

**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 Maven Income and Growth VCT 4 PLC (the "Company"), please send this document and accompanying form 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.

---

**MAVEN INCOME AND GROWTH VCT 4 PLC**

*(Incorporated in Scotland under the Companies Act 1985 with registered number SC272568)*

**Recommended proposals relating to:**

- **the acquisition of the assets and liabilities of Maven Income and Growth VCT 2 PLC**
- **authorities to allot Shares**
- **the authority to repurchase Shares**
- **the cancellation of the Company's share premium account**
- **the cancellation of the Company's capital redemption reserve**

---

Notice of the General Meeting of the Company, to be held at 10.45 a.m. on 1 November 2018, at Fifth Floor, 1-2 Royal Exchange Buildings, London EC3V 3LF to approve the Resolutions to effect the Proposals, is set out at the end of this document.

To be valid, the form of proxy accompanying this document for the General Meeting (and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority) should be returned not less than 48 hours (excluding weekends and public holidays) before the meeting, either by post or by hand (during normal business hours only) to the Company's registrars, Link Market Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

**Shareholders should read the whole of this Circular. This document has been prepared to include all necessary information for Shareholders to make an informed decision regarding the matters being voted on. This Circular does not constitute the Prospectus which is a separate document and which sets out the full terms of the Scheme. Copies of the Prospectus are available on request at the registered office of the Company at Kintyre House, 205 West George Street, Glasgow, G2 2LW and: [www.mavencp.com/migvct4](http://www.mavencp.com/migvct4).**

## CONTENTS

EXPECTED TIMETABLE	3
PART 1 RISK FACTORS	4
PART 2 LETTER FROM THE CHAIRMAN OF THE COMPANY	6
PART 3 FURTHER DETAILS RELATING TO THE SCHEME	10
PART 4 ADDITIONAL INFORMATION	15
PART 5 DEFINITIONS	20
NOTICE OF GENERAL MEETING	23

## EXPECTED TIMETABLE

### Scheme

Latest time and date for receipt of forms of proxy for the General Meeting	10.45 am on 30 October 2018
General Meeting	10.45 am on 1 November 2018
Maven VCT 2 First General Meeting	10.30 am on 1 November 2018
Final expected date of trading of the Maven VCT 2 Shares	14 November 2018
Scheme Record Date for Maven VCT 2 Shareholders' entitlements under the Scheme	5.00 pm on 14 November 2018
Scheme Calculation Date	After 5.00 pm on 14 November 2018
Dealings in Maven VCT 2 Shares suspended	7.30 am on 15 November 2018
Maven VCT 2 Second General Meeting	10.30 am on 15 November 2018
Scheme Effective Date for the transfer of the assets and liabilities of Maven VCT 2 to the Company and the issue of Scheme Shares	After 5.00 pm on 15 November 2018
Announcement of the results of the Scheme	After 5.00 pm on 15 November 2018
Admission of, and dealings in, Scheme Shares to commence	7.30 am on 16 November 2018

The dates set out in the expected timetable above may be adjusted by the Company, in which event details of the dates will be notified through a Regulatory Information Service provider.

## PART 1

### RISK FACTORS

The risk factors set out below are those which are considered by the Directors to be material to the Proposals and the Company as at the date of this document and which the Directors believe Shareholders should consider prior to deciding how to cast their votes at the General Meeting, but are not the only risks in relation to the Proposals and the Company. Additional risks and uncertainties relating to the Company and/or the Proposals that are not currently known to the Directors or that the Directors do not currently consider to be material may also have a material adverse effect on the Company and the market price of the Shares. Shareholders who are in any doubt about the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser without delay. References to the Company should be construed as including the Enlarged Company.

#### Scheme related risk factors

- Completion of the Scheme is dependent upon a number of conditions precedent being fulfilled, including the approval of Shareholders. If the Scheme is not approved and/or completed, the expected benefits of the Scheme will not be realised and the Company will be responsible for the costs it has incurred relating to the Scheme. Whilst the Board has identified a number of potential benefits for the Enlarged Company, there is no certainty that they will lead to improved prospects for the Enlarged Company.

#### Enlarged Company risk factors

- The past performance of the Company, Maven VCT 2, the Investment Manager and other funds managed or advised by the Investment Manager is no indication of future performance of the Enlarged Company. The return received by Shareholders will be dependent on the performance of the underlying investments of the Enlarged Company. The value of such investments, and the interest, income and dividends they generate, may fall and adversely affect the performance of the Company.
- Whilst it is the intention of the Board that the Enlarged Company will continue to be managed so as to qualify as a venture capital trust, there can be no guarantee that such status will be maintained. Failure to continue to meet the qualifying requirements could result in Shareholders losing the tax reliefs available for VCT shares, resulting in adverse tax consequences including, if the holding has not been held for the relevant holding period, a requirement to repay the tax reliefs obtained. Furthermore, should the Enlarged Company lose its venture capital trust status, dividends and gains arising on the disposal of Shares would become subject to tax and the Enlarged Company would also lose its exemption from corporation tax on its capital gains.
- The tax rules, or their interpretation, in relation to an investment in the Enlarged Company and/or the rates of tax may change during the life of the Enlarged Company and may apply retrospectively, which may adversely affect an investment in the Company.
- Dividends on the Scheme Shares will depend, amongst other things, on dividends or other income and capital returns from the Enlarged Company's investments and the working capital requirements of the Enlarged Company. The income derived from the Scheme Shares (if any) can go down as well as up.
- Although the existing Shares have been (and it is anticipated that the Scheme Shares will be) admitted to the Official List and are (or will be) traded on the London Stock Exchange's market for listed securities, the secondary market for VCT shares is generally illiquid. Therefore, there may not be a liquid market (which may be partly attributable to the fact that initial tax reliefs are not available for VCT shares bought in the secondary market and because VCT shares usually trade at a discount to NAV) and Shareholders may find it difficult to realise their investment in the Enlarged Company.
- The Enlarged Company will invest principally in small companies with gross assets of less than £15 million prior to investment and this may limit the number of investment opportunities available

to the Company. In addition, small companies generally have a higher risk profile than larger and they may not produce the anticipated returns.

- Past performance of the Company and its investments is no indication of future performance. The return received by Investors will be dependent on the performance of the underlying investments of the Company. The value of such investments, and interest income and dividends there from, may rise or fall.
- Investments may be made in companies whose shares are not readily marketable and, therefore, may be difficult to realise.
- The Investment Manager's ability to obtain maximum value from the investments (for example, through sale) may be limited by the requirements imposed in order to maintain the VCT qualification status of the Company.
- Whilst it is the intention of the Directors that the Company will continue to be managed so as to qualify as a VCT, there can be no guarantee that the VCT status will be maintained, which may result in adverse tax consequences.
- Changes in legislation concerning VCTs in general, and Qualifying Investments and qualifying trades in particular, may restrict or adversely affect the ability of the Company to meet its objectives and/or reduce the level of returns which would otherwise have been achievable. The levels and basis of, and relief from, taxation are subject to change. Such changes could be retrospective. Those shown in this document are based upon current legislation, practice and interpretation. The tax reliefs for future tax years are subject to change.
- The conditions determining whether an investment of the Company is a Qualifying Investment under the VCT Rules may change and such changes could limit the types of investments available to the Company.
- The Finance Act (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. 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. It also requires that loans made by VCTs on or after 15 March 2018 are unsecured. The penalty for contravention of these rules can include loss of VCT status with a resultant clawback of VCT tax reliefs from investors, including the clawback of the 30% income tax relief from those investors who have not held their shares for five years.
- On 23 June 2016, the UK held a referendum in which voters approved an exit from the European Union (EU). As a result of the referendum, the British government is presently negotiating the terms of the UK's future relationship with the EU. It is unknown at this time what terms will emerge, whether changed regulatory control affecting VCTs will increase or decrease or how the eventual terms will affect, positively or negatively, the business model, business operations and financial results or impact sales demand, material and labour costs, availability and cost of finance for the Company or underlying investee companies.
- Investment in unquoted companies, by its nature, involves a higher degree of risk than investment in companies listed on the Official List. In particular, small companies often have limited product lines, markets or financial resources and may be dependent on a small number of key individuals for their management and may be more susceptible to political, exchange rate, taxation and other regulatory changes. In addition, the market for securities in smaller companies is usually less liquid than that for securities in larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such securities. Investment returns will, therefore, be uncertain and involve a higher degree of risk than investment in a company listed on the Official List.

## PART 2

### LETTER FROM THE CHAIRMAN OF THE COMPANY

Maven Income and Growth VCT 4 PLC  
Kintyre House  
205 West George Street  
Glasgow  
G2 2LW

5 October 2018

Dear Shareholder,

#### **Recommended Proposals relating to:**

- **the acquisition of the assets and liabilities of Maven Income and Growth VCT 2 PLC**
- **authorities to allot Shares**
- **the authority to repurchase Shares**
- **the cancellation of the Company's share premium account**
- **the cancellation of the Company's capital redemption reserve**

#### **Introduction**

The Company and Maven Income and Growth VCT 2 PLC ("Maven VCT 2") announced on 13 September 2018 that they were in discussions with a view to a possible merger of the Companies. The Companies have today announced proposals for the Merger and the purpose of this Circular is to seek Shareholders' formal approval for the Merger, the issue of Scheme Shares under the Scheme, the repurchase of Shares and the cancellation of the Company's share premium and capital redemption reserve, as required by CA 2006.

#### **Merger**

The Merger is being effected by way of a scheme of reconstruction of Maven VCT 2, whereby Maven VCT 2 is placed into members' voluntary liquidation and all of its assets and liabilities are acquired by the Company in exchange for Shares in the Company being issued directly to the shareholders of Maven VCT 2, the number of such Shares being determined by reference to the adjusted relative net assets of the two Companies.

The Company and Maven VCT 2 were launched in 2004 and 2001 respectively. Since 1 January 2013 they have since raised, in aggregate, over £39 million for investment in a diversified portfolio of Qualifying Companies and have net asset values of £41,742,000 and £14,160,000 respectively. Maven acts as investment manager to both Companies, which have each been run independently since launch.

#### **Reasons for the Proposed Merger**

Your Board and the Maven VCT 2 Board consider that the interests of each company's shareholders will be better served by an enlarged single company.

The Merger is expected to bring a number of benefits to Shareholders including:

- amalgamation of the Companies' portfolios, for efficient management and administration, with the same existing investment policy applying to the Enlarged Company's portfolio after the Merger;
- participation in a larger VCT with a more diversified portfolio, thereby spreading the portfolio risk; and
- efficiencies in annual running costs for the Enlarged Company compared to the separate companies (anticipated to save approximately £200,000 p.a.).

The Scheme will, if effected, result in an Enlarged Company with net assets of just over £55.9 million.

As the Companies have the same investment manager and advisers, the same investment objective, and significant overlap within their investment portfolios, the proposed Merger should be achievable without major cost or disruption to the Companies.

In common with most companies, VCTs have a number of fixed costs that they have to incur as part of their day to day activities. As public companies, VCTs are subject to listing costs, registrar costs and audit costs, as well as the costs of their non-executive directors, all of which would be more efficient being amortised across a larger asset base.

The aggregate anticipated cost of undertaking the Merger is approximately £429,000 including VAT, legal and professional fees, stamp duty and the costs of winding up Maven VCT 2. The Liquidator's fees are expected to be up to £15,000 (plus VAT). Maven will be paid a merger administrative and secretarial services fee by the Company and Maven VCT 2 (for an aggregate amount of £100,000) for services provided under the terms of their investment management agreements. The costs of the Merger will be split proportionately between the Companies by reference to their respective net asset values as at the Scheme Calculation Date. The anticipated annual cost savings of the Merger should allow the costs of the Merger to be recovered from the anticipated costs savings within 25 months.

Accordingly, your Board has agreed with the Maven VCT 2 Board to merge the Companies on a basis reflecting their respective net asset values.

### **The Scheme**

The proposal is to merge the Companies using a scheme of reconstruction (the "Scheme") by which the assets and liabilities of Maven VCT 2 will be transferred to the Company. The mechanism by which the Merger will be completed is as follows:

- Maven VCT 2 will be placed into members' voluntary liquidation pursuant to a scheme of reconstruction under Section 110 IA 1986; and
- all of the assets and liabilities of Maven VCT 2 will be transferred to the Company in consideration for the issue of Scheme Shares to Maven VCT 2 Shareholders.

The Scheme will be completed on a relative unaudited net asset value basis, adjusted for the anticipated costs of the Scheme and will be based on the latest unaudited valuations of the Companies' investments. The effect of the Scheme will be that Maven VCT 2 Shareholders will receive Shares with effectively the same aggregate net asset value as at the Scheme Calculation Date as their Maven VCT 2 Shares.

The Scheme is conditional upon its approval by Shareholders and by Maven VCT 2 Shareholders, as well as the other conditions set out in Part 3 of this document.

Shareholders and investors should note that the merger by way of the Scheme will be outside the provisions of the City Code on Takeovers and Mergers. Consequently, the Merger does not need to follow the timetable and disclosure requirements of the Code, but does need to comply with the Listing Rules and the Prospectus Rules which impose similar disclosure obligations.

The portfolio of assets, which will be transferred from Maven VCT 2 to the Company as part of the Scheme, are all considered to be consistent with the Company's published investment policy, particularly as both Companies have investments in predominantly the same companies (with only ten exceptions as at the date of this document). The extent of the liabilities (if any) which will be transferred from Maven VCT 2 to the Company as part of the Scheme will be those which are incurred in the ordinary course of business, and Merger costs which remain unpaid at the time of transfer. Any such liabilities are expected to be nominal in comparison to the value of the assets.

Maven VCT 2 Shareholders who do not vote in favour of the resolution to be proposed at the Maven VCT 2 First General Meeting are entitled to dissent and have their shareholdings purchased by the Liquidator at a price agreed between the dissenting Maven VCT 2 Shareholders and the Liquidator (or by arbitration), which would be expected to be at a significant discount to the prevailing NAV of a Maven VCT 2 Share. If the conditions of the Scheme are not satisfied, the Companies will continue in their current form.



Clearance has been obtained from HMRC that the Scheme meets the requirements of the Merger Regulations and, therefore, that the implementation of the Scheme should not affect the status of the Company as a VCT. It is the intention of the Board to continue to comply with the requirements of ITA 2007 following the Merger so that the Enlarged Company continues to qualify as a VCT.

Further information regarding the terms of the Scheme is set out in Part 3 of this document. Details of the risks relating to the Scheme and those generally associated with investing in a VCT are set out in Part 1.

### **Cancellation of the Company's Share Premium Account and Capital Redemption Reserve**

It is proposed that the Company seeks Shareholder authorities to cancel its share premium account and capital redemption reserve in order to create a further pool of distributable reserves.

### **General Meeting**

At the General Meeting, Resolutions will be proposed to give the Directors the authority to proceed with the Merger. Separate Resolutions will also be proposed to give authority to the Company to make market purchases of its shares and to cancel its share premium account and capital redemption reserve. These Resolutions are detailed below. Shareholder approval is required for these proposals under CA 2006, the Articles and the Listing Rules.

Notice of the General Meeting, to be held at 10.45 am on 1 November 2018 at the offices of Maven at Fifth Floor, 1-2 Royal Exchange Buildings, London EC3V 3LF, is set out at the end of this document. An explanation of the Resolutions to be proposed at the General Meeting is set out below. The Resolutions will be proposed as special resolutions requiring the approval of 75% of the votes cast.

Resolution 1 is a composite resolution to approve the acquisition of all of the assets and liabilities of Maven VCT 2 and issue Scheme Shares. This Resolution is conditional upon the Scheme becoming unconditional.

Paragraph 1.1 of Resolution 1 will approve the acquisition of all of the assets and liabilities of Maven VCT 2 pursuant to the Scheme.

Paragraph 1.2 of Resolution 1 will authorise the Directors pursuant to Section 551 of CA 2006 to allot Scheme Shares up to an aggregate nominal value of £2,160,000 in connection with the Scheme. The authority conferred by paragraph 1.2 of Resolution 1 will expire 18 months from the date of the passing of this resolution unless renewed, varied or revoked by the Company in a general meeting and will be in addition to existing authorities.

Resolution 2 is a resolution to create new allotment authorities to enable the Directors to allot and issue Ordinary Shares. Resolution 2 will authorise the Directors pursuant to Section 551 of CA 2006 to allot Ordinary Shares up to an aggregate nominal value of £577,260 (representing approximately 10% of the issued share capital of the Company as at 3 October 2018, this being the latest practicable date prior to the publication of this document). The authority conferred by Resolution 2 will be in addition to any existing authorities and will expire 18 months from the date of the passing of this Resolution unless renewed, varied or revoked by the Company in general meeting and will be in addition to existing authorities.

The Board intends to utilise this latter authority in respect of small top up offers from time to time which do not require a prospectus to be issued by the Company.

Resolution 2 will also disapply pre-emption rights in respect of the allotment of Ordinary Shares with a nominal value of up to £577,260 in aggregate (representing approximately 10% of the issued share capital of the Company as at 3 October 2018, this being the latest practicable date prior to the publication of this document) where the proceeds may in whole or part be used to purchase Shares. The authority conferred by Resolution 2 will expire 18 months from the date of the passing of this Resolution unless renewed, varied or revoked by the Company in general meeting and will be in addition to existing authorities.

Resolution 3 will authorise the Company to make market purchases of up to 5,772,600 Ordinary Shares (representing approximately 10% of the issued share capital of the Company as at 3 October 2018, this being the latest practicable date prior to the publication of this document). Any Ordinary Shares bought



back under this authority will be at a price determined by the Board, (subject to a minimum price equal to their nominal value) and a maximum price of 105% above the average mid-market quotation for such Ordinary Shares on the London Stock Exchange and the applicable regulations thereunder) and may be cancelled or held in treasury as may be determined by the Board. The authority conferred by this Resolution 3 will expire 18 months from the date of the passing of this Resolution unless renewed, varied or revoked by the Company in general meeting and will be in addition to existing authorities. The Board intends to utilise this authority to buy back Shares from time to time.

Resolution 4 is a resolution to cancel, subject to Court approval, the Company's share premium account to create a further pool of distributable reserves.

Resolution 5 is a resolution to cancel, subject to Court approval, the Company's capital redemption reserve, to create a further pool of distributable reserves.

#### **Action to be taken**

Before taking any action, you are recommended to read the information set out in Parts 3 to 5 of this document. Enclosed with this Circular is a form of proxy for use at the General Meeting, which you are asked to complete and return.

Whether or not you propose to attend the General Meeting, you are requested to complete and return the form of proxy so that it is received not less than 48 hours (excluding weekends and public holidays) before the General Meeting. Completion and return of the form of proxy will not prevent you from attending the meeting and voting in person should you wish to do so.

#### **Board**

Following completion of the Merger it is proposed that Peter Linthwaite (currently an independent director of Maven VCT 2) will also join the Board of the Company.

#### **Recommendation**

The Board believes that the Proposals are in the best interests of the Shareholders as a whole and unanimously recommends that Shareholders vote in favour of the Resolutions. Bill Nixon has abstained from the Board's deliberations in respect of the Proposals and will abstain from voting on the Resolutions as he is also a director of Maven VCT 2.

Yours faithfully

**Ian Cormack**  
*Chairman*

## PART 3

### FURTHER DETAILS RELATING TO THE SCHEME

The mechanism by which the Merger will be completed is as follows:

- Maven VCT 2 will be placed into members' voluntary liquidation pursuant to a scheme of reconstruction under Section 110 IA 1986; and
- all of the assets and liabilities of Maven VCT 2 will be transferred to the Company in consideration for the issue of Scheme Shares to Maven VCT 2 Shareholders.

The Scheme will be completed on a relative unaudited net asset value basis, adjusted for the anticipated costs of the Scheme and will be based on the latest unaudited valuations of the Companies' investments. The effect of the Scheme will be that the Maven VCT 2 Shareholders will receive Shares with effectively the same aggregate net asset value as at the Scheme Calculation Date as their Maven VCT 2 Shares.

The Scheme is conditional upon the approval by the Shareholders of Resolution 1 to be proposed at the General Meeting and by the Maven VCT 2 Shareholders of the resolutions to be proposed at the Maven VCT 2 General Meetings, as well as the other conditions set out below.

As the Companies have the same investment manager and other common advisers, the Merger should be achievable without major cost or disruption to the Company, Maven VCT 2 and their combined portfolio of investments. The costs of the Merger are expected to be recovered from the anticipated costs savings within 25 months.

The aggregate anticipated cost to the Company of undertaking the Merger is approximately £429,000 including VAT, legal and professional fees, stamp duty and the costs of winding up Maven VCT 2. The Liquidator's fees are expected to be up to £15,000 (plus VAT). Maven will be paid a merger administrative and secretarial services fee by the Company and Maven VCT 2 (for an aggregate amount of £100,000). The net costs of the Merger will be split between the Companies by reference to their respective net asset values as at the Scheme Calculation Date.

Shareholders should note that the Merger will be outside the provisions of the City Code on Takeovers and Mergers. Consequently, the Merger does not need to follow the timetable and disclosure requirements of the Code, but does need to comply with the Listing Rules and the Prospectus Rules which impose similar disclosure obligations.

As is required by CA 2006, a report on the Merger prepared by Scott-Moncrieff as reporting accountant will be sent to Shareholders and the Maven VCT 2 Shareholders prior to the allotment of the Scheme Shares. The report will be sent to Shareholders at their registered addresses and a copy will be uploaded on to the Companies' websites.

The portfolio of assets which will be transferred from Maven VCT 2 to the Company as part of the Scheme are all considered to be consistent with the Company's investment policy, particularly as both Companies have investments in predominantly the same companies (with only ten exceptions as at the date of this document). The extent of the liabilities (if any) which will be transferred from Maven VCT 2 to the Company as part of the Scheme will be those which are incurred in the ordinary course of business, and Merger costs which remain unpaid at the time of transfer. Any such liabilities are expected to be nominal in comparison to the value of the assets.

Following the transfer of the assets and liabilities by Maven VCT 2 to the Company, the listing of the Maven VCT 2 Shares will be cancelled and Maven VCT 2 will be wound up.

#### **Conditions of the Scheme**

The Scheme is conditional upon:

- the passing of Resolution 1 to be proposed at the General Meeting;

- notice of dissent not having been received from Maven VCT 2 Shareholders holding more than 10% in nominal value of the entire issued share capital of Maven VCT 2 under Section 111 of IA 1986; and
- the passing of the resolutions to be proposed at the Maven VCT 2 General Meetings.

Subject to the above, the Scheme will become effective immediately after the passing of the special resolution for the winding up of Maven VCT 2 to be proposed at the Maven VCT 2 Second General Meeting. If it becomes effective, the Scheme will be binding on the Shareholders and the Maven VCT 2 Shareholders (and any dissenting Maven VCT 2 Shareholders) and all persons claiming through or under them.

### **Terms of the Scheme**

On the Scheme Effective Date, the Liquidator will receive all the cash, undertakings and other assets and liabilities of Maven VCT 2 and will deliver to the Company:

- particulars of all of the assets and liabilities of Maven VCT 2;
- a list certified by the registrars of the names and addresses of, and the number of Maven VCT 2 Shares held by each of, the Maven VCT 2 Shareholders on the register at 5.00 pm on the Scheme Record Date;
- an estimate of the winding-up costs of Maven VCT 2; and
- the amount estimated to be required to purchase the holdings of any dissenting Maven VCT 2 Shareholders.

On the Scheme Effective Date, the Company and the Liquidator (on behalf of Maven VCT 2) will enter into the Transfer Agreement pursuant to which the Liquidator will procure the transfer of all of the assets and liabilities of Maven VCT 2 to the Company in exchange for the issue of Scheme Shares (credited as fully paid) to the Maven VCT 2 Shareholders on the basis set out below.

As further consideration for the transfer of assets and liabilities of Maven VCT 2, the Company will, pursuant to the Transfer Agreement, undertake to pay all liabilities incurred by the Liquidator including, but not limited to, the implementation of the Scheme, the winding up of Maven VCT 2 and the purchase for cash of any holdings of dissenting Maven VCT 2 Shareholders.

Except as otherwise provided for in the Scheme terms, for the purposes of calculating the Merger Value, the Roll-Over Value and the number of Scheme Shares to be issued, in order that the Maven VCT 2 Shareholders will receive Scheme Shares with effectively the same aggregate net asset value as at the Scheme Calculation Date as their Maven VCT 2 Shares, the following provisions will apply:

### **Merger Calculations**

#### ***Roll-Over Value***

The Roll-Over Value will be calculated as:

$$\frac{A - (B + C)}{D}$$

where:

A = the unaudited net assets of Maven VCT 2 as at the Scheme Calculation Date (taken from the Maven VCT 2 unaudited management accounts to that date), plus or minus any adjustment that both the Board and the Maven VCT 2 Board consider appropriate to reflect any other actual or contingent benefit or liability of Maven VCT 2;

B = the costs of the Scheme to be apportioned to Maven VCT 2 (by reference to the Roll-Over Value and the Merger Value, but ignoring merger costs), plus £1,000 (representing an amount of contingency to cover any unforeseen additional costs attributable to Maven VCT 2 incurred by the Company, which

will indemnify the Liquidator in respect of all costs of Maven VCT 2 following the transfer on the Scheme Effective Date);

C = the amount estimated to be required to purchase the holdings of Maven VCT 2 Shares from dissenting Maven VCT 2 Shareholders; and

D = the number of Maven VCT 2 Shares in issue as at close of business on the Scheme Record Date (save for any Maven VCT 2 Shares held by dissenting Maven VCT 2 Shareholders).

### **Merger Value**

The Merger Value will be calculated as:

$$\frac{E - F}{G}$$

where:

E = the unaudited net assets of the Company as at the Scheme Calculation Date (taken from the Company's unaudited management accounts to that date), plus or minus any adjustment that the Board and the Maven VCT 2 Board consider appropriate to reflect any other actual or contingent benefit or liability of the Company;

F = the costs of the Scheme to be apportioned to the Company (by reference to the Roll-Over Value and the Merger Value, but ignoring merger costs); and

G = the number of Shares in issue as at close of business on the Scheme Record Date.

### **Scheme Shares to be issued to Maven VCT 2 Shareholders**

The number of Scheme Shares to be issued to Maven VCT 2 Shareholders (save for any dissenting Maven VCT 2 Shareholders) will be calculated as follows:

$$\frac{H \times J}{I}$$

where:

H = the Roll-Over Value;

I = the Merger Value; and

J = the number of Maven VCT 2 Shares in issue as at close of business on the Scheme Record Date (save for any Maven VCT 2 Shares held by dissenting Maven VCT 2 Shareholders).

The Scheme Shares will be issued directly to Maven VCT 2 Shareholders (but not to any dissenting Maven VCT 2 Shareholders, if any), in each case pro rata to their existing holdings of Maven VCT 2 Shares on the instruction of the Liquidator.

The merger ratios used to allocate the Scheme Shares to each Maven VCT 2 Shareholder will be rounded down to six decimal places and entitlements will be rounded down to the nearest whole number and any fractional entitlements per Maven VCT 2 Shareholder (which will not exceed £5) will be aggregated and sold, with the proceeds retained for the benefit of the Enlarged Company.

The Company will not issue the Scheme Shares until the report prepared by Scott-Moncrieff under CA 2006 in respect of the Scheme has been provided to the Company and sent to Shareholders and Maven VCT 2 Shareholders.

Based on the formulae above and using NAVs per share of 72.31p and 35.28p for the Company and Maven VCT 2 respectively (being the latest published unaudited NAVs as at the date of this document), 0.488 Scheme Shares would have been issued to Maven VCT 2 Shareholders for every Maven VCT 2 Share held had the Merger been completed on 31 July 2018 (assuming no dissenting Maven VCT 2 Shareholders).

## **Share Certificates and Listing**

Where Maven VCT 2 Shareholders hold their Maven VCT 2 Shares in certificated form, they will receive a new certificate for the Scheme Shares issued. Where Maven VCT 2 Shareholders hold their Maven VCT 2 Shares in uncertificated form, their CREST accounts will be credited with the holding in Scheme Shares. Maven VCT 2 Shareholders should continue to retain their shares certificates in Maven VCT 2 for record keeping purposes, but once the Merger has completed they will cease to have any value.

An application has been made to the UKLA for the Scheme Shares to be issued pursuant to the Scheme to be listed on the premium segment of the Official List and will be made to the London Stock Exchange for such Scheme Shares to be admitted to trading on its market for listed securities. From the date of issue, the Scheme Shares will rank *pari passu* with the other existing Shares.

## **Taxation**

The following paragraphs apply to the Company and to persons holding Shares as an investment in the Company who are the absolute beneficial owners of such Shares and are resident in the UK. They may not apply to certain classes of persons, such as dealers in securities. The following information is based on current UK law and practice, is subject to changes therein, is given by way of general summary and does not constitute legal or tax advice.

If you are in any doubt about your position, or if you may be subject to tax in a jurisdiction other than the UK, you should consult your financial adviser.

## ***The Company and Shareholders***

The implementation of the Scheme should not affect the VCT reliefs obtained by Shareholders on subscription for existing Shares. The implementation of the Scheme should not affect the status of the Company as a VCT. It is the intention of the Board to continue to comply with the requirements of ITA 2007 so as to continue to qualify as a VCT.

## ***Maven VCT 2 Shareholders***

The receipt by Maven VCT 2 Shareholders of Scheme Shares should not constitute a disposal of their Maven VCT 2 Shares for UK tax purposes. Maven VCT 2 Shareholders should, for UK tax purposes, effectively be able to treat the Scheme Shares received as if they had been acquired at the same cost and on the same date as the original Maven VCT 2 Shares from which they derive (but allocated proportionately between such resulting Scheme Shares). Any initial income tax relief obtained and attaching to the original Maven VCT 2 Shares will not, therefore, be subject to clawback, but instead will then attach to the Scheme Shares.

As the Company is also a VCT, the usual VCT tax reliefs should continue to apply. As a result, qualifying Shareholders should continue to receive tax-free dividends and should not be subject to UK taxation on any capital gains on the disposal of Scheme Shares.

For Maven VCT 2 Shareholders holding (together with their associates) more than 5% of the Maven VCT 2 Shares in issue, clearance has been obtained from HMRC in terms of Section 138 of TCGA 1992 that the tax treatment described above should also apply to them.

Maven VCT 2 Shareholders who do not vote in favour of the resolution to be proposed at the Maven VCT 2 First General Meeting are entitled to dissent and have their shareholding purchased by the Liquidator at a price agreed between the dissenting Maven VCT 2 Shareholders and the Liquidator (or by arbitration), which is expected to be at a significant reduction to the most recently published NAV of a Maven VCT 2 Share. In addition, a purchase of Maven VCT 2 Shares by the Liquidator from a dissenting Maven VCT 2 Shareholder will be regarded as a disposal of such Maven VCT 2 Shares for tax purposes, thereby triggering the repayment of any income tax relief on Maven VCT 2 Shares subscribed for in the five years prior to purchase. The sale price received may not be sufficient to cover the amount of payment due.

Although the Company will be required to pay UK stamp duty or stamp duty reserve tax on the transfer to it of certain of the assets of Maven VCT 2 (which forms part of the merger costs), no UK stamp duty will be payable directly by Shareholders as a result of the implementation of the Scheme.

Clearance has been obtained from HMRC in respect of the Scheme under Section 701 ITA 2007 confirming that the receipt of Scheme Shares should, except in the case of dealers, be regarded as an income receipt for the purposes of UK taxation.

Clearance has also been obtained from HMRC confirming that the Scheme meets the requirements of the Merger Regulations and that, as such, the receipt by Maven VCT 2 Shareholders of Scheme Shares should not prejudice tax reliefs obtained by those Maven VCT 2 Shareholders on existing Maven VCT 2 Shares and should not be regarded as a disposal.

The Finance Act 2014 included a number of changes to the rules affecting VCTs. In particular, there is a restriction on income tax relief available on a subscription for shares in a VCT on or after 5 April 2014 where the subscription and sale are within six months of each other (regardless of whichever happens first), or either the subscription or sale of the shares was conditional on the other. The rules also apply where the subscription and sale are of shares in different VCTs, where it was known at the time of the subscription or disposal that those VCTs intended to merge. The amount on which income tax relief is available is reduced by the amount of the consideration given for the sale.

## PART 4

### ADDITIONAL INFORMATION

#### 1. RESPONSIBILITY

The Directors and the Proposed Director, whose names appear in paragraph 3 below, accept responsibility for the information contained in this document. To the best of the knowledge of the Directors and the Proposed Director (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 3 October 2018 (being the latest practicable date prior to the publication of this document), the issued share capital of the Company was 57,726,293 Ordinary Shares.
- 2.2 As at 3 October 2018 (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 3 October 2018 (being the latest practicable date prior to publication of this document), the interests of the Directors and the Proposed Director and their respective immediate families in the issued share capital of the Company was as follows:

<i>Director</i>	<i>Number of Shares</i>	<i>Percentage of the Company's issued share capital</i>
Ian Cormack	167,815	0.29
Malcolm Graham-Wood	72,931	0.13
Bill Nixon	309,023	0.54
Steven Scott	181,174	0.31
Peter Linthwaite	–	–

- 3.2 Assuming that the Merger proceeds on the basis of the latest published unaudited NAVs of the Companies as at the date of this document (being 72.31p and 35.28p for the Company and Maven VCT 2 respectively) and that there are no dissenting Maven VCT 2 Shareholders, resulting in 19,582,290 Scheme Shares being issued, the interests of the Directors the Proposed Director and their respective immediate families in the issued share capital of the Company immediately following the Merger will be:

<i>Director</i>	<i>Number of Shares</i>	<i>Percentage of issued share capital</i>
Ian Cormack	167,815	0.22
Malcolm Graham-Wood	72,931	0.09
Bill Nixon	465,929	0.60
Steven Scott	202,964	0.26
Peter Linthwaite	2,439	0.01

- 3.3 Each of the Directors has entered into a letter of appointment with the Company, for the provision of their services as directors for the fees disclosed in paragraph 3.4 below. The agreements are terminable by either party giving at least three months' notice to the other, subject to retirement by rotation and earlier cessation for any reason under the Articles. In the event that the Merger proceeds, Peter Linthwaite will join the Board and will enter into a letter of appointment on substantially the same terms as the other Directors. 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.



- 3.4 The current annual remuneration for the year ending 31 December 2018 of the Directors is as follows:

<i>Director</i>	<i>Annual Fees (£)</i>
Ian Cormack	20,000
Malcolm Graham-Wood	17,000
Bill Nixon*	17,000
Steven Scott	17,000

\* payable to Maven and subject to VAT.

Fees paid in respect of the year ended 31 December 2017 were £63,000 (exclusive of VAT and any employers' national insurance, if applicable).

In the event that the Merger proceeds, Peter Linthwaite will join the Board and will receive an annual remuneration of £17,000.

- 3.5 Save in respect of the agreements referred to in paragraph 4 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 the Company.

#### **SUBSTANTIAL SHAREHOLDERS**

- 3.6 As at 3 October 2018 (being the latest practical date prior to the publication of this document), the Company is aware of the following persons who hold or will hold, directly or indirectly, voting rights representing 3% or more of the issued share capital of the Company to which voting rights are attached (assuming that the Merger is fully implemented):

<i>Name</i>	<i>As at the date of this Document</i>		<i>After the Merger has completed</i>	
	<i>Number of Ordinary Shares</i>	<i>Percentage of voting rights</i>	<i>Number of Ordinary Shares*</i>	<i>Percentage of voting rights of the Ordinary Shares*</i>
Hargreaves Lansdown (Nominee) Limited	3,801,574	6.59	5,044,311	6.52

\* On the basis that a maximum of 19,582,290 Scheme Shares will be issued under the Merger (applying the assumptions referred to in paragraph 3.2 above).

#### **4. MATERIAL CONTRACTS**

The following are the only contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Company in the two years immediately preceding the date of this document or which are expected to be entered into prior to Admission and which are, or may be, material or which have been entered into at any time by the Company and which contain any provision under which the Company has any obligation or entitlement which is, or may be, material to the Company as at the date of this document:

- 4.1 A management and administration deed dated 1 January 2016 between the Company and Maven, pursuant to which the Investment Manager provides discretionary investment management and administrative services to the Company. This deed superseded the investment and administration agreements that were previously in place. Maven is entitled to an annual investment management fee of 2.5% per annum of the net asset value of the Company payable quarterly in arrears (the fees being exclusive of VAT (if any)). Maven is also entitled to a performance incentive fee for each six month period ending 30 June and 31 December of an amount equal to 20% of any increase in the total return (before applying any performance incentive fee) as at the end of the relevant six month period to the total return (after accruing for the performance incentive fee payable for that period) compared to the end of the last six month period on which a performance incentive fee was paid. Total return for these purposes means net asset value, adjusted for dividends, share buy-backs and share issues since the period in which the last performance incentive fee was paid.

These fees are exclusive of VAT (if any). Maven is entitled to an annual fee for the provision of company secretarial and administrative services (which amounted to £79,000 for the year ended 31 December 2017 increasing to £100,000 on completion of the Merger). This fee is subject to annual adjustment by reference to increases in the Consumer Prices Index, is payable quarterly in arrears and is exclusive of VAT (if any).

The total management and administrative expenses of the Company are capped at 3.5% of its net asset value at the end of the relevant financial period (calculated before the deduction of management and administration expenses). All regulatory, compliance and any exceptional items such as merger or performance incentive fees in respect of that year) are excluded from the cap.

- 4.2 A co-investment agreement dated 19 June 2006 between the Company and Aberdeen Asset Managers Limited (which was subsequently novated to Maven) in respect of a co-investment scheme with the Investment Manager, which enables employees and officers of Maven to participate in new and follow-on investments in portfolio companies alongside the Company. All such investments are made through a nominee and under terms agreed by the Board. The terms of the scheme ensure that all investments in ordinary shares are made at the same time and on identical terms to those of the Company and that no selection of investments will be allowed. Total investment by participants in the co-investment scheme is 5% of the aggregate amount of ordinary shares subscribed for by the Company and the co-investment scheme, except where the only securities to be acquired by the Company are ordinary shares or are securities quoted on AIM or NEX, 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 relevant calendar year of the scheme exceeding 5% of the Company's net assets.
- 4.3 An offer agreement dated 20 October 2014 between the Company, the Directors, Howard Kennedy and the Investment Manager, pursuant to which Howard Kennedy agreed to act as sponsor to the Company in respect of the 2014 Offer. The Investment Manager undertook, as agent of the Company, to use its reasonable endeavours to procure subscribers under that offer. Neither Howard Kennedy nor the Investment Manager was obliged to subscribe for Shares under the 2014 Offer. Under the agreement the Company agreed to pay the Investment Manager an offer administration fee in respect of the 2014 Offer of 2.5% of Application Amounts in respect of applications accepted under that offer and the Investment Manager agreed to meet the costs of the 2014 Offer, excluding initial commissions, but including any permissible trail commission to financial intermediaries in relation to that offer for the period stated in the prospectus unless it is no longer as the manager of the Company, in which case such trail commission would be payable by the Company. The Investment Manager also agreed to indemnify the Company against any costs of the 2014 Offer in excess of 2.5% of Application Amounts. Under the agreement, which could be terminated by Howard Kennedy and the Investment Manager in certain circumstances, certain warranties were given by the Company and the Directors to Howard Kennedy and the Investment Manager, subject to certain limitations. The Company also agreed to indemnify Howard Kennedy in respect of its role as sponsor. The warranties and indemnity were in the usual form for a contract of this type. The agreement could be terminated by Howard Kennedy if any statement in the prospectus was untrue, any material omission from the prospectus arose or any breach of warranty occurred.
- 4.4 The letters of appointment between the Company and each of the Directors referred to in paragraph 3.3 above.
- 4.5 An offer agreement dated 20 September 2017 between the Company, the Directors, Howard Kennedy and the Investment Manager, pursuant to which Howard Kennedy agreed to act as sponsor to the 2017 Offer and the Investment Manager undertook, as agent of the Company, to use its reasonable endeavours to procure subscribers under that offer. Neither Howard Kennedy nor the Investment Manager was obliged to subscribe for Shares under the 2017 Offer. Under the agreement, the Company agreed to pay the Investment Manager an offer administration fee of 2.5% of the Application Amounts in respect of applications accepted under the 2017 Offer. The Investment Manager agreed to meet the costs of the 2017 Offer, excluding any initial commissions, but including (unless the Investment Manager ceases to be the manager of the Company) annual 'execution-only' intermediary trail commissions and indemnify the Company against any costs of the 2017 Offer in excess of this amount. If the Investment Manager ceases

to be the manager of the Company, the annual trail commission under the 2017 Offer will be the responsibility of the Company. Under the agreement, which may be terminated by Howard Kennedy and the Investment Manager in certain circumstances, certain warranties have been given by the Company and the Directors to Howard Kennedy and the Investment Manager, subject to certain limitations. The Company has 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 can be terminated by Howard Kennedy if any statement in the prospectus relating to the 2017 Offer is untrue, any material omission from the prospectus arises or any breach of warranty occurs.

4.6 The following contracts will be entered into subject, inter alia, to the approval by Shareholders of Resolution 1 to be proposed at the General Meeting:

4.6.1 A transfer agreement between the Company and Maven VCT 2 (acting through the Liquidator) to give effect to the Scheme pursuant to which all of the assets and liabilities of Maven VCT 2 will be transferred to the Company (subject only to any consents from third parties which may be required to transfer such assets and liabilities) in consideration for Scheme Shares, as described in Part 3 of this document. If any of the parties so require, Maven VCT 2, acting by the Liquidator, shall promptly give instructions to any person holding any part of Maven VCT 2's assets as nominee of or on trust for Maven VCT 2, requiring such person to transfer such assets to the Company. Maven VCT 2, acting by the Liquidator, will also undertake to execute and deliver such other documents and take such other steps as shall be reasonably required by the Company to vest in the Company the assets to be transferred to the Company under this agreement and otherwise to give the Company the full benefit of this agreement. The Liquidator will agree under this agreement that all sale proceeds and/or dividends received in respect of the underlying assets of Maven VCT 2 will be transferred on receipt to the Company as part of the Scheme.

4.6.2 A deed of indemnity from the Company to the Liquidator pursuant to which the Company will indemnify the Liquidator for expenses and costs incurred by them in connection with the Scheme.

## **5. DILUTION**

The existing issued Shares in the Company will represent 74.67% of the enlarged ordinary share capital of the Company immediately following completion of the Scheme, assuming that 19,582,290 Scheme Shares are issued pursuant to the Merger (on the basis set out in paragraph 3.2 above) and on that basis Shareholders will, therefore, be diluted by 25.33%.

## **6. OTHER**

6.1 The Company was incorporated and registered in Scotland on 26 August 2004 under the Companies Act 1985 with registered number SC272568 as a public company limited by shares.

6.2 Statutory accounts of the Company for the years ended 31 December 2015, 31 December 2016 and 31 December 2017, in respect of which Deloitte LLP made unqualified reports under CA 2006, have been delivered to the Registrar of Companies.

6.3 Save for the fees paid to the Directors as detailed in paragraph 3.4 above, the fees paid under the investment management agreement detailed in paragraph 4.1 above, the offer administration fees paid to Maven under the offer agreements detailed in paragraphs 4.3 and 4.5 above, there were no other related party transactions or fees paid by the Company during the years ended 31 December 2015, 31 December 2016 and 31 December 2017 or for the period from 31 December 2017 to the date of this document.

6.4 There has been no significant change in the financial or trading position of the Company since 30 June 2018 (the date to which the last unaudited financial statements have been published) to the date of this document.

6.5 There are no governmental, legal or arbitration proceedings (including any such proceedings which are or were pending or threatened of which the Company is aware) during the 12 months immediately preceding the date of this document, which may have, or have had in the recent past, a significant effect on the Company's financial position or profitability.

## **7. 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 date of the General Meeting at the registered offices of the Company and Howard Kennedy:

7.1 the Articles;

7.2 the annual report and accounts of the Company for the financial years ended 31 December 2015, 31 December 2016 and 31 December 2017 and the half-yearly reports for the Company for the six month periods ended 30 June 2017 and 30 June 2018;

7.3 the letters of appointment referred to in paragraph 3.3 above; and

7.4 this document.

5 October 2018

## PART 5

### DEFINITIONS

<b>“2014 Offer”</b>	the offer for subscription contained in the summary, securities note and registration document issued by Maven Income and Growth VCT PLC, Maven VCT 2, Maven Income and Growth VCT 3 PLC, the Company, Maven Income and Growth VCT 5 PLC and Maven Income and Growth VCT 6 PLC dated 20 October 2014
<b>“2017 Offer”</b>	the offer for subscription contained in the summary, securities note and registration document issued by Maven Income and Growth VCT 3 PLC and the Company dated 22 September 2017
<b>“Admission”</b>	the admission of Scheme Shares to trading on the London Stock Exchange’s main market for listed securities
<b>“Annual Running Costs”</b>	means the running costs of the relevant company and includes the management fees payable to the Investment Manager (excluding any performance incentive fee), accounting and administration fees, as well as fees for directors, auditors, taxation advisers, sponsor, registrar, and the costs of communicating with shareholders; however, such costs shall exclude any VAT payable thereon (the payment of which is the responsibility of the relevant company)
<b>“Articles”</b>	the articles of association of the Company
<b>“Board”</b>	the board of Directors of the Company
<b>“CA 2006”</b>	Companies Act 2006, as amended
<b>“Circular”</b>	this document
<b>“Company”</b>	Maven Income and Growth VCT 4 PLC
<b>“Companies”</b>	the Company and Maven VCT 2
<b>“CREST”</b>	the computerised settlement system to facilitate the transfer of title to securities in uncertificated form operated by Euroclear UK & Ireland Limited
<b>“Directors”</b>	the directors of the Company (and each a “Director”)
<b>“Enlarged Company”</b>	the Company following implementation of the Scheme
<b>“FCA”</b>	the Financial Conduct Authority
<b>“FSMA”</b>	the Financial Services and Markets Act 2000, as amended
<b>“General Meeting”</b>	the general meeting of the Company convened for 1 November 2018 (or any adjournment thereof)
<b>“HMRC”</b>	HM Revenue and Customs
<b>“Howard Kennedy”</b>	Howard Kennedy Corporate Services LLP
<b>“IA 1986”</b>	Insolvency Act 1986, as amended
<b>“ITA 2007”</b>	Income Tax Act 2007, as amended
<b>“Liquidator”</b>	Stewart MacDonald of Scott-Moncrieff, being the proposed liquidator for Maven VCT 2
<b>“Listing Rules”</b>	the listing rules of the UKLA

<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“Market Abuse Regulation”</b>	Market Abuse Regulation (596/2014/EU)
<b>“Maven” or the “Investment Manager”</b>	Maven Capital Partners UK LLP
<b>“Maven VCT 2”</b>	Maven Income and Growth VCT 2 PLC
<b>“Maven VCT 2 Board”</b>	the board of directors of Maven VCT 2
<b>“Maven VCT 2 First General Meeting”</b>	the general meeting of Maven VCT 2 to be held on 1 November 2018 (or any adjournment thereof)
<b>“Maven VCT 2 General Meetings”</b>	the Maven VCT 2 First General Meeting and the Maven VCT 2 Second General Meeting
<b>“Maven VCT 2 Second General Meeting”</b>	the general meeting of Maven VCT 2 to be held on 15 November 2018 (or any adjournment thereof)
<b>“Maven VCT 2 Shareholders”</b>	holders of Maven VCT 2 Shares
<b>“Maven VCT 2 Shares”</b>	ordinary shares of 10p each in the capital of Maven VCT 2 (and each an “Maven VCT 2 Share”)
<b>“Merger Regulations”</b>	Venture Capital Trusts (Winding-up and Mergers) (Tax) Regulations 2004, as amended
<b>“Merger Value”</b>	the value of a Share calculated in accordance with the formula set out in Part 3 of this document
<b>“NAV”</b>	net asset value per share
<b>“Official List”</b>	the official list maintained by the UKLA
<b>“Ordinary Shareholder”</b>	a holder of Ordinary Shares
<b>“Ordinary Shares” or “Shares”</b>	ordinary shares of 10p each in the capital of the Company (and each a “Share”)
<b>“Proposals”</b>	the proposals to effect the Scheme and to approve the Resolutions
<b>“Prospectus”</b>	the prospectus issued by the Company dated 5 October 2018
<b>“Prospectus Rules”</b>	the prospectus rules made in accordance with the EU Prospectus Directive 2003/71/EC
<b>“Qualifying Company”</b>	a company satisfying the requirements of Chapter 4 of Part 6 of ITA 2007
<b>“Qualifying Investments”</b>	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
<b>“Regulatory Information Service”</b>	a regulatory information service that is on the list of regulatory information services maintained by the FCA
<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting (and each a “Resolution”)
<b>“Roll-Over Value”</b>	the value of a Share calculated in accordance with the formula set out in Part 3 of this document
<b>“Scheme” or “Merger”</b>	the proposed merger of the Company with Maven VCT 2 by means of placing Maven VCT 2 into members’ voluntary liquidation pursuant to Section 110 of IA 1986 and the acquisition by the Company of all of the

	assets and liabilities of Maven VCT 2 in consideration for Scheme Shares, further details of which are set out in Part 3 of this document
<b>“Scheme Calculation Date”</b>	the date on which the number of Scheme Shares to be issued pursuant to the Scheme will be calculated, anticipated as being after the close of business on 15 November 2018
<b>“Scheme Effective Date”</b>	the date on which the Scheme will be completed, anticipated as being 15 November 2018
<b>“Scheme Record Date”</b>	the record date to which entitlements will be allocated pursuant to the Scheme, anticipated as being 14 November 2018
<b>“Scheme Shares”</b>	the Shares being issued pursuant to the Scheme (and each a “Scheme Share”)
<b>“Shareholders”</b>	holders of Shares (and each a “Shareholder”)
<b>“TCGA 1992”</b>	Taxation of Chargeable Gains Act 1992, as amended
<b>“Transfer Agreement”</b>	the agreement between the Company and Maven VCT 2 (acting through the Liquidator) for the transfer of all of the assets and liabilities of Maven VCT 2, by the Liquidator, to the Company pursuant to the Scheme
<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>“Venture Capital Trust” or “VCT”</b>	a company which is, for the time being, approved as a venture capital trust under Section 259 of the ITA 2007
<b>“VCT Rules”</b>	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



## Maven Income and Growth VCT 4 PLC

### NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Maven Income and Growth VCT 4 PLC (the "Company") will be held at Fifth Floor, 1-2 Royal Exchange Buildings, London, EC3V 3LF at 10.45 am on 1 November 2018 for the purposes of considering and, if thought fit, passing the following resolutions, which will be proposed as special resolutions:

1. THAT, subject to the Scheme becoming unconditional:
  - 1.1 the acquisition of the assets and liabilities of Maven Income and Growth VCT 2 PLC on the terms set out in the circular of the Company dated 5 October 2018 (the "Circular") be and hereby is approved; and
  - 1.2 the directors of the Company be and hereby are generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 ("CA 2006") to exercise all the powers of the Company to allot ordinary shares in the Company up to an aggregate nominal amount of £2,160,000 in connection with the Scheme (representing approximately 37.4% of the issued ordinary share capital of the Company as at 3 October 2018, this being the latest practicable date prior to the date of this notice), provided that the authority conferred by this paragraph 1.2 shall expire on the date falling 18 months from the date of the passing of this resolution (unless renewed, varied or revoked by the Company in general meeting).
2.
  - 2.1 THAT, in addition to (i) existing authorities and (ii) the authorities conferred by resolution 1 set out in this notice, the directors of the Company be and hereby are generally and unconditionally authorised in accordance with Section 551 of CA 2006 to exercise all the powers of the Company to allot ordinary shares and to grant rights to subscribe for or to convert any security into ordinary shares up to an aggregate nominal amount of £577,260 (representing approximately 10% of the issued ordinary share capital of the Company as at 3 October 2018, this being the latest practicable date prior to the date of this notice), provided that the authority conferred by this paragraph 2.1 shall expire on the date falling 18 months from the date of the passing of this resolution (unless renewed, varied or revoked by the Company in 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 ordinary shares to be allotted or rights to be granted after such expiry.
  - 2.2 THAT, the directors of the Company be and hereby are empowered pursuant to Sections 570 and 573 of CA 2006 to allot or make offers or agreements to allot equity securities (which expression shall have the meaning ascribed to it in Section 560(1) of CA 2006) for cash pursuant to the authorities given pursuant to resolution 2.2 set out in this notice or by way of a sale of treasury shares, as if Section 561(1) of CA 2006 did not apply to such allotment, provided that the power provided by this paragraph 2.2 shall expire on the date falling 18 months from the date of the passing of this resolution (unless renewed, varied or revoked by the Company in general meeting) and provided further that this power shall be limited to the allotment and issue of ordinary shares up to an aggregate nominal value representing 20% of the issued ordinary share capital, from time to time, where the proceeds may in whole or part be used to purchase ordinary shares in the Company.
3. THAT, the Company be and hereby is empowered to make one or more market purchases within the meaning of Section 693(4) of CA 2006 of its own ordinary shares (either for cancellation or for the retention as treasury shares for future re-issue or transfer) provided that:
  - 3.1 the aggregate number of ordinary shares which may be purchased shall not exceed 5,772,600 shares;
  - 3.2 the minimum price which may be paid per ordinary share is the nominal value thereof;
  - 3.3 the maximum price which may be paid per ordinary share is an amount equal to the higher of (i) 105% of the average of the middle market quotation per share taken from the London Stock Exchange daily official list for the five business days immediately preceding the day on which such

share is to be purchased and (ii) the amount stipulated by Article 5(6) of the Market Abuse Regulation;

- 3.4 the authority conferred by this resolution shall expire on the date falling 18 months from the date of the passing of this resolution (unless renewed, varied or revoked by the Company in general meeting); and
- 3.5 the Company may make a contract to purchase ordinary shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority.
4. THAT, subject to the approval of the High Court of Justice, the amount standing to the credit of the Company's share premium account at the date that the court order granting the cancellation is made, be cancelled.
5. THAT, subject to the approval of the High Court of Justice, the amount standing to the credit of the Company's capital redemption reserve at the date that the court order granting the cancellation is made, be cancelled.

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

Dated 5 October 2018

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

*Registered Office:*  
Kintyre House  
205 West George Street  
Glasgow  
G2 2LW

Information regarding the general meeting, including the information required by section 311A of CA 2006, is available from: [www.mavencp.com/migvct4](http://www.mavencp.com/migvct4).

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 form of proxy, clearly stating on each copy the shares to which the proxy relates, or alternatively contact the Company's registrars, Link Market Services, on the non-premium rate Maven VCT helpline + 44 (0) 333 300 1566 to request additional copies of the form of proxy. 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. 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 Link Market 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) and (iii) above does not apply to Nominated Persons (see paragraph (v) below). 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 CA 2006 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 (e.g. the registered shareholder, or 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 CA 2006, writes to you directly for a response.
- (vii) A form of proxy is enclosed with this document, along with a reply-paid envelope for its return. 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 notarially certified or office copy thereof, must be deposited at the offices of the Company's registrar, Link Market Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to be received not later than 10.45 a.m. on 30 October 2018 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 form of proxy to Link Market Services in an envelope addressed to FREEPOST PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
- (ix) Please note that you can vote your shares electronically through the Link Shareportal Service at [www.signalshares.com](http://www.signalshares.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 Link Market Services (see note (iii) above).
- (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 10.45 a.m. on 30 October 2018. 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 3 October 2018 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 57,726,293 ordinary shares of 10 pence each, all of which carry one vote each. Therefore, the total voting rights in the Company as at 3 October 2018 was 57,726,293.
- (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 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 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/migvct4](http://www.mavencp.com/migvct4) 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 CA 2006, regarding the meeting is available on the Company's website, [www.mavencp.com/migvct4](http://www.mavencp.com/migvct4).

**MAVEN INCOME AND GROWTH VCT 4 PLC**

**FORM OF PROXY**

For use at the general meeting (Block capitals please)

I/We .....

of .....

being a shareholder(s) of the above-name Company, appoint the chairman of the general meeting or

for the following number of ordinary shares:

to act as my/our proxy to vote for me/us and on my/our behalf in respect of my/our voting entitlement at the general meeting of the Company to be held at 10.45 am on 1 November 2018 and at every adjournment thereof. Please indicate with an 'X' if this is one of multiple proxy instructions being made. Please refer to **Note 2**.

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

	<b>For</b>	<b>Against</b>	<b>Withheld</b>
Resolution 1: To authorise the directors to allot ordinary shares in connection with the Scheme			
Resolution 2: To authorise the directors to allot ordinary shares pursuant to Section 551 of the Companies Act 2006 and allot equity securities without regard to pre-emption rights			
Resolution 3: To authorise the Company to make market purchases			
Resolution 4: To cancel the Company's share premium account			
Resolution 5: To cancel the Company's capital redemption reserve			

The "Vote Withheld" option is to enable you to abstain on any of the specified resolutions. Please note that a Vote Withheld has no legal effect and will not be counted in the votes "For" and "Against" a resolution.

Signature ..... Dated .....



## Notes

1. The notice of the general meeting of the Company (the "General Meeting") is set out in the circular dated 5 October 2018.
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 general 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, Link Market 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 11 below, the proxy appointment will remain valid.
8. You may submit your proxy electronically using the Shareportal Service at [www.signalshares.com](http://www.signalshares.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 Link Market Services, between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (except UK public holidays) on the non-premium rate Maven VCT helpline + 44 (0) 333 300 1566. Calls to the Link Market 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.









