

Octopus Titan VCT Plc AIFMD Investor Disclosure Supplement

SUPPLEMENT TO THE PROSPECTUS OF OCTOPUS TITAN VCT PLC DATED 19 OCTOBER 2023

for Offerings in or to Persons Domiciled or Registered in the United Kingdom

[31/07/2024]

This document (the "**Supplement**") hereby supplements the prospectus dated 19 October 2023 as may be amended or supplemented from time to time (the "**Prospectus**") for Octopus Titan VCT Plc (the "**Company**") for the purposes described below. This Supplement is not a complete summary of, should be read in conjunction with and is qualified in its entirety by the Prospectus and any related documentation.

This Supplement is being provided to certain prospective investors as an information-only document for the purpose of providing summary information about the Depositary of the Company as required pursuant to (i) the requirements of the UK Financial Conduct Authority (the "**FCA**") Rules implementing the EU Alternative Investment Fund Managers Directive (Directive 2011/61/EU) (the "**AIFMD**") in the United Kingdom and related UK laws (including Commission Delegated Regulation (EU) No 231/2013, as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018) (together, "**UK AIFMD**"), which continue to apply notwithstanding the United Kingdom's withdrawal from the EU; and (ii) the requirements of the AIFMD. Any offering of Shares may only be made pursuant to the Prospectus and prospective Shareholders must not rely solely on this UK Supplement. The Prospectus contains significant information regarding an investment in the Company, including risk factors, that is not required to be included in this UK Supplement.

This Supplement does not update any information except as specifically described herein. Capitalised terms, unless otherwise defined herein, are used as defined in the Prospectus.

UK AIFMD AND AIFMD DISCLOSURE

The Investment Manager is subject to UK AIFMD and the AIFMD to the extent applicable when a "full scope" UK Alternative Investment Fund Manager (an "AIFM") offers or markets an Alternative Investment Fund (an "AIF") in the UK (or the EEA). For the purposes of UK AIFMD and the AIFMD, the Company is the AIF and Octopus AIF Management Limited ("**OAIF**") (the "**Investment Manager**") is the AIFM.

In accordance with the AIFMD, the AIFM must disclose certain prescribed information to prospective investors because it is intended that the Prospectus is to be used to market ordinary shares in the capital of the Company to prospective investors in the UK in accordance with the UK Alternative Investment Fund Managers Regulations 2013 and the FCA's rules.

The following table sets out the required information in relation to the Depositary.

SECTION	DISCLOSURE ITEM	UPDATED INFORMATION
Disclosure required as per rule 3.2.2 R (4) of the Financial Conduct Authority's Investment Funds Sourcebook	Company's depositary update.	Further to the information within the Prospectus of Octopus Titan VCT Plc dated 23 October 2023 relating to the depositary, the information incorporated has now been superseded further to a signed novation agreement dated 31 July 2024. The depositary services are now provided by: BNP Paribas, London Branch. Regulated by the FCA (124605). Companies House number (OE028438). Contact details: 10 Harewood Avenue, London, NW1 6AA (0207 595 2000).