

13 May 2015

## Proposed winding up of Rensburg Aim VCT plc

Dear Rensburg Aim VCT Shareholder

### Our reason for writing

We are contacting you in light of the announcement on 3 March 2015 that Rensburg Aim VCT plc (Rensburg, or your Company) intends to seek Shareholder approval for a members' voluntary liquidation, and specifically to set out a viable alternative to winding up your Company that we believe may offer the potential for improved investor returns.

Maven Capital Partners UK LLP (Maven) is aware that the results of a Shareholder survey, highlighted by your Board in the Annual Report for the year ended 28 February 2014, indicated that a majority were minded to consider alternatives. As a result, we have recently engaged constructively with your Board to advise that we intended to write to Rensburg Shareholders to inform them of an alternative to the wind-up that also allows Shareholders to protect any defrayed CGT liabilities. Against this background, we have proposed that your Board appoints Maven as manager to the Company in order to implement an investment strategy that has achieved consistently strong returns for the Maven managed VCTs over a number of years.

### About Maven

Maven is recognised as a leading generalist VCT manager, with an investment focus on later-stage UK private companies and AIM quoted assets, and has one of the UK's most experienced and successful VCT management teams. Maven has around £370m of funds under management, including over £160m on behalf of six VCTs, with a track record of delivering high levels of tax-free income. Maven's UK-wide team has the resources and skills required to produce strong shareholder returns, and is able to manage private equity and AIM portfolios in parallel. We have over 40 dedicated VCT professionals, including a specialist AIM team, offering the full range of investment, portfolio management and administration services.

Since 2005 Maven has been awarded management mandates for four established VCTs, which have all been integrated successfully into our client stable and, following a change of investment strategy or merger, are now co-investing actively alongside the other Maven VCTs and delivering consistent and improved investor returns.

We have enclosed a copy of the Spring 2015 edition of Maven's bi-annual *Creating Value* newsletter, which we hope will give Rensburg Shareholders a flavour of the level of information regularly communicated to our shareholders, including the latest news about new investments, portfolio exits and VCT fundraisings.

### Our achievements with Bluehone AIM VCT2 PLC

Maven's most recent new VCT mandate, and particularly relevant for Rensburg Shareholders, was our appointment in February 2011 as manager of Bluehone AIM VCT2 (now Maven Income and Growth VCT 5, [www.mavencp.com/migvct5](http://www.mavencp.com/migvct5)), which at that time was a heavily AIM focussed VCT with limited revenues available to sustain a progressive dividend programme.

During the past four years the Maven team has transformed the portfolio and grown the revenue base by complementing the inherited AIM holdings with carefully selected later-stage private equity assets, in order to increase income and create the potential for capital gains. AIM concentration has been reduced to around 40%, as our team has taken advantage of opportunities to lock in profits through selective disposals and the proceeds have been re-deployed in building a diversified portfolio of income producing private company assets.

Annual dividends have increased by more than 65% over the same period, while the VCT has also narrowed the discount to NAV at which its shares trade, to around 11%, and has participated in three successful top-up offers which, in aggregate, have raised £8 million of new funds.

### **Maven's proposal for Rensburg Aim VCT plc**

In our view the proposed winding-up may not best serve the interests of many Shareholders, would not maximise their opportunity to preserve the embedded investment value and tax benefits of their current holdings, and arguably overlooks the potential for generating strong returns through a controlled change in investment strategy.

We believe that a continuation of the Company, while implementing the investment strategy that has improved the performance of Bluehone, would provide a significantly better option for Rensburg Shareholders. We consider that the three year wind-up proposed may result in a cost drag on ultimate investor returns as assets are sold. Shareholders would also be exposed to the risk that there is insufficient liquidity in the market to facilitate the disposal of AIM assets for best value.

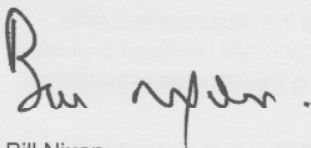
Maven's proposal is to implement a new strategy which would be aimed at revitalising the asset base and building an attractive composite AIM and private equity portfolio, investing in later-stage, income producing private company assets alongside careful management of the existing AIM holdings. As has been the case with Bluehone, your Company would also benefit from the ability to raise new funds and expand, alongside the other Maven VCTs, in tandem with the ability to co-invest in new private equity transactions led by our nationwide team.

### **Next Steps**

We understand that your Board intends to convene a general meeting at which resolutions will be proposed to place the Company into a members' voluntary liquidation, with further information to be set out in a circular that is expected to be sent to Shareholders by 20 June 2015. We hope you will agree that due consideration should be given as to whether there is a credible alternative to the proposed winding-up, along the lines we have set out in this letter.

If you wish your Board to assess options other than a wind-up, you may choose to vote against any proposal that the Company be placed in members' voluntary liquidation. If Shareholders oppose the winding-up, we will again engage positively with your Board to set out detailed proposals for managing your Company.

Yours sincerely,



Bill Nixon  
Managing Partner  
Maven Capital Partners UK LLP