

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt about the action to be taken, you should immediately consult your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000 (“FSMA”) if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are outside the United Kingdom.**

If you have sold or otherwise transferred all of your Shares in the Company, please send this document and accompanying Form(s) of Proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, independent financial adviser or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Application has been made to the UKLA and to the London Stock Exchange for an amendment to the listing and trading line of Shares to reflect the Share Restructuring. An application has been made to the UKLA for the New Shares to be listed on the premium segment of the Official List and will be made to the London Stock Exchange for the New Shares to be admitted to trading on its main market for listed securities.

Howard Kennedy Corporate Services LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for the Company and no one else and, subject to the responsibilities and liabilities imposed by FSMA, will not be responsible to anyone other than the Company for providing the protections afforded to clients of Howard Kennedy or for providing advice to any other person in relation to the contents of this document or on any other matter referred to in this document.

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**Maven Income and Growth VCT 6 PLC**

*(Registered in England and Wales with registered number 03870187)*

*(the “Company”)*

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**Notice of General Meeting  
and  
Recommended proposals to:**

- **restructure the share capital of the Company;**
- **adopt new articles of association;**
- **grant authorities to allot New Shares;**
- **cancel the Company’s share premium account;**
- **cancel the Company’s capital redemption reserve;**
- **approve an IMA Deed of Amendment and Restatement with Maven Capital Partners UK LLP;**
- **approve the payment of an Offer Administration Fee in relation to the offer of New Shares; and**
- **approve the subscription by Bill Nixon for New Shares.**

Your attention is drawn to the letter from the Chairman of the Company set out in Part I of this document which contains recommendations to vote in favour of the resolutions to be proposed at the General Meeting. Your attention is also drawn to the risk factors set out in Part IV of this document.

Notice of the General Meeting of Maven Income and Growth VCT 6 PLC, to be held at 10.30 a.m. on 17 February 2016 at Fifth Floor, 1-2 Royal Exchange Buildings, London EC3V 3LF, is set out at the end of this document. To be valid, the forms of proxy for the General Meeting, included at the end of this document, should be returned so as to be received not less than 48 hours before the meeting, either by post or by hand (during normal business hours only) to the Company’s registrars, Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

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## EXPECTED TIMETABLE

Offer opens	14 January 2016
Latest time and date for receipt of forms of proxy for the General Meeting	10.30 a.m. on 15 February 2016
General Meeting	10.30 a.m. on 17 February 2016
Effective date of the Share Restructuring	17 February 2016
Amendment to the listing of the Shares arising from the Share Restructuring	8.00 a.m. on 18 February 2016
Deadline for receipt of applications for New Shares under the Offer for allotment in 2015/2016 tax	12.00 noon on 1 April 2016
Deadline for receipt of applications for New Shares under the Offer for allotment in 2016/2017 tax year	12.00 noon on 30 June 2016
Offer Closes*	12.00 noon on 30 June 2016

\* The Board may close the Offer earlier than the date stated above if the Offer is fully subscribed by an earlier date or otherwise at the Board's discretion. The Board may also extend the Offer to a date up to and including 4 January 2017.

**PART I**  
**LETTER FROM THE CHAIRMAN**

*Registered Office:*  
Fifth Floor  
1-2 Royal Exchange Buildings  
London EC3V 3LF

14 January 2016

Dear Shareholder

**Notice of General Meeting and recommended proposals to:**

- **restructure the share capital of the Company;**
- **adopt new articles of association;**
- **grant authorities to allot New Shares;**
- **cancel the Company's share premium account and capital redemption reserve;**
- **approve an IMA Deed of Amendment and Restatement with Maven Capital Partners UK LLP;**
- **approve the payment of an Offer Administration Fee in relation to the Offer of New Shares;**  
**and**
- **approve the subscription by Bill Nixon for New Shares.**

The purpose of this document is to explain the recommended proposals listed above and to seek Shareholders' approval for the required authorities.

**The Offer**

The Board is pleased to advise Shareholders that the Company has today launched a new offer for subscription for New Shares to raise additional funds.

The Board believes that Maven's track record for VCT investment, and the ability to generate increasing tax-free dividend payments and total shareholder returns, make the Offer an attractive option for investors. With an investment strategy of investing principally in established private businesses, Maven has a long term track record for making new investments and achieving profitable portfolio exits for the benefit of the shareholders of the Maven VCTs.

There continues to be strong investor demand for reliable tax-free income from VCTs. It is, therefore, the Board's view that the Offer will appeal to investors and advisers due to the combination of a range of tax incentives and regular tax-free dividend potential.

The Company participated in a parallel VCT offer back in 2013/2014, when all of the Maven VCTs (including the Company) raised funds with an aggregate fundraising target. The Company did not, however, participate in the 2014/2015 parallel fundraising launched by the other Maven VCTs which closed in February 2015 after raising £18 million of new funds. The other Maven VCTs are not raising funds this year as they are significantly larger than the Company in terms of total assets, and have relatively high amounts of cash available for investment following a number of successful realisations during 2015.

This is an opportunity for the Company to raise additional funds which will allow a significant scaling up of its asset base, increasing both total assets and its capacity to invest larger amounts when investing alongside the other Maven VCTs, whilst at the same time reducing the total expense ratio and, therefore, costs borne by Shareholders (on a per Share basis).

The Company is proposing to raise up to £15 million of further capital pursuant to the Offer, details of which are contained in the Prospectus. The funds raised will allow the Company to make new and follow-on investments in accordance with its published investment policy, to facilitate the payment of dividends and market purchases of Shares and to meet the Company's annual running costs.

Although the Company currently has the ability to issue Shares, it requires additional Shareholder authority to allot the greater number of New Shares being made available under the Offer. Furthermore, as set out in the section below, the Board also considers that, in advance of such a significant fundraising, the Company should take the opportunity to restructure its share capital.

The purpose of this document is, therefore, to seek authority from Shareholders to restructure the share capital of the Company, to adopt new articles of association and to seek authority to allot shares in the capital of the Company and disapply pre-emption rights in respect of such allotments. It is also

proposed to take the opportunity to seek approval to cancel the Company's share premium account and capital redemption reserve. Such approvals, which are required under CA 2006, will be sought pursuant to resolutions to be proposed at the Company's General Meeting, notice of which is set out on pages 18 to 21 of this document. The Company is also seeking approval to make changes to its investment management arrangements with Maven, as well as approval of other related party arrangements with Maven in relation to the Offer.

### **Restructuring of the share capital of the Company**

The Board proposes to restructure the share capital of the Company to result in the ordinary share class having a nominal value of 10p per Share. The current nominal value of the Shares is 50p and, as the Company's NAV per Share is 59.7p (unaudited as at 31 December 2015), any share issue at an offer price (which is largely based on the NAV per Share at the time of allotment) which is below the nominal value of the Share would not be permitted by company law. Therefore, it is proposed that the Share Restructuring will be effected whereby each existing ordinary share of 50p will be sub-divided into one ordinary share of 10p and one Deferred Share of 40p. The Deferred Shares will have no economic value and will be bought back by the Company for an aggregate price of 1p and cancelled immediately following their issue.

Immediately following the Share Restructuring, the number of Shares in the Company held by a Shareholder and the NAV per Share will not change (the creation of Deferred Shares and their repurchase merely being a mechanism by which the Share Restructuring will be effected).

The Share Restructuring will result in a simplification of the share capital of the Company, whilst also creating capital redemption reserves from the repurchase of the Deferred Shares and an increased share premium on the issue of New Shares issued pursuant to the Offer. The resulting capital redemption reserve and the share premium can subsequently be cancelled, subject to the sanction of the Court, creating distributable reserves to assist in the payment of dividends, the making of market purchases of shares and for other corporate purposes.

Shareholders who hold their shares in certificated form should note that their existing share certificates shall still be valid after the Share Restructuring, and no new certificates will be issued.

The Share Restructuring is conditional on the approval of Shareholders of the Company. The Offer is conditional on the Share Restructuring having been completed.

### **Reasons for the Offer**

The Board has taken the following factors into account in deciding to launch the Offer:

- The likely requirement for additional funds by the Company over the next two to three years, based on the Manager's anticipated deal flow and ongoing portfolio exit activity. The Manager is continuing to identify strong levels of new deal flow across its UK network, and has a healthy pipeline of attractive potential new investments.
- The UK economic outlook is, in the Board's view, generally positive for established private companies, and will continue to present high quality investment opportunities throughout the UK.
- The ongoing difficulty for established UK small and medium-sized enterprises in obtaining growth finance from banks, due to the long term impact of the credit crisis, is expected to ensure a continued demand for the type of funding provided by the Company.
- The ongoing advantage of the Company being able to co-invest in new private company transactions with the other five Maven VCTs, which enables them to invest collectively in more substantial businesses, and commit greater levels of funding than would be the case if the Manager was investing on behalf of a single VCT. The additional funds will allow the Company to have an increased allocation of those co-investments, and should further mitigate investment risk for all Shareholders by creating a larger and more diversified portfolio for the Company.
- The additional funds will, subject to the Share Restructuring and adequate distributable reserves, also allow the Company more flexibility in the payment of dividends and expenses, and in undertaking share buy-backs.
- An increase in the net assets of the Company will enable its fixed running costs to be spread over a wider asset base.

## **Details of the Offer**

The Offer is now open and will close on 30 June 2016 (unless it is fully subscribed before this date or otherwise at the Board's discretion), and allows investors to subscribe for both the 2015/2016 and 2016/2017 tax years. The closing date for the Offer (unless fully subscribed earlier, otherwise closed at the discretion of the Board or extended to a date no later than 4 January 2017) for applications for the 2015/2016 tax year is 12.00 noon on 1 April 2016 and for the 2016/2017 tax year is 12.00 noon on 30 June 2016. The Offer is conditional on the Share Restructuring becoming effective.

Further details relating to the Offer are set out in the Prospectus. Shareholders interested in investing in the Company should read the Prospectus in full. Any decision to participate in the Offer should be made solely by reference to the information and the terms and conditions contained in the Prospectus.

An application will be made for all of the New Shares to be admitted to trading on the London Stock Exchange's main market for listed securities.

The New Shares will be issued in registered form, will be transferable and will rank *pari passu* in all respects with each other and the existing Shares. It is proposed that a first allotment of New Shares will take place on or before 5 April 2016. Application will be made for the New Shares to be admitted to the CREST system and it is anticipated that holders of New Shares will be able to hold their New Shares in certificated or un-certificated form. It is expected that dealings will commence within ten Business Days of any allotment.

Shareholders will need to authorise the Board to allot the New Shares pursuant to the Offer.

## **Authority to allot shares and disapply pre-emption rights**

As mentioned above, having disapplied pre-emption rights, the Company requires additional authority from its Shareholder (under the CA 2006) to allot new Shares.

Although the Company does have some existing capacity under the authorities granted by its Shareholders at its most recent annual general meeting, it is proposed to take additional authority covering the full amount of the new Shares in the Company being offered under the Prospectus in relation to its Offer pursuant to Resolutions 2 and 5 to be proposed at its General Meeting.

## **Duration of Company and adoption of the New Articles**

To allow the Offer to be made, it is proposed that New Articles are adopted with the duration provisions amended so that the continuation resolution to be put to Shareholders at the annual general meeting of the Company in 2020 is instead put to Shareholders at the annual general meeting held after the fifth anniversary of the last allotment of shares (from time to time) in the Company. The adoption of the New Articles is provided for in Resolution 1(iii).

Furthermore, to allow the Share Restructuring to be effected, it is proposed that the New Articles contain provisions dealing with creation of the Deferred Shares and their repurchase by the Company. This is provided for in Resolution 1(i) and (ii). The Deferred Shares will have restricted dividend rights, will not have rights to receive notice of, or attend or vote at, general meetings, will on a winding up only be entitled to 1p for every 1,000,000 Deferred Shares (with no further right to participate in any further surplus assets of the Company), and will be capable of being repurchased by the Company at any time for an aggregate price of 1p.

## **Cancellation of the share premium account and the capital redemption reserve**

The share premium account and the capital redemption reserve form part of a Company's capital and, except with the approval of Shareholders and the Court, use of these reserves is restricted. Cancelling share premium and capital redemption reserves allows a company to create a special reserve that can be used to fund distributions, assist in writing off losses, finance repurchases of a public company's shares or for other corporate purposes.

The Company has previously cancelled its share premium, in particular to enhance the ability to make distributions and implement share buy backs. However, as a result of the fund raising which was launched in 2013, and buy backs from time to time, additional share premium and capital redemption reserves have been, and will continue to be, created.

The Board, therefore, also proposes at its General Meeting to seek the approval of Shareholders pursuant to CA 2006 to cancel the share premium account and the capital redemption reserve pursuant to Resolutions 4 and 5 to be proposed at its General Meeting, subject to the sanction of the Court.

## **IMA Deed of Amendment and Restatement with Maven**

The Company has entered into the IMA Deed of Amendment and Restatement dated 14 January 2016, pursuant to which the Company and Maven have agreed that (subject to Shareholder approval) the investment management, performance and secretarial fees in the IMA will be varied with effect from 1 April 2016 so that the Manager will be paid:

- an investment management fee of 2.5% per annum of the net assets of the Company at the previous quarter end, payable quarterly in arrears;
- a performance fee equivalent to 20% of the increase in NAV total return over each year to 31 January (adjusted for dividends, buy-backs and funds raised during the period), calculated and payable at the end of each six-monthly accounting period at 31 March and 30 September each year; and
- a fixed secretarial/administration fee of £50,000 per annum, payable quarterly in arrears.

Further to the changes proposed, the annual running costs of the Company are capped at 4.1% of its net assets, adjusted annually and excluding any performance related fees and exceptional costs.

The amendment of the fees referred to above is a “related party arrangement” under the Listing Rules as the Manager is a related party under the Listing Rules.

## **Offer Agreement**

The Company and its Directors entered into an agreement dated 14 January 2016 with Maven and Howard Kennedy under which Maven has undertaken, as agent of the Company, to use its reasonable endeavours to procure subscribers under the Offer. Under the agreement the Company has agreed to pay Maven an Offer Administration Fee of 3% of Application Amounts in respect of applications accepted under the Offer and the Manager has agreed to meet the costs of the Offer, with the exception of any ‘execution-only’ intermediary commissions (both initial and trail) which are payable by the Company.

The payment of the Offer Administration Fee is a “related party arrangement” under the Listing Rules as the Manager is a related party under the Listing Rules.

## **Related Party Arrangements**

The agreement by the Company to amend the IMA in accordance with the IMA Deed of Amendment and Restatement and to pay an Offer Administration Fee under the terms of the Offer Agreement are both related party arrangements as between the Company and the Manager under the Listing Rules. The proposal for Bill Nixon, a director of the Company, to subscribe for £200,000 of New Shares under the terms of the Offer is also a related party arrangement as between the Company and Bill Nixon under the Listing Rules (all of these proposed transactions being the “Related Party Arrangements”). A summary of the terms of the IMA Deed of Amendment and Restatement and the Offer Agreement may be found in paragraphs 5(c) and 5(d) of Part III of this Circular respectively. Under the Listing Rules the Manager is a related party of the Company as it is the investment manager of the Company, and Bill Nixon is a related party as he is a director of the Company.

In accordance with the Listing Rules, Shareholder approval is required for the Company and Bill Nixon to enter into the Related Party Arrangements. In determining the application of the Listing Rules to Bill Nixon’s subscription, the related party arrangements between the Company and the Manager (both to amend the IMA in accordance with the IMA Deed of Amendment and Restatement and to pay an Offer Administration Fee under the terms of the Offer Agreement) have been taken into account in the treatment of Bill Nixon’s subscription, since he is also a member of the Manager with a substantial interest in the membership interest of that entity. The Listing Rules require Shareholder resolutions to approve the Company entering into those arrangements (in relation to the IMA Deed of Amendment and Restatement and the Offer Agreement) and to approve Bill Nixon subscribing for New Shares. Bill Nixon and Maven are, for regulatory reasons, not permitted to vote on the resolutions to approve the Related Party Arrangements and each of them has undertaken to the Company that none of their associates will vote on the relevant resolutions. Shareholders are being asked to approve the Related Party Arrangements as they are arrangements with related parties pursuant to Resolutions 6, 7 and 8.

## General Meeting

Notice of the General Meeting, which will be held at 10.30 a.m. on 17 February 2016 at Fifth Floor, 1-2 Royal Exchange Buildings, London EC3V 3LF, is set out at the end of this document.

A summary of the resolutions to be proposed by the Company at its General Meeting is set out below:

Resolution 1 to be proposed at the General Meeting is a composite resolution under CA 2006 to effect the Share Restructuring and to adopt the New Articles.

Paragraph (i) of Resolution 1 will approve the sub-division of each ordinary share of 50p into one ordinary share of 10p and one Deferred Share of 40p.

Paragraph 1(ii) of Resolution 1 will approve the repurchase of the Deferred Shares.

Paragraph 1(iii) of Resolution 1 will approve the adoption of the New Articles (which will include the rights attached to the new Deferred Shares, the right of the Company to repurchase these and new provisions as to the duration of the Company).

Resolution 2 to be proposed at the General Meeting (which is conditional on the passing of Resolution 5) will, under sections 570 and 573 of CA 2006, disapply pre-emption rights in respect of the allotment of equity securities up to an aggregate nominal value of £3,000,000 in connection with the Offer. This represents 430% of the issued share capital of the Company as at 13 January 2016 (this being the latest practicable date prior to publication of this document).

Resolution 3 to be proposed at the General Meeting will authorise the cancellation of the amount standing to the credit of the share premium account of the Company.

Resolution 4 to be proposed at the General Meeting will authorise the cancellation of the amount standing to the capital redemption reserve of the Company.

Resolution 5 to be proposed at the General Meeting will authorise the Directors of the Company (under section 551 of the CA 2006) to allot shares in the capital of the Company up to an aggregate nominal value of £3,000,000. This authority shall expire on the date falling 18 months from the passing of this resolution (unless renewed, varied or revoked by the Company in a general meeting).

Resolution 6 to be proposed at the General Meeting will approve the IMA Deed of Amendment and Restatement, details of which are set out on page 14. The Listing Rules require that the IMA Deed of Amendment and Restatement be approved by the Shareholders, other than Maven and its associates. The Board, having been so advised by Howard Kennedy, believe that the IMA Deed of Amendment and Restatement is fair and reasonable as far as the Shareholders are concerned. Maven will not vote on this resolution and has undertaken to take all reasonable efforts to ensure that its associates will not vote on this resolution. All other Shareholders will be entitled to vote.

Resolution 7 is a resolution to approve the Offer Agreement, details of which are set out on pages 13 and 14. The Listing Rules require that the Offer Agreement be approved by the Shareholders, other than Maven and its associates. The Board, having been so advised by Howard Kennedy, believe that the Offer Agreement is fair and reasonable as far as the Shareholders are concerned. Maven will not vote on this resolution and has undertaken to take all reasonable efforts to ensure that its associates will not vote on this resolution. All other Shareholders will be entitled to vote.

Resolution 8 is a resolution to approve the proposed subscription by Bill Nixon, a director of the Company, of £200,000 for New Shares under the terms of the Offer. The Listing Rules require that such subscription be approved by the Shareholders, other than by Bill Nixon and his associates (which includes Maven). The Board, having been so advised by Howard Kennedy, believe that the proposed subscription is fair and reasonable as far as the Shareholders are concerned. Bill Nixon will not vote on this resolution and has undertaken to take all reasonable efforts to ensure that his associates will not vote on this resolution. All other Shareholders will be entitled to vote.

The authorities conferred by Resolutions 2 and 5 to be proposed at the General Meeting will be in addition to the Company's existing authorities and will expire on the date falling 18 months after the passing of the resolution, unless renewed, varied or revoked by the Company in general meetings. The Board intends to use these authorities for the purposes of the Offer, though may also subsequently utilise the authorities for one or more further offer(s) for subscription or issue of shares.

Resolutions 1 to 4 to be proposed at the General Meeting will be proposed as special resolutions, requiring the approval of 75% or more of the votes cast at the General Meeting to be passed. Resolutions 5 to 8 to be proposed at the General Meeting will be proposed as ordinary resolutions, requiring the approval of more than 50% of the votes cast at the General Meeting to be passed.

### **Action to be taken**

At the end of this document, you will find a Form of Proxy for use at the General Meeting. Whether or not you propose to attend, you are requested to complete and return the Form of Proxy so as to be received not less than 48 hours before the General Meeting. Completion and return of a Form of Proxy will not prevent you from attending the meeting and voting in person should you wish to do so.

### **Recommendations**

In accordance with the Listing Rules, the Board considers:

- (i) the entering into the IMA Deed of Amendment and Restatement;
- (ii) the payment of the Offer Administration Fee to Maven, a related party of the Company, under the Offer Agreement of an amount equivalent to 3% of the aggregate Application Amounts received by the Company pursuant to the Offer; and
- (iii) the proposed subscription by Bill Nixon of £200,000 for New Shares under the terms of the Offer

to be fair and reasonable so far as the Shareholders of the Company are concerned and the Directors have been so advised by Howard Kennedy as sponsor of the Company. In providing this advice, Howard Kennedy has taken into account the Directors' commercial assessment of the relevant provisions of both the IMA Deed of Amendment and Restatement and the Offer Agreement, and the terms of the proposed subscription by Bill Nixon. Bill Nixon has not taken part in the Board's consideration of Resolutions 6, 7 and 8 because he is a member of the Manager, which is party to the IMA Deed of Amendment and Restatement and the Offer Agreement respectively, and he is party to the proposed subscription referred to above.

Each of Bill Nixon and the Manager, each as a related party under the Listing Rules, is not permitted to vote on Resolutions 6, 7 and 8, and each has undertaken to the Company to take all reasonable steps to ensure that none of its associates will vote on these resolutions.

Subject to the above statement in respect of Bill Nixon, the Board believes that the proposals are in the best interests of the Shareholders as a whole and recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as the Directors of the Company intend to do in respect of their own beneficial holdings of 491,606 Shares (representing 7.05% of the issued share capital as at 13 January 2016, this being the latest practicable date prior to publication of this document).

Yours faithfully

**Jonathan Carr**

*Chairman of Maven Income and Growth VCT 6 PLC*

**PART II**  
**DEFINITIONS**

<b>Application Amounts</b>	in relation to investors' applications pursuant to the Offer which have been accepted by Company, the amounts remitted to the Company with such application, including any amounts requested to be facilitated to financial advisers
<b>Articles</b>	the articles of association of the Company, as amended from time to time
<b>Board</b>	the board of directors of the Company
<b>Business Days</b>	any day (other than a Saturday) on which clearing banks are open for normal banking business in sterling
<b>CA 2006</b>	Companies Act 2006 (as amended)
<b>Circular</b>	this document
<b>Company</b>	Maven Income and Growth VCT 6 PLC
<b>CREST</b>	the relevant system (as defined in The Uncertificated Securities Regulations 2001 (S.I. 2001/3755) (as amended)) operated by Euroclear UK & Ireland Limited
<b>Deferred Shares</b>	deferred shares of 40p each in the capital of the Company arising from the Share Restructuring
<b>Directors</b>	the directors of the Company (and each a <b>Director</b> )
<b>Form of Proxy</b>	the form of proxy for use in the General Meeting included in this document
<b>FSMA</b>	Financial Services and Markets Act 2000 (as amended)
<b>General Meeting</b>	the general meeting of the Company to be held on 17 February 2016 (or any adjournment thereof) at which Shareholders' approval will be sought to approve the proposals set out in this document
<b>Howard Kennedy</b>	Howard Kennedy Corporate Services LLP
<b>IMA</b>	the investment management and administration agreement dated 11 April 2005 between the Company and Aberdeen Asset Managers Limited, which was novated to Maven by way of a deed of novation dated 9 June 2009, details of which are set out in Part III
<b>IMA Deed of Amendment and Restatement</b>	the deed of amendment and restatement of the IMA dated 14 January 2016 between the Company and the Manager, details of which are set out in Part III
<b>Knowledge Intensive Company</b>	a company satisfying the conditions in Section 331(A) of Part 6 of the Tax Act
<b>Listing Rules</b>	the listing rules of the UKLA
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>the Manager or Maven</b>	Maven Capital Partners UK LLP, the investment manager to the Company, registered in England and Wales under number OC339387, whose registered office is at Queens Chambers, 5 John Dalton Street, Manchester M2 6ET
<b>Maven VCTs</b>	Maven Income and Growth VCT PLC, Maven Income and Growth VCT 2 PLC, Maven Income and Growth VCT 3 PLC, Maven Income and Growth VCT 4 PLC, Maven Income and Growth VCT 5 PLC and the Company as the context requires
<b>net asset value</b>	the net asset value of a Share calculated in accordance with the Company's accounting policies
<b>New Articles</b>	the Articles that are proposed to be adopted at the General Meeting

<b>New Shares</b>	the Shares (following the Share Restructuring) to be issued by Company pursuant to the Offer (and each a <b>New Share</b> )
<b>Offer</b>	the offer for subscription of New Shares contained in the Prospectus
<b>Offer Administration Fee</b>	the fee payable by the Company to Maven (as promoter of the Offer) in relation to each application for New Shares under the Offer, calculated as of 3% of the Application Amount of each applicant
<b>Offer Agreement</b>	the offer agreement dated 14 January 2016 between the Company, the Directors, the Manager and Howard Kennedy, details of which are set out in Part III of this document
<b>Official List</b>	the official list of the UKLA
<b>Prospectus</b>	the prospectus issued by the Company (comprising the securities note, the registration document and the summary, each dated 14 January 2016)
<b>Resolutions</b>	the resolutions to be proposed at the General Meeting (and each a <b>Resolution</b> )
<b>Risk Finance State Aid</b>	State Aid received by a company as defined in Section 280B (4) of the Tax Act
<b>Share Restructuring</b>	the proposed restructuring of the share capital of the Company to result in ordinary shares of 10p each and deferred shares of 40p each in the capital of the Company as set out on page 5
<b>Shareholders</b>	holders of Shares in the Company (and each a <b>Shareholder</b> )
<b>Shares</b>	ordinary shares of 50p each in the capital of the Company or ordinary shares of 10p each following the Share Restructuring, as the context permits (and each a <b>Share</b> )
<b>Tax Act</b>	the Income Tax Act 2007 (as amended)
<b>The Risk Finance Guidelines</b>	guidelines on state aid to promote risk finance investments 2014/C 19/04
<b>UKLA</b>	the UK Listing Authority, being the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the FSMA
<b>VCT</b>	a company satisfying the requirements of Chapter 3 of Part 6 of the Tax Act for venture capital trusts

**PART III**  
**ADDITIONAL INFORMATION**

**1. Responsibility**

The Directors, whose names appear in paragraph 3 below, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

**2. Share Capital**

2.1 As at 13 January 2016 (being the latest practicable date prior to the publication of this document), the issued share capital of the Company was 6,972,852 Shares.

2.2 As at 13 January 2016 (being the latest practicable date prior to the publication of this document), no share or loan capital of the Company was under option or had been agreed, conditionally or unconditionally, to be put under option, nor did the Company hold any share capital in treasury.

**3. Directors and their Interests**

3.1 As at 13 January 2016 (being the latest practicable date prior to publication of this document), the interests of the Directors (and their respective immediate families), in the issued share capital of the Company was as follows:

Director	No. of Shares	% of issued share capital
Jonathan Carr	10,000	0.14%
Gregor Logan	45,450	0.65%
Brian May	261,977*	3.76%
Bill Nixon	174,179**	2.50%

\* Beneficial and family and, of which, 210,000 are registered, as nominee, in the name of Rock (Nominees) Limited 1322008 Acct.

\*\* At the date stated above, the Manager, which is regarded as a connected person of Bill Nixon, held 368,184 Shares in the Company.

3.2 Each of the Directors has entered into a letter of appointment with the Company, a copy of which is available for inspection at the address set out in paragraph 8 below of this Part III, for the provision of their services as directors for the fees disclosed in paragraph 3.3 below. The agreements are terminable by either party giving notice to the other (the length of such notice varying from no notice being required to three months' notice), subject to retirement by rotation and earlier cessation for any reason under the Articles. There are no commission or profit sharing arrangements and no compensation is payable on termination of the agreements. No amounts have been put aside to provide pensions, retirement or similar benefits to any Directors.

3.3 The current annual remuneration of the Directors is as follows:

Director	Annual Fees
Jonathan Carr	£6,500
Gregor Logan	£5,000
Brian May	£5,000
Bill Nixon	£nil

Total Directors' fees paid in respect of the year ended 31 March 2015 were £16,500.

3.4 Save in respect of the agreements referred to in paragraph 5 below, no Director has an interest in any transaction effected by the Company since its incorporation which is or was unusual in its nature or conditions or significant to the business of the Company or material to that Company.

#### 4. Substantial Shareholders

Save as set out below, the Company is not aware of any person, not being a member of its administrative, management or supervisory bodies who, as at the date of this document, is directly or indirectly, interested in 3% or more of the issued share capital of the Company and who is required to notify such interest in accordance with the Disclosure and Transparency Rules or who directly or indirectly controls the Company.

Name	Number of Ordinary Shares	Percentage of voting rights
Pershing Nominees Limited DJCLT Acct	368,184	5.28%
Stephen Austen	290,000	4.16%
Hargreaves Lansdown (Nominees) Limited HLNOM Acct	289,604	4.15%
Pershing Nominees Limited SHCLT Acct	280,000	4.02%
Chase (Nominees) Limited	229,336	3.29%
Rock (Nominees) Limited 1322008 Acct	210,000*	3.01%

\* beneficially owned by Brian May.

#### 5. Material Contracts

The following, together with the non-executive director appointment letters referred to in paragraph 3.2 above, are (a) the only contracts, not being contracts entered into in the ordinary course of business, that have been entered into by the Company within the two years preceding the date of publication of this document and which are or may be material to the Company, and (b) the only contracts, not being contracts entered into in the ordinary course of business, that have been entered into by the Company at any time and which contain any provisions under which the Company has any obligation or entitlement which are material to the Company as at the date of this document:

- (a) An investment management and administration agreement dated 11 April 2005 between the Company and Aberdeen Asset Managers Limited, which was novated to Maven by way of a deed of novation dated 9 June 2009 (the "IMA"). The IMA provides that the Manager will act as investment manager to the Company for an annual fee of £100,000 in respect of investment management services, together with an annual fee for the provision of secretarial services in the amount of £30,000 (both fees excluding VAT if applicable). The IMA also provides for payment of a performance incentive fee equivalent to 20% of any increase in the total return (before applying any performance incentive fee) as at the end of the relevant twelve month period to the total return (after accruing for the performance incentive fee payable for that period) as at the end of the last twelve month period on which a performance incentive fee was paid. Such fee is exclusive of VAT. Total return for these purposes means net asset value, adjusted for dividends and buybacks since the period in which the last performance incentive fee was paid. The IMA may be terminated by either party giving 12 months' prior notice in writing at any time. The IMA may also be terminated in circumstances of breach and certain other matters. It is proposed that the fees payable under the IMA are amended in accordance with the IMA Deed of Amendment and Restatement referred to in paragraph 5(d) below.
- (b) A co-investment agreement dated 19 June 2006 between the Company and Aberdeen Asset Managers Limited (which was subsequently novated to the Manager) in respect of a co-investment scheme with Maven, employees and officers of the Manager invest alongside the Company and other Maven managed VCTs. The scheme operates through a nominee company, controlled by Maven, which invests alongside the Company in each and every transaction made, including any follow-on investments. Total investment by participants in the co-investment scheme is set at 5% of the aggregate amount of ordinary shares subscribed for by the Company and the co-investing employees and officers, except where the only securities to be acquired by the Company are ordinary shares or are AIM quoted securities, in which case the investment percentage will be 1.5%. Notwithstanding the above, co-investment will only be offered alongside the relevant investment if that co-investment would not result in the aggregate of all co-investments made in the previous calendar year exceeding 5% of the Company's net assets.
- (c) An offer agreement dated 14 January 2016 between the Company, the Directors, Howard Kennedy and the Manager, pursuant to which Howard Kennedy has agreed to act as sponsor to the Offer and the Manager has undertaken, as agent of the Company, to use its reasonable

endeavours to procure subscribers under the Offer. Neither Howard Kennedy nor the Manager is obliged to subscribe for Shares under the Offer. Under the agreement, the Company has agreed to pay the Manager an Offer Administration Fee of 3% of Application Amounts in respect of applications accepted under the Offer and the Manager has agreed to meet the costs of the Offer, excluding initial and annual trail commissions. The payment of the Offer Administration Fee to Maven is subject to Shareholder approval. The Manager has agreed to indemnify the Company against any costs of the Offer in excess of this. Under the agreement, which may be terminated by Howard Kennedy and the Manager in certain circumstances, certain warranties have been given by the Company and the Directors to Howard Kennedy and the Manager, subject to certain limitations. The Company has also agreed to indemnify Howard Kennedy in respect of its role as sponsor. The warranties and indemnity are in the usual form for a contract of this type. The agreement may be terminated by Howard Kennedy if any statement in the Prospectus is untrue, any material omission from the Prospectus arises or any breach of warranty occurs.

- (d) The Company has entered into the IMA Deed of Amendment and Restatement dated 14 January 2016, pursuant to which the Company and Maven have agreed that, with effect from 1 April 2016, the investment management, performance and secretarial fees in the IMA will be varied so that the Manager will be paid:
- (i) an investment management fee of 2.5% per annum of the net assets of the Company at the previous quarter end, payable quarterly in arrears;
  - (ii) a performance fee equivalent to 20% of the increase in NAV total return (adjusted for dividends, buy-backs and funds raised), calculated and payable at the end of each six-monthly accounting period at the 31 March and 30 September each year; and
  - (iii) a fixed secretarial/administration fee of £50,000 per annum, payable quarterly in arrears.

The variations to the fees referred to above is subject to Shareholder approval.

The annual running costs of the Company are capped at 4.1% of its net assets, adjusted annually and excluding any performance related fees and exceptional costs. The investment management fee referred to above will be reduced by the amount that such costs exceed this cap.

- (e) The letters of appointment between the Company and each of the Directors referred to in paragraph 3.2 above.

## **6. Dilution**

The existing issued Shares will represent 21.98% of the enlarged ordinary share capital of the Company immediately following closing of the Offer, assuming that the NAV per Share is 59.7p, the Offer is fully subscribed, all investors are eligible for the maximum amount of early investments incentive under the Offer and that all investors use an 'execution only' intermediary (with the maximum initial commission of 2% being waived and no trail commission being payable). On that basis Shareholders who do not subscribe under the Offer and who do not receive New Shares will, therefore, be diluted by 78.02%.

## **7. Other**

- 7.1 The Company was incorporated and registered in England and Wales on 2 November 1999 with limited liability as a public limited company under the CA 1985 with the name Hallco 355 PLC with registered number 03870187. The Company changed its name to First Ofex Venture Capital Trust PLC on 1 March 2000, to Talisman First Ofex Venture Capital Trust PLC on 21 March 2000, to Talisman First Venture Capital Trust PLC on 23 March 2000 and to its present name on 3 September 2013.
- 7.2 Statutory accounts of the Company for the financial years ended 31 March 2013, 31 March 2014 and 31 March 2015, in respect of which Deloitte LLP, the Company's auditor, made unqualified reports under CA 2006, have been delivered to the Registrar of Companies.
- 7.3 Save in respect of the offer agreement and the IMA Deed of Amendment and Restatement referred to in paragraphs 5(c) and 5(d) above, and the fees paid to the Directors as set out in paragraph 3.3 above, there were no related party transactions during the financial years ended 31 March 2013, 31 March 2014 and 31 March 2015 or for the period from 31 March 2015 to the date of this document.

- 7.4 There has been no significant change in the financial or trading position of the Company since 30 September 2015, the date to which the last unaudited financial statements have been published, to the date of this document.
- 7.5 Howard Kennedy has given and not withdrawn its written consent to the inclusion of the reference to Howard Kennedy's name in the form and context in which it is included in this document.

**8. Documents Available for Inspection**

Copies of the following documents will be available for inspection during normal business hours on any day (Saturdays, Sundays and public holidays excepted) from the date of this document, until the conclusion of the General Meeting at the registered office of the Company and at the registered office of Howard Kennedy at No. 1 London Bridge, London SE1 9BG:

- 8.1 the Articles and the New Articles;
- 8.2 the annual report and accounts of the Company for the financial years ended 31 March 2014 and 31 March 2015 and the half-yearly reports of the Company for the six month periods ended 30 September 2014 and 30 September 2015; and
- 8.3 this document.

14 January 2016

## PART IV

### RISK FACTORS

#### Risks Relating to the Company and its Investment Policy

- The value of an investment in the Company and the level of income derived from it may go down as well as up. Shareholders may get back less than the amount originally invested in the Company.
- The value of Shares in the Company depends on the performance of its underlying assets. The market price of the New Shares may not fully reflect their underlying net asset value and will be determined, among other things, by the interaction of supply and demand for such shares in the market, as well as the net asset value per Share. Generally, trading in VCT shares is not active, so shares tend to be valued at a discount to their net asset value and may be difficult to realise.
- There can be no guarantee that the investment objectives of the Company will be achieved or that suitable investment opportunities will be available. The success of the Company will depend on the Manager's ability to identify, acquire and realise investments in accordance with the Company's investment policy and there can be no assurance that the Manager will be able to do so. Investment in unquoted companies and in AIM/ISDX traded companies, by its nature, involves a higher degree of risk than investment in companies traded on the main market for listed securities of the London Stock Exchange. In particular, smaller companies often have limited product lines, markets or financial resources and may be dependent for their management on a smaller number of key individuals. In addition, the market for stock in smaller companies is often less liquid than that for stock in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such stock. Full information for determining their value or the risks to which they are exposed may also not be available.
- The Company's investments may be difficult to realise. The Company's investments are, and will generally be, in companies whose securities are not publicly traded or freely marketed and may, therefore, be difficult, and take time, to realise. There may also be constraints imposed on the realisation of investments in order to maintain the VCT tax status of the Company. It can take a period of years for the underlying value or quality of the business of smaller companies, such as those in which the Company invests, to be fully reflected in their market values and their market values are often also materially affected by general market sentiment, which can be negative for prolonged periods.
- The fact that a share is traded on AIM or ISDX does not guarantee its liquidity. The spread between the buying and selling price of such shares may be wide and thus the price used for valuation may not be achievable. The valuation of the Company's portfolio and opportunities for realisation may also depend on stock market conditions. The market for new shares on AIM or ISDX is subject to market forces and there can be no certainty that there will be sufficient new share issues to enable the Company to achieve the intended level of investment in Qualifying Investments.
- While the Company has delegated authority to the Manager to buy back its Shares, there is no guarantee that there will be any buyback or other opportunity for Shareholders to realise their holdings in the future. Accordingly, if the Shares trade at a discount to the net asset value per Share, an investor may not be able to realise the net asset value per Share until liquidation of the Company or the occurrence of another corporate event (if any) which enables Shareholders to realise their Shares at or close to net asset value per Share.
- Investment in the Shares should be viewed as a long term investment. Shareholders have no right to have their Shares repurchased by the Company at any time. Any Shareholder wishing to dispose of their Shares will, therefore, be required to dispose of such Shares by means of a market transfer.
- Although the Company's existing Shares are already listed, and it is intended that the New Shares will be listed, on the premium segment of the Official List and admitted to trading on the main market for listed securities of the London Stock Exchange, it is likely that there will not be a liquid market in such new Shares (which may be partly due to up front tax relief not being available for VCT shares bought in the market and as VCT shares generally trade at a discount to net asset value) and Shareholders may have difficulty in selling their Shares as a result. Accordingly, Admission to the Official List and to trading on the main market for listed securities of the London Stock Exchange should not be taken as implying that there will be a liquid market for the Shares. Shareholders may not be able to realise their investment at net asset value, or at all.

- Investment in the Company should be regarded as long-term in nature and, as such, is not suitable for all individuals.
- Changes in legislation concerning VCTs may limit the number of qualifying investment opportunities, reduce the level of returns which would otherwise have been achievable or result in the Company not being able to meet its investment objective.
- Government spending reviews and cuts could materially affect, directly or indirectly, the operation of the Company and/or the performance of the Company (and the portfolio companies in which it invests) and the value of and returns from its Shares and/or its ability to achieve or maintain VCT status.
- The successful implementation of the Company's investment policy is dependent on the expertise of Maven and its ability to attract and retain suitable staff. The Company's ability to achieve its investment objectives is largely dependent on the performance of the Manager in the acquisition and disposal of assets and the management of such assets. The Board has broad discretion to monitor the performance of the Manager and the power to appoint a replacement, but the Manager's performance or that of any replacement cannot be guaranteed.
- The past performance of the Company or other funds managed or advised by the Manager is not a guide to the future performance of the Company. No assurance can be given that profits will be achieved or that substantial losses will not be incurred.

### **Risks Relating to Taxation and Regulation**

- The information in this document is based on existing legislation, including taxation legislation. The tax reliefs described are those currently available. The tax rules or their interpretation in relation to an investment in the Company and/or rates of tax may change during the life of the Company and can be retrospective. The value of tax reliefs depends on the personal circumstances of holders of Shares in the Company, who should consult their own tax advisers before making any investment.
- The Finance (No. 2) Act 2015 introduced a maximum age limit for companies receiving VCT investments (generally 7 years from first commercial sale or 10 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 further restrictions on the use of VCT funds received by investee companies. These changes may mean that there are fewer opportunities for investment, and that the Company may not necessarily be able to provide further investment funds for companies already in its portfolio. The penalty for contravention of these rules can include loss of VCT status with a resultant clawback of VCT tax reliefs from investors.
- Investments by VCTs are Risk Finance State Aid. Where the European Commission believe that Risk Finance State Aid has been provided which is not in accordance with The Risk Finance Guidelines, they may require that the UK Government recover that Risk Finance State Aid. There is currently no mechanism in place for this, but recovery may be from the investee companies, the Company or the Company's investors.
- The Company intends to manage its affairs in respect of each accounting period so as to obtain and thereafter maintain approval as a VCT. However, there can be no guarantee that the Company will be able to maintain VCT status. Where the Company fails to maintain approval as a VCT before qualifying investors have held their New Shares for five years, the income tax relief obtained on the amount subscribed in the Company will have to be repaid by such investors. Until 5 April 2016, dividends paid in an accounting period where VCT status is lost will become taxable and a qualifying investor will generally be liable to income tax on the aggregate amount of the dividend and the notional tax credit equal to 1/9th of the dividend. The notional tax credit will discharge the income tax liability of a basic rate tax payer. Qualifying investors who also pay tax at the higher or additional rate can use the notional credit against their tax liability.
- Where approval as a VCT is not maintained the Company will also lose its exemption from corporation tax on capital gains.
- The disposal of New Shares within five years of their issue will result in some or all of any income tax relief available which may have been obtained upon investment becoming repayable. On this basis, investing in New Shares should be considered a long-term investment. Further, the disposal of existing Shares in the Company within six months either side of the acquisition of New Shares will result in the amount of the investment in New Shares to which income tax relief is available being reduced by an amount equal to the proceeds received on the disposal.

# Maven Income and Growth VCT 6 PLC

*(Registered in England and Wales with registered number 03870187)*

## NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Maven Income and Growth VCT 6 PLC (the “Company”) will be held at 10.30 a.m. on 17 February 2016 at Fifth Floor, 1-2 Royal Exchange Buildings, London, EC3V 3LF for the purposes of considering and, if thought fit, passing the following resolutions, which will be proposed as to resolutions 1 to 4 as special resolutions, and as to resolutions 5 to 8 as ordinary resolutions:

### Special Resolutions

1. That:
  - (i) each of the issued ordinary shares of 50p each in the Company be and they hereby are subdivided into one ordinary share of 10p in the Company (a “Share”) and one deferred share of 40p in the Company (“Deferred Share”), each having the rights and restrictions set out in the New Articles (as defined in, and to be adopted pursuant to, paragraph 1(iii) of this resolution);
  - (ii) the Company, acting by its directors, be and hereby is authorised to enter into a contract to purchase all the issued Deferred Shares in accordance with the New Articles (such contract to be in the form tabled at the meeting and initialled by the chairman for the purposes of identification and which as at the date of the meeting has been on display at the Company’s registered office and available for inspection by members for not less than 15 days) for an aggregate price of 1p, such authority to expire 18 months from the date of the passing of this resolution; and
  - (iii) the existing articles of association of the Company be substituted by the articles of association produced to the meeting and initialled by the chairman for identification (the “New Articles”) and such articles of association are hereby adopted as the articles of association in place of the existing articles of association of the Company.
2. That, subject to the passing of resolution 5 set out in this notice, and in addition to existing authorities, the directors of the Company be and hereby are empowered in accordance with sections 570 and 573 of the CA 2006 to allot or make offers to or agreements to allot equity securities (which expression shall have the meaning ascribed to it in section 560(1) of the CA 2006) for cash pursuant to the authority given pursuant to resolution 5, as if section 561(1) of the CA 2006 did not apply to such allotment and issue, provided that the power conferred by this resolution shall be limited to the allotment and issue of shares up to an aggregate nominal value of £3,000,000 and provided further that the proceeds may be used, in whole or in part, to purchase the Company’s shares in the market and provided further that the authority conferred by this resolution shall expire on the date falling 18 months from the passing of this resolution (unless renewed, varied or revoked by the Company in a general meeting), but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares in the capital of the Company (“Rights”) to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offers or agreements as if the authority conferred by this resolution had not expired.
3. That, subject to the sanction of the High Court, the amount standing to the credit of the share premium account of the Company, at the date an order is made confirming such cancellation by the Court, be and hereby is cancelled.
4. That, subject to the sanction of the High Court, the amount standing to the credit of the capital redemption reserve of the Company, at the date an order is made confirming such cancellation by the Court, be and hereby is cancelled.

## Ordinary Resolutions

5. That, in addition to existing authorities, the directors of the Company be and hereby are generally and unconditionally authorised pursuant to section 551 of the CA 2006 to exercise all the powers of the Company to allot and issue shares in the capital of the Company and to grant Rights up to an aggregate nominal amount of £3,000,000, provided that the authority conferred by this resolution shall expire on the date falling 18 months from the passing of this resolution (unless renewed, varied or revoked by the Company in a general meeting), but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offers or agreements as if the authority conferred by this resolution had not expired.
6. That, the IMA Deed of Amendment and Restatement, details of which are as set out on page 14 of the circular issued to the Company's shareholders dated 14 January 2016 (the "Circular"), be approved; and
7. That, the payment by the Company to Maven of an Offer Administration Fee of 3% of the amounts remitted to the Company (including any amounts requested to be facilitated to financial advisers as initial adviser charges) under accepted applications in relation to an offer for subscription of up to £15,000,000 of New Shares on the terms of the Prospectus, such payment being pursuant to an offer agreement dated 14 January 2016 between the Company (1), the directors of the Company (2), Maven (3) and Howard Kennedy (4), details of which are set out on pages 13 and 14 of the Circular, be approved.
8. That, the proposed subscription by Bill Nixon of £200,000 for New Shares under the Offer, be approved.

For the purpose of these resolutions, words and expressions defined in the Circular shall have the same meanings in these resolutions, save where the context requires otherwise.

Dated 14 January 2016

*By order of the Board*  
Maven Capital Partners UK LLP  
Secretary

*Registered Office:*  
Fifth Floor  
1-2 Royal Exchange Buildings  
London EC3V 3LF

Notes:

- (i) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting (and the number of votes that may be cast thereat), will be determined by reference to the Register of Members of the Company at the close of business on the day which is two days before the day of the meeting or of the adjourned meeting. Changes to the Register of Members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- (ii) A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his or her behalf. A proxy need not also be a member but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the Form of Proxy are set out in the notes on the Form of Proxy. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
- (iii) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may copy the proxy form, clearly stating on each copy the shares to which the proxy relates, or alternatively contact the Company's registrars, Capita Asset Services, on 0371 664 0324 (lines are open between 9.00 a.m. and 5.30 p.m. Monday to Friday excluding public holidays in England and Wales, calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate) to request additional copies of the proxy form. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons Capita Asset Services will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
- (iv) The statement of the rights of members in relation to the appointment of proxies in paragraphs (ii) to (iii) above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
- (v) Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- (vi) If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (so the registered shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.
- (vii) A personal reply paid Form of Proxy is enclosed with this document. To be valid, the enclosed Form of Proxy for the meeting, together with the power of attorney or other authority, if any, under which it is signed or a notorially certified or office copy thereof, must be deposited at the offices of the Company's registrar, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to be received not later than 10.30 a.m. on 15 February 2016 or 48 hours before the time appointed for any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll.
- (viii) If you prefer, you may return the proxy form to Capita Asset Services in an envelope addressed to FREEPOST CAPITA PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
- (ix) Please note that you can vote your shares electronically at [www.capitashareportal.com](http://www.capitashareportal.com).
- (x) Appointment of a proxy or CREST proxy instruction will not preclude a member from subsequently attending and voting at the meeting should he or she subsequently decide to do so. You can only appoint a proxy using the procedure set out in these notes and the notes to the Form of Proxy.
- (xi) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- (xii) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 10.30 a.m. on 15 February 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

- (xiii) CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (xiv) As at 13 January 2016 (being the last business day prior to the publication of this notice), the Company's issued share capital comprised 6,972,852 ordinary shares of 50 pence each, all of which carry one vote each. Therefore, the total voting rights in the Company as at 13 January 2016 was 6,972,852.
- (xv) Copies of the directors' letters of appointment, the Register of Directors' Interests in the Shares of the Company kept and a copy of the current Articles will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday and Public Holidays excluded) from the date of this notice, until the end of the General Meeting and at the place of the General Meeting for at least 15 minutes prior to and during the meeting.
- (xvi) If a corporate shareholder has appointed a corporate representative, the corporate representative will have the same powers as the corporation could exercise if it were an individual member of the Company. If more than one corporate representative has been appointed, on a vote on a show of hands on a resolution, each representative will have the same voting rights as the corporation would be entitled to. If more than one authorised person seeks to exercise a power in respect of the same shares, if they purport to exercise the power in the same way, the power is treated as exercised; if they do not purport to exercise the power in the same way, the power is treated as not exercised.
- (xvii) At the meeting, Shareholders have the right to ask questions relating to the business of the meeting and the Company is obliged under section 319A of the CA 2006 to answer such questions, unless; to do so would interfere unduly with the preparation of the meeting or would involve the disclosure of confidential information, if the information has been given on the Company's website, [www.mavencp.com/migvct6](http://www.mavencp.com/migvct6) in the form of an answer to a question, or if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- (xviii) Further information, including the information required by section 311A of the CA 2006, regarding the meeting is available on the Company's website, [www.mavencp.com/migvct6](http://www.mavencp.com/migvct6).



# Maven Income and Growth VCT 6 PLC

## FORM OF PROXY

**IMPORTANT NOTE: FORMS OF PROXY FOR MAVEN INCOME AND GROWTH VCT 6 PLC SHOULD BE RETURNED TO CAPITA ASSET SERVICES, PXS, THE REGISTRY, 34 BECKENHAM ROAD, BECKENHAM, KENT BR3 4TU**

For use at the General Meeting of Maven Income and Growth VCT 6 PLC ("the Company"), or at any adjournment thereof, to be held at Fifth Floor, 1-2 Royal Exchange Buildings, London, EC3V 3LF at 10.30 a.m. on 17 February 2016.

I/We.....

(Block Capitals Please)

of.....

being a Shareholder(s) of the above-named Company, appoint the chairman of the meeting or

.....  
(Block Capitals Please)

of.....

for the following number of Shares:

(insert number or 'All')

to act as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at Fifth Floor, 1-2 Royal Exchange Buildings, London, EC3V 3LF at 10.30 a.m. on 17 February 2016 (see note 1 below) and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

Please indicate with an 'X' if this is one of multiple proxy instructions being given

Please indicate with an 'X' in the space below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolution or abstain from voting as he thinks fit.

The proxy is directed to vote as follows:

Resolutions	For	Against	Vote Withheld
1. Composite resolution to approve the restructuring of the share capital, the purchase of deferred shares and the adoption of New Articles.			
2. Approval of authority to disapply pre-emption rights.			
3. Approval of the cancellation of the share premium account.			
4. Approval of the cancellation of the capital redemption reserve.			
5. Approval of the authority to allot shares.			
6. Approval of the IMA Deed of Amendment and Restatement.			
7. Approval of the payment of the Offer Administration Fee.			
8. The proposed subscription by Bill Nixon for New Shares under the Offer.			

Signature.....

Dated.....2016



Notes to the Form of Proxy:

1. The Notice of the General Meeting ("General Meeting") is set out in the circular dated 14 January 2016.
2. Any member of the Company entitled to attend and vote at the General Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the General Meeting in order to represent his appointor. A member entitled to attend and vote at the General Meeting may appoint the Chairman or another person as his proxy although the Chairman will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chairman) and give instructions directly to that person.
3. If you wish to appoint a proxy of your own choice delete the words "the chairman of the meeting or" and insert the name and address of the person whom you wish to appoint in the space provided.
4. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 48 hours before the time appointed for holding the General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
5. Any alterations to the Form of Proxy should be initialled.
6. To be valid, the reply paid Form of Proxy enclosed with this document and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the General Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.
7. In order to revoke a proxy instruction a member will need to inform the Company by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to the Company's registrars, Capita Asset Services at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company's registrars at least 48 hours before the General Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note 9 below, the proxy appointment will remain valid.
8. You may submit your proxy electronically using the Shareportal Service at [www.capitashareportal.com](http://www.capitashareportal.com). If not already registered for the share portal, you will need your investor code which can be found on your share certificate. If you cannot locate your investor code, please contact Capita Asset Services, between 9.00 a.m. and 5.00 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0371 664 0324. Calls to Capita Asset Services' helpline are charged at the standard geographic rate and will vary by provider. Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes.
9. In the case of a corporation, this form must be executed under its common seal or signed on its behalf by its attorney or a duly authorised officer of the corporation.
10. In the case of joint Shareholders, any one of them may sign. The vote of the person whose name stands first in the register of members will be accepted to the exclusion of the votes of the other joint holders.
11. Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the General Meeting in person, the proxy appointment will automatically be terminated.
12. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.

