

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 without delay.

If you have sold or transferred all of your ordinary shares, you should pass this document, and the accompanying form of proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Crown Place VCT PLC

(incorporated in England and Wales under the Companies Act 1985 with registered no. 3495287)

Recommended proposal for the cancellation of the Company's share premium account and Notice of General Meeting

Notice of a General Meeting of the Company to be held at 11.30 a.m. on 1 September 2009 is set out at the end of this document. The proposal described in this document is conditional upon passing of the Resolution to be proposed at the General Meeting. Shareholders are requested to complete and return their Form of Proxy as soon as possible. To be valid, Forms of Proxy for use at the General Meeting must be completed and returned in accordance with the instructions printed thereon to Capita Registrars, Proxy Department, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive not later than 48 hours before the General Meeting.

EXPECTED TIMETABLE

Last time and date for receipt of proxies	48 hours before the General Meeting
Time and date of General Meeting	11.30 a.m. on 1 September 2009
Estimated date of Court Hearing	16 September 2009
Estimated effective date	21 September 2009

Crown Place VCT PLC

(incorporated in England and Wales under the Companies Act 1985 with registered no. 3495287)

Directors:

Patrick Crosthwaite (*Chairman*)
Rachel Beagles
Sir Andrew Cubie
Vikram Lall
Geoffrey Vero

Registered Office:

1 King's Arms Yard
London
EC2R 7AF

22 July 2009

To the shareholders

Dear Shareholder

Recommended proposal for the cancellation of the Company's share premium account

Introduction

The Board of your Company is proposing that the share premium account of the Company be cancelled. Cancellation of the share premium account requires shareholder approval and the confirmation of the Court after a court hearing. The purpose of this document is to set out the background to and reasons for the proposal. **The Board unanimously recommends that you vote in favour of the special resolution to be proposed at the General Meeting to be held at 11.30 a.m. on 1 September 2009, notice of which is set out at the end of this document.**

Cancellation of the share premium account will increase the Company's existing special reserve and will be available to make dividend payments and market purchases of the Company's issued ordinary shares, or for any other purpose to which a distributable reserve can be applied, subject to the terms of any undertaking that the Company gives to the Court for the protection of creditors, as further explained below.

Background to and reasons for the proposal

The existing distributable special reserve was created through the cancellation of the share premium account of the Company (or Murray VCT 3 PLC as it then was) in 1999 and in 2004. Over time, this reserve has been utilised for the purchase and cancellation of ordinary shares, and it forms part of the distributable reserves available to the Company for the payment of dividends.

The Company merged with Murray VCT PLC and Murray VCT 2 PLC in January 2006. Crown Place VCT PLC's share premium account created as a result of this merger was not cancelled at that time. However, following a review, your Board now considers it sensible to cancel the whole of the share premium account in order to give the Company greater flexibility for the payment of dividends and for share buy-backs.

As shareholders will be aware, it is the Board's policy to pay regular and predictable dividends to investors as the Directors believe that this is a key source of shareholder value. Dividends can only be paid out of distributable reserves and therefore the Board believes that increasing the amount of distributable reserves is in the interest of shareholders.

The Company has a policy of buying back its own shares for cancellation or for holding as treasury shares when such purchases are considered to be to the advantage of the Company and its shareholders as a whole. These shares are purchased at a discount to net asset value, which enhances the Company's net asset value per share.

The purchase of shares by the Company can only be funded through distributable reserves, (which in turn reduces the amount of reserves available for distribution to shareholders by way of dividends) or the proceeds of a fresh issue of shares made for the purpose of the purchase. The purpose of the proposed cancellation of the share premium account is, therefore, to increase the size of the distributable reserves that will be available for the payment of dividends, for the purchase of the Company's own shares, and for any other distributable purposes, including the payment of costs associated with the cancellation of the share premium account.

Cancellation of the share premium account

The Board has decided to seek shareholders' authority to cancel the whole of the share premium account which currently stands at £14,437,830. To allow for any potential adjustments in the share premium account between now and the Court Hearing, the relevant resolution will allow for the cancellation of the share premium account as it stands at the time of the Court Hearing.

If the special resolution is approved by shareholders, the Company will, as soon as practicable, apply to the Court for an appropriate Court order. It is expected that the Court order confirming the cancellation of the share premium account will be made in September 2009. The cancellation will become effective on the Registrar of Companies registering the order confirming the cancellation of the share premium account ("the Effective Date"), which is expected to be shortly thereafter. Subject to the protection of creditors, as detailed below, it is proposed that the reserve arising on the cancellation of the share premium account becoming effective will be a fully distributable special reserve that can be used for the payment of dividends, for the purchase and cancellation of shares, for the purchase of treasury shares, for the offset of capital losses and for any other distributable purposes, including the payment of costs associated with this cancellation.

The Court will be concerned to ensure that the interests of creditors of the Company as at the Effective Date are not prejudiced. The Company will obtain the consent of all of its creditors at the Effective Date to the cancellation of its share premium account, including that of Albion Ventures LLP, the Company's investment manager. The Court is likely to require that the Company undertakes to treat the reserve arising on the cancellation as non-distributable until any such creditors who have not consented to the cancellation have been paid or any liability to them has been otherwise discharged.

Action to be taken by shareholders

The proposed cancellation of the share premium account is subject to shareholder approval. A notice convening a General Meeting of the Company to pass the special resolution to approve the cancellation of the share premium account, which is to be held at 11.30 a.m. on 1 September 2009 at the offices of Albion Ventures LLP, 1 King's Arms Yard, London EC2R 7AF, is set out at the end of this document. The special resolution requires a three-quarters majority of those shareholders voting in order to be passed.

Whether or not you intend to be present at the General Meeting, **shareholders are requested to complete and return the accompanying Form of Proxy** in accordance with the instructions printed thereon, so as to be received by Capita Registrars (Proxy Department) as soon as possible and in any event no later than 48 hours before the General Meeting. The completion and return of the Form of Proxy will not preclude you from attending the meeting and voting in person should you so wish.

Recommendation

Your Board believes that the cancellation of the share premium account is in the best interest of the shareholders as a whole and accordingly recommends shareholders to vote in favour of the special resolution to be proposed at the General Meeting, as they intend to do in respect of their own beneficial shareholdings amounting in aggregate to 153,431 ordinary shares.

Yours faithfully

Patrick Crosthwaite
Chairman

NOTICE OF GENERAL MEETING

Crown Place VCT PLC (the “Company”)

(incorporated in England and Wales under the Companies Act 1985 with registered number 3495287)

Notice is hereby given that a General Meeting of the Company will be held at 11.30 a.m. on 1 September 2009 at the offices of Albion Ventures LLP, 1 King’s Arms Yard, London EC4R 7AF to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution.

SPECIAL RESOLUTION

THAT the amount standing to the credit of the share premium account of the Company, at the date of the order to be made by the Court on the hearing for the claim for confirmation of the cancellation, be cancelled.

By Order of the Board

Albion Ventures LLP
Company Secretary

Registered Office:
1 King’s Arms Yard
London
EC2R 7AF

Dated: 22 July 2009

Notes:

1. **Proxies**

A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. Forms of Proxy need to be deposited with the Company’s registrar, Capita Registrars, Proxy Department, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time of the meeting. Completion of a Form of Proxy will not preclude a member from attending and voting in person at the meeting. CREST members may utilise the CREST proxy appointment service by following the directions set out in the Form of Proxy enclosed with this document.

2. **Rights to attend and vote**

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at 48 hours before the General Meeting or, in the event of any adjournment, 48 hours before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

3. **Corporate members**

In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – <http://www.icsa.org.uk> – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

4. **Nominated persons**

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may have a right, under an agreement between him/her and the member by whom he/she was nominated, 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 have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.

The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by shareholders of the Company.

5. **Total number of shares and voting rights**

As at 22 July 2009 (being the last practicable business day prior to the publication of this notice) the Company’s issued share capital consists of 79,657,180 ordinary shares, carrying one vote each. Of these shares 7,260,410 were held in treasury. Therefore, the total voting rights in the Company as at that date are 72,396,770.

