



## Oxford Technology 2 VCT

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23 June 2022

Dear OT3 shareholder,

### **Proposed Merger of the Oxford Technology VCTs**

I am delighted to report that at the General Meetings on 20 June 2022 shareholders of all 4 OT VCTs voted overwhelmingly to approve the Merger of the 4 Companies. Shareholders of OT2 also approved the relevant resolutions to issue the new class of Leisure shares being promoted by Edition Capital.

The OT3 Circular also set out other conditions that need to be met for the Merger of OT3 with OT2 to proceed, the most important of which is that Shareholders of OT3 still need to approve the wind up of your own company at the second meeting on 30 June 2022. This process will commence as soon as all the relevant assets and liabilities have been transferred to OT2. OT3 shareholders will receive a New OT3 Ordinary Share (in OT2) for each share currently owned in OT3. These will be dispatched by the Registrar in July. For completeness, provided shareholders of OT1 and OT4 also approve the wind up of their own company at their second meeting on 30 June 2022, then the full Merger will proceed.

As mentioned in the 18 May 2022 Circular sent to you, OT2 is required to issue to OT3 Shareholders a valuation report which has been prepared by the Independent Valuer (**Section 593 Report**) prior to the allotment of the New OT3 Ordinary Shares. This report has been prepared by James Cowper Kreston LLP and is included on the reverse of this letter.

The Section 593 Report confirms to OT2 that (assuming the Merger is completed), the value of OT3's assets and liabilities which are to be transferred to OT2 as part of the Merger are not less than the aggregate amount treated as being paid up on the New OT3 Ordinary Shares being issued to OT3's Shareholders pursuant to the Merger.

To confirm, **no action is required by you as a result of this letter and enclosure.**

Finally, on the assumption the Merger does complete on 30 June 2022, I look forward to welcoming you as a Shareholder of OT2 next week.

Yours Faithfully,

Richard Roth  
Chairman

**INDEPENDENT VALUATION REPORT TO OXFORD TECHNOLOGY 2 VENTURE CAPITAL TRUST PLC FOR THE PURPOSES OF SECTION 593(1) OF THE COMPANIES ACT 2006**

The Directors  
Oxford Technology 2 Venture Capital Trust PLC  
Magdalen Centre  
Oxford Science Park  
Oxford  
OX4 4GA

Dear Directors

**Report of the independent valuer for the purpose of Section 593 of the Companies Act 2006**

We report on the value of the consideration for the allotment of up to 6,254,596 OT3 ordinary shares of £0.01 each in the capital of the Company (the **OT3 Ordinary Shares**) to be allotted and issued at a premium of £0.40655 per share, assuming no dissenting shareholders, with an aggregate value of up to £2,605,337. The OT3 Ordinary Shares (including related share premium) are to be treated as fully paid up.

The issue of the OT3 Ordinary Shares is in relation to **the Merger** of the Company with Oxford Technology Venture Capital Trust PLC (**OT1**), Oxford Technology 3 Venture Capital Trust PLC (**OT3**) and Oxford Technology 4 Venture Capital Trust PLC (**OT4**) as set out in **the Prospectus** published by the Company on 18 May 2022, whereby each participating shareholder (the OT3 shareholders) will receive one new OT3 Ordinary Share for each Ordinary share held by them in OT3 immediately prior to the Merger. The **Consideration** for the issue of the OT3 Ordinary Shares will be the transfer of all of the assets and liabilities of OT3 to the Company, to be held within the **New OT3 Share Pool** as defined in the Prospectus.

**Basis of valuation**

The Consideration has been valued by the directors using a net assets approach including both market based and multiple of revenue based approaches in respect of the investments held by OT3.

**Opinion**

In our opinion:

- the method of valuation of the Consideration was reasonable in the circumstances; and
- there appears to have been no material change in the value of the consideration since the valuation date of 16 June 2022.

On the basis of the valuation, in our opinion, the value of the total consideration is not less than the aggregate of the nominal value and share premium to be treated as paid up by the consideration.

Yours faithfully



**James Cowper Kreston, Statutory Auditor and Chartered Accountants**  
Reading

Date: 22 June 2022