Key Information Document

Purpose

This document provides you with key information about this investment product. It is not marketing material. The information is required by law to help you understand the nature, risks, costs, potential gains and losses of this product and to help you compare it with other products.

Product

The product this document relates to is the **B Share class in the Seneca Growth Capital VCT Plc** (ISIN GB00BG13MH08). The manufacturer of this product is Seneca Growth Capital VCT Plc (www.senecavct.co.uk) and the Manager is Seneca Partners Ltd (www.senecapartners.co.uk). Please call 01942 271746 or email clientteam@senecapartners.co.uk for further information.

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You are about to purchase a product that is not simple and may be difficult to understand.

What is this product?

Type

The product is an Alternative Investment Fund comprising the B Share class in Seneca Growth Capital VCT Plc, a Venture Capital Trust ("VCT"). This product has no maturity date.

Objective

The objective of this offer is to raise up to £10 million (with an over allotment facility of a further £10 million) for investment in a diverse portfolio of UK small and medium sized enterprises ("SMEs"), with the aim of generating a tax free income and capital return. Please note that target returns are not guaranteed and you may get back less than you invest.

Intended retail investor

The intended investor will be seeking a tax free income and capital return over the longer-term (five years). They will have experience of investing in tax advantaged investments (e.g. EIS, VCT) or buying shares in smaller quoted or unquoted companies. They will not need access to the amount they invest for at least five years or be seeking a guaranteed level of income. They should not invest unless they are prepared to lose some or all of the money they invest.

What are the risks and what could I get in return?

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Lower Risk ⟷ Higher Risk

⚠ The risk indicator assumes you keep the product for 5 years. The actual risk can vary significantly if you cash in at an early stage and you may get back less. You may not be able to sell your product easily or you may have to sell at a price that significantly impacts how much you get back.

Risk indicator

The summary risk indicator is a guide to the level of risk of this product compared to other products. It shows how likely it is that the product will lose money because of movements in the markets or because we are not able to pay you. We have classified this product as 6 out of 7, the second highest risk class.

This rates the potential losses from future performance at a high level, and poor market conditions are very likely to impact the capacity of the VCT to pay you.

If the VCT fails or is unable to pay you, you could lose your entire investment. This is a high-risk investment and you are unlikely to be protected if something goes wrong.

Protection from the Financial Services Compensation Scheme (FSCS) or the Financial Ombudsman Service (FOS) does not cover poor investment performance.

This product does not include any protection from future market performance so you could lose some or all of your investment.

The most likely way to get your money back is if the VCT operates a buy back policy at the time you wish to sell your shares or your shares are sold on the Alternative Investment Market. The latter can only occur if there is a willing buyer.

If you sell your shares before you have held them for 5 years, you may have to repay some or all of the Income Tax relief you claimed following the purchase of the shares.

Investment performance information

What are the risks and what could I get in return?

The VCT looks to invest in a portfolio of around 20 to 30 smaller companies. For each company, the main driver of investment performance will be the company's ability to either generate or increase its turnover, attain or increase profitability or develop and sell its intellectual property. For listed companies, the value of their shares may also be affected by wider macro-economic factors not directly related to the company's own performance.

If a company fails to attain or maintain profitability, it will eventually need to raise further funding either by borrowing money or seeking further investment. Either have the potential to reduce the value of your investment.

There is therefore no benchmark against which your investment may reliably be measured.

What could affect my return positively?

If a company in which the VCT is invested is able to increase its turnover, attain or increase its profitability or develop its intellectual property to the point of it being saleable to a third party, it should result in an increase in the value of your shareholding.

What could affect my return negatively?

If a company in which the VCT is invested fails to attain or maintain profitability, it will eventually need to raise further funding either by borrowing money or seeking further investment. Either have the potential to reduce the value of your investment. If such a company is unable to raise further funding, it will ultimately run out of cash resulting in its failure. If this happens, the VCT will lose most if not all of the money invested in that company which in turn will reduce the value of your investment.

When the VCT sells shares in an investee company, those shares may be sold for less than the value reflected in the investee company's accounts. If the number of shares being sold at any given time exceeds the demand for those shares, the share price will likely fall.

If the VCT attempts to sell any shares under severe adverse market conditions, it will either be unable to sell them or receive a much lower price than it expects. Equally, if you attempt to sell your VCT shares under severe adverse market conditions, you will either be unable to sell them or receive a much lower price than you expect.

What happens if Seneca Growth Capital VCT Plc is unable to pay out?

As a shareholder in the Company you would not be able to make a claim to the Financial Services Compensation Scheme about the Company in the event that the Company is unable to pay out. You may face a financial loss should the Company default on its obligations.

There is no compensation or guarantee scheme in place which may offset all, or any, of this loss.

What are the costs?

The Reduction in Yield (RIY) shows what impact the total costs you pay will have on the investment return you might get. The total costs take into account one-off, ongoing and incidental costs.

The amounts shown here are the cumulative costs of the product itself, for three different holding periods. They include potential early exit penalties. The figures assume you invest £10,000. The figures are estimates and may change in the future.

Costs over time

		After 1 year	After 3 years	After 5 year
If you cash in your investment	**Total costs** Impact on return (RIY) per year	**£911.56** 9.12%	**£1,655.79** 5.24%	**£2,454.37** 4.49%

The person selling you or advising you about this product may charge you other costs. If so, this person will provide you with information about these costs, and show you the impact that all costs will have on your investment over time.

Composition of costs

The table at the top of page 3 shows the impact each year of the different types of costs on the investment return you might get at the end of the recommended holding period and the meaning of the different cost categories.

One-off costs	**Initial fee**	**3.0%** (advised) or **5.5%** (non-advised)	The impact of the costs you pay when entering your investment, based on the Manager's maximum promoter's fee of 3% (when you invest having received financial advice) or 5.5% (where you have not received any financial advice). Adviser fees not included.
	Arrangement fee	up to **4.0%**	The impact of the costs **the Manager may charge to an investee company** for arranging funding on their behalf.
Recurring costs	**Running costs of the VCT (including the Annual Management Charge)**	**3.0% p.a.**	The impact of the costs that accrue each year for running the VCT. This includes an Annual Management Charge of 2.0% charged for the management of your investment.
	Monitoring fee	up to **2.0% p.a.**	The impact of the costs **the Manager may charge to an investee company** for ongoing monitoring and/or commercial advice.
Incidental costs	**Performance fee**	Equivalent to **0.36% p.a.**	The impact of the **Performance Fee of 20%,** only charged on any distributions made in a year where the total return (including dividend payments and any increase in the net asset value per share) exceeds 5% p.a. for both that year and the entire period in which you have been invested.

All costs and charges we receive in connection with these investments have been disclosed, including any charges we receive from an investee company.

How long should I hold it and can I take money out early?

You should be prepared to hold your shares for a minimum of 5 years (the recommended holding period) in order to retain your initial income tax relief. If you sell your shares earlier, you will be required to repay any initial income tax relief you claimed. You should expect to hold your shares for more than 5 years, as VCTs are intended to have a long investment horizon. This Investment should therefore be considered as a long-term investment.

Neither the VCT nor the B share class have a fixed winding up date and therefore, unless shareholders have voted to wind-up the VCT or Investment, Shareholders will only be able to realise their investment through the open market. The Company's share prices are quoted on the London Stock Exchange so, provided there is a willing buyer, you may realise your investment through a stockbroker or share dealing account. secondary market for VCT shares is generally illiquid. You may not be able to sell your shares and if you do, the price you receive may not reflect the underlying net asset value of the shares.

The Company aims, but is not committed, to offer liquidity to shareholders through an ongoing share buyback policy. This will be subject to cash availability and at a target discount of approximately 5% to net asset value. The Company has an authority to buy back up to 14.99% of the issued New "B" Share capital of the Company at the time of purchase. In line with regulation governing public companies, there are specific periods when buybacks are prohibited, e.g. when the Company is preparing its annual reports and accounts.

How can I complain?

The Manager has established procedures in accordance with the FCA Rules for consideration of complaints. Details of these procedures are available from it on request. If you wish to make a formal complaint, you should contact **The Complaints Officer, Seneca Partners Ltd, 9 The Parks, Newton-le-Willows, WA12 0JQ.** If you are unhappy with the way in which we handle your complaint or the outcome, as a shareholder of Seneca Growth Capital VCT Plc you may not have the right to ask the Financial Ombudsman Service to carry out an independent review of your complaint. Their contact details are **The Financial Ombudsman Service, Exchange Tower, London, E14 9SR**. Their phone numbers are 0300 123 9123 (charged at a national rate) or 0800 023 4567 (free from landlines). You can also complete an online enquiry form on their website: www.financial-ombudsman.org.uk.

Other relevant information

The Seneca Growth Capital VCT is an Alternative Investment Fund for the purposes of the Alternative Investment Fund Managers Directive. It is not a collective investment scheme within the meaning of section 235 of the Financial and Services Market Act nor a Non-mainstream Pooled Investment by virtue of it being a fund complying with the meaning of Article 2 in the Schedule to the Financial Services and Markets Act 2000 (Collective Investment Schemes) Order 2001. The Fund does not use leverage.

Seneca Partners Ltd is authorised and regulated by the Financial Conduct Authority. The registered office for both Seneca Partners Ltd and Seneca Growth Capital VCT Plc is 9 The Parks, Newton-le-Willows, WA12 0JQ.