

## Summary of the Principle Differences in the New Articles OT2

New Articles are proposed to be adopted for Oxford Technology 2 Venture Capital Trust Plc at the Annual General Meeting on 9 July 2020.

Set out below is a summary of the principal differences between the New Articles and the existing Articles of the Company (adopted on 19 November 2018) (**current Articles**).

Please note that the below is not intended to provide a comprehensive report of all differences between the current Articles and the New Articles, and Shareholders are advised to review the current Articles and the New Articles in full and take legal advice, where appropriate, as to the effect of the proposed adoption of the New Articles.

### **Ordinary Share Nominal Value Reduction**

The Company's existing ordinary share capital is divided into shares of 10 pence each. The Company would like to convert each existing ordinary share of 10 pence into (i) one ordinary share of one penny and (ii) one deferred share of 9 pence (a "Deferred 2020 Share"). Existing share certificates will continue to be valid, and no other share certificates will be issued, and no further action is needed by Shareholders.

The Deferred 2020 Shares are designed to have no value and will be cancelled or redeemed by the Company for a nominal amount.

### **Share Rights**

The current Articles already contain provisions to effect the internal separation of the assets and liabilities of the Ordinary Share Pool and the B Share Pool (and the allocation of assets and liabilities between them). The New Articles provide the Directors more flexibility as to how to allocate every expense and liability of the Company between the assets attributable to the Ordinary Shares and the assets attributable to the B Shares, if these are ever issued.

### **Number of Directors**

The current articles of association provide that the number of Directors shall be not less than two nor more than 10. The New Articles retain a minimum of two Directors and but reduces the maximum to 8 Directors.

### **Unclaimed Dividends and Untraced Shareholders**

The current articles of association provide any dividend or other sum unclaimed after a period of twelve years from the date when it was declared or became due for payment shall be forfeited and shall revert to the Company unless the board decides otherwise. The New Articles reduce this period to six years as permitted by law. In a similar vein, the period regarding what can be done with the holdings of untraced shareholders is also reduced to six years.

## **Borrowing Powers**

The New Articles have reverted to the borrowing cap that was in the former articles 2 years ago, ie setting a limit at up to 50% of net assets (the current Articles do not contain any restrictions on borrowing). The Directors do not currently intend to use the Company's borrowing powers.

## **Change of Name**

The current Articles already permit the Board to change the name of the company; the New Articles extend this to the ability to change the name of the share classes.

## **Continuation Vote**

The current Articles do not contain any provision for a continuation vote, although the Directors have previously proposed that such a resolution will be proposed at certain times. Although the Company will not have a fixed life, the New Articles formally re-introduces a provision for a continuation vote every three years, although in the event that the Company raises new equity, any continuation vote will only be proposed after the fifth anniversary of the last allotment of Shares (from time to time). At the annual general meeting at the relevant time, the Directors will propose an ordinary resolution that the Company continues in existence. If that resolution is not passed, the Directors will propose a resolution for the Shareholders to vote on a process for winding-up the Company or some other means of distribution shareholders' capital and income, in accordance with applicable VCT legislation.