans and reduce the level of returns to the Company.
- The level of returns from investments may be reduced if there are delays in the investment programme, such that part of the net proceeds of the Offer are held in cash or cash-based similar liquid investments for longer than anticipated, or if the investments cannot be realised at the expected time and values.

Risks associated with the Manager and Conflicts of Interest

- The Manager provides discretionary investment management services to the Company in respect of its portfolio of investments in the B Share Pool. If the Manager does not perform its obligations in accordance with the agreement regulating the provision of these services, the performance of the Company and/or its ability to achieve or maintain VCT status, may be adversely affected.
- The past performance of the Manager is no indication of future performance.
- An Interested Party may be involved in other financial, investment or other professional activities which may cause conflicts of interest with the Company. An Interested Party will not be liable to account for any profit made in connection with these activities. For example, and without limitation, an Interested Party may:

  (a) deal or invest in any investment, whether or not for its own account and notwithstanding that similar investments may be held by the Company;

  (b) enter into or be interested in any financial or other transaction with any entity any of whose securities are held by or for the account of the Company;

  (c) allocate investment opportunities among the funds and accounts it manages in accordance with its internal policies; or

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

  In the event of a conflict of interest arising in relation to the above circumstances, or in any other circumstances, and so far as it is within their powers to do so, the Directors will endeavour to ensure that it is resolved fairly and approved by the Independent Board in accordance with the Conflicts Policy as set out in the Manager's compliance manual. Where potential and actual conflicts of interest are identified, the Manager's compliance team will be notified and they will prepare a note, which will then be considered by and discussed with the Independent Board, with the aim of agreeing steps to resolve or otherwise manage such conflicts.

  To the extent that the Company intends to invest in a company in which another fund managed by the Manager has invested or intends to invest, the investment must be approved by the Independent Board.

Risks associated with Exposure to Non-qualifying Investments

- The performance of the Company's Non-qualifying Investments is affected by the selection of funds and managers by the Manager and by investment decisions of such portfolio managers. There is a risk that the Company may not meet its investment objectives.

Risks associated with there being two share classes

- Although the Articles contain provisions allocating the assets and liabilities of the Company to either the Ordinary Share class or the B Share class, such allocations may not in all circumstances (for example insolvency situations) be effective in ring-fencing the assets and liabilities of one share class from the other, particularly in relation to a third party creditor or claimant against the Company.
- The interests of the Ordinary Shareholders and the B Shareholders may not always be aligned, for example in relation to statutory holding periods for certain tax reliefs that commence from the issue date of the relevant Share. Certain relevant tests (for example, in relation to the ability to pay dividends and/or finance the buy-back of Shares and in relation to compliance with the VCT Rules) are, however, calculated on a Company-wide basis. In addition, certain corporate actions (such as a winding-up for example) can only be done on a Company-wide basis. It may, therefore, occur that the interests of Ordinary Shareholders and the B Shareholders are not aligned in relation to a certain matter.

Forward Looking Statements

Investors should not place undue reliance on forward-looking statements. This Prospectus includes statements that are (or may be deemed to be) "forward-looking statements", which can be identified by the use of forward-looking terminology including the various terms "believes", "continues", "expects", "intends", "aims" "may", "will", "would", "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. Forward looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements contained in this Prospectus, based on past trends or activities, should not be taken as a representation that such trends or activities will continue in the future. These statements will be updated as and when required by the Prospectus Regulation Rules, Prospectus Regulation, the Listing Rules, MAR and the Disclosure and Transparency Rules, as appropriate. No forward-looking statements qualify the working capital statement in paragraph 6.8 of Part 4 of this document.

Expected Timetable for the Offer

Offer opens	26 August 2022
Deadline for receipt of Applications to be eligible for the Loyalty Investment Incentive and the Early Investment Incentive – see Offer Statistics	5.00 p.m. on 31 October 2022
Deadline for receipt of Applications for the 2022/23 tax year	noon on 4 April 2023
Deadline for receipt of Applications for the 2023/24 tax year	noon on 17 August 2023
Closing date of the Offer*	5.00 p.m. on 18 August 2023
Dealings in Offer Shares commence	within ten Business Days following allotment**

* The closing date may be earlier subject to the discretion of the Directors and the Offer being fully subscribed by an earlier date. Definitive share and tax certificates will be despatched and CREST accounts credited as soon as practicable following allotment of Offer Shares. The Offer is not underwritten.

** Offer Shares will be allotted and issued in respect of valid applications (including the receipt of cleared subscription funds) received for the Offer in the 2022/23 tax year on 5 April 2023 and any other date prior to 5 April 2023 on which the Directors decide, and for the Offer in the 2023/24 tax year Offer Shares will be allotted and issued in respect of valid applications (including the receipt of cleared subscription funds) on such dates on or after 6 April 2023 until the close of the Offer on 18 August 2023.

Offer Statistics

Offer Price per Offer Share	see Pricing Formula on page 41
Expected maximum net proceeds of the Offer if the over-allotment facility is not utilised	£9,850,000
Expected maximum net proceeds of the Offer if the over-allotment facility is fully utilised[1]	£19,700,000
Maximum number of Offer Shares in issue following the Offer if the over-allotment facility is not utilised[1]	11,257,143
Maximum number of Offer Shares in issue following the Offer if the over-allotment facility is fully utilised[1]	22,514,286
Estimated expenses of the Offer assuming full subscription with the over-allotment facility not utilised[1]	£150,000
Estimated expenses of the Offer assuming full subscription with the over-allotment facility fully utilised[1]	£300,000

Investment Incentives

Loyalty Investment Incentive

Existing Shareholders and Existing Seneca Investors whose valid applications are received and accepted by the deadline of 5.00 p.m. on 31 October 2022 will receive a discount to the Promoter Fee of 0.5% of the monies subscribed in recognition of their continued support for the Company and the Manager. For monthly investors whose valid applications are received before the deadline, this discount will apply to all monthly payments made up to 5.00 p.m. on 31 October 2022.

Early Investment Incentive

All Investors whose applications are received and accepted by the deadline of 5.00 p.m. on 31 October 2022 will be eligible to receive an Early Investment Incentive discount to the Promoter Fee of 1% of the monies subscribed under the Offer. For monthly investors whose valid applications are received before the deadline, this discount will apply to all monthly payments made up to 5.00 p.m. on 31 October 2022.

The Company may (in consultation with the Manager) vary the rate of discounts of the above investment incentives and/or extend the deadline by which Applications must be received and accepted to be eligible for the Early Investment Incentive referred to above.

[1] assumes a Promoter Fee of 1.5% is paid on all subscriptions (being the Promoter Fee payable in relation to applications from Existing Shareholders or Existing Seneca Investors on the basis that they will have received the Early Investment Incentive and Loyalty Investment Incentive in the amounts referred to below), that all applications are received through intermediaries offering financial advice, with an assumed NAV of 87.5p per Offer Share. The aggregate amount of Promoter Fee that will be charged to the Company will be capped at £600,000.

Information Relating to the Company

Directors (all non-executive)	John Randolph Hustler (Chair) Richard Anthony Roth Richard Edward Manley Alexander James Clarkson
all of Registered Office at	9 The Parks, Haydock, WA12 0JQ
Company Secretary	ISCA Administration Services Limited Suite 8, Bridge House, Courtenay Street, Newton Abbot , TQ12 2QS
Sponsor	SPARK Advisory Partners Limited 5 St. John's Lane, London , EC1M 4BH
Manager	Seneca Partners Limited 9 The Parks, Haydock, WA12 0JQ
Promoter	Seneca Partners Limited 9 The Parks, Haydock, WA12 0JQ
Registrars & Receiving Agent	Neville Registrars Limited Neville House, Steelpark Road, Halesowen , B62 8HD
Solicitors	Hill Dickinson LLP 50 Fountain Street, Manchester, M2 2AS
VCT Tax Adviser	Shoosmiths LLP No. 1 Bow Churchyard,, London, EC4M 9DQ
Auditors	Hazlewoods LLP Staverton Court, Staverton, Cheltenham, GL51 0UX
Depositary	Thompson Taraz Depositary Limited 47 Park Lane, London, W1K 1PR
Corporate Broker	Panmure Gordon (UK) Limited One New Change, London , EC4M 9AF

Chair's Letter

Dear Investor,

The Company has now raised more than £17 million since launching the B Share class in 2018 and paid 10.5p per B Share in dividends since inception.

Since the launch of the 2021 Offer in October 2021, the B Share Pool has made eight further investments, totalling over £3.7 million. The B Share Pool has now made a total of twenty-four investments since launch and we are encouraged to note that Seneca has already achieved seven full and partial exits at a 1.9x weighted average return.

Seneca has also continued to increase the spread of B Share portfolio investee companies, with a healthy range of underlying sectors, including but not limited to life sciences, software, e-commerce, and manufacturing now being represented in the B Share portfolio.

Seneca continues to believe that the best returns for shareholders can be generated through investing in both quoted and unquoted companies as this provides the ability for Seneca to add to the B share portfolio what it believes to be the best and most exciting growing investee companies regardless of their private or public status. With its headquarters in the North West of England, Seneca believes it is well placed to identify attractive unquoted company investment opportunities from its strong regional network in addition to continuing to see a strong flow of AIM quoted investment opportunities from its extensive professional and broker network. Whilst the Board has noted some volatility in the share prices of AIM quoted companies in recent months, they believe that the benefits offered by AIM quoted investments, including access to capital markets, improved liquidity and stronger reporting and governance requirements, will continue to generate attractive investment returns for investors over the medium and longer-term.

The B Share Pool had nineteen investee companies as at 30 June 2022 valued at £7.7 million (cost: £9.0 million) in addition to £7.4 million of cash which sees the B Share Pool well placed to continue to invest in what the Manager believes to be the most attractive investment opportunities.

Further to the continued success of the Company's B Share offers, we are delighted to inform you that the Board has decided to offer both Existing Shareholders and new Investors the opportunity to invest again in the Company's B Share class.

This Offer is intended to provide additional funds so that the Company can continue to support the ongoing development of the existing B Share investment portfolio in addition to increasing the number and diversity of investments in the B Share Pool.

The Offer

The Company is seeking to raise up to, in aggregate, £10 million under the Offer in the 2022/23 and 2023/24 tax years with an over-allotment facility of up to a further £10 million.

The Company intends to distribute a large proportion of the net profits it receives from realisations of investments made by the B Share Pool by way of regular and special tax-free dividends whilst also seeking to maintain a relatively stable NAV per B Share. Therefore, the Offer is intended for those Investors who are primarily seeking tax-free income from a diverse portfolio of investments in UK SMEs, whilst seeking to maintain the value of the capital invested.

The Offer opens on 26 August 2022 and in the case of the Offer for the 2022/2023 tax year is expected to close no later than 5.00 p.m. on 5 April 2023, with all subscription monies to be received in full in cash (cleared funds) by noon on 4 April 2023, and in the case of the Offer for the 2023/24 tax year no later than 5.00 p.m. on 18 August 2023, with all subscription monies to be received in full in cash (cleared funds) by noon on 17 August 2023 (unless, in either case, the Offer has been fully subscribed before these dates or closed earlier at the discretion of the Directors).

Key Points[2]

The key points in relation to the Offer are set out below:

Paid dividends of 10.5p per B Share with existing distributable reserves to facilitate further B Share dividends	Dividends totalling 10.5p per B Share have been paid since the launch of the B Share Pool and the Company's target is to maintain dividends of at least 3p per annum in relation to the Company's B Shares with an ambition to increase this to c.5% per annum of the B Share NAV by 2023 (subject to B Share Pool investment performance and an intention to also maintain a relatively stable NAV per B Share). The Company's existing distributable reserves may be used to facilitate the payment of dividends on the B Share class. Dividends are variable and are not guaranteed.
7 full and partial exits already achieved	The Manager has achieved three full exits and four partial realisations with a weighted average return of 1.9x investment cost, delivering profits in excess of £1.6 million versus investment cost.
Existing portfolio of B Share Pool investee companies provide good diversification	As at 30 June 2022, there were nineteen investments in the B Share Pool with a value of £7.7 million spread across a diverse range of sectors. Investors in the Offer will acquire immediate exposure to these holdings as well as any future investments made from that pool.
AIM quoted investments continue to generate attractive investment returns for investors over the medium and longer-term.	Seneca continues to believe that the best returns for Shareholders can be generated through investing in both quoted and unquoted companies. Benefits offered by AIM quoted investments include access to capital markets, improved liquidity and stronger reporting and governance requirements. The Investment Manager believes the B Share Pool level of exposure to AIM quoted investments therefore remains an attractive part of differentiation to other generalist VCTs.
Over 49% of B Share NAV as at 30 June 2022 represented by cash	The Board believes the relatively high proportion of cash as a % of the overall B Share NAV as at 30 June 2022 is an attractive aspect of the B Share Pool given the current macro-economic challenges and the importance of being able to deploy cash quickly into the best investment opportunities as and when they arise. This Offer is intended to provide additional funds so that the Company can continue to support the ongoing development of the existing B Share investment portfolio in addition to increasing the number and diversity of investments in the B Share Pool.
Significant financial commitment to B Share class by key members of the management team in the Seneca family of businesses	All Directors of the Company, the Manager and key members of the management team in the wider Seneca family of businesses have invested, in aggregate, over £1.3 million since the launch of the B Share class, reflecting their confidence in the long-term prospects of the B Share Pool.
Tax Advantages	Depending on personal circumstances, Qualifying Investors can benefit from a range of tax benefits in relation to their investment including 30% income tax relief on the amount invested, capital gains tax exemption on any profits realised on the sale of the Shares in the Company and tax-free dividends. See page 44 for further details.
Experienced investment manager	Seneca is an experienced growth capital investor having raised and deployed over £100 million of EIS and VCT investment funds into over 65 SME companies, through 130 funding rounds to 30 June 2022, since it undertook its first EIS investment in 2012.

[2] *see paragraph 6.15 of Part 4*

Fee discounts available for both new and Existing Investors who participate in the Offer	**Loyalty Investment Incentive** The Promoter Fee will be discounted by 0.5% for Existing Shareholders (both B Shareholders and Ordinary Shareholders) and Existing Seneca Investors whose Applications under the Offer are received and accepted before 31 October 2022. **Early Investment Incentive** The Promoter Fee will be discounted by 1% for Investors whose Applications under the Offer are received and accepted before 31 October 2022. For Existing Shareholders who submit applications before 31 October 2022, the Promoter Fee discounts will be cumulative, totalling 1.5%. For monthly investors whose valid applications are received before the deadline, the applicable discount will apply to all monthly payments made up to 5.00 p.m. on 31 October 2022.

Next Steps

Investors wishing to subscribe under the Offer are advised to read the Prospectus in full, including the Terms and Conditions of Application on pages 82 to 86 of this document, and then make their application online at https://seneca.nevilleregistrars.co.uk/ by following the onscreen instructions.

Yours sincerely

John Hustler
Chair

Part One

Overview	20
B Share Pool Investment Portfolio	22
Seneca Managementand Investment Team	26
Board of Directors	28
Investment Policy	29
Other Information	30
Investment Review	32
The Manager, Management Arrangements and Costs	35
Costs of the Offer, Annual Fees, Expenses and Offer Price	39

Overview

About the Manager[3]

Seneca is an award-winning specialist SME investment and advisory business. Formed in 2010, and headquartered in the North West of England, the management team have extensive experience across a range of sectors, including private equity, corporate finance, wealth management, accountancy and stockbroking. Since 2016 Seneca has won "Alternative Finance Provider" and 'Sub £10 million Deal of the Year' in respect of its EIS investment in Foodpack Ltd at the North West Business Insider Awards and also received recognition as the "Best EIS Investment Manager 'One to watch 2018'" at the Growth Investor Awards. In 2019, the Company won "Best New Entrant" at the Tax Efficiency Awards and in 2021 the Company was named by Investment Week the VCT Specialist Investment Company of the Year. Seneca was also shortlisted for six Growth Investor Awards, including "Exit of the Year" and "Best VCT Investment Manager" for 2021.

As at 30 June 2022, Seneca managed circa £170 million of equity, including more than £90 million of growth capital, the majority of which has come from investors who access Seneca's investment opportunities through their financial adviser or wealth manager. To date, more than 500 financial advisers and wealth managers have arranged investments for their clients through Seneca.

Seneca's fund management activities are complemented by its mid-market corporate advisory practice which specialises in advising corporates, management teams and investors on a wide range of corporate finance related transactions ranging from fundraisings for early stage businesses, through to lower mid-market sales and buy-outs with typical target deal sizes ranging from £5 million to £50 million.

Seneca is also the founding member of a similarly branded network of companies which includes Seneca Finance Limited, a property bridging finance provider with a loan book of more than £23 million (as at 30 June 2022) and Seneca Property Investments Limited which currently manages in excess of £80 million of property assets (as at 30 June 2022). This wider Seneca branded network of companies operates from 3 offices across the North of England and employs more than 60 people.

Investment Strategy for the B Share Pool[3]

Seneca is an experienced and active growth capital investor and as at 30 June 2022 managed in excess of £90 million of growth capital investments via Seneca Growth Capital VCT Plc, the Seneca Growth Capital EIS Fund (which was launched in 2012 and is fully invested), the Seneca EIS Portfolio Service, which was launched in 2013 and re-launched in 2021 as the EIS Portfolio Fund and the Seneca AIM EIS Fund launched in 2021.

Through these funds, Seneca has pursued a generalist investment strategy focused on providing growth capital to well managed businesses with strong leadership teams that can demonstrate established and proven concepts in addition to growth potential and targeting a minimum 2x return on investment for each investee company. Seneca's EIS investments to date have comprised private and AIM quoted companies in broadly equal number.

Since its appointment as the Company's investment manager, Seneca has identified, structured and made twenty-four Qualifying Investments on behalf of the Company at an aggregate original cost of approximately £10.7 million which it believes meet the investment principles outlined above, including investing £7.2 million in AIM quoted companies.

For the majority of investments, the Company's B Share Pool co-invested alongside EIS funds managed by Seneca, which Seneca believes has resulted in the Company being able to participate in a higher number of investments of a larger scale into more established businesses than would have been possible for the B Share Pool on a standalone basis.

Seneca sees clear benefits of this approach for the Company and, therefore, intends to continue to consider co-investment opportunities for the B Share Pool alongside Seneca's EIS funds. Specifically Seneca intends that:

[3] *see paragraph 6.15 of Part 4*

- the B Share class will have access to the existing flow of private and AIM quoted investment opportunities which Seneca sees as a result of its position as an active growth capital investor. Seneca continues to believe that the mix of private and AIM quoted companies increases investment diversification in addition to providing a certain level of liquidity in the investments held in the B Share Pool through capital market exposure; and
- the B Share class may co-invest with the Seneca EIS Portfolio Fund thereby participating in investments of a scale which may not otherwise be available to the B Share Pool on a standalone basis.

Tax Benefits

VCTs offer significant tax advantages over most investment products. In summary, the main tax reliefs for Qualifying Investors are:

- **Income tax relief** - Investors can claim income tax relief when buying newly issued VCT shares, currently at the rate of 30% on investments of up to £200,000 per tax year. This relief is provided as a tax credit to set against an Investor's total income tax liability (to the extent due). Investors must hold shares in a VCT for at least five years to keep the income tax relief – if sold before then, this benefit is lost.
- **Capital Gains Tax exemption** – there is no capital gains tax on profits from selling VCT shares, no matter how short the holding period, provided the VCT maintains its VCT status. This relief is limited to acquisitions (whether by subscription or otherwise) of VCT shares of up to £200,000 per tax year.
- **Tax-free Dividends** – if a VCT pays dividends, there is no tax to pay and Investors will not need to declare them on their tax return. This relief is limited to acquisitions (whether by subscription or otherwise) of VCT shares of up to £200,000 per tax year.

The above is only a very brief summary of the UK tax position of Qualifying Investors in VCTs and is based on the Company's understanding of current law and practice. The tax treatment of Investors in VCTs will depend on their individual circumstances. Potential Investors are recommended to consult their own appropriate professional adviser as to the taxation consequences of their investing in a VCT.

Deal Flow and Investment Selection[4]

As a result of its position as an active growth capital investor, which sees Seneca now managing more than £90 million of VCT and EIS growth capital, Seneca has developed a strong network of introducers, professional contacts and entrepreneurs. From this network Seneca enjoys a strong flow of growth capital investment opportunities which has enabled the Company to complete twenty-four growth capital investments since 2018, in addition to a healthy pipeline of further potential opportunities.

Seneca typically reviews hundreds of investment opportunities a year and meets many of the businesses involved but transacts with only a fraction of these. It is through the application of strict investment criteria and extensive screening, combined with detailed due diligence processes, that Seneca focuses only on those businesses which it believes offer the best investment potential.

The process from deal origination to completion entails several stages, including thorough due diligence, review and approval by Seneca's investment committee and the Company's Board of Directors in line with the Company's Investment Policy objectives and criteria. Seneca monitors very closely the progress of all investee companies in the B Share portfolio and both the Board and Seneca's investment committee are updated on a regular basis.

Exit Of B Share Pool Investments

The Company aims to exit each of its Qualifying Investments in the B Share Pool by way of a sale after an average holding period of approximately 3-5 years (however Seneca will consider exiting the investments earlier if the opportunity arises and they consider it to be in line with maximising Investor returns). The Manager will consider the exit options as part of its evaluation process on the opportunity before making a recommendation to invest. The Manager has extensive experience of selling companies both to trade buyers and private equity investors from which the Company is expected to benefit.

As interests in the investee companies are realised, the Company intends to distribute sufficient profits received to support the payment of regular tax-free dividends to provide investors with an attractive income stream whilst also maintaining a relatively stable NAV per B Share, subject to the requirements and best interests of the Company.

[4] *see paragraph 6.15 of Part 4*

B Share Pool Investment Portfolio

The following information is a summary of the B Share Investment Portfolio as at the date of this document. Information, including as to valuation, is as at 30 June 2022, being the latest practicable date closest to the date of the Prospectus.

Unquoted Investments	Equity held %	Investment at cost £'000	Unrealised profit/(loss) £'000	Carrying value at 30 June 2022 £'000
Solascure Limited	<1.0	750	333	1,083
Fabacus Holdings Limited	2.0	500	63	563
Old St Labs Limited	3.5	500	-	500
Silkfred Limited	<1.0	500	-	500
Qudini Limited	2.2	500	-	500
Bright Network (UK) Limited	1.7	234	47	281
Ten80 Group Limited	7.5	400	(400)	-
Total unquoted investments		**3,384**	**43**	**3,427**

Quoted Investments	Shares held	Investment at cost £'000	Unrealised profit/(loss) £'000	Carrying value at 30 June 2022 £'000
ProBiotix Health Plc	3,722,445[1]	778	4	782
Polarean Imaging Plc	1,644,070	986	(262)	724
Arecor Therapeutics Plc	188,053	425	177	602
Aptamer Group Plc	495,726	580	(124)	456
Poolbeg Pharma Plc	7,550,000	755	(370)	385
SkinBioTherapeutics Plc	1,857,107	297	65	362
Celadon Pharmaceuticals Plc	320,956	530	(225)	305
Gelion Plc	250,492	363	(143)	220
Verici DX Plc	799,865	280	(104)	176
Evgen Pharma Plc	5,000,000	400	(230)	170
OptiBiotix Health Plc[2]	350,000	103	(33)	70
Abingdon Health Plc	78,250	75	(67)	8
Total quoted investments		**5,572**	**(1,312)**	**4,260**
Total investments		**8,956**	**(1,269)**	**7,687**

[1] Includes 194,135 shares received as a dividend in specie on 31 March 2022 ("Dividend Shares") as a result of the spin out and listing on AQSE of the ProBiotix division of B share pool investee company OptiBiotix Health Plc ("OptiBio") as a standalone entity in addition to the 3,528,310 shares subscribed for by the B share pool as part of the same transaction.

[2] The cost of the B share pool's remaining holding in OptiBio at the point of the ProBiotix IPO has been split between the Dividend Shares and the remaining OptiBio shares pro-rata to their respective values on 31 March 2022. As a result, the £140,000 original investment cost of the B share pool's remaining holding in OptiBio has been reduced by the amount allocated to the Dividend Shares of £37,000.

Top 7 investments (by value)

SolasCure Limited ("SolasCure") is a wound care business that has developed Aurase Wound Gel, a biologic leveraging an enzyme cloned from medical maggots combined with a hydrogel to clean wounds, a process known as debridement, which is a crucial prerequisite for a wound to heal.

ProBiotix Health Plc ("ProBiotix") is a spin-out of the B Share Pool's quoted investment OptiBiotix Health Plc and develops probiotics (live microbes that, when ingested, can alter the composition of the microbiome, and improve human health) to tackle cardiovascular disease and other lifestyle conditions which are affecting growing numbers of people across the world.

Polarean Imaging Plc ("Polarean") has developed a proprietary drug-device combination that provides a visual representation of ventilation and gas exchange in the lungs using polarised Xenon-129 gas, a noble gas, whilst having an MRI scan.

Arecor Therapeutics Plc ("Arecor") is bringing innovative medicines to market through the enhancement of existing therapeutic products. Arecor specialises in highly concentrated and fast-acting insulin for treatment of diabetes and other indications, working with leading pharmaceutical and biotechnology companies to deliver enhanced reformulations of their therapies.

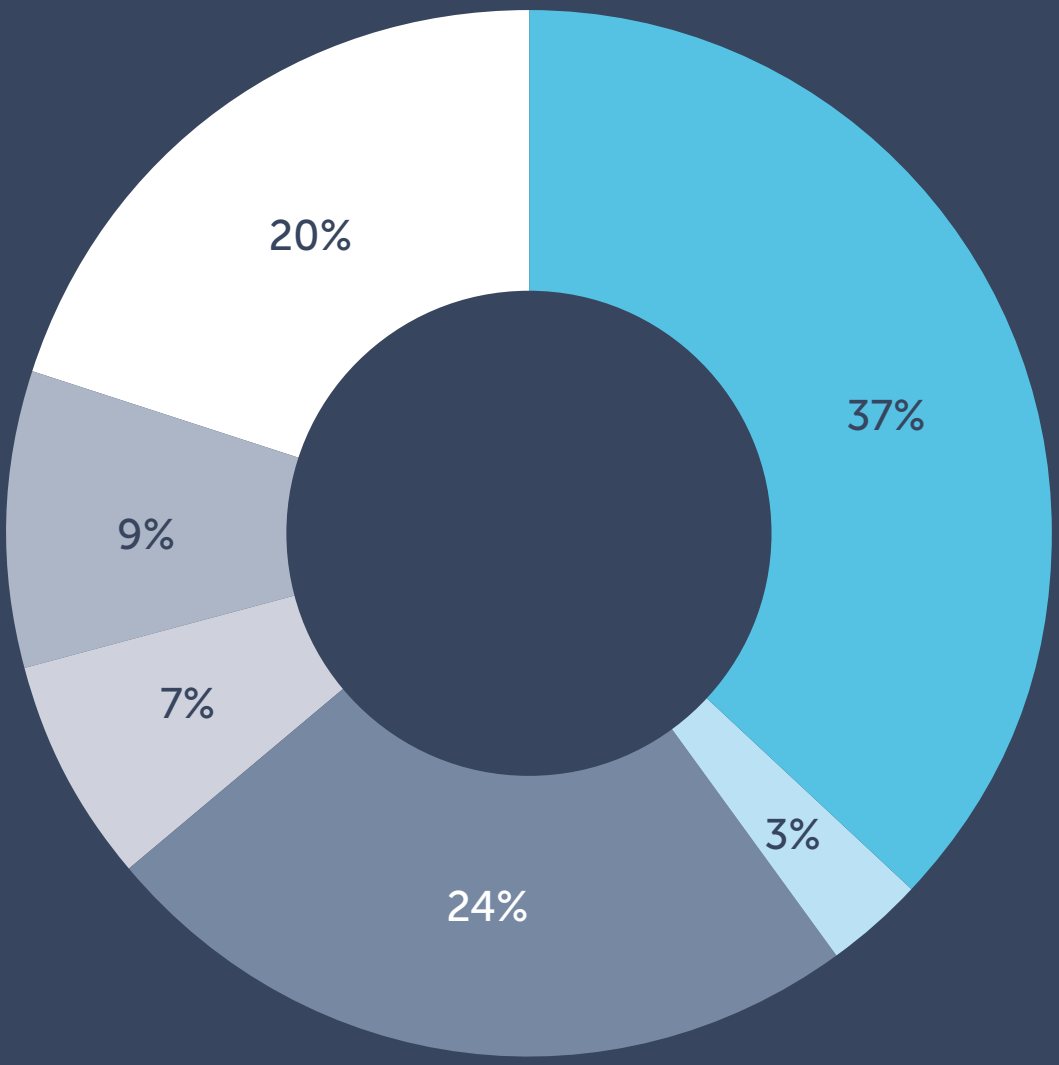
Fabacus Holdings Limited ("Fabacus") is an independent software company that has developed a complete product lifecycle solution: Xelacore, which uses data to drive sales, combat counterfeit, increase sales, and achieve global visibility of licensing between global licensors and their licensees.

Old St Labs Limited, trading as Vizibl, is a provider of cloud based, supplier collaboration tools for large, blue-chip customers, enabling them to better manage compliance, savings / efficiency and driving growth across the business, as well as helping an increasing number of enterprise customers to manage their ESG and carbon emissions reporting requirements.

Silkfred Limited ("SilkFred") is an online marketplace for independent ladies' fashion brands. The business was founded in 2011 with the aim of creating an efficient marketplace for emerging fashion designers to bring products to market and establish their brand in the sector. The business now works with over 900 independent brands, selling to over over 1 million customers.

Sector Exposure

Our investment portfolio is not only diversified by quoted and unquoted investments but also by sector exposure.



Life Sciences	37%
Software	24%
Health & Consumer	20%
Technology	9%
e-Commerce	7%
Manufacturing	3%

Seneca Management and Investment Team[5]

Seneca Management Team

The management team of Seneca comprises of the following members:

Ian Currie

Ian is the founder and a director of and shareholder in Seneca. He qualified as a chartered accountant with KPMG before working in Corporate Finance with firms including Peel Hunt & Co, Apax Partners and Altium Capital. Ian sits on the board of directors of Hedley & Co Stockbrokers, is a partner of Palatine Private Equity LLP and is on the Board of Trustees for the Lowry Arts Centre in Manchester.

Ian has been a continuous member of the credit and investment committees at Seneca and has been involved in all of the EIS growth capital investments made by Seneca.

Richard Manley

Richard is a director and CEO of and shareholder in Seneca. He qualified as a chartered accountant with KPMG in 2004, joined NM Rothschild's leveraged finance team in Manchester in 2007 before joining Cenkos Fund Managers in 2008. Richard joined Seneca on launch in 2010.

Richard has been involved in the development of all areas of Seneca's business and played a key role in its journey from start up to managing more than £100 million. He has been a continuous member of Seneca's investment and credit committees and has been involved in all of Seneca's EIS growth capital investments to date leading 30 of these. Richard became Managing Partner in 2016 and CEO in 2017.

He joined the Board of the Company in August 2018.

Tim Murphy

Tim is a director of and shareholder in Seneca. Tim commenced his finance career with Barclays in 1983 before joining County Natwest in 1990. In 1993, Tim joined The Royal Bank of Scotland and later became Joint Managing Director of their Mid-Cap Structured Finance business. In 2005, he was hired by Deloitte (Manchester) as a corporate finance partner and, after a successful spell, joined HBOS as UK Managing Director Large Corporate in 2008. Tim joined Seneca in 2012 from NorthEdge Capital, where he was a founder partner of the business.

Tim has been a continuous member of the credit and investment committees at Seneca, and has played a key role in the development of Seneca's debt and private equity businesses including the growth capital investments made by the Seneca EIS Portfolio Fund. Tim has been involved in all of Seneca's growth capital EIS investments since joining in 2012.

[5] *see paragraph 6.15 of Part 4*

Seneca Investment Team

Ian Currie, Richard Manley and Tim Murphy are all members of Seneca's management team and investment committee, and will be actively involved in the origination, appraisal and execution of the B Share Pool investments. They will be supported by the following members of Seneca's investment team.

Matt Currie

Matt is an investment director and heads up the growth capital investment team at Seneca. Matt joined Seneca in 2017 from his previous role in the RBS Structured Finance team where he completed 15 Leverage Finance transactions, being primarily mid-market private equity deals. Working alongside regional private equity firms, Matt led deals across the Leisure/ Consumer, TMT, Professional Services, Manufacturing and Infrastructure sectors. Prior to that Matt spent four years with Deloitte, qualifying as a Chartered Accountant and working on both audit and advisory engagements across the North of England. Matt graduated from the University of Manchester in 2010 with a degree in Management with Accounting & Finance and also holds the CFA Investment Management Certificate. Since joining Seneca, Matt has been involved in more than 30 growth capital transactions totalling more than £30 million.

Siobhan Pycroft

Siobhan joined Seneca in 2013 as an original member of Seneca's debt advisory business before joining the Growth Capital team in October 2019 as an Investment Executive. Whilst working in Seneca's advisory business, Siobhan managed a team that advised over 1,000 SMEs relating to finance and an overall debt quantum in excess of £1 billion. Siobhan has assisted on both EIS and VCT transactions.

Siobhan is a graduate of the University of Cambridge and has a law degree with an emphasis on public companies, equity finance and acquisitions.

Victoria Edwards

Prior to joining Seneca in 2021, Victoria worked in a Corporate Finance (M&A) advisory capacity. During her ten years spent working at award-winning North West-based Corporate Finance boutiques, she was involved with mid-market transactions ranging broadly from £5 million to £100 million covering trade disposals, debt refinancing and private equity funded deals in a variety of sectors encompassing chemical distribution, insurance broking and consumer products among others. In addition, Victoria was involved in the private equity and tech angel fund investment activities also offered by these advisory outfits.

Victoria has a degree in Economics (BSc) from The University of York, is an FCA qualified accountant, and as part of her ACA training spent a period of time in Australia working in a specialist division of Deloitte.

Board of Directors

The Board comprises four Directors, all of whom are non-executive and three of whom are independent of the Manager. The management of the Company and the investment decisions in relation to the B Share Pool are delegated to the Manager. However, the Directors retain overall responsibility for the Company's affairs.

John Hustler – Independent non-executive Chair

John joined Peat Marwick, now KPMG, in 1965 and became a Partner in 1983. Since leaving KPMG in 1993 to form Hustler Venture Partners Limited, he has advised and been a director of a number of growing companies. John was appointed to the Board of Octopus Titan VCT plc in November 2007 and served as Chairman of the Board until June 2022. He was also a member of the Council of The Institute of Chartered Accountants in England and Wales and Chairman of its Corporate Finance Faculty from 1997-2000, and was a member of the Council of the British Venture Capital Association from 1989-1991.

Alexander Clarkson – Independent non-executive Director

Alex is Managing Director of Bamburgh Capital. He qualified as a chartered accountant with PricewaterhouseCoopers in 1998, joined Brewin Dolphin Securities in 2000 before becoming co-founder of Zeus Capital in 2003. Alex then went on to co-found Bamburgh Capital in 2011, executing over 20 transactions acting on both the "buy" and "sell" side and raising funding. During this time, Alex was co-founder of Compass BioScience Group Limited and Collbio, two highly acquisitive companies, and became interim CFO of Collbio which undertook an IPO on the London Stock Market within an 18-month period, changing its name to Collagen Solutions.

Richard Manley – Non-executive Director

See page 26.

Richard Roth – Independent non-executive Director and Chair of the Audit Committee

Richard is the Chairman of Oxford Technology 2 Venture Capital Trust Plc, which has recently merged with the 3 other Oxford Technology Venture Capital Trusts, of which he was (and still is) also a director. He is a Chartered Management Accountant and worked in the airline industry for a number of companies including easyJet and the Monarch Group, and was CFO of RoyalJet. He has subsequently had a number of consulting assignments, in particular helping companies determine their strategy, and implementing business improvements. Richard has been a VCT investor for over 20 years. He has invested in a number of small (mainly unquoted) companies and has also advised several potential start-up businesses – mainly travel-related.

Investment Policy

The current investment policy is set out below:

Investment Policy

The Company's objective is to provide Shareholders with an attractive income and capital return by investing its funds in a portfolio of both unquoted and AIM/AQSE quoted UK companies which meet the relevant criteria under the VCT Rules.

The Company will target well managed businesses with strong leadership, that can demonstrate established and proven concepts, and are seeking an injection of growth capital to support their continued development.

At least the minimum required percentage of the Company's assets will be invested in Qualifying Investments as required by the VCT Rules, with the remainder held in cash and money market securities.

Qualifying Investments

Compliance with required rules and regulations is to be considered with all investment decisions made. The Company is further monitored on a continual basis to ensure compliance.

Non-qualifying Investments

An active approach will be taken to manage any cash held, both prior to its investment in Qualifying Companies and to any remaining cash after all investment qualification targets in the VCT Rules have been satisfied. All cash will be invested in accordance with VCT Rules for Non-qualifying Investments. Such Non-qualifying Investments may include liquid AIFs, UCITS or other money market funds.

Risk Management

The Directors control the overall risk of the portfolio by ensuring that the Company has exposure to a diversified range of unquoted and AIM/AQSE quoted companies. In order to limit concentration risk in the portfolio that is derived from any particular investment, at the point of investment or addition to an existing investment no more than 15% of the Company by VCT value will be in any one investment. In addition, investments may also be made by way of loan stock and/or redeemable preference shares as well as ordinary shares to generate income, whilst ensuring compliance with whatever VCT Rules apply at the time.

Borrowing

Whilst the Board does not intend that the Company will borrow funds (other than to manage short term cash requirements), the Company is entitled to do so subject to the aggregate principal amount at the time of borrowing not exceeding 25% of the value of the adjusted capital and reserves of the Company (being, in summary, the aggregate of the issued share capital, plus any amount standing to the credit of the Company's reserves, deducting any distributions declared and intangible assets and adjusting for any variations to the above since the date of the relevant balance sheet).

Changes to the Investment Policy

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

Other Information

Conflicts of Interest

An Interested Party may be involved in other financial, investment or other professional activities which may cause conflicts of interest with the Company. An Interested Party will not be liable to account for any profit made in connection with these activities. For example, and without limitation, an Interested Party may:

- deal or invest in any investment, whether or not for its own account and notwithstanding that similar investments may be held by the Company;
- enter into or be interested in any financial or other transaction with any entity any of whose securities are held by or for the account of the Company;
- allocate investment opportunities among the funds and accounts it manages in accordance with its internal policies; and
- arrange for the Company to acquire investments from or dispose of investments to any Interested Party or any investment fund or account advised or managed by any such person.

In the event of a conflict of interest arising in relation to the above circumstances, or in any other circumstances, and so far as it is within their powers to do so, the Directors will endeavour to ensure that it is resolved fairly and approved by the Independent Board in accordance with the Conflicts Policy as set out in the Manager's compliance manual. To the extent that the Company intends to invest in a company in which another fund managed by the Manager has invested or intends to invest, the investment must be approved by the Independent Board.

When conflicts occur between the Manager and the Company because of other activities and relationships of the Manager, the Manager will ensure that the Company receives fair treatment. Such conflicts will be disclosed to the Company.

Co-Investment Policy

If situations arise where the Company proposes to invest in the same companies as other funds managed or clients advised by Seneca, but at a different time or on different terms, any such proposed investment will require approval from the Independent Board and compliance with the Listing Rules.

Members of the Seneca management team will also be able to invest in the same investments as the Company (as long as such investments are made by those individuals at the same time and on the same terms as the Company). Such investments will need to comply with any restrictions contained in the Listing Rules.

The Board will be responsible for determining the Company's investment policy and will have overall responsibility for the Company's activities. In accordance with the Listing Rules, a material change in the investment policy of the Company will only be effected with the prior approval of Shareholders.

Post-Investment Management

The Manager will monitor each investment in the B Share Pool regularly and will expect to meet with the management of investee companies on a regular basis.

As the values of underlying investments increase, the Manager will monitor opportunities for the Company to realise gains, and make tax-free distributions to Shareholders. Under the Articles, the B Shareholders have no economic rights to the assets in the Ordinary Share Pool and the Ordinary Shareholders have no economic rights over the B Share Pool. Therefore, returns to the B Shareholders will depend upon both the performance of the B Share Pool and also the overall financial position of the Company being sufficient to comply with any conditions to any distributions applied on a Company-wide basis.

Valuation Policy

Investments in AIM and AQSE-quoted shares will be valued at prevailing bid prices in the market, unless it is thought necessary to make any adjustment for illiquidity. All other investments will be valued by those members of the Board who are members of the CAC (in the case of the Ordinary Share Pool), or by the Manager (in the case of the B Share Pool), in each case in accordance with the accounting policies of the Company (which follow the IPEVC Valuation Guidelines). IPEVC Valuation Guidelines apply to investment companies investing in unquoted investments and reporting under Financial Reporting Standards. The underlying principle of Financial Reporting Standards is that investments should be reported at fair value. Fair value is the amount for which an asset could be exchanged between knowledgeable, willing parties in an arm's-length transaction.

The Manager will be responsible for the calculation of the respective NAVs of the Ordinary Shares and the B Shares in accordance with the policies set out above (with the members of the Board who are members of the CAC being responsible for the valuation of the unquoted investments in the Ordinary Share Pool and the Manager being responsible for the valuation of the investments in the B Share Pool). The Company will announce the NAVs per Share of the Ordinary Shares and the B Shares at least quarterly through its annual reports, interim accounts and further Regulatory Information Service announcements.

The calculation of the NAV per Share will only be suspended in circumstances where the underlying data necessary to value the investments of the Company cannot readily, or without undue expenditure, be obtained. Details of any suspension in making such calculations will be announced through a Regulatory Information Service.

Investment Review

The investment portfolio of the B Share Pool and the Ordinary Share Pool as at the date of this document is as follows and includes valuations as at 30 June 2022, being the latest practicable date closest to the date of the Prospectus. All of the investments of the Company are in UK companies.

B Share Pool

Unquoted Investments	Equity held %	Investment at cost £'000	Unrealised profit/(loss) £'000	Carrying value at 30 June 2022 £'000	Movement in the six months to 30 June 2022 £'000
Solascure Limited	<1.0	750	333	1,083	-
Fabacus Holdings Limited	2.0	500	63	563	-
Old St Labs Limited	3.5	500	-	500	-
Silkfred Limited	<1.0	500	-	500	-
Qudini Limited	2.2	500	-	500	-
Bright Network (UK) Limited	1.7	234	47	281	-
Ten80 Group Limited	7.5	400	(400)	-	-
Total unquoted investments		**3,384**	**43**	**3,427**	**-**

Quoted Investments	Shares held	Investment at cost £'000	Unrealised profit/(loss) £'000	Carrying value at 30 June 2022 £'000	Movement in the six months to 30 June 2022 £'000
ProBiotix Health Plc	3,722,445[1]	778	4	782	4
Polarean Imaging Plc	1,644,070	986	(262)	724	(182)
Arecor Therapeutics Plc	188,053	425	177	602	(94)
Aptamer Group Plc	495,726	580	(124)	456	(198)
Poolbeg Pharma Plc	7,550,000	755	(370)	385	(294)
SkinBioTherapeutics Plc	1,857,107	297	65	362	(399)
Celadon Pharmaceuticals Plc	320,956	530	(225)	305	(225)
Gelion Plc	250,492	363	(143)	220	(130)
Verici DX Plc	799,865	280	(104)	176	(104)
Evgen Pharma Plc	5,000,000	400	(230)	170	(80)
OptiBiotix Health Plc[2]	350,000	103	(33)	70	(47)
Abingdon Health Plc	78,250	75	(67)	8	(17)
Total quoted investments		**5,572**	**(1,312)**	**4,260**	**(1,766)**
Total investments		**8,956**	**(1,269)**	**7,687**	**(1,766)**

[1] Includes 194,135 shares received as a dividend in specie on 31 March 2022 ("Dividend Shares") as a result of the spin out and listing on AQSE of the ProBiotix division of B share pool investee company OptiBiotix Health Plc ("OptiBio") as a standalone entity in addition to the 3,528,310 shares subscribed for by the B share pool as part of the same transaction.

[2] The cost of the B share pool's remaining holding in OptiBio at the point of the ProBiotix IPO has been split between the Dividend Shares and the remaining OptiBio shares pro-rata to their respective values on 31 March 2022. As a result, the £140,000 original investment cost of the B share pool's remaining holding in OptiBio has been reduced by the amount allocated to the Dividend Shares of £37,000.

Ordinary Share Pool

Unquoted Investments	Equity held %	Investment at cost £'000	Unrealised profit/(loss) £'000	Carrying value at 30 June 2022 £'000	Movement in the six months to 30 June 2022 £'000
Insense Limited	4.6	509	(388)	121	-
Fuel 3D Technologies Limited	<1.0	299	(181)	118	-
ImmunoBiology Limited	1.2	868	(868)	-	-
OR Productivity Limited	7.9	765	(765)	-	-
Microarray Limited	1.8	132	(132)	-	-
Total unquoted investments		**2,573**	**(2,334)**	**239**	**-**

Quoted Investments	Shares held	Investment at cost £'000	Unrealised profit/(loss) £'000	Carrying value at 30 June 2022 £'000	Movement in the six months to 30 June 2022 £'000
Scancell Holdings Plc	11,000,000	665	738	1,403	(742)
Arecor Therapeutics Plc	223,977	227	491	718	(112)
Total quoted investments		**892**	**1,229**	**2,121**	**(854)**
Total investments		**3,465**	**(1,105)**	**2,360**	**(854)**

The Manager, Management Arrangements and Costs

The Manager and other service providers

Seneca Partners Limited, which is authorised and regulated by the FCA to conduct investment business, is the investment manager of the Company under the terms of an investment management agreement entered into on 9 May 2018 (the "IMA"). Pursuant to the IMA, the Manager is the Alternative Investment Fund Manager of the Company and provides discretionary investment management services to the Company in respect of the investments of the Company. Further to a side letter to the IMA dated 9 May 2018, the Manager agreed that the management of investments in the Ordinary Share Pool is delegated by the Manager back to those members of the Board who are members of CAC for the duration of the IMA, or (if shorter) the period of the existence of the Ordinary Share Pool. The Manager also provides administration services to the Company and further to a side letter to the IMA dated 16 July 2019, also provides management accounting services. In relation to the management and administration services, the Manager is paid an annual management fee of 2% of the net asset value of the B Share Pool and is entitled to an annual fee of £9,000 (plus VAT, if applicable) in relation to the management accounting services with effect from 1 August 2019. These are payable quarterly in arrears, with 75% of the annual management fee being charged to the Company's capital reserves (subject to the Company, after taking advice from the Auditors, determining a different proportion).

The Company is responsible for its normal third-party costs including (without limitation) listing fees, accounting, audit and taxation services, legal fees, company secretarial fees, sponsor fees, registrars' fees, receiving agent fees (other than in relation to the Offer), Directors' fees and other incidental costs.

The Annual Running Costs of the Company are allocated to the Ordinary Share Pool and the B Share Pool pro-rata to their respective net asset values. The Manager has also agreed to cap the Annual Running Costs allocated to the Ordinary Shares at 3% of the net asset value of the Ordinary Share Pool, and the Annual Running Costs allocated to the B Shares, in aggregate with the annual management fee, at 3% of the net asset value of the B Share Pool.

The Manager's appointment continues until terminated by either party giving to the other not less than 12 months' previous written notice at any time after 9 May 2023 (the fifth anniversary of the date of the IMA), subject to earlier termination in certain circumstances. Save for the management of the Ordinary Share Pool as originally delegated back to certain members of the Board under the IMA, the Manager has not delegated, nor will it be delegating, any of its management functions.

The Manager was approved by the FCA with a full-scope UK AIFM permission (as defined in regulation 2 of the AIF Regulations) on 16 June 2022. This full-scope UK AIFM permission means that Seneca can manage assets (including leverage) of greater than €100 million.

The Depositary has been appointed to provide depositary services to the Company as required under the Alternative Investment Fund Managers Directive (Directive 2011/61/EU), transposed into UK law under the European Union (Withdrawal) Act 2018 and whose duties are set out in Fund 3.11 of the FCA Handbook of rules and guidance. Seneca and the Company have entered into an agreement with Thompson Taraz Depositary Limited (a company incorporated in England and Wales with company number 06043483 whose registered office is at C/O Thompson Taraz LLP, 4th Floor, Stanhope House, 47 Park Lane, London, W1K 1PR) to be the depositary for the purposes of the AIF Regulations.

The Depositary is responsible to the Company for monitoring the cash flows of the Company, overseeing the holding of financial assets in custody on behalf of the Company, verifying ownership interests, oversight and supervision of the Manager and the Company and maintaining accurate records in relation to the above as required under the Alternative Investment Fund Managers Directive (Directive 2011/61/EU), transposed into UK law under the European Union (Withdrawal) Act 2018 and as set out in Fund 3.11 of the FCA Handbook of rules and guidance. The Depositary has not delegated any of its safe keeping functions but may do so as permitted under Fund 3.11.28 R of the FCA Handbook of rules and guidance.

The Company's auditors are Hazlewoods LLP and their responsibility is to audit and express an opinion on the Company's financial statements in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting standard applicable in the UK and Republic of Ireland", the fair value rules of CA 2006 and the Statement of Recommended Practice (SORP) "Financial Statements of Investment Trust Companies and Venture Capital Trusts (revised 2019)".

The identity of other services providers of the Company are set out in the section of this Prospectus titled "Information relating to the Company" (on page 15). The Company has not appointed any prime broker.

Without prejudice to any potential right of action in common law that a Shareholder may have to bring a claim against a service provider of the Company, each Shareholder's contractual relationship in respect of its investment in shares in the Company is with the Company only. Therefore, no Shareholder will have any contractual claim against any service provider with respect of such service provider's default pursuant to the terms of the agreement that it has entered into with the Company.

The above is without prejudice to any right a Shareholder may have to bring a claim against an FCA authorised service provider under section 13D of the Financial Services and Markets Act 2000 (which provides that breach of an FCA rule by such service provider is actionable by a private person who suffers loss as a result), or any tortious cause of action. Shareholders who believe they may have a claim under section 13D of the Financial Services and Markets Act 2000, or in tort, against any service provider in connection with their investment in the Company should consult their legal adviser.

Shareholders who are "Eligible Complainants" for the purposes of the FCA "Dispute Resolution: Complaints" rules (natural persons, micro-enterprises and certain charities or trustees of a trust) are able to refer any complaints against FCA authorised service providers to the Financial Ombudsman Service ("FOS") (further details of which are available at www.fscs.org.uk). Additionally, Shareholders may be eligible for compensation under the Financial Services Compensation Scheme ("FSCS") if they have claims against an FCA authorised service provider which is in default. There are limits on the amount of compensation. Further information about the FSCS can be found at www.fscs.org.uk. To determine eligibility in relation to either the FOS or the FSCS, Shareholders should consult the respective websites above and speak to their legal advisers.

Performance Incentive Fees - B Share Pool

As is customary in the venture capital industry and in order to ensure that the interests of the Manager and the B Shareholders are aligned, the Manager is entitled to receive a Performance Incentive Fee on the investments in the B Share Pool if those investments have performed well.

The Performance Incentive Fee is an amount equal to 20% of the Shareholder Proceeds arising in respect of any Performance Period, provided that the payment of such a fee is conditional on (i) a return being generated on the B Share Pool for B Shareholders in respect of that period of more than 5% per annum (pro-rated if that period is less than a year) and (ii) that such a return calculated for the period from the date of the IMA (9 May 2018) to the end of the relevant Performance Period exceeds 5% per annum.

Performance incentive fees in relation to the Ordinary Shares are also potentially payable to past and current members of the CAC (see paragraph 5.5 in Part 4 of this document).

The performance incentive fees will be calculated separately on the Ordinary Shares and the B Shares.

Dividend Policy - B Shares

Generally, under the VCT Rules, a VCT must distribute by way of dividend such amount as to ensure that it retains not more than 15% of its income from shares and securities.

The Company's target is to maintain dividends of at least 3p per annum in relation to the Company's B Shares with an ambition to increase this to c.5% per annum of the B Share NAV by 2023 (subject to B Share Pool investment performance and an intention to also maintain a relatively stable NAV per B Share). The Company also intends to distribute a large proportion of the net profits it receives from realisations in excess of those reasonably required to be retained to support the annual dividend ambitions of the Company by way of special tax-free dividends, subject again to maintaining a relatively stable NAV per B Share. This is intended to provide Investors with an attractive income stream and a relatively stable NAV per B Share, subject to the requirements and best interests of the Company. All distributions are expected to be free of UK income tax to individuals aged 18 or over who acquired their shares within the annual £200,000 limit. The Company's ability to pay dividends is subject to the existence of legislative requirements, available cash reserves and adequate distributable reserves of the Company and, accordingly, no profit forecast should be inferred or implied from such statements. Dividends are variable and not guaranteed.

It should be noted that the VCT Rules apply on a company-wide basis. However, under the Articles, the Company will allocate the economic benefit from the two separate asset pools to the Ordinary Shares or to the B Shares respectively. Therefore, if the Ordinary Share Pool assets produce income from shares and securities, that income will not be shared with the B Shareholders and vice versa.

Share buy-back policy - B Shares

There is likely to be an illiquid market and in such circumstances B Shareholders may find it difficult to sell their Shares in the market. In order to try to improve the liquidity in the B Shares, the Company operates a share buy-back policy. The Company may repurchase B Shares which Shareholders wish to sell, at a discount of no more than 5% to net asset value per B Shares, less transaction costs payable to market makers and stockbrokers. Any purchase of B Shares will be subject to authority from Shareholders, the Listing Rules, having the necessary cash resources and distributable reserves available for the purchase and the Board believing it to be in the best interests of the Company at the relevant time. B Shares bought back by the Company may be cancelled or held in treasury for later sale in the market. B Shares which have not been held for five years before disposal will no longer qualify for income tax relief and, therefore, any upfront income tax reliefs obtained on subscription will be subject to clawback by HMRC. Shareholders should seek professional advice in relation to any disposal of Shares. The Company has an authority to buy back up to 14.99% of the issued B Share capital of the Company. Otherwise, there are no redemption rights in respect of the Company's shares.

Reporting to Shareholders

The Directors believe that communication with Shareholders is important. In addition to announcements being released through a Regulatory Information Service, Shareholders will receive a copy of the Company's annual report and accounts (expected to be published by April each year) and a copy of the Company's interim results (expected to be published by September each year).

The Board is looking to reduce the cost and environmental impact of production and circulation of Shareholder documents where practical. As a result of an increasing number of Shareholders expressing an interest in accessing annual and half-yearly reports electronically, the Company introduced a process for electronic communications. During the application process Investors can request that hard copies of the annual and half-yearly reports are posted to them as detailed in the Application. Otherwise, an email or a letter will be sent to Shareholders to notify them that such documents are available for download on the Company's website, which will reduce the number of documents printed and sent by post.

Corporate Governance

The UK Corporate Governance Code published by the Financial Reporting Council in July 2018 (the "Code") applies to the Company. The section in the Code headed "Application" acknowledges externally managed investment companies (which typically have a different board and company structure) may wish to use the AIC Code to meet their obligations under the Code. The Board considers that reporting against the principles and recommendations of the AIC Code will provide better information to Shareholders.

Accordingly, the Company has complied with, and will continue to apply the recommendations of the AIC Code and the relevant provisions of the Code save that (i) new Directors do not receive a formal induction on joining the Board, although they do receive one tailored to them on an individual basis, (ii) the Company does not have a chief executive officer or a senior independent Director (although the Chair is an independent director), (iii) the Company does not have an internal audit function at this time as the Directors do not consider that an internal audit would be an appropriate control for this VCT (although the Company has conducted a formal review as to whether there is a need for such a function); (iv) as all the Directors are non-executive, it is not considered appropriate to appoint a remuneration committee; and (v) the Company does not have a nomination committee (as these matters are dealt with by the Board).

In light of the responsibilities retained by the Board and the audit committee and of the responsibilities delegated to the company secretary, the Company has not appointed a chief executive, deputy chairman or a senior independent non-executive director.

ISCA Administration Services Limited acts as the Corporate Secretary of Seneca Growth Capital VCT Plc.

Status of the Company

The Company is unregulated, although as a VCT, the Company needs to meet a number of conditions set out in tax legislation in order for tax reliefs to apply.

Taxation and HMRC approval

The Directors intend to manage the Company's affairs in order that it continues to comply with the legislation applicable to VCTs. In this regard, Shoosmiths LLP has been appointed to advise on tax matters generally and, in particular, on VCT status. HMRC granted the Company approval as a VCT, and Shoosmiths LLP will assist the Manager (but report directly to the Board) in monitoring VCT status and maintaining full approval.

Life of the Fund

It is intended that the Company should have an unlimited life, but also that Shareholders should have the opportunity to review the future of the Company at appropriate intervals.

In order, therefore, for the future of the Company to be considered by the Shareholders, the Articles contain a provision requiring the Directors at the annual general meeting falling after the fifth anniversary of the last allotment of Shares in the Company (and at five yearly intervals thereafter) to propose an ordinary resolution that the Company shall continue in being as a venture capital trust. If that resolution is not passed, the Directors will be required to call a general meeting where a special resolution for the re-organisation or reconstruction of the Company would be proposed, and if not passed, a special resolution requiring the Company to be wound-up voluntarily. If neither of these special resolutions are passed, the Company will continue as a venture capital trust.

Use of leverage

There are no restrictions on the type or source of leverage that the Company is permitted to incur. However, the Articles restrict any borrowings to a maximum of 25% of the aggregate of (i) the amount paid up (or credited as paid up) on the allotted or issued share capital of the Company and (ii) the amount standing to the credit of the reserves, whether or not distributable, after adding or deducting any balance standing to the credit or debit of the profit and loss account, as adjusted in accordance with the Articles. As the Company does not intend to borrow funds (other than to manage short term cash requirements), there are no specific risks for the Company associated with the use of leverage.

Costs of the Offer, Annual Fees, Expenses and Offer Price

Costs of the Offer

Promoter Fee

For its role as promoter of the Offer, the Manager will charge the Company a Promoter Fee of 5.5% of the monies subscribed (and, where any Adviser Charge is being facilitated by the Company on behalf of the Investor, or is being paid directly by an Investor, a Promoter Fee of 3% of the monies subscribed will be charged to the Company by the Manager (which includes the amount of any Adviser Charge where relevant), plus in each case VAT, if applicable). Out of its fees, the Manager (not the Investors) will be responsible for paying all of the costs of the Offer including initial and trail commission (as described under the paragraph headed "Commission" below) to intermediaries (where permitted).

The number of B Shares to be issued under the Offer will be determined by the "blended" issue cost. Applicants will have a different issue cost attributable to their Application for Offer Shares under the Offer depending on the level of Promoter Fee and Adviser Charges agreed with their financial adviser, or any commission which is permitted to be paid to financial intermediaries, in all cases adjusted for any early or loyalty discount. The Manager has also agreed to reduce the Promoter Fee in respect of Applications accepted under the Offer by an amount equal to any Loyalty Investment Incentive or Early Investment Incentive discount applicable in relation to an Application. The Manager may further agree to waive any part of its fee in respect of any specific Investors or group of Investors for the benefit of such Investors. The benefit of any investment incentive discount or any waiver will be applied to reduce the costs applied to those Investors by an equivalent amount, thereby increasing the number of Offer Shares to be allotted to such Investors.

Any initial or trail commissions payable in relation to the Offer (see the section "Commission" on page 39) will be payable by the Manager out of its Promoter Fee.

Income tax relief is available on the total application amount for Offer Shares (including the amounts used to pay any Adviser Charge to be facilitated by the Company and the Promoter Fee), subject to VCT Rules, personal circumstances and changes in the availability of tax reliefs.

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

Adviser Charge

Commission is generally not permitted to be paid to authorised financial advisers who provide a personal recommendation to UK retail clients on investments in VCTs. Instead of commission being paid by the Company, a fee will usually be agreed between the adviser and the Investor for the advice and related services ("Adviser Charge"). This fee can either be paid directly by the Investor to the intermediary or, if it is a one-off fee, and does not exceed an amount equal to 4.5% of the monies subscribed to the Company with an Investor's Application, may be made by the Company. If the payment of the Adviser Charge is to be made by the Company on behalf of the Investor, then the Investor's financial adviser is required to specify the amount of the charge in the Application.

Commission

Commission is permitted to be paid to intermediaries under FCA rules in respect of execution only clients (where no advice or personal recommendation has been provided). Such intermediaries who, acting on behalf of their clients, complete valid Applications including their FCA number will usually receive an initial commission of 2.5% of the monies subscribed by their clients under the Offer and no trail commission, or 2% of the monies subscribed by their clients under the Offer and provided that the intermediary continues to act for the Investor and the Investor continues to be the beneficial owner of the Offer Shares, and subject to applicable laws and regulations, an annual trail commission of up to 0.5% of the NAV per Offer Share. This annual trail commission will be payable until the earlier of (i) the fourth anniversary of the closing of the Offer and (ii) the IMA between the Company and the Manager being terminated. Initial and trail commission will be payable by the Manager out of its Promoter Fee.

Other Fees

Transaction Fees

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

Annual Fees/Expenses And Annual Running Costs

Under the terms of the IMA, the Manager and the Company agreed that the Ordinary Share Pool and the B Share Pool will be allocated their share of the Company's Annual Running Costs (pro-rata to the net asset value of the respective share pool) and capped at 3% of the respective net asset value of each share pool. In each case the Manager will indemnify the Company for costs in excess of the 3% cost cap.

Each of the Directors, including the Chair, is paid an annual fee of £15,000 inclusive of all expenses, with the exception of Richard Roth who is paid £20,000 per annum inclusive of all expenses to reflect additional responsibilities performed by him in respect of his role as Chair of the Audit Committee. Directors' fees, in aggregate, will not exceed £75,000 per annum without Shareholder approval.

Unless otherwise agreed by the Manager and the Company, all costs and expenses (including any VAT) incurred by the Manager in the proper performance of its duties under the IMA will be borne by the Company.

Details of the Offer

It is proposed to raise up to £20 million by means of the Offer, being the principal offer of £10 million and the over-allotment facility of a further £10 million which may be utilised at the Board's discretion where it believes it is in the best interests of the Company to do so. Subscription amounts are payable in full, by debit card, electronic bank transfer, or standing order for monthly investments, on subscription. In some limited circumstances (such as accessibility issues) payment by cheque at least 10 days before any closing dates may also be possible. The subscription for the Offer will open on 26 August 2022 and in the case of the Offer for the 2022/2023 tax year is expected to close no later than 5.00 p.m. on 5 April 2023, with all subscription monies to be received in full in cash (cleared funds) by noon on 4 April 2023, and in the case of the Offer for the 2023/24 tax year no later than 5.00 p.m. on 18 August 2023, with all subscription monies to be received in full in cash (cleared funds) by noon on 17 August 2023 (unless, in either case, the Offer has been fully subscribed by an earlier date or earlier at the discretion of the Directors).

The Offer is not underwritten. The maximum net proceeds of the Offer, assuming full subscription (with the over-allotment facility fully utilised) with all applications received through intermediaries offering financial advice (with the full amount of Early Investment Incentive and Loyalty Investment Incentive with a Promoter Fee of 1.5% applying to all subscriptions), is expected to be £19.7 million. The Company will pay the Manager a Promoter Fee on the value of accepted applications for Offer Shares under the Offer (to be capped at an aggregate amount of £600,000). The profile of a typical Investor is a UK tax resident individual who seeks a venture capital strategy with a focus on the payment of regular dividends from realisations of growth capital investments with sufficient income and capital available to be able to commit an investment in the Company for at least five years and who is attracted by the income tax relief available for a VCT investment.

Applications will be accepted on a "first come, first served" basis, subject always to the discretion of the Directors. If the Offer is over-subscribed (or over-subscribed after use of the over-allotment facility), an Applicant's Application may be rejected or may be accepted for an amount lower than that actually applied for. In these cases, the amount paid on application, or the balance, will be returned, without interest, by bank transfer or cheque sent through the post at the Applicant's risk to the address stated in the Applicant's Application. Investors are, therefore, encouraged to submit their Applications early in order to be confident that their subscriptions will be successful. Multiple Applications are permitted.

The minimum application level for a one-off investment under the Offer is £3,000. For Applicants choosing to invest through regular contributions, the minimum monthly investment amount is £500. The maximum aggregate investment in all VCTs in any one tax year on which tax relief is available is £200,000 per Investor (spouses have separate limits and, therefore, together can invest up to £400,000 in aggregate in each tax year).

The Offer may not be withdrawn after dealings in the Offer Shares have commenced.

The full Terms and Conditions of application are set out in Part 6 of this document. To make an Application please visit seneca.nevilleregistrars.co.uk and follow the on screen instructions or, in limited circumstances for the purposes of accessibility, a physical Application form can be downloaded from our website at www.senecavct.co.uk/current-offer.

The Pricing of the Offer

The number of Offer Shares to be issued to each Applicant will be calculated based on the following Pricing Formula (rounded down to the nearest whole Offer Share):

$$\text{Number of Offer Shares} = \left[\text{Amount remitted with Application, less: (i) Adviser Charge to be facilitated (if any); and (ii) Promoter Fee}^{6}\right] \div \left[\text{Latest published NAV per B Share}^{7}\right]$$

The Manager has agreed to reduce its Promoter Fee in respect of Applications accepted under the Offer by an amount equal to any Loyalty Investment Incentive and/or the Early Investment Incentive applicable in relation to an Application. The Manager may further agree to waive any part of its Promoter Fee in respect of any specific Investors or group of Investors for the benefit of such Investors. The benefit of any incentive discount on the Promoter Fee or any waiver of all or part of the Promoter Fee, or the waiver of any commissions by financial intermediaries, will be applied to reduce the costs applied to the relevant Investor, thereby increasing the number of Offer Shares to be allotted to such Investor.

Illustrative examples
(based on an application amount under the Offer of £10,000 and an illustrative NAV per Offer Share of 87.5p)

(i)	Adviser Charge to be facilitated = £nil Promoter Fee (direct Applicant) of 5.5% = £550 Number of Offer Shares = (10,000 – 0 – 550) ÷ 0.875 = 10,800
(ii)	Adviser Charge to be facilitated = £nil Promoter Fee (Execution-only Transaction) of 5.5% (5.5% with 2.5% financial intermediary commission paid) = £550 Number of Offer Shares = (10,000 – 0 – 550) ÷ 0.875 = 10,800
(iii)	Adviser Charge to be facilitated = £nil Promoter Fee (Execution-only Transaction) of 3% (5.5% with 2.5% financial intermediary commission waived) = £300 Number of Offer Shares = (10,000 – 0 – 300) ÷ 0.875 = 11,085
(iv)	Adviser Charge to be facilitated = £nil Promoter Fee (Execution-only Transaction with both Early Investment Incentive and Loyalty Investment Incentive applied) of 1.5% (5.5% with 2.5% financial intermediary commission waived and with the Early Investment Incentive of 1% and Loyalty Investment Incentive of 0.5%) = £150 Number of Offer Shares = (10,000 – 0 – 150) ÷ 0.875 = 11,257
(v)	Adviser Charge to be facilitated = £300 Promoter Fee (advised) of 3% = £300 Number of Offer Shares = (10,000 – 300 – 300) ÷ 0.875 = 10,742

It should be noted that the example Adviser Charges set out above have been provided to illustrate the pricing of the Offers and should not be considered as a recommendation as to the appropriate levels of Adviser Charges.

[6] less any reduction for Loyalty Investment Incentive and/or the Early Investment Incentive and/or commission waived by financial intermediaries (where applicable)

[7] The latest published NAV per B Share will be adjusted for any dividends declared that are ex-dividend but not yet paid, as appropriate.

The Offer Price applying in respect of an Investor, therefore, varies according to the applicable NAV per Offer Share used in the Pricing Formula, whether or not the Investor is eligible for the Loyalty Investment Incentive and/or Early Investment Incentive discount and whether any commission or Adviser Charge is to be payable from the monies provided with the Application.

Income tax relief should be available on the total amount remitted, subject to VCT regulations and personal circumstances, which in each of the above examples would be £3,000 (£10,000 at 30%).

Allotment, Dealings and Settlement

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

It is expected that the Admission of Offer Shares will become effective, and that trading in those Shares will commence, within ten Business Days of their allotment.

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

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

Part Two

Taxation Considerations for Investors 44

Taxation Considerations for Investors

1. Individual Shareholders

The following is a summary of the tax benefits available to VCTs and their individual shareholders who are either Qualifying Subscribers or Qualifying Purchasers.

The tax treatment of Investors in VCTs will depend on their individual circumstances. Investors who are in any doubt as to their tax position are recommended to take professional advice.

A number of tax benefits are available to individuals, aged 18 or over, who invest in shares in a VCT. The tax benefits available to those individuals are different, depending on whether the individual subscribes for shares or acquires shares otherwise than by way of subscription. There is also a limit (the Qualifying Limit) on the amount which, in any tax year, an individual may invest in VCTs which will qualify for any tax benefits. The current limit is £200,000 in any one tax year. Spouses have separate limits and each, therefore, has an annual limit of £200,000 meaning that together spouses may invest up to £400,000 per tax year in aggregate.

Investments in VCTs in excess of the Qualifying Limit will not be eligible for any tax benefits.

Set out below is a summary of the tax benefits available to Qualifying Subscribers and Qualifying Purchasers.

2. Qualifying Subscribers (not Qualifying Purchasers)

The tax relief is available on aggregate investments in VCTs of up to £200,000 in any one tax year. Where advantage is taken of this relief, a Qualifying Subscriber will be able to obtain total initial tax relief of up to 30% of the amount of his investment, as shown in the table below.

Maximum effect of initial tax relief

	No VCT tax relief	30% income tax relief
Initial investment	£10,000	£10,000
30% income tax relief	-	(£3,000)
Effective current cost of the investment	£10,000	£7,000

Relief from income tax, which will be available in the year of subscription, cannot exceed the amount which reduces the income tax liability of the Qualifying Subscriber in that year to nil. Relief may not be available if there is a loan linked with the investment.

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

With effect from 6 April 2014 income tax relief is not available in respect of a subscription for shares in a VCT where the investor has sold shares in that VCT and the sale was conditional upon the subscription, or the subscription was conditional upon the sale, or the subscription was made within six months of the sale (before or after). This will also have effect in relation to a subscription for shares in a VCT which is deemed to be a successor or predecessor of the VCT because there has been a merger of VCTs, or a restructuring of a group of companies of which the VCT is a member, where it is known at the time of the subscription for shares that the VCTs intend to merge. The measure will not affect subscriptions for shares where the monies being subscribed represent dividends which the investor has elected to reinvest.

3. Qualifying Subscribers and Qualifying Purchasers

The reliefs below are only available on investments (whether acquired by subscription or otherwise) up to a maximum of £200,000 in VCTs in any one tax year for investors who are at least 18 years of age.

3.1 Exemption from capital gains tax

Any gain or loss accruing to Qualifying Subscribers or Qualifying Purchasers on a disposal of shares in a company which was a VCT at the time he, or she, acquired the shares, and remained a VCT throughout his, or her, period of ownership, will neither be a chargeable gain, nor an allowable loss, for the purposes of capital gains tax.

3.2 Exempt dividend income

Dividend income will be exempt from tax. No tax credits will be repayable in respect of dividends paid.

3.3 Procedure for obtaining income tax reliefs available to Qualifying Subscribers

All Qualifying Subscribers will automatically be provided with certificates enabling them to claim income tax relief. The certificate will specify details of the shareholder, the date on which the shares were issued and the amount paid for the shares, and also will certify that the shares have been issued to a Qualifying Subscriber, and that certain other conditions are met to the best of the VCT's knowledge and belief. The relief may not be available unless the Qualifying Subscriber holds such a certificate.

The Investor may use the certificate to claim income tax relief either by obtaining from HMRC an adjustment to his tax coding under the PAYE system or by waiting until the end of the tax year and using a Self Assessment Tax Return to claim the relief.

Dividends received on shares acquired in VCTs up to the qualifying maximum value of £200,000 per tax year need not be shown in the investor's Self Assessment Tax Return.

4. Loss of VCT Status

The following is a summary of the tax consequences for VCTs and their shareholders resulting from a loss of VCT status.

4.1 VCTs

Exemption from corporation tax on chargeable gains will not be available in relation to any gain realised after the VCT status is lost (and on any gain realised by the VCT if approval is deemed never to have been given).

4.2 Qualifying Subscribers

Income tax relief on investment

Where VCT approval is treated as never having been given, or where it is withdrawn before the shares have been held for five years, the relief will be withdrawn in full, and the Qualifying Subscriber will be assessed to tax in the tax year in which the relief was given on an amount equal to that relief. Interest on overdue tax may arise.

4.3 Qualifying Subscribers and Qualifying Purchasers

4.3.1 Exempt dividend income

Dividend income will not be exempt from tax if the dividend is paid in respect of profits or gains arising or accruing in any accounting period in which the VCT is not approved as such.

4.3.2 Exemption from capital gains

Where VCT approval is treated as never having been given, any gains and losses arising on a disposal of shares in the VCT will be taxable and allowable in the ordinary way. Where VCT approval is withdrawn at any time (whether or not the shares have been held for five years), the Qualifying Subscriber or the Qualifying Purchaser will be treated as having disposed of his shares immediately before the VCT ceased to be approved, for an amount equal to their market value at that time, and as having immediately reacquired them at that value. Thus, any capital gain/loss up to that date will be exempt from tax, but any gains/losses arising after that date will be taxable in the ordinary way.

This page is intentionally blank

Part Three

Taxation of the Company 48

Taxation of the Company

Qualifying as a VCT

1. In order to qualify as a VCT, a company must satisfy the following conditions in each accounting period:

   i. it must be approved as a VCT by HMRC;

   ii. it must not be a close company;

   iii. throughout the period, each class of its ordinary share capital has been quoted on a regulated market in the UK or EU;

   iv. it must derive its income in the period wholly or mainly from shares or securities;

   v. it must have at least 80% by VCT value of its investments throughout the period in newly issued shares or securities (where the securities are not redeemable within five years of issue) comprised in Qualifying Holdings. At least 70% by value of those Qualifying Holdings must be in shares which carry no preferential rights to assets on a winding-up nor any rights to be redeemed, although they may have certain preferential rights to dividends;

   vi. for share issues after 31 December 2018 it must invest at least 30% of new funds raised in Qualifying Holdings by the anniversary of the end of the accounting period in which the funds were raised;

   vii. it must have at least 10% by VCT value of each of its investments in any Qualifying Company in ordinary shares which carry no preferential rights;

   viii. it must not invest more than 15% by VCT value (at the point of investment or addition to an existing investment) in a single company or group (other than a VCT, or other similar company);

   ix. it must generally not retain more than 15% of the income which it derives from shares and securities in the period;

   x. it must not make an investment in a company which causes that company to receive more than £5 million (£10 million for Knowledge Intensive Companies) of State Aid investment (including from VCTs) in the twelve months ending on the date of the investment.;

   xi. it must not return capital to shareholders before the third anniversary of the end of the accounting period during which the subscription for shares occurs;

   xii. it must not make an investment in a company which causes that company to receive more than £12 million (£20 million if the company is deemed to be a Knowledge Intensive Company) of State Aid investment (including from VCTs) over the company's lifetime;

   xiii. it must not make an investment in a company whose first commercial sale was more than seven years prior to the date of investment (ten years where the company is deemed to be a Knowledge Intensive Company), except where previous Risk Finance State Aid was received by the company within those seven years (ten years where the company is deemed to be a Knowledge Intensive Company) or where the company is entering a new market and a turnover test is satisfied;

   xiv. no funds received from an investment into a company can be used to acquire another existing business or trade; and

   xv. the VCT must not make a Non-qualifying Investment other than those specified in section 274 ITA 2007.

2. In order, however, to facilitate the launch of VCTs, there is a relaxation of some of these tests during the Company's first and, in the case of the test referred to in paragraph 1(v) above, up to the beginning of the accounting period in which the third anniversary of the issue of shares falls (see below under the heading, "Approval as a VCT").

Qualifying Holdings

3. A Qualifying Holding consists of shares in, or securities of, a Qualifying Company (see below under heading "Qualifying Companies" for further details). A Qualifying Company must:

   i. be unquoted (which will, in the case of a company which was unquoted at the time of the VCT's investment, be deemed to be the case for a further five years after the company ceases to be unquoted). Companies whose shares are traded on AIM or AQSE are treated as unquoted;

   ii. have gross assets of £15 million or less immediately pre-investment and £16 million or less immediately post investment (in the case of companies which have Qualifying Subsidiaries (see below), the test is applied on a group basis);

   iii. have a permanent establishment in the UK;

   iv. not be able to control (whether on its own or together with a connected person) any company which is not a Qualifying Subsidiary;

   v. not be controlled by another company (on its own or together with connected persons);

   vi. have fewer than 250 employees immediately pre-investment (500 for a Knowledge Intensive Company); and

   vii. not have any property managing subsidiaries which do not fall into the definition of relevant Qualifying Subsidiaries (see below).

   The company's first commercial sale must be no more than seven years before the VCT's investment (ten years for a Knowledge Intensive Company) prior to the date of investment, except where previous Risk Finance State Aid was received by the company within those seven years or where the company is entering a new market and a turnover test is satisfied. Funds received from an investment by a VCT cannot be used to acquire another existing business or trade.

   Qualifying Investments are limited to aggregate investments of £5 million in the twelve months ending on the date of the investment (£10 million for a Knowledge Intensive Company) and £12 million in total (£20 million for a Knowledge Intensive Company).

Qualifying Companies

4. A Qualifying Company is a company which exists to carry on one or more Qualifying Trades (see below) or is the parent of a trading group, where each of its subsidiaries is a Qualifying Subsidiary and the group as a whole is not engaged in non-qualifying activities (see below).

5. For the purposes of the Qualifying Holdings test in paragraph 3(iv) above, a subsidiary will be a relevant Qualifying Subsidiary if at least 90% of its issued share capital and its voting power is directly owned by the Qualifying Company or by a wholly owned Qualifying Subsidiary. A relevant Qualifying Subsidiary can also be a wholly owned subsidiary of a 90% owned subsidiary. Certain other tests as to the distribution of the subsidiary's profits and assets on a winding-up must also be satisfied.

6. In the case of the Qualifying Holdings test in paragraph 3(iv) above, a subsidiary will be a Qualifying Subsidiary if the majority of its issued share capital is owned by the Qualifying Company and the other tests are also satisfied.

7. A trade will be a Qualifying Trade only if it does not to a substantial extent include non-qualifying activities (non-qualifying activities include dealing in land or shares, providing financial services or activities which are largely land-based, such as farming, hotels and nursing homes). In the case of a company which is preparing to carry on a Qualifying Trade, the Qualifying Trade must begin within two years of the issue to the VCT of the shares or securities, and must continue thereafter.

8. The risk-to-capital condition introduced in the Finance Act 2018 requires that the Qualifying Company has long term growth plans and that the investment made by the VCT is at risk.

Approval as a VCT

9. A VCT must be approved as such at all times by HMRC. Approval has effect from the time specified in the approval, which cannot be earlier than the time at which the application for approval is made.

10. A VCT cannot be approved until the relevant tests (see above under the heading, "Qualifying as a VCT") have been satisfied throughout the most recent complete accounting period of the VCT and HMRC is satisfied that the tests will be satisfied in relation to the accounting period of the VCT which is current at the time the application is made.

11. However, in order to facilitate the launch of VCTs, HMRC may grant provisional approval to a VCT, notwithstanding that not all the relevant tests are satisfied at the time of the application, provided that HMRC is satisfied that the tests will be satisfied within a certain period. In particular, HMRC may grant provisional approval if it is satisfied that:

    i. the relevant tests in paragraphs 1(iii), 1(iv), and 1(vii) to 1(ix) under the heading, "Qualifying as a VCT" above will either be satisfied in the accounting period current when the application for approval is made or the following accounting period;

    ii. the relevant test in paragraphs 1(v) under the heading, "Qualifying as a VCT" above, will be satisfied in relation to any accounting period beginning not more than three years after the time when approval is given, or if earlier, when it has effect; and

    iii. the relevant tests in paragraphs 1(ii) to 1(xiv) under the heading, "Qualifying as a VCT" above, will continue to be satisfied in all subsequent accounting periods.

12. The Company has been granted approval as a VCT effective from admission of the Ordinary Shares to the Official List and to trading on the main market of the London Stock Exchange. The Company has received confirmation from HMRC that the B Shares are also regarded as eligible shares.

Withdrawal of approval

13. Approval as a VCT may be withdrawn by HMRC if the relevant tests (see above under the heading, "Approval as a VCT") are not satisfied. Withdrawal of approval generally has effect from the time when notice of withdrawal is given to the VCT but, in relation to capital gains of the VCT only, can be backdated to not earlier than the first day of the accounting period commencing immediately after the last accounting period of the VCT in which all the tests were satisfied. The actions proposed to be taken by the Company in the case of a withdrawal of approval will be announced through a regulatory information service.

Where provisional approval is withdrawn, approval is deemed to have never been given. The taxation consequences of approval being deemed to have never been given are set out above under the heading "Loss of VCT status".

Part Four

Additional Information 52

Additional Information

1. The Company

1.1 The Company was incorporated and registered in England and Wales on 22 May 2001 under the name BioScience VCT plc with registered number 04221489 as a public company limited by shares under the CA 1985. On 26 April 2006 the name of the Company was changed to Hygea vct plc and on 23 August 2018 to Seneca Growth Capital VCT Plc. The principal legislation under which the Company operates (and under which the B Shares have been created) is the CA 2006 and the regulations made thereunder. By virtue of the fact the Company is a VCT it will be subject to the regulations of HMRC, the CA 2006, the FCA and other relevant regulations and legislation.

1.2 On 8 October 2001 the Registrar of Companies issued the Company with a trading certificate under section 117 of the CA 1985 (now section 761 of CA 2006) entitling it to commence business.

1.3 The Company is domiciled in England and its registered office, and its principal place of business, is at 9 The Parks, Haydock, WA12 0JQ. The telephone number of the Company is 01942 271746.

1.4 An Investor will acquire shares in the Company and accordingly, any disputes between an Investor and the Company will be resolved by the courts of England and Wales in accordance with English law and having regard to the Company's Articles of Association which constitute an agreement between the Company and its Shareholders. A Shareholder shall have no direct legal or beneficial interest in the assets of the Company. The liability of Shareholders for the debts and other obligations of the Company is limited to the amount unpaid, if any, on the shares held by them.

1.5 Under English law, the following types of claim may in certain circumstances be brought against a company by its shareholders: contractual claims under its articles of association; claims in misrepresentation in respect of statements made in its prospectus and other marketing documents; unfair prejudice claims; and derivative actions. In the event that a Shareholder considers that it may have a claim against the Company in connection with its investment in the Company, such Shareholder should consult its own legal advisers.The Company revoked its status as an investment company under section 266 of the CA 1985 (now section 833 of CA 2006) on 21 January 2010.

1.6 In any proceedings taken in England and Wales for the enforcement of a judgment obtained against the Company in the relevant courts of a foreign jurisdiction (a "Foreign Judgment") the Foreign Judgment should be recognised and enforced by the courts of England and Wales save that to enforce such a Foreign Judgment in England and Wales it would be necessary to obtain an order of the courts of England and Wales. Such order should be granted on proper proof of the Foreign Judgment without any re-trial or examination of the merits of the case subject to the following qualifications: (i) that the foreign court had jurisdiction, according to the laws of England and Wales; (ii) that the Foreign Judgment was not obtained by fraud; (iii) that the Foreign Judgment is not contrary to public policy or natural justice as understood in English law; (iv) that the Foreign Judgment is final and conclusive; (v) that the Foreign Judgment is for a definite sum of money; and (vi) that the procedural rules of the court giving the Foreign Judgment have been observed.

1.7 The Company does not have (and has not had since incorporation) any subsidiaries and it neither owns nor occupies any premises. The Company does not have (and has not had in the Reporting Period) any employees.

1.8 The Company revoked its status as an investment company under section 266 of the CA 1985 (now section 833 of CA 2006) on 21 January 2010.

1.9 The Company is not regulated to conduct investment business under the FSMA, and is neither regulated nor authorised by any particular regulatory authority. The Company has been granted approval as a VCT under section 274 of ITA 2007 and the Directors have managed and intend to manage the affairs of the Company in such a manner so as to comply with section 274 of ITA. The Company, as a company whose shares are admitted to the Official List, is subject to the Listing Rules and the Disclosure and Transparency Rules.

1.10 The Company's auditors are Hazlewoods LLP of Staverton Court, Staverton, Cheltenham, GL51 0UX. Hazlewoods LLP is registered with the Institute of Chartered Accountants of England and Wales to carry out audit work.

1.11 The shares of the Company are listed and traded on the London Stock Exchange. Any changes which impact its liquidity would be disclosed by RNS and on the Company's website.

1.12 The risk profile and risk management systems employed by the Investment Manager, and any changes thereto, are and will continue to be disclosed in the Company's annual and interim financial statements, a link to which is (and will continue to be) made available by RNS and on the Company's website.

1.13 The detailed information in relation to the use of leverage by the Company is disclosed on page 38 above. Any changes to the Company's policy would be disclosed by RNS and on the Company's website.

2. Share capital

2.1 As at 22 August 2022, being the latest practicable date prior to the publication of this document, the issued share capital of the Company was 8,115,376 Ordinary Shares and 17,570,989 B Shares, each with a nominal value of 1 pence each.

Ordinary Shares

ISIN	GB0031256109
SEDOL code	3125610

B Shares

ISIN	GB00BG13MH08
SEDOL code	BG13MH0

The LEI of the Company is 213800VP9N3LOQZ22441.

The B Shares to be issued pursuant to the Offer will rank pari passu in all respects with the existing B Shares. The B Shares will be in registered form and temporary documents of title will not be issued.

2.2 At close of the Offer, assuming the maximum subscription is raised and the Offer is not increased, Existing Shareholders will hold approximately 53% of the enlarged issued share capital of the Company.

2.3 Save for Mr and Mrs Ian William Currie (who hold in aggregate 891,118 Shares constituting 3.5% of the issued share capital of the Company), the Company has not been informed of any single Shareholder who currently holds more than 3% of the Company's Ordinary Shares or B Shares nor is the Company directly or indirectly under the control of any person nor, to the Company's knowledge, are there any arrangements in place, the operation of which may result in a change of control of the Company.

2.4 No share or loan capital of the Company is under option or has been agreed, conditionally or unconditionally, to be put under option. No shares of the Company represent anything other than capital. No shares of the Company are held by or on behalf of the Company itself. There are no convertible securities, exchangeable securities or securities with warrants attached to them currently in issue by the Company.

2.5 Shareholder authority for the Company to create, allot and issue new B Shares was obtained by the passing of the following ordinary and special resolutions at its annual general meeting held on 27 April 2022:

2.5.1 in addition to existing authorities, the Directors were generally and unconditionally authorised in accordance with section 551 of the CA 2006 to exercise all the powers of the Company to allot:

2.5.1.1 B Shares up to an aggregate nominal amount of £350,000 in connection with offer(s) for subscription;

2.5.1.2 B Shares for cash and otherwise than pursuant to the authority set out in paragraph 2.5.1.1 above, up to an aggregate nominal amount of £80,000;

2.5.1.3 Ordinary Shares for cash, up to an aggregate nominal amount of £4,058;

provided that such authority is to expire at the later of the conclusion of the Company's annual general meeting next following the passing of this resolution and the expiry of 15 months from the passing of this resolution (unless previously revoked, varied or extended by the Company in a general meeting) but so that such authority shall allow the Company to make offers or agreements before the expiry thereof which would or might require relevant securities to be allotted after the expiry of such authority and the Directors shall be entitled to allot shares pursuant to any such offers or agreements as if the authority conferred by this resolution had not expired;

2.5.2 in addition to existing authorities, the Directors pursuant to section 570(1) of the CA 2006 were empowered to allot or make offers or agreements to allot equity securities (as defined in section 560(1) of the CA 2006) for cash pursuant to the authority referred to in the resolution in paragraph 2.5.1 above as if section 561(1) of the CA 2006 did not apply to any such allotments and so that:

2.5.2.1 reference to allotment in that resolution shall be construed in accordance with section 560(2) of the CA 2006; and

2.5.2.2 the power conferred by such resolution shall enable the Company to make any offer or agreement before the expiry of the said power which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding the expiry of such power

and this power, unless previously varied, revoked or renewed, shall come to an end at the conclusion of the annual general meeting of the Company next following the passing of this resolution or, if earlier, on the expiry of 15 months from the passing of this resolution.

2.6 The Company will be subject to the continuing obligations of the FCA and the London Stock Exchange with regard to the issue of securities for cash and the provisions of section 561 of the 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 share capital of the Company which is not subject to the disapplications referred to in sub-paragraph 2.5.2 above.

3. Articles of the Company

3.1 The object of the Company is to carry on business as a general commercial company and the business of a venture capital trust company. The liability of members is limited.

3.2 The articles contain provisions to the following effect:

3.2.1 Voting Rights

Subject to any disenfranchisement as provided in paragraph 3.2.5 below each Ordinary Share and B Share shall carry the right to receive notice of or to attend or vote at any general meeting of the Company and on a show of hands every holder of Shares present in person (or being a corporation, present by authorised representative) shall have one vote and, on a poll, every holder of Shares who is present in person or by proxy shall have one vote for every Share of which he is the holder. The Shares shall rank pari passu as to rights to attend and vote at any general meeting of the Company.

The Ordinary Shares and the B Shares also separately carry the right to vote on matters affecting their own class.

3.2.2 Rights attaching to the different share classes

Under the Articles, the Company has two share classes, the Ordinary Shares and the B Shares.

The Company shall identify which assets and liabilities of the Company belong to the Ordinary Share Pool and the B Share Pool and shall maintain records so that the assets attributable to the Ordinary Shares and the B Shares can at all times, be separately identified.

Initially, the B Share Pool will consist of the net cash proceeds of the B Share issue and thereafter the investments made by the Company for the B Share Pool using those proceeds.

The Board shall procure that the Company allocates to the Ordinary Share Pool and the B Share Pool such proportion of the income, expenses and liabilities of the Company incurred or accrued as the Directors consider to be attributable to the Ordinary Shares and the B Shares (taking into account the other provisions of the Articles in relation to Annual Running Costs).

The Annual Running Costs of the Company that arose in the initial period to 30 June 2021 were allocated to the B Share Pool. After the end of this period, each of the Ordinary Share Pool and the B Share Pools are now allocated a share of the Company's Annual Running Costs (pro-rata to the net asset value of the respective share pools). The performance incentive fees that relate separately to the Ordinary Shares and the B Shares will be attributed solely to the relevant share pool. Likewise, the annual management fee that relates to the B Shares will be attributed solely to the B Share Pool.

Dividends payable in relation to Ordinary Shares may only be paid out of the Ordinary Share Pool and dividends payable in relation to the B Shares may only be paid out of the B Share Pool.

Ordinary Shareholders have the right to the assets in the Ordinary Share Pool and the B Shareholders have the right to the assets in the B Share Pool whether on a winding up, return of capital or other distribution.

The Articles also provide that Ordinary Shares may convert, on a relative net asset value basis in accordance with the provisions of the Articles, into B Shares. The conversion will be at the absolute discretion of the Directors, and will be subject to either (i) the latest published NAV per Ordinary Share being less than 5p per Share; or (ii) a special resolution (proposed by the Board) being passed at a separate class meeting of the Ordinary Shareholders confirming that is in the interests of the Ordinary Shareholders for the conversion of the Ordinary Shares to commence.

3.2.3 Transfer of Shares

Subject to paragraph 3.2.16 below, the Shares are in registered form and will be freely transferable free of all liens. All transfers of Shares must be effected by a transfer in writing in any usual form or any other form approved by the Directors. The instrument of transfer of a Share shall be executed by or on behalf of the transferor and, in the case of a partly paid Share, by or on behalf of the transferee. The Directors may refuse to register any transfer of a partly paid Share, provided that such refusal does not prevent dealings taking place on an open and proper basis and may also refuse to register any instrument of transfer unless:

3.2.3.1 it is duly stamped (if so required), is lodged with the Company's registrars or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;

3.2.3.2 it is in respect of only one class of share;

3.2.3.3 the transferees do not exceed four in number

3.2.4 Dividends

The Company may in general meeting by ordinary resolution declare dividends to be paid to members in accordance with the Articles, provided that no dividend shall be payable in excess

of the amount recommended by the Directors. The Directors may pay such interim dividends as appear to them to be justified by the profits of the Company available for distribution. No dividend or other monies payable in respect of a share shall bear interest as against the Company. There are no fixed dates on which entitlement to a dividend arises. The Acts (as defined in the Articles), the Company or the Board may by resolution specify any date as the date on which persons registered as the holders of shares shall be entitled to receipt of any dividend. All dividends unclaimed for a period of six years after being declared or becoming due for payment shall be forfeited and shall revert to the Company and may be invested or otherwise made use of by the Board.

Dividends payable in relation to Ordinary Shares may only be paid out of the Ordinary Share Pool and that dividends payable in relation to the B Shares may only be paid out of the B Share Pool.

The Directors may, with the prior sanction of an ordinary resolution of the Company, offer Shareholders the right to elect to receive in respect of all or part of their holding of Shares, additional Shares credited as fully paid instead of cash in respect of all or part of such dividend or dividends and (subject as hereinafter provided) upon such terms and conditions and in such manner as may be specified in such ordinary resolution.

3.2.5 Disclosure of Interest in Shares

If any Shareholder or other person appearing to be interested in Shares is in default in supplying after the service of a notice requiring such member or other person to supply to the Company in writing all or any such information as is referred to in Section 793 of the CA 2006, the Directors may, for such period as the default shall continue, impose restrictions upon the relevant Shares.

The restrictions available are the suspension of voting or other rights conferred by membership in relation to meetings of the Company in respect of the relevant Shares and additionally in the case of a Shareholder representing at least 0.25% by nominal value of any class of Shares of the Company then in issue, the withholding of payment of any dividends on, and the restriction of transfer of, the relevant Shares.

3.2.6 Distribution of Assets on Liquidation

The Ordinary Shareholders have the right to the assets in the Ordinary Share Pool and that holders of B Shareholders have the right to the assets in the B Share Pool whether on a winding up, return of capital or other distribution.

The Articles provide that the liquidator may, with the sanction of a special resolution and any other sanction required by the CA 2006, divide amongst the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members.

3.2.7 Changes in Share Capital

Without prejudice to any rights attaching to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.

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

Subject to the CA 2006, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account, and may also, subject to the CA 2006, purchase its own shares.

The Company may by ordinary resolution convert any fully paid-up shares into stock of the same class as the shares which shall be so converted, and reconvert such stock into fully paid-up shares of the same class and of any denomination.

3.2.8 Variation of Rights

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

3.2.9 Directors

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

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

Subject to the provisions of the Acts (as defined in the Company's Articles), the Directors may from time to time appoint one or more of their body to hold any employment or executive office (including that of chief executive or managing director) for such term (subject to the provisions of the Statutes) and subject to such other conditions as the Board thinks fit in accordance with the Articles.

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

The Directors may from time to time appoint a chairman of the Company (who need not be a Director of the Company) and may determine his duties and remuneration and the period for which he is to hold office.

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

3.2.10 Directors' Interests

3.2.10.1 A Director who is in any way, directly or indirectly, interested in a transaction or arrangement with the Company shall, at a meeting of the Directors, declare, in accordance with the CA 2006, the nature of his interest.

3.2.10.2 Provided that he has declared his interest in accordance with paragraph 3.2.10.1, a Director may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise interested and may be a director or other officer or otherwise interested in any body corporate promoted by the Company or in which the Company is otherwise interested. No Director so interested shall be accountable to the Company, by reason of his being a Director, for any benefit that he derives from such office or interest or any such transaction or arrangement.

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

(a) the giving to him of any guarantee, security or indemnity in respect of money lent or an obligation incurred by him at the request of or for the benefit of the Company or any of its subsidiary undertakings;

(b) the giving to a third party of any guarantee, security or indemnity in respect of a debt or an obligation of the Company or any of its subsidiary undertakings for which he has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;

(c) any proposal concerning the subscription by him of shares, debentures or other securities of the Company or any of its subsidiary undertakings or by virtue of his participating in the underwriting or sub-underwriting of an offer of such shares, debentures or other securities;

(d) any proposal concerning any other company in which he is interested, directly or indirectly, whether as an officer or shareholder or otherwise, provided that he and any persons connected with him do not to his knowledge hold an interest in shares representing 1% or more of any class of the equity share capital of such company or of the voting rights available to members of the relevant company;

(e) any proposal relating to an arrangement for the benefit of the employees of the Company or any subsidiary undertaking which does not award him as such any privilege or advantage not generally awarded to the employees to whom such arrangement relates; and

(f) any arrangement for purchasing or maintaining for any officer or auditor of the Company or any of its subsidiaries insurance.

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

3.2.11 Remuneration of Directors

3.2.11.1 The ordinary remuneration of the Directors shall be such amount as the Directors shall from time to time determine (provided that unless otherwise approved by the Company in general meeting the aggregate ordinary remuneration of such Directors, including fees, shall not exceed £100,000 per year) to be divided among them in such proportion and manner as the Directors may determine.

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

3.2.11.3 The emoluments and benefits of any executive Director for his services as such shall be determined by the Directors and may be of any description, including membership of any pension or life assurance scheme for employees or their dependants or, apart from membership of any such scheme, the payment of a pension or other benefits to him or his dependants on or after retirement or death.

3.2.12 Retirement of Directors

At each Annual General Meeting of the Company one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third shall retire from office. If there are fewer than three Directors who are subject to retirement by rotation, one Director shall retire from office. A retiring Director shall be eligible for re-election. A Director shall be capable of being appointed or re-appointed despite having attained any particular age and shall not be required to retire by reason of his having attained any particular age, subject to the provisions of the CA 2006.

3.2.13 Borrowing Powers

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

The Company's articles permit borrowings of amounts up to 25% of the aggregate of (i) the amount paid up (or credited as paid up) on the allotted or issued share capital of the Company and (ii) the amount standing to the credit of the reserves, whether or not distributable, after adding or deducting any balance standing to the credit or debit of the profit and loss account, as adjusted in accordance with the Company's articles of association.

3.2.14 Use of reserves

The Articles provide that any reserve (whether created upon the cancellation of the share premium account or the capital redemption reserve arising in each case from the issue of Ordinary Shares or B Shares or from the buyback of any of those shares (or of any shares deriving from them) or otherwise) may be used for the benefit of both the Ordinary Shareholders and the B Shareholders.

3.2.15 Duration of Company

3.2.15.1 The Directors shall procure that at the annual general meeting of the Company held after the fifth anniversary of the last allotment of shares in the Company (from time to time) in the Company (and thereafter at five yearly intervals) an ordinary resolution will be proposed to the effect that the Company shall continue in being. If such resolution is not passed the Board shall within four months of that meeting convene a general meeting to propose either or both of the following:

(a) a special resolution for the reorganisation or reconstruction of the Company; or

(b) a special resolution to wind up the Company voluntarily.

On any voluntary winding-up of the Company, the liquidator may, with the sanction of a special resolution and any other sanctions required by law, divide amongst the members in specie the whole or any part of the assets of the Company in such manner as he may determine.

3.2.16 Uncertificated Shares

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by a written instrument. The Articles are consistent with CREST membership and allow for the holding and transfer of shares in uncertificated form subject to the Uncertificated Securities Regulations 2001. The B Shares have been made eligible for settlement in CREST.

3.2.17 General Meetings

Annual general meetings shall be held at such time and place as may be determined by the Directors (including partly (but not wholly) by means of electronic facility or facilities, as may be determined by the Directors).

An Annual General Meeting shall be convened by not less than 21 clear days' notice in writing or otherwise in accordance with the Articles. All General Meetings shall be convened by not less than 14 clear days' notice in writing or otherwise in accordance with Articles.

The Board may convene a General Meeting whenever it thinks fit. A General Meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by sections 303-306 CA 2006. At any meeting convened on such requisition or by such requisitionists no business shall be transacted except that stated by the requisition or proposed by the Board.

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such time and at such place as the Chairman shall appoint.

4. Directors

4.1 Directors' shareholdings in the Company are as set out in the table below:

Director	Number of Ordinary Shares	Percentage of Ordinary Shares in issue	Number of B Shares	Percentage of B Shares in issue
John Hustler	190,000	2.3%	19,735	0.1%
Richard Roth	209,612	2.6%	15,000	0.1%
Richard Manley	-	-	71,846	0.4%
Alexander Clarkson	-	-	10,060	<0.1%

John Hustler and Richard Manley have indicated that they intend to subscribe for £10,000 and £20,000 of B Shares respectively in the Offer.

All the Ordinary Shares have the same rights relative to each other and all the B Shares have the same rights relative to each other and there are no different rights attaching to the Shares held by the Directors within the relevant class attaching to the Shares in the table above.

4.2 Save as disclosed in Paragraph 4.1 above, no Director nor any person connected with any Director has any interest in the share capital or loan capital of the Company whether beneficial or non-beneficial and no shares in the capital of the Company are being reserved for allocation to Existing Shareholders or Directors.

4.3 There are no service contracts in existence between the Company and any of its Directors nor are any such contracts proposed. The services of the Directors are provided to the Company pursuant to letters of appointment, each of which may be terminated upon three months' notice given by either party, and which are summarised at paragraph 5.4 below. All the Directors are non-executive. Save in respect of these letters of appointment, no member of any administrative, management or supervisory body has a service contract with the Company.

4.4 During the five years immediately prior to the date of this document the Directors have been members of the administrative, management or supervising bodies or parties of the companies and partnerships specified below (excluding subsidiaries of any company of which he is also a member of the administrative, management or supervisory body):

Current Directorships and partnership interests	Previous directorships and partnership interests
John Hustler	
Hustler Venture Partners Limited	Hygea VCT Limited
Seneca Growth Capital VCT Plc	Octopus Titan VCT plc
Richard Roth	
Oxford Technology Venture Capital Trust PLC**	TYM (UK) Limited
Oxford Technology 2 Venture Capital Trust PLC	
Oxford Technology 3 Venture Capital Trust PLC**	
Oxford Technology 4 Venture Capital Trust PLC**	
OT2 Managers Limited	
OT4 Managers Limited	
Seneca Growth Capital VCT Plc	
Take 3.4 TV Partnership	
Take 3.10 TV Partnership	
The Dell (St Albans) Limited	

Richard Manley

Biz Hub Limited
Glenside Leasing and Asset Finance (Holdings) Limited
Glenside 2019 Limited
Gorilla Accounting Limited
Hilltop Capital Investments Limited
Legacy Preference Limited
Quest Preference Limited
Rockar 2016 Limited
Rockar Limited
Seneca 101 Management Limited
Seneca Banking Consultants Limited
Seneca Capital Carry GP Limited
Seneca Capital Investments Ltd
Seneca Capital Ltd
Seneca Capital Holdings Limited
Seneca Capital No. 2 GP LLP
Seneca Capital Carry No. 2 LP
Seneca Capital Investments No. 2 LP
Seneca Corporate Finance Limited
Seneca Corporate Management Limited
Seneca Finance Limited
Seneca General Partner No.1 LLP
Seneca Growth Capital VCT Plc
Seneca Investments Limited
Seneca Land Limited
Seneca Nominees Limited
Seneca Partners Limited
Seneca Property 101 Limited
Seneca Property 101A Limited
Seneca Property 101B Limited
Seneca Property 101BD Limited
Seneca Property 101C Limited
Seneca Property 101D Limited
Seneca Property 101E Limited
Seneca Property 101EF Limited
Seneca Property 101F Limited
Seneca Property 101G Limited**
Seneca Property 102 Limited
Seneca Property 103 Limited
Seneca Property 104 Limited
Seneca Property 104 H Limited
Seneca Property 105 Limited
Seneca Property 105 H Limited
Seneca Property 105 HH Limited
Seneca Property 105 HHH Limited
Seneca Property Investments Limited
Seneca Pub Company Limited
Seneca Secured Finance Limited
Seneca Secured Lending Limited
Seneca Securities Ltd
Seneca Social Housing Limited
SPE Blackout LLP
SSH Angel 1 Limited
The Wire Partnership LLP
Towers Holdings Limited
Cooper Stern Limited*
Seneca Capital No. 1 GP Limited*
Seneca Income and Growth VCT Limited*
Seneca (Homebuy) Limited*
SenOne LLP*
Seneca BC Holdings Limited**
Seneca Private Equity Ltd
Seneca Securities 2 Limited*
SPE Blue LLP

Alexander Clarkson

Bamburgh Capital Limited
Diagnostic Capital Limited
Palatine Private Equity LLP
Paradigm Services (UK) Limited
Paradigm Investments Limited
ReadyGo Diagnostics Limited
Wellstate Commercial Limited
Bamburgh Capital Investments LLP
Seneca Growth Capital VCT Plc
Clarkson Partners LLP
Compass Bioscience Group Limited
Northgene Limited
Shoo 627 Limited***

**dissolved via voluntary strike-off*
***placed into Members' Voluntary Liquidation*
****dissolved via compulsory strike off*

4.5 None of the Directors nor any director of the Manager has for at least the previous five years: (i) had any convictions in relation to fraudulent offences; or (ii) been associated with bankruptcies, receiverships or liquidations (save for members' voluntary liquidations) in relation to an entity for which they have been acting as members of the administrative, management or supervisory bodies or senior management who was relevant to establishing that the entity had the appropriate expertise and experience for the management of its business; or (iii) been subject to any official public incrimination and/or sanctions by any statutory or regulatory authority (including designated professional bodies) or been disqualified by a Court from acting as a director or member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any issue.

4.6 Save in respect of Richard Manley who is a director of the Manager, the Directors do not have any conflicts of interest between their duties to the Company and their private interests and/or their other duties.

4.7 The audit committee of the Company (the "Committee") comprises Richard Roth (Chair), John Hustler, Richard Manley and Alexander Clarkson and meets at least twice a year. The Company's auditors may be required to attend such meetings. The Committee shall prepare a report each year addressed to the Shareholders for inclusion in the Company's annual report and accounts. The main duties of the Committee are:

4.7.1 to review and approve the interim and annual results of the Company and the statutory accounts before submission to the Board;

4.7.2 to review management accounts;

4.7.3 to consider the appointment of the external auditor, the level of audit fees and to discuss with the external auditor the nature and scope of the audit; and

4.7.4 to consider matters of corporate governance as may generally be applicable to the Company and make recommendations to the Board in connection therewith as appropriate.

4.8 The Company does not have a remuneration committee.

5. Material Contracts

The following constitutes a summary of the principal contents of each material contract entered into by the Company, otherwise than in the ordinary course of business, in the two years immediately preceding the date of this document or which are expected to be entered into prior to Admission. Save as set out below, there are no other contracts, not being contracts entered into in the ordinary course of business, entered into by the Company which contain any provision under which the Company has an obligation or entitlement which is material to the Company as at the date of this document:

5.1 2022 Offer Agreement

Under an offer agreement dated 26 August 2022 (the "2022 Offer Agreement") and made between the Company (1), the Sponsor (2), and the Manager (3), the Sponsor has agreed to act as sponsor to the Offer and the Manager as agent of the Company has agreed to use its reasonable endeavours to procure subscribers under the Offer. Under the agreement, the Manager shall be paid a Promoter Fee on all monies subscribed under the Offer less (i) an amount equal to any Early Investment Incentive or Loyalty Investment Incentive applicable in respect of that application, and (ii) any amount that the Manager has agreed to waive in respect of that Application. Promoter Fees shall be capped at an aggregate amount of £600,000.

The Manager shall pay all costs and expenses of or incidental to the Offer and Admission, including initial commissions payable to financial intermediaries, and shall pay trail commissions to financial intermediaries where applicable.

Under the 2022 Offer Agreement, which can be terminated by the parties in certain circumstances, the Company and the Manager have given certain warranties and indemnities. Warranty claims must be made by no later than three months after the date of the second annual general meeting of the

Company following the closure of the Offer at which Shareholders approve the Company's accounts. The warranties and indemnities are in the usual form for a contract of this type and the warranties are subject to limits of an amount equal to the total proceeds raised by the Company pursuant to the Offer. The Company has also agreed to indemnify the Sponsor in respect of its role as sponsor and under the 2022 Offer Agreement. The 2022 Offer Agreement can be terminated by the Sponsor or the Manager, inter alia, if any statement in the Prospectus is untrue, any material omission from the Prospectus arises or any breach of warranty occurs.

5.2 2021 Offer Agreement

Under an offer agreement dated 29 October 2021 (the "2021 Offer Agreement") and made between the Company (1), the Directors (2), the Sponsor (3), and the Manager (4), the Sponsor agreed to act as sponsor to the Offer and the Manager as agent of the Company agreed to use its reasonable endeavours to procure subscribers under the Offer. Under the agreement, the Manager was paid a Promoter Fee on all monies subscribed under the Offer less (i) an amount equal to any Early Investment Incentive or Loyalty Investment Incentive applicable in respect of that application, and (ii) any amount that the Manager agreed to waive in respect of that Application. Promoter Fees were capped at an aggregate amount of £700,000.

The Manager paid all costs and expenses of or incidental to the Offer and Admission, including initial commissions payable to financial intermediaries, and paid trail commissions to financial intermediaries where applicable.

Under the 2021 Offer Agreement, which could have been terminated by the parties in certain circumstances, the Company, the Directors and the Manager gave certain warranties and indemnities. Warranty claims must be made by no later than three months after the date of the second annual general meeting of the Company following the closure of the 2021 Offer at which Shareholders approve the Company's accounts. The warranties and indemnities were in the usual form for a contract of this type and the warranties were subject to limits of an amount equal to the total proceeds raised by the Company pursuant to the 2021 Offer (for the Manager) and a year's director's fees for each Director. The Company also agreed to indemnify the Sponsor in respect of its role as sponsor and under the 2021 Offer Agreement. The 2021 Offer Agreement could have been terminated by the Sponsor or the Manager, inter alia, if any statement in the Prospectus was untrue, any material omission from the Prospectus arose or any breach of warranty occurred.

5.3 2020 Offer Agreement

Under an offer agreement dated 13 October 2020 (the "2020 Offer Agreement") and made between the Company (1), the Directors (2), the Sponsor (3), and the Manager (4), the Sponsor agreed to act as sponsor to the Offer and the Manager as agent of the Company agreed to use its reasonable endeavours to procure subscribers under the Offer. Under the agreement, the Manager was paid a Promoter Fee on all monies subscribed under the Offer (in the case of advised Investors this amount being after the deduction of any Adviser Charge payable to financial intermediaries on behalf of the Applicants) less (i) an amount equal to any Early Investment Incentive or Loyalty Investment Incentive applicable in respect of that application, and (ii) any amount that the Manager agreed to waive in respect of that Application. Promoter Fees were capped at an aggregate amount of £340,000.

The Manager paid all costs and expenses of or incidental to the 2020 Offer and Admission, including initial commissions payable to financial intermediaries, and will pay trail commissions to financial intermediaries where applicable.

Under the 2020 Offer Agreement, which could have been terminated by the parties in certain circumstances, the Company, the Directors and the Manager gave certain warranties and indemnities. Warranty claims must be made by no later than three months after the date of the second annual general meeting of the Company following the closure of the 2020 Offer at which Shareholders approve the Company's accounts. The warranties and indemnities were in the usual form for a contract of this type and the warranties were subject to limits of an amount equal to the total proceeds raised by the Company pursuant to the 2020 Offer (for the Manager) and a year's director's fees for each Director. The Company also agreed to indemnify the Sponsor in respect of its role as sponsor and under the 2020 Offer Agreement. The 2020 Offer Agreement could have been terminated by the Sponsor or the Manager, inter alia, if any statement in the Prospectus was untrue, any material omission from the Prospectus arose or any breach of warranty occurred.

5.4 Investment Management Agreement

Under an investment management agreement between the Company and the Manager dated 9 May 2018 (the "IMA"), with effect from 23 August 2018 the Company appointed the Manager as its Alternative Investment Fund Manager, with the Manager agreeing to provide management services to the Company on a discretionary basis in respect of the investments to be made by the Company in accordance with the provisions of the IMA. The Manager also provides administration services to the Company and, further to a side letter to the IMA dated 16 July 2019, has provided management accounting services since 1 August 2019. The IMA was amended (by way of deed of variation) on 20 June 2022 to refer to the Manager as being approved by the FCA as a full-scope UK AIFM for the purposes of the AIF Regulations.

Under the IMA, the Manager is entitled to an annual management fee of 2% of the net asset value of the B Share Pool and, since 1 August 2019, is entitled to an annual fee of £9,000 (plus VAT, if applicable) in relation to management accounting services. These fees are payable quarterly in arrears.

In relation to the Annual Running Costs of the Company, it was agreed that until 30 June 2021 all of those costs would be allocated to the B Share Pool only, and after the end of that period, such costs will now be allocated to the Ordinary Share Pool and the B Share Pool pro-rata to their respective net asset values. The Manager and the Company have further agreed to cap such costs allocated to the Ordinary Share Pool at 3% of the net asset value of the Ordinary Share Pool, and those costs allocated to the B Share Pool, including the annual management fee, at 3% of the net asset value of the B Share Pool. The Manager indemnifies the Company for any excess over these caps, with an amount equal to such excess either being paid by the Manager to the Company or refunded by way of a reduction to its fees under the IMA (with any such payment or refund to be allocated to the relevant share pool). Annual Running Costs means the annual running costs and expenses incurred by the Company in its business including irrecoverable VAT but excluding (a) exceptional and extraordinary costs; (b) any management fees or performance fees in relation to any class of Shares; and (c) any costs relating solely to the making, holding or realisation of investments in the Ordinary Share Pool or the B Share Pool.

Under the IMA, the Manager is also entitled to a Performance Incentive Fee in relation to the B Share Pool of an amount equal to 20% of the Shareholder Proceeds arising in respect of any Performance Period, provided that the payment of such a fee is conditional upon (i) a return being generated on the B Share Pool for B Shareholders in respect of that Performance Period of more than 5% per annum (pro-rated if that period is less than a year) and (ii) that such a return calculated for the period from the date of the IMA to the end of the relevant Performance Period exceeds 5% per annum. For the avoidance of doubt, no Performance Incentive Fee will be payable to the extent that the Shareholder Proceeds paid by the Company to the holders of the B Shares have been justified by reference to distributable reserves otherwise attributable to the Ordinary Shares or the Ordinary Share Pool (as permitted in accordance with the Articles).

Further to a side letter to the IMA dated 9 May 2018, the Manager has agreed that the management of investments in the Ordinary Share Pool has been delegated by the Manager back to those members of the Board who are members of the CAC for the duration of the IMA, or (if shorter) the period of the existence of the Ordinary Share Pool. In relation to the delegation of the necessary obligations and responsibilities back to those members of the Board who are members of the CAC in relation to this, the Company has agreed to indemnify the Manager for any losses or claims which the Manager may suffer as a result of the Company failing to comply with undertakings and responsibilities delegated to it by the Manager, or the Manager being alleged, or found to, be in breach of the terms of the IMA or any applicable laws or regulations in its capacity as the Alternative Investment Manager of the Company in relation to those assets comprised in the Ordinary Share Pool.

Under the IMA the Manager has also agreed that it will arrange for investments (or any documents of title relating to them) to be lodged for safe custody with the Company or any other delegate of the Company.

Under the terms of the IMA, the Manager has the right to appoint (and remove) a director and an observer to the Board.

The Manager is entitled to charge the underlying investee companies fees for arrangement and structuring and, to the extent that other services are provided, additional fees may be agreed.

Unless otherwise agreed by the Manager and the Company, all costs and expenses (including any value added tax charged to the Manager in respect of such costs or expenses for which it is not entitled to claim credit or set off) incurred by the Manager in the proper performance of its duties under the IMA shall be borne by the Company.

The Manager's appointment under the IMA took effect on 23 August 2018 and will continue until terminated by either party giving to the other not less than 12 month's previous written notice at any time after the fifth anniversary of the date of the IMA, subject to earlier termination in certain circumstances.

5.5 Directors' Letters of Appointment

Each of the Directors has entered into a letter of appointment with the Company (dated 1 April 2021 in the case of John Hustler and Richard Roth, 9 September 2021 in the case of Richard Manley, 9 December 2019 in the case of Alex Clarkson). Each appointment is for a term of three years from the date of the respective letter. Each party can terminate the relevant appointment by giving to the other not less than three months' notice in writing. Under those letters each Director is required to perform the duties normally attendant on the office of a non-executive director, including the review of the performance of the Company's portfolio of investments and consideration of investment opportunities (which are not expected to include executive duties or responsibilities). John Hustler and Richard Roth are also members of the Commercial Advisory Committee ("CAC"), which is responsible for the management of the Ordinary Share portfolio.

Each Director is entitled to a fee of £15,000 per annum (which is inclusive of all travelling, subsistence and other expenses) save for Richard Roth who is entitled to a fee of £20,000 per annum (also inclusive of all travelling, subsistence and other expenses). In relation to membership of the CAC, as remuneration for that role, each of the current Directors (and one of the former directors) - with the exception of Richard Manley and Alexander Clarkson - will receive a share of any sums paid out under the performance incentive fees in relation to the Ordinary Shares depending on the terms and conditions of the relevant category of fee (see below).

In respect of the last reporting period to 31 December 2021, John Hustler received a fee of £15,000, Richard Roth received a fee of £20,000 and Alexander Clarkson received a fee of £15,000.

Richard Manley, a director of the Investment Manager, is entitled to receive a fee of £15,000 but previously elected to waive his Director's fee until the operating costs were less than the expenses cost cap referred to in paragraph 5.4 above, which occurred in Q3 2021. As such, Richard Manley took his Director's fee for Q4 2021 of £3,750.

5.6 Agreement relating to the Performance Incentive Fees for the Ordinary Share Pool

By a letter agreement dated 30 July 2007 between the Company and its directors at that time (James Otter, John Hustler and Charles Breese) (the "2007 Letter Agreement") the Company established the CAC and appointed it to act as the investment manager of Company and the Ordinary Share Pool (a role previously fulfilled by Octopus Investments Limited). The terms of the 2007 Letter Agreement were amended and restated by an agreement dated 7 May 2014 between the parties to the 2007 Letter Agreement, and the arrangements in the 2007 Letter Agreement (as amended) were then varied on 7 October 2015, with a new agreement between the Company, those directors who were parties to the 2007 Letter Agreement and Richard Roth (a new director appointed on 7 October 2015) replacing the previous agreement (the "Performance Incentive Fees Agreement").

Under the Performance Incentive Fees Agreement, performance incentive fees may become payable to the past, present and future members of the CAC in relation to the performance of the Ordinary Shares. The performance incentive fees payable in relation to the Ordinary Shares is comprised of two distinct performance incentive fees: the "Accrued Performance Incentive Fee" and the "Further Performance Incentive Fee" (as described below).

In respect of the period to 31 December 2014, an aggregate performance incentive fee on the Ordinary Share class of up to £702,000 (the "Accrued Performance Incentive Fee") shall be payable to James Otter (a former director of the Company who was also a member of the CAC), Charles Breese (a former director of the Company who was also a member of the CAC) and John Hustler, in equal

proportions (with the liability to pay a director his share of such fee being extinguished if the fee is due for payment five years after his ceasing to be a member of the CAC). The liability to pay James Otter his share of any potential Accrued Performance Incentive Fee was extinguished on 7 October 2020 - the fifth anniversary of his ceasing to be a member of the CAC. No payment has, or will be paid, to James Otter under these schemes as the required shareholder distributions had not been made in time and therefore the maximum total sum payable under the Accrued Performance Incentive Fee is now reduced from £702,000 to £468,000.

As a result of the reduction in the Accrued Performance Incentive Fee by one third, the amount of the Accrued Performance Incentive Fee shall be 16.67% of any dividends and capital distributions returned to Ordinary Shareholders, which in total exceed the sum of 80p per Ordinary Share. This includes dividends paid to date on the Ordinary Shares, being 69.25p per Share, excluding any initial tax relief on the subscription for those Shares (the "Hurdle"). As a result of this, for every £1 potentially distributable in excess of the Hurdle, 80p shall be distributed to Ordinary Shareholders and 13.33p shall be paid as the Accrued Performance Incentive Fee, with 6.67p (being one third of the original 20p) retainable by the Company up until an amount of 114.65p per Ordinary Share has been distributed to Ordinary Shareholders, after which no further payment is payable in respect of the Accrued Performance Incentive Fee or otherwise under the terms of the 2007 Letter Agreement (as amended).

The Accrued Performance Incentive Fee shall be paid at the same time as payments are made to the Ordinary Shareholders. All distributions by way of dividends and capital distributions in relation to the Ordinary Share class shall count towards the Accrued Performance Incentive Fee and where non-cash dividends are declared, the Company's auditors shall assess their value by reference to a distribution per share.

Following payment in full of the Accrued Performance Incentive Fee, a further performance incentive fee may become payable to the CAC in relation to the period after 7 October 2015 (the, "Further Performance Incentive Fee"). Following the amendment on 7 October 2015, any returns above the 31 December 2014 levels are subject to a further hurdle (the "Further Hurdle"), and the Further Performance Incentive Fee reduces the share to the CAC to 11.1% of sums returned to Ordinary Shareholders by way of dividends and capital distributions of whatever nature, which in total exceed the Further Hurdle (excluding any initial tax relief on the subscription for the Ordinary Shares).

The "Base Figure" for the Further Hurdle shall be 90.4p per Ordinary Share and shall be increased by a sum equal to notional interest thereon, at the rate of 1.467% per quarter from 1 January 2015, compounded with quarterly rests. For the purposes of determining the increase in the Base Figure, the amount on which notional interest is to accrue in each quarter shall be reduced by the amount of all sums returned to Ordinary Shareholders by way of dividends and capital distributions in the previous quarter. Shareholders will need to have received distributions of 114.65p per Ordinary Share, together with the amount to take account of notional interest as calculated above, before any Further Performance Incentive Fee is payable.

If the CAC considers it necessary to engage external advisers in support of managing its portfolio, the costs of this will be borne by the Company.

The Further Performance Incentive Fee shall be divided among such members of the CAC (past, present and future) who have been members of that committee since the 7 October 2015, on a pro rata basis, linked to the relative amount of time since the date of the 7 October 2015 agreement for which each individual has been a member of the CAC. An individual will not be entitled to payment of any of Further Performance Incentive Fee if he ceased to be a member of the CAC in certain conditions or ceased to be a member of the CAC more than five years before the payment of any amount of Further Performance Incentive Fee becomes due, as described above.

For the purposes of the Further Performance Incentive Fee, the method of determining distributions will follow that used in calculating the Accrued Performance Incentive Fee.

5.7 Depositary Agreement

The Depositary has been appointed to provide depositary services to the Company as required under the Alternative Investment Fund Managers Directive (Directive 2011/61/EU), transposed into UK law under the European Union (Withdrawal) Act 2018 and whose duties are set out in Fund 3.11 of the FCA Handbook of rules and guidance.

The Company (together with the Manager and certain other alternative investment funds managed by the Manager) is party to a depositary agreement dated 2 September 2021 with Thompson Taraz Depositary Limited ("Depositary Agreement"), which sets out the terms and conditions applicable to the appointment of the Depositary.

Pursuant to the Depositary Agreement, the Depositary is responsible, amongst other things, for monitoring the cash flows of the Company, overseeing the holding of financial assets in custody on behalf of the Company, providing oversight and supervision of the Manager and the Company and maintaining records in relation to its duties.

The liability of the Depositary is limited pursuant to the terms of the Depositary Agreement such that it will not be liable to the Company for any expense, loss or damage suffered by or occasioned to the Company by (i) the acts or omissions of third parties (including any custodian); (ii) reliance by the Depositary on information provided by the Company; or (ii) delays arising while the Depositary obtains clarification of incomplete, unclear, conflicting or inconsistent instructions.

Under the terms of the Depositary Agreement, the Company (together with the Manager and certain other investment funds managed by the Manager) indemnifies the Depositary, its officers, agents and employees against any liability or loss (including costs and expenses incurred in defending proceedings) suffered by them as a result of, or in connection with, the proper provision of services under the Depositary Agreement.

The Depositary is entitled to annual fees pursuant to the Depositary Agreement based on its assets under management (as calculated and agreed between the Depositary and the Manager on a quarterly basis). The Depositary Agreement can be terminated by giving not less than three months.

6. General

6.1 There have not been any governmental, legal or arbitration proceedings in the 12 months prior to the publication of this document which may have or have had in the recent past a significant effect on the financial position or profitability of the Company, nor are there any such proceedings pending or threatened of which the Company is aware.

6.2 The Manager will receive management fees and other payments from the Company as described in paragraph 5 above. The Manager (in its capacity as promoter of the Offer) will receive commission payments in relation to the Offer from the Company as described in paragraph 5.1 above. Save as disclosed in this paragraph, no amount or benefit has been paid or given to any promoters and none is intended to be paid or given.

6.3 The Company's accounting reference date is 31 December in each year.

6.4 Seneca Partners Limited was incorporated and registered in England and Wales on 19 March 2010 as a private company limited by shares under the CA 2006 with registered number 07196273, and is authorised and regulated by the FCA. Its principal place of business is at 9 The Parks, Haydock, WA12 0JQ. The principal legislation under which it operates is the CA 2006.

6.5 The Offer is not underwritten. The expenses of and incidental to the Offer and the listing of the Offer Shares including registration and listing fees, printing, advertising and distribution costs, legal and accounting fees and expenses will be payable by the Manager on the terms set out in the 2021 Offer Agreement. If the maximum of £10 million is raised under the Offer (assuming the over-allotment facility is not utilised), with all applications received through intermediaries offering financial advice (with the full amount of Early Investment Incentive and Loyalty Investment Incentive with a Promoter Fee of 1.5% applying to all Applications), the net proceeds will amount to £9.9 million. If the over-allotment facility is utilised, and the maximum of £20 million is raised, the net proceeds will amount to approximately £19.7 million (assuming again that all applications are received through intermediaries offering financial advice (with the full amount of Early Investment Incentive and Loyalty Investment Incentive with a Promoter Fee of 1.5% applying to all Applications).

6.6 Save in connection with the Offer, the Offer Shares have not been marketed to and are not available to the public.

6.7 Save for:

6.7.1 fees paid to the Directors in their roles as non-executive directors of the Company;

6.7.2 any performance related incentive fee which may become payable to those Directors (and former directors of the Company) who are or have been members of the CAC in relation to the management of the Ordinary Share Pool as detailed in paragraph 5.5 above; and

6.7.3 fees paid to the Manager under the IMA,

there have been no related party transactions or fees paid by the Company during the period since 31 December 2021 to the date of this document.

6.8 The Company is of the opinion that it has sufficient working capital for its present requirements, that is, for at least the next twelve months following the date of this document.

6.9 The following table shows the capitalisation for the Company as at 30 June 2022.

Shareholders' equity - Combined	**£'000**
Called up share capital	252
Legal reserve (share premium account)	13,139
Special distributable reserve	6,110
Other reserves	(2,122)
Total	**17,379**

There has been no material change in the capitalisation of the Company since 30 June 2022.

6.10 As at the date of this Prospectus, the Company does not have loan capital outstanding, any other borrowings nor guaranteed, unguaranteed, secured and unsecured indebtedness, including indirect and contingent indebtedness.

6.11 The Company does not assume responsibility for the withholding of tax at source.

6.12 The Company has to satisfy a number of tests to qualify as a VCT and will be subject to various rules and regulations in order to continue to qualify as a VCT, as set out in Part 3 of this document. In addition, the following restrictions are imposed upon the Company under the rules relating to admission to the Official List:

6.12.1 it, or any of its subsidiaries, must not conduct any trading activity which is significant in the context of the group as a whole;

6.12.2 it must not invest more than 10% in aggregate, of the value of its total assets (at the time the investment is made) in other listed closed-ended investment funds except listed closed-ended investment funds which themselves have published investment policies to invest no more than 15% of their total assets in other closed-ended investment funds; and

6.12.3 it must manage and invest its assets in accordance with the investment policy set out on page 29 which contains information about the policies which it will follow relating to asset allocation, risk diversification and which includes maximum exposure.

6.13 Shareholders will be informed, by means of the interim and/or annual report or through a Regulatory Information Service announcement if the investment restrictions which apply to the Company as a VCT detailed in this document are breached.

6.14 The Manager has given, and has not withdrawn, its written consent to the issue of this document with the inclusion of its name in this document in the form and context in which they are included.

6.15 The Manager accepts responsibility for the information contained in or referred to in the sections entitled "Key Points" in the Chair's Letter (on pages 17 and 18 of this document), "About the Manager", "Investment Strategy for the B Share Pool" and "Deal Flow and Investment Selection" in "Part 1 – Overview" (on pages 20 to 21 of this document), in the section entitled "Part 1 – B Share Pool Investment Portfolio" (on pages 22 to 25 of this document) and in the section entitled "Part 1 – Seneca Management and Investment Team" (on pages 26 to 27 of this document) which are referenced in this paragraph 6.15. Such information has been included, in the form and context in which it appears, with the consent of the Manager, who has authorised, and takes responsibility for, such information under rule 5.5.3(2)(f) of the Prospectus Rules. To the best of the knowledge of the Manager the information contained in the parts referred to in this paragraph 6.15 are in accordance with the facts and make no omission likely to affect their import.

6.16 The Sponsor has given and have not withdrawn its written consent to the issue of this document with the references to them in the form and context in which they appear.

6.17 The issued share capital of the Company as at the date of this document is 8,115,376 Ordinary Shares and 17,570,989 B Shares. Assuming a full subscription of £20 million at an Offer Price of 87.5 pence per Offer Share (with the over-allotment facility fully utilised), and with the full amount of Early Investment Incentive and Loyalty Investment Incentive with a Promoter Fee of 1.5% applying to all subscriptions, the existing B Shares would represent approximately 36% of the enlarged issued share capital of the Company.

6.18 As at 30 June 2022, the date of the latest published NAV, the unaudited NAV per Ordinary Share was 29.9 pence and per B Share was 87.5 pence. An existing holder of B Shares who does not subscribe for Offer Shares pursuant to the Offer would experience no dilution in terms of NAV per share (as the assets of the Company will be increased by the proceeds of the Offer and the upfront costs of the Offer are borne by subscribers) but would experience dilution in terms of their voting power.

6.19 The results of the Offer will be announced through a Regulatory Information Service within three Business Days of the closing date of the Offer.

6.20 The Company and the Directors consent to the use of the Prospectus, and accept responsibility for the content of the Prospectus, with respect to subsequent resale or final placement of securities by financial intermediaries, from the date of the Prospectus until the close of the Offer. The Offer is expected to close no later than 5.00 p.m. on 18 August 2023. There are no conditions attaching to this consent. Financial intermediaries may use the Prospectus in the UK.

6.21 In the event of an offer being made by a financial intermediary, the financial intermediary will provide information to investors on the terms and conditions of the Offer at the time the offer is made. Any financial intermediary using the Prospectus must state on its website that it is using the Prospectus in accordance with the consent and the conditions attached thereto and the consent set out in paragraph 6.20.

6.22 The maximum number of Offer Shares which are the subject of this Prospectus is 22,514,286 Offer Shares, based on NAV per B Share of 87.5p.

6.23 No person receiving a copy of this document or a link to the Application in any territory other than the UK may treat the same as constituting an offer or invitation to him/her to subscribe for or purchase Offer Shares. No action has been taken to permit the distribution of this document in any jurisdiction outside the UK where such action is required to be taken. All applicants under the Offer will be required to warrant that they are not a US person (as defined in the United States Securities Act of 1933).

6.24 All information regarding the Manager in this document has been sourced by the Company from the Manager and has been accurately reproduced and that, as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

6.25 Where other information set out in this document has been sourced from third parties, the source has been identified at the relevant place in the document and the Company confirms that this information has been accurately reproduced and, as far as the Company is aware and able to ascertain from information published, no facts have been omitted which would render the reproduced information inaccurate or misleading.

7. Disclosures under MAR

The following table sets out the disclosures under MAR, made by the Company in the last 12 months.

Date	Title of Announcement	Disclosure
24 September 2021	Issue of Equity and Total Voting Rights	The Company announced that it had allotted and issued 1,194,639 new B ordinary shares of 1p each in the Company.
21 October 2021	NAV Update	The Company announced the unaudited NAV per B share as at 15 October 2021 was 102.3p, an increase of 10.5p per B share from the audited NAV of 91.8p per B share as at 31 December 2020 and a decrease of 2.3p from the unaudited NAV of 104.6 per B share as at 30 June 2021.
16 November 2021	Second Interim Dividend on B Shares	The Company announced a second interim dividend of 1.5 pence per B Share for the year to 31 December 2021, to be paid on 24 December 2021.
8 December 2021	Issue of Equity and Total Voting Rights	The Company announced that it had allotted and issued 886,326 new B ordinary shares of 1p each in the Company.
8 March 2022	Interim Dividend on B Shares	The Company announced an interim dividend of 1.5 pence per B Share for the year to 31 December 2022, to be paid on 20 May 2022.
25 March 2022	Final Results	Final Results for the Year Ended 31 December 2021.
25 March 2022	NAV Update	The Company announced that the unaudited NAV of an Ordinary share was 29.2p per Ordinary Share as at 23 March 2022.
1 April 2022	NAV Update	The Company announced that the unaudited NAV of an Ordinary share was 29.0p per Ordinary Share as at 31 March 2022 and the unaudited NAV of a B share was 96.7p per Ordinary Share as at 31 March 2022.
1 April 2022	Issue of Equity and Total Voting Rights	The Company announced that it had allotted and issued 1,551,372 new B ordinary shares of 1p each in the Company.
5 April 2022	Issue of Equity and Total Voting Rights	The Company announced that it had allotted and issued 466,037 new B ordinary shares of 1p each in the Company.
4 May 2022	Issue of Equity and Total Voting Rights	The Company announced that it had allotted and issued 517,408 new B ordinary shares of 1p each in the Company.
15 July 2022	Half-year Report	The Company announced its unaudited half-year report for the six months ended 30 June 2022.
22 August 2022	Issue of Equity and Total Voting Rights	The Company announced that it had allotted and issued 475,306 new B ordinary shares of 1p each in the Company.

8. Financial Information

A. Introduction

The financial information in relation to the Company contained in the following section of this Part 4 has been extracted without material adjustment from the audited statements and accounts of the Company for the period ended 31 December 2021 and from the unaudited interim report for the six-month period ended 30 June 2022 (the "Reporting Period"). In respect of the audited statements, UHY Hacker Young LLP as the Company's auditor for the period ended 31 December 2021 made unqualified reports under section 495, section 496 and section 497 of the CA 2006 Act in relation to that period. The audited statements and accounts of the Company have been delivered to the Registrar of Companies and such accounts did not contain any statements under section 498(2) or (3) of the CA 2006, as applicable.

B. Published Annual Report And Accounts And Interim Accounts

Historical Financial Information

Audited financial information on the Company is published in the annual report for the year ended 31 December 2021 and unaudited information in the interim report for the six-month period ended 30 June 2022. Such reports contain descriptions of the Company's financial condition, changes in financial condition and results of operation for the relevant Reporting Period and the pages referred to below are being incorporated by reference.

Where these documents make reference to other documents, such other documents, together with those pages of the annual reports and the interim accounts that are not referred to below, are not relevant to Investors for the purposes of this Prospectus and are not incorporated into and do not form part of this document.

Such information includes the following:

Nature of information	2021 Annual Report	2022 Interim Report
Income statement (or equivalent)	Pages 68-70	Pages 16-18
Balance sheet	Pages 71-73	Pages 19-21
Statement of changes in equity (or equivalent)	Pages 74-76	Pages 22-24
Cash flow statement	Pages 77-79	Pages 28-30
Notes to the financial statements	Pages 80-95	Pages 31-32
Auditor's report	Pages 60-66	Page n/a

Operating and Financial Review

Nature of information	2021 Annual Report	2022 Interim Report
Chair's statement	Pages 9-12	Pages 4-8
Investment/Portfolio Review	Pages 14-33	Pages 9-12
Directors' Responsibility Statement	Page 58	Page 13-14

Copies of the annual and interim reports of the Company are available free of charge at its registered office or from its website, the address of which is www.senecavct.com. The announcement of the results of the Company is available on the website of the London Stock Exchange at www.londonstockexchange.com. The Company paid an interim dividend of 1.5 pence per B Share on 20 May 2022.

C. No Significant Change

Save in respect of:

(a) the Company's investment in Arecor Therapeutics Plc (as described in the Summary, Section 2: Key Information on the Issuer on page 2.

Since 30 June 2022 (being the date to which the latest unaudited interim financial information has been published) to the date of this document, there has been no significant change in the financial position of the Company.

9. Takeovers and Mergers

A. Mandatory Takeover Bids

The City Code on Takeovers and Mergers (the "City Code") applies to all takeover and merger transactions in relation to the Company and operates principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment. The City Code provides an orderly framework within which takeovers are conducted and the Panel on Takeovers and Mergers (the "Panel") has now been placed on a statutory footing through the CA 2006.

The City Code is based upon a number of General Principles which are essentially statements of standards of commercial behaviour. General Principle One states that all holders of securities of an offeree company of the same class must be afforded equivalent treatment and if a person acquires control of a company the other holders of securities must be protected. This is reinforced by Rule 9 of the City Code which requires that a person, together with persons acting in concert with him, who acquires shares carrying voting rights which amount to 30% or more of the voting rights to make a general offer. "Voting rights" for these purposes means all the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting. A general offer will also be required where a person, who, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights, acquires additional shares which increase his percentage of the voting rights. Unless the Panel consents, the offer must be made to all other shareholders, be in cash (or have a cash alternative) and cannot be conditional on anything other than the securing of acceptances which will result in the offeror and persons acting in concert with him holding shares carrying more than 50% of the voting rights.

There are not in existence any current mandatory takeover bids in relation to the Company.

B. Squeeze Out

Section 979 of the CA 2006 provides that if, within certain time limits, an offer is made for the share

capital of a company, the offeror is entitled to acquire compulsorily any remaining shares if it has, by virtue of acceptances of the offer, acquired or unconditionally contracted to acquire not less than 90% in value of the shares to which the offer relates and in a case where the shares to which the offer relates are voting shares, not less than 90%, of the voting rights carried by those shares. The offeror would effect the compulsory acquisition by sending a notice to outstanding shareholders telling them that it will compulsorily acquire their shares and then, six weeks from the date of the notice, pay the consideration for the shares to the relevant company to hold on trust for the outstanding shareholders. The consideration offered to shareholders whose shares are compulsorily acquired under the CA 2006 must, in general, be the same as the consideration available under the takeover offer.

C. Sell Out

Section 983 of the CA 2006 permits a minority shareholder to require an offeror to acquire its shares if the offeror has acquired or contracted to acquire shares in a company which amount to not less than 90% in value of all the voting shares in the company and carry not less than 90%, of the voting rights. Certain time limits apply to this entitlement. If a shareholder exercises its rights under these provisions, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

10. Documents for Inspection

Copies of the following documents are available for inspection at https://senecavct.co.uk/reports-documents/, https://senecavct.co.uk/current-offer/ and at the offices of Hill Dickinson LLP at 50 Fountain Street, Manchester M2 2AS, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this document until the close of the Offer:

10.1 the Articles;

10.2 the annual accounts of the Company for the periods ended 31 December 2021 and the interim report of the Company for the 6 month period ended 30 June 2022; and

10.3 this document.

Dated: 26 August 2022

This page is intentionally blank

Part Five

Definitions 76

Definitions

"2020 Offer"	the offer for subscription of B Shares launched by the Company on 13 October 2020
"2020 Offer Agreement"	the offer agreement entered into on 13 October 2020 between the Company, the Manager, the Sponsor and the Directors of the Company (on that date) in respect of the 2020 Offer
"2021 Offer"	the offer for subscription of B Shares launched by the Company on 29 October 2021
"2021 Offer Agreement"	the offer agreement entered into on 29 October 2021 between the Company, the Manager, the Sponsor and the Directors of the Company (on that date) in respect of the 2021 Offer
"2022 Offer Agreement"	the offer agreement to be entered into on or around the date of this document between the Company, the Manager and the Sponsor (on that date) in respect of the Offer
"Admission"	the admission of the Offer Shares allotted pursuant to the Offer to the premium segment on the Official List and to trading on the London Stock Exchange's main market for listed securities
"Adviser Charge"	the fee (inclusive of VAT) payable to an intermediary, agreed with the Investor for the provision of a personal recommendation and/or related services in relation to an investment in the Offer Shares, and input on the Application if payment is to be facilitated by the Company
"AIC"	the Association of Investment Companies
"AIC Code"	the AIC's Code of Corporate Governance issued in February 2019 (as updated)
"AIF Regulations"	the Alternative Investment Fund Managers Regulations 2013 (as amended)
"AIM"	AIM, the market of that name operated by the London Stock Exchange
"Alternative Investment Fund Manager"	the Manager in its role as the AIFM (as defined in the AIF Regulations) of the Company
"Annual Running Costs"	the annual running costs and expenses incurred by the Company in its business including irrecoverable VAT but excluding (a) exceptional and extraordinary costs; (b) any management fees or performance fees in relation to any Shares; and (c) any costs relating solely to the making, holding or realisation of investments in the Ordinary Share Pool or the B Share Pool
"Applicant"	a person who makes an application whether via online at https://seneca.nevilleregistrars.co.uk/ or in limited circumstances by lodging a physical Application form, and in all cases in accordance with the Terms and Conditions of Application

"Application"	a valid application for B Shares pursuant to the Offer, which can be made by visiting https://seneca.nevilleregistrars.co.uk/ and following the onscreen instructions. Applicants requiring a downloadable Application for accessibility reasons may access one by visiting www.senecavct.co.uk/current-offer.
"AQSE"	the Aquis Stock Exchange, a recognised investment exchange under the FSMA and a recognised stock exchange under S1005 (1)(b) ITA 2007 operated by Aquis Exchange Plc
"Articles"	the articles of association of the Company (as amended from time to time)
"B Share Pool"	the pool of assets and liabilities allocated to the B Shares in accordance with the Articles
"B Shareholder"	a holder of B Shares
"B Shares"	B ordinary shares of 1 pence each in the capital of the Company
"Board" or "Directors"	the board of directors of the Company
"Business Days"	any day (other than a Saturday) on which clearing banks are open for normal banking business in sterling
"CAC"	the Commercial Advisory Committee of the Company which currently consists of John Hustler and Richard Roth
"CA 1985"	Companies Act 1985
"CA 2006"	Companies Act 2006 (as amended)
"Company"	Seneca Growth Capital VCT Plc
"Conflicts Policy"	the conflicts policy of the Manager from time to time
"Depositary"	Thompson Taraz Depositary Limited
"Depositary Agreement"	the agreement between the Company (together with certain other alternative investment funds managed by the Manager), the Manager and the Depositary dated 2 September 2021, as described more fully in Part 4 of this document
"Disclosure and Transparency Rules"	the disclosure guidance and transparency rules of the FCA
"Early Investment Incentive"	the early investment incentive discount in respect of applications made under the Offer as described on page 14
"Existing Seneca Investors"	those Investors under the Offer who are, or have been, clients of Seneca

"Existing Shareholders"	the existing Shareholders (or beneficial holders of Shares) in the Company as at the date of this Prospectus (and each an "Existing Shareholder")
"FCA"	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of FSMA
"FSMA"	the Financial Services and Markets Act 2000 (as amended)
"HMRC"	Her Majesty's Revenue & Customs
"IMA"	the investment management agreement between the Company and the Manager dated 9 May 2018 (as amended by a deed of variation dated 20 June 2022) as described more fully in Part 4 of this document
"Independent Board"	those members of the Board from time to time who are independent of the Manager
"Interested Party"	the Manager, or any of its officers, employees, agents and affiliates and the Directors and any person or company with whom they are affiliated or by whom they are employed
"Investors"	individuals aged 18 or over who subscribe for B Shares under the Offer (and "Investor" means any one of them)
"IPEVC Valuation Guidelines"	International Private Equity and Venture Capital Valuation Guidelines
"ITA 2007"	Income Tax Act 2007 (as amended)
"Knowledge Intensive Company"	a company satisfying the conditions in Section 331(A) of Part 6 ITA of the proposed draft legislation
"Listing Rules"	the listing rules of the FCA
"London Stock Exchange"	London Stock Exchange plc
"Loyalty Investment Incentive"	the loyalty investment incentive discount in respect of applications made under the Offer as described on page 14
"MAR"	Market Abuse Regulation (596/2014/EU) (as amended) (as it forms part of retained European Union law as defined in the EU (Withdrawal) Act 2018)
"ML Regulations"	The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as amended)
"NAV" or "net asset value"	net asset value
"Non-qualifying Investments"	the assets of the Company that are not Qualifying Investments
"Offer"	the offer for subscription of up to £10 million of Offer Shares (as may be increased in accordance with the over-allotment facility)
"Offer Price"	price per Offer Share under the Offer as determined by the Pricing Formula from time to time

"Offer Shares"	the B ordinary shares of 1 pence in the capital of the Company available for subscription pursuant to the Offer
"Official List"	the official list of the FCA
"Ordinary Share Pool"	the pool of assets and liabilities allocated to the Ordinary Shares in accordance with the Articles
"Ordinary Shareholder"	a holder of Ordinary Shares
"Ordinary Shares"	ordinary shares of 1 pence each in the capital of the Company
"Performance Incentive Fee"	the performance related incentive fee payable to the Manager in relation to the B Shares Pool as described on page 36 of this document
"Performance Period"	any period of time commencing on the day following the prior Performance Period (the first of which is the date of the IMA) and ending on any quarter day of the Company, by reference to which any Shareholder Proceeds are being declared
"Pricing Formula"	the mechanism by which the Offer Price may be adjusted according to the latest published NAV of the B Shares, the level of the Promoter Fee and Adviser Charge, as described in Part 1 of this document
"Promoter Fee"	the fee payable by the Company to the Manager, calculated as a percentage of monies subscribed to the Company with an Investor's Application , in return for which the Manager will pay the costs of the Offer. Note the amount of money subscribed is equal to the total application amount remitted including any amount requested to be facilitated as an Adviser Charge.
"Professional Client"	a Professional Client (as defined in section 3.5 of the FCA's Conduct of Business Sourcebook)
"Prospectus"	this document dated 26 August 2022 relating to the Offer
"Prospectus Regulation"	the Prospectus Regulation (EU) 2017/1129 and amendments thereto (as it forms part of retained European Union law as defined in the EU (Withdrawal) Act 2018)
"Prospectus Regulation Rules"	the prospectus rules published by the FCA under section 73A of FSMA
"Qualifying Company"	a company satisfying the requirements of Chapter 4 of Part 6 of ITA 2007 and "Qualifying Companies" shall be construed accordingly
"Qualifying Holdings"	has the meaning set out in paragraph 3 of Part 3 of this Prospectus
"Qualifying Investments"	shares in, or securities of, a Qualifying Company held by a VCT which meets the requirements described in Chapter 4 of Part 6 ITA 2007
"Qualifying Limit"	the Investor's subscription limit of £200,000 per tax year
"Qualifying Purchaser"	an individual who purchases Shares from an existing Shareholder and is aged 18 or over and satisfies the conditions of eligibility for tax relief available to investors in a VCT

"Qualifying Investor" or "Qualifying Subscriber"	an individual, aged 18 or over, who subscribes for Shares within the Qualifying Limit
"Regulatory Information Service" or "RNS"	a regulatory information service that is on the list of regulatory information services maintained by the FCA
"Reporting Period"	the period from 1 January 2021 to 30 June 2022
"Risk Finance State Aid"	State aid received by a company as defined in Section 280B (4) of ITA
"Seneca" or "Manager"	Seneca Partners Limited
"Shareholder"	a holder of Shares
"Shareholder Proceeds"	in relation to the B Shares and calculated on a per Share basis in relation to the relevant Share all amounts paid by way of dividend or other distributions, share buy backs, proceeds on a sale or liquidation of the Company and any other proceeds or value received or deemed to be received by the holders of the relevant Shares (excluding any income tax relief on subscription)
"Shares"	Ordinary Shares and/or B Shares as the context requires (and each a "Share")
"SME"	small and medium-sized enterprise
"Sponsor"	SPARK Advisory Partners Limited
"Statutes"	means every statute (including any orders, regulations or other subordinate legislation made under it) from time to time in force concerning companies insofar as it applies to the Company
"Terms and Conditions of Application"	the terms and conditions of the Offer set out in Part 6 of this Document
"VCT" or "venture capital trust"	a company satisfying the requirements of Chapter 3 of Part 6 of ITA 2007 for venture capital trusts
"VCT Rules"	Part 6 ITA 2007 and every other statute (including any orders, regulations or other subordinate legislation made under them) for the time being in force concerning VCTs

Part Six

Terms and Conditions of Application 82

Terms and Conditions of Application

The following terms and conditions apply to the Offer.

Save where the context otherwise requires, words and expressions defined in this document have the same meanings when used in these Terms and Conditions of Application, the Application and the application procedure.

1. The right is reserved by the Company to reject any Application in whole or in part and/or scale down, or to accept, any Application. The contract created by the acceptance of any Application will be conditional on the Admission to the Official List and to trading on the London Stock Exchange's market for listed securities of the Offer Shares in the Company becoming effective, unless otherwise so resolved by the Board. If any Application is not accepted, or if any contract created by acceptance does not become unconditional, or if any Application is accepted for a lower amount than the amount applied for, or the Offer is fully subscribed or otherwise closed, the Application monies or the balance of the amount paid on Application (including, any Adviser Charge in respect of that part of the Application) will be returned without interest (i) by post or (ii) by bank transfer (depending on how the funds were provided) at the risk of the Applicant. In the meantime, application monies will be held in a ring-fenced bank account managed by the Receiving Agent. The Offer is open from 26 August 2022 and in the case of the Offer for the 2022/2023 tax year is expected to close no later than 5.00 p.m. on 5 April 2023, with all subscription monies to be received in full in cash (cleared funds) by noon on 4 April 2023, and in the case of the Offer for the 2023/24 tax year no later than 5.00 p.m. on 18 August 2023, with all subscription monies to be received in full in cash (cleared funds) by noon on 17 August 2023 (unless it has been fully subscribed by an earlier date). The Board reserves the right to close the Offer earlier at its absolute discretion.

2. By completing an Application in respect of the Offer, you:

   (a) offer to subscribe the monetary amount input on the Application in respect of the Company for such number of Offer Shares in the Company (or such lesser amount for which your Application is accepted and subject to paragraph 12 below) obtained by applying the Pricing Formula.

   (b) direct, or authorise your financial adviser to direct, the Registrars to send documents of title for the number of Offer Shares for which your Application is accepted, and/or a crossed cheque for or, if appropriate, return by bank transfer, any monies returnable, by post at your risk to your address as set out on your Application (or, in respect of a direction to issue shares to a nominee, documents of title will be sent to the nominee);

   (c) in consideration of the Company agreeing that it will not, prior to the Offer closing, offer any Offer Shares for subscription to any persons other than as set out in the Prospectus, agree that your Application may not be revoked and that this paragraph constitutes a separate collateral contract with the Company which will become binding upon receipt of your Application , duly completed, by the Receiving Agent;

   (d) warrant that you will provide cleared funds when making your Application, or arrange for a bank transfer to be made or a standing order for monthly subscriptions to be set up on the same day as you complete the Application online, and that your remittance will be honoured on first presentation and agree that, if such remittance is not so honoured, you will not be entitled to receive share certificates for the Offer Shares in the Company applied for or to enjoy or receive any rights or distributions in respect of such shares unless and until you make payment in cleared funds for such shares and such payment is accepted by the Company (which acceptance shall be in the Company's absolute discretion and may be on the basis that you indemnify it against all costs, damages, losses, expenses and liabilities arising out of, or in connection with, the failure of your remittance to be honoured on first presentation) and that at any time prior to unconditional acceptance by the Company of such late payment in respect of such shares, that Company may (without prejudice to its other rights) treat the agreement to allot such shares as void and may allot such shares to some other person, in which case you will not be entitled to any refund or payment in respect of such shares (other than return of such late payment);

(e) agree that all payments will be presented for payment upon receipt and any definitive document of title and any monies returnable to you may be retained pending clearance of your remittance and the completion of any verification of identity required by the ML Regulations and that such monies will not bear interest;

(f) undertake to provide satisfactory evidence of identity and source of funds within such reasonable time (in each case to be determined in the absolute discretion of the Company and the Manager as promoter) to ensure compliance with the ML Regulations;

(g) agree that, in respect of those Offer Shares for which your Application has been received and processed and not rejected, acceptance of your Application shall be constituted by the Company instructing the Registrars to enter your name on its share register;

(h) agree that, having had the opportunity to read this Prospectus, you are deemed to have had notice of all information and representations concerning the Company, the Offer and the Offer Shares contained herein (whether or not so read);

(i) confirm that (save for advice received from your financial adviser) in making such application you are not relying on any information or representation in relation to the Company other than that contained in this Prospectus and you, accordingly, agree that no person responsible solely or jointly for this Prospectus or involved in the preparation thereof will have any liability for any such information or representation;

(j) agree that all Applications, acceptances of Applications and contracts resulting therefrom under the Offers shall be governed by and construed in accordance with English Law and that you submit to the jurisdiction of the English Courts and agree that nothing shall limit the right of the Company to bring any action, suit or proceedings arising out of or in connection with any such Applications, acceptances of Applications and contracts in any other manner permitted by law or in any court of competent jurisdiction;

(k) authorise the Company, the Receiving Agent, the Registrar or the Manager or any other person authorised by them, as your agent, to do all things necessary to effect registration of any Offer Shares subscribed for by you into your name and authorise any representatives of the Company, the Registrars or the Manager to execute any document required therefore and to enter your name on the register of members of the Company;

(l) agree to provide the Company, the Receiving Agent, the Registrar or the Manager with any information which they may request in connection with your Application and/or in order to comply with the VCT regulations or other relevant legislation (as the same may be amended from time to time);

(m) warrant that, in connection with your Application, you have observed and complied with the laws of all requisite territories, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with your Application in any territory and that you have not taken any action which will or may result in the Company, the Registrar, the Receiving Agent or the Manager or any of their respective agents infringing any laws or acting in breach of the regulatory or legal requirements of any territory directly or indirectly in connection with the Offer or in consequence of any acceptance of your Application;

(n) confirm that you have read and complied with paragraph 3 below and warrant as provided therein;

(o) confirm that you have reviewed the restrictions contained in paragraph 4 below and warrant as provided therein;

(p) warrant that you are not under the age of 18 years;

(q) agree that your Application is addressed to the Receiving Agent, and (where completed in hard copy) forwarded to the address shown on the Application;

(r) warrant that if you sign or complete an Application on behalf of somebody else or yourself and another or others jointly or a corporation you have the requisite power to make such investments as well as the authority to do so and such person will also be bound accordingly and will be deemed also to have

given the confirmations, warranties and undertakings contained in these Terms and Conditions of Application and undertake (save in the case of signature by an authorised financial adviser on behalf of the Investor) to provide a power of attorney duly certified by a solicitor on demand when making an Application (or, in the case of a physical application, enclose such power of attorney or a copy thereof duly certified);

(s) warrant that you are not subscribing for the Offer Shares using a loan which would not have been given to you or any associate, or not given to you or any associate on such favourable terms, if you had not been proposing to subscribe for the Offer Shares;

(t) warrant that the Offer Shares are allotted to you for bona fide commercial purposes and not as part of a scheme or arrangement, the main purpose of which, or one of the main purposes of which, is the avoidance of tax;

(u) warrant that you are not a US person or resident of Canada and that you are not applying on behalf of or with a view to the offer, sale or delivery, directly or indirectly, to or for the benefit of any US person or resident of Canada;

(v) warrant that the information contained in the Application is accurate and that the Application has been completed to the best of your knowledge;

(w) agree that the Manager, the Receiving Agent or the Registrars will not regard you (or your nominee) as its customer by virtue of your having made an application for Offer Shares or by virtue of such application being accepted;

(x) agree that allocations of Offer Shares will be rounded down to the nearest whole share and that surplus amounts will not be aggregated to purchase (an) additional share(s) in the Company, and only refunds in excess of £1 will be issued; and

(y) consent to the information provided on the Application being provided to the Receiving Agent and the Registrars to process shareholding details and send notifications to you.

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

4. The Offer Shares have not been, and will not be, registered under the United States Securities Act 1933, as amended, or under the securities laws of any state or other political subdivision of the United States of America ("USA"), and may not be offered or sold in the USA, its territories or possessions or other areas subject to its jurisdiction. In addition, the Company has not been, nor will be, registered under the United States Investment Company Act of 1940, as amended. No Application will be accepted if it bears an address in the USA.

5. Multiple Applications under the Offer are permitted and will be processed in order of receipt. Applications will be accepted on a first come, first served basis, subject always to the discretion of the Board. The right is reserved to reject in whole or in part and scale down any Application or any part thereof including, without limitation, Applications in respect of which any verification of identity which either of the Company or the Receiving Agent consider may be required for the purposes of the ML Regulations has not been satisfactorily supplied. The Board in its absolute discretion may decide to close or suspend the Offer up to and including a date no later than 18 August 2023. The Offer shall be suspended if the issue of such Offer Shares in the Company would result in a breach of the Listing Rules, the Company not having the requisite Shareholder authorities from time to time to allot Offer Shares or a breach of any other statutory provision

or regulation applicable to the Company. Dealings prior to the issue of certificates for Offer Shares will be at the risk of Applicants. A person so dealing must recognise the risk that an Application may not have been accepted to the extent anticipated or at all.

6. The rights and remedies of the Company and the Manager under these Terms and Conditions of Application are in addition to any rights and remedies which would otherwise be available to either of them, and the exercise or partial exercise of one will not prevent the exercise of others.

7. Applicants who are Existing Shareholders or Existing Seneca Investors will receive a Loyalty Investment Incentive discount equal to 0.5% of the total monies subscribed with the Application in relation to valid Applications accepted and standing order payments for monthly investors received by the deadline of 5.00 p.m. on 31 October 2022. Such incentive will be applied through the Pricing Formula (as referred to in Part 1 of this document). The determination by the Board as to the eligibility of an Applicant as an Existing Shareholder or an Existing Seneca Investor will be final.

8. Applicants will receive an Early Investment Incentive discount equal to 1% of the total monies subscribed with the Application in relation to valid Applications accepted and standing order payments for monthly investors received by the deadline of 5.00 p.m. on 31 October 2022. Such incentive will be applied through the Pricing Formula (as referred to in Part 1 of this document).

9. Intermediaries providing 'execution-only' services that complete valid Applications which include their FCA number in respect of any application accepted from a client for whom the 'execution-only' intermediary acts, will usually be offered initial commission of up to 2.5% of the monies subscribed by their clients under the Offer (with no trail commission), or up to 2% of the monies subscribed by their clients under the Offer. Execution-only intermediaries may waive all or part of the initial commission offered for the benefit of their client (such amount will be taken into account in determining the number of Offer Shares to be allotted under the Pricing Formula i.e. more Offer Shares will be allotted than would be the case where commission is not waived and is paid to the 'execution-only' intermediary). If the 'execution-only' intermediary has been offered the lower level of initial commission of up to 2% referred to above, and provided that the 'execution-only' intermediaries' client continues to hold the Offer Shares, such intermediaries will normally be paid an annual trail commission of 0.5% of the total monies subscribed with the Application. This annual trail commission will be payable until the earlier of (i) the fourth anniversary of the closing of the Offer and (ii) the IMA between the Company and the Manager being terminated, with the amounts expected to be payable as at 31 December 2023, 2024, 2025 and 2026. Commissions will only be paid to intermediaries who have made a claim in relation to the commission and have provided the Company with all the requisite information and only if, and to the extent that, commissions are permitted under legislation and regulations. Trail commission will not be payable if the 'execution-only' intermediary subsequently gives advice in respect of a holding. The Company should be immediately notified that trail commission payments should cease.

10. The Company will, through the Receiving Agent, provide facilitation services in respect of any Adviser Charges (together with any VAT thereon, if applicable) agreed between an Investor and his or her financial adviser (subject to a maximum facilitation amount equal to 4.5% of the total monies subscribed with the Application). Any additional Adviser Charges in excess of the amount agreed to be facilitated will not be facilitated and will need to be paid directly by the Investor.

11. If the Investor and the financial adviser agree that an Adviser Charge is to be facilitated by the Company, an Application must be countersigned by the financial adviser to confirm (i) that the facilitation amount has been agreed; and (ii) that the financial adviser has read and agrees to be bound by the Terms and Conditions of Application that apply to the Offer. The charging of VAT on an Adviser Charge is the sole responsibility of the financial adviser. Should any facilitated charge undertaken by the Company exclude the payment of any such VAT, the Investor will, at all times, remain solely responsible to make up such VAT deficit (if any) to the financial adviser. If the amount remitted by an Investor is less than the aggregate amount required to meet both the application for subscription of Offer Shares pursuant to the Offer, and the Adviser Charge to be facilitated by the Company (subject to a maximum amount equal to 4.5% of the total amount subscribed with the Application), the amount of the subscription for Offer Shares will be reduced accordingly. Alternatively, if the maximum amount possible to be facilitated (equal to 4.5% of the total amount subscribed with the Application) would be exceeded, the amount of the Adviser Charge to be facilitated will be reduced to 4.5% of the total amount subscribed with the Application.

12. The Manager has agreed to reduce its Promoter Fee in respect of Applications accepted under the Offer by an amount equal to any Loyalty Investment Incentive discount or Early Investment Incentive discount as applicable in relation to an Application. The Manager may further agree to waive any part of the Promoter Fee in respect of any specific investor or group of Investors for the benefit of such Investors.

13. The maximum amount to be raised in relation to the Company is £10 million (or £20 million if the over-allotment facility is utilised in full). The Offer will close once the Company has reached its maximum subscription of £10 million (or £20 million if the over-allotment facility has been utilised in full).

14. The Offer will be suspended if at any time the Company is prohibited by statute or other regulations from issuing Offer Shares.

15. The Company reserves the right to make the Offer available through one or more platforms (subject to information being received in respect of any Applicant and the intended underlying beneficial holder of Offer Shares as may be requested by or on behalf of the Company). Further, the Company may issue Offer Shares directly to a nominee through CREST if requested by the Applicant (as provided for in the Application) and agreed by the Company.

16. The Company may make one or more revised or additional Application(s) available and any additional terms and conditions thereon shall be deemed to be included herein as part of these Terms and Conditions of Application.

17. The right is also reserved to treat as valid any Application not complying fully with these Terms and Conditions of Application for the Offer or not in all respects complying with the application procedure. In particular, but without limitation, the Company may accept Applications made otherwise than by completion of an Application where the Applicant has agreed in some other manner acceptable to the Company to apply in accordance with these Terms and Conditions of Application. Applications which are not accompanied by payment (such that the application monies are not received by the Receiving Agent by the time the Application is processed), will be dealt with at the Board's discretion. If any dispute arises as to the date or time on which an Application is received, the Board's determination shall be final and binding.

18. The Application and application procedure forms part of these Terms and Conditions of Application.

Seneca Growth Capital VCT Plc
9 The Parks, Haydock, WA12 0JQ

www.senecavct.co.uk