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IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS DOCUMENT OR AS TO WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN FINANCIAL ADVICE IMMEDIATELY FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA").

THIS DOCUMENT HAS BEEN PREPARED IN ACCORDANCE WITH THE PROSPECTUS REGULATION RULES MADE UNDER FSMA AND HAS BEEN APPROVED BY THE FINANCIAL CONDUCT AUTHORITY ("FCA") IN ACCORDANCE WITH FSMA AND CONSTITUTES A SUPPLEMENTARY PROSPECTUS (THE "SECOND SUPPLEMENTARY PROSPECTUS") ISSUED BY OCTOPUS TITAN VCT PLC (THE "VCT"). THIS SECOND SUPPLEMENTARY PROSPECTUS IS SUPPLEMENTAL TO AND SHOULD BE READ IN CONJUNCTION WITH THE PROSPECTUS DATED 21 OCTOBER 2020 (THE "PROSPECTUS"), AS SUPPLEMENTED BY A SUPPLEMENTARY PROSPECTUS ISSUED BY THE VCT ON 23 MARCH 2021 (THE "FIRST SUPPLEMENTARY PROSPECTUS"), THE PROSPECTUS, AS SUPPLEMENTED BY THE FIRST SUPPLEMENTARY PROSPECTUS, CONTAINING AN OFFER FOR SUBSCRIPTION OF ORDINARY SHARES IN THE CAPITAL OF THE VCT ("OFFER SHARES") TO RAISE UP TO £80 MILLION, WITH AN OVER-ALLOTMENT FACILITY OF A FURTHER £40 MILLION ("THE OFFER"). EXCEPT AS EXPRESSLY STATED HEREIN, OR UNLESS THE CONTEXT OTHERWISE REQUIRES, THE DEFINITIONS USED OR REFERRED TO IN THE PROSPECTUS ALSO APPLY IN THIS SECOND SUPPLEMENTARY PROSPECTUS.

PERSONS RECEIVING THIS DOCUMENT SHOULD NOTE THAT HOWARD KENNEDY CORPORATE SERVICES LLP IS ACTING FOR THE VCT AND NO-ONE ELSE IN CONNECTION WITH THE OFFER AND THIS SECOND SUPPLEMENTARY PROSPECTUS AND, SUBJECT TO ITS RESPONSIBILITIES AND LIABILITIES IMPOSED BY FSMA OR THE REGULATORY REGIME ESTABLISHED HEREUNDER, WILL NOT BE RESPONSIBLE TO ANY OTHER PERSON FOR PROVIDING THE PROTECTIONS AFFORDED TO CUSTOMERS OF HOWARD KENNEDY CORPORATE SERVICES LLP OR FOR PROVIDING ADVICE IN CONNECTION WITH THE OFFER. HOWARD KENNEDY CORPORATE SERVICES LLP IS AUTHORISED AND REGULATED BY THE FINANCIAL CONDUCT AUTHORITY.

THIS DOCUMENT HAS BEEN PREPARED FOR THE PURPOSES OF COMPLYING WITH THE UK VERSION OF REGULATION (EU) 2017/1129 (THE "PROSPECTUS REGULATION"), ENGLISH LAW AND THE RULES OF THE FCA AND THE INFORMATION DISCLOSED MAY NOT BE THE SAME AS THAT WHICH WOULD BE DISCLOSED IF THIS DOCUMENT HAD BEEN PREPARED IN ACCORDANCE WITH THE LAWS OF A JURISDICTION OUTSIDE ENGLAND.

The VCT and the Directors of the VCT accept responsibility for the information contained in this Second Supplementary Prospectus. To the best of the knowledge of the VCT and its Directors, the information contained in this Second Supplementary Prospectus is in accordance with the facts and this Second Supplementary Prospectus makes no omission likely to affect its import.

Octopus Titan VCT PLC

(Incorporated in England and Wales with registered number 06397765)

Events arising since publishing the First Supplementary Prospectus

The publication of this Second Supplementary Prospectus is a regulatory requirement under the Prospectus Regulation Rules and Section 87G FSMA following the publication by the VCT of its unaudited NAV as at 29 March 2021. The Prospectus Regulation Rules and section 87G FSMA require the issue of a supplementary prospectus if, in the relevant period (being, for these purposes, the later of the closure of the Offer and the time when trading in the Offer Shares issued under the Offer on the London Stock Exchange begins), there exists or is noted a significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus. This Second Supplementary Prospectus has been approved for publication by the FCA.

This Second Supplementary Prospectus has been prepared in accordance with the Prospectus Regulation and has been approved by the FCA, as competent authority under the Prospectus Regulation. The FCA only approves this Second Supplementary Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and such approval shall not be considered as an endorsement of the securities or the issuers that are the subject of the Prospectus.

Save as otherwise amended in this Second Supplementary Prospectus, the Offer is being made on the terms and subject to the conditions set out in full in the Prospectus. Investors who have already submitted Application Forms for Offer Shares in the VCT, and who have not yet received an allotment of those Offer Shares, may withdraw such applications under Prospectus Regulation Rule 3.4.1UK and Article 23 of the Prospectus Regulation, with the VCT accepting withdrawals of such applications until 5pm on 7 April 2021. Investors should seek their own legal advice in regard to such withdrawal rights. Investors who wish to withdraw their applications for Offer Shares should contact Octopus Investments Limited on telephone number **0800 316 2295** (no investment advice can be given). Withdrawals of applications can only be made by telephone.

Copies of this Second Supplementary Prospectus, the First Supplementary Prospectus and the Prospectus may be viewed on the National Storage Mechanism (NSM) of the FCA at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and this Second Supplementary Prospectus, the First Supplementary Prospectus and the Prospectus are available free of charge from the registered office of the VCT at 33 Holborn, London, EC1N 2HT.

1 Significant new factor

On 29 March 2021 the VCT announced an unaudited NAV per Share of 104.0p as at 29 March 2021 (the "29 March 2021 NAV"), an increase of 7.2% in the unaudited NAV per Share as at 31 December 2020, the latest published unaudited NAV per Share as at the date of the First Supplementary Prospectus, which was 97.0p.

2. Supplement to the Summary

As a result of the release of the 29 March 2021 NAV, the information relating to the Company under the heading "What is the key financial information relating to the issuer?" in the summary document which forms part of the Prospectus shall be supplemented to include after the table at the end of this section the following wording:

As at 29 March 2021 the unaudited net assets of the Company were £1,111 million and the unaudited NAV was 104.0p per Share.

3. Supplement to Part Three

As a result of the release of the 29 March 2021 NAV, the final sentence in Part Three of the Prospectus ("Financial Information on the Company") shall be supplemented as follows:

As at 29 March 2021, the date to which the most recent unaudited financial information on the Company has been published, the Company had unaudited net assets of £1,111 million, equal to a NAV of 104.0p per Share.

4. No Significant Change

As a result of the release of the 29 March 2021 NAV, paragraph 19.7 of Part Five of the Prospectus ("Additional Information on the Company") is hereby supplemented as follows:

Save for the publication of the Company's unaudited NAV per Share of 104.0p as at 29 March 2021, there has been no significant change in the financial position of the Group since the date of the First Supplementary Prospectus to the date of this document.

1 April 2021