

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 (EU) 2017/1129 (the “Prospectus Regulation”) and has been approved by the Financial Conduct Authority (“FCA”) in accordance with FSMA and constitutes a supplementary prospectus (the “Supplementary Prospectus”) issued by Downing ONE VCT plc (“the Company”). This supplementary prospectus is supplemental to, and should be read in conjunction with, the prospectus dated 19 September 2019, (the “Prospectus”) issued by the Company, such prospectus containing an offer for subscription of Ordinary Shares in the capital of the Company (“New Shares”) to raise up to £15,000,000 (“the Offer”), with an over-allotment facility of a further £25,000,000. Except as expressly stated herein, or unless the context otherwise requires, the definitions used or referred to in the Prospectus also apply in this Supplementary Prospectus.

SPARK Advisory Partners Limited, which is authorised and regulated in the United Kingdom for the conduct of investment business by the FCA, is acting exclusively for the Company and for no one else in connection with the Offer and, subject to the responsibilities and liabilities imposed by FSMA or the regulatory regime established thereunder, will not be responsible to any person other than the Company for providing the protections afforded to customers of SPARK Advisory Partners Limited or for providing advice to them in relation to the Offer or any other matter referred to in this document. SPARK Advisory Partners Limited is not making any representation or warranty, express or implied, as to the contents of this document.

This document has been prepared for the purposes of complying with 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 Company and its Directors accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Company and its Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and this Supplementary Prospectus makes no omission likely to affect its import.

Downing ONE VCT plc Supplementary Prospectus

(Registered in England and Wales with registered number 03150868)

Events arising since publishing the Prospectus

This Supplementary Prospectus is being published in relation to the Offer. The publication of this Supplementary Prospectus is a regulatory requirement under the Prospectus Regulation and Section 87G of FSMA following the publication of an updated net asset value by Downing ONE VCT plc and the introduction of an additional risk factor in respect of the potential impact of the coronavirus pandemic.

The Prospectus Regulation and Section 87G of FSMA require the issue of a supplementary prospectus if, in the relevant period (being, for these purposes, from the date of the issue of the Prospectus until the later of the closure of the Offer and the time when trading in the New 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 relating to the Offer. This Supplementary Prospectus has been approved for publication by the FCA.

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 applications for New Shares which have been received on behalf of the Company, and who have not yet received delivery of New Shares with regard to such applications, may withdraw such applications with respect to the Offer, with the Company accepting withdrawals of such applications until 5pm on 2 April 2020. Investors should seek their own legal advice in regard to such withdrawal rights. Investors who wish to withdraw their applications under the Offer should contact Downing on 020 7416 7780 or customer@downing.co.uk (no legal, tax or investment advice can be given).

Copies of this Supplementary Prospectus and the Prospectus may be viewed on the National Storage Mechanism (NSM) of the FCA at www.morningstar.co.uk/uk/NSM, and this Supplementary Prospectus and the Prospectus are available free of charge from the Company’s registered office, St Magnus House, 3 Lower Thames Street, London EC3R 6HD and on Downing’s website, www.downing.co.uk.

1. Supplement to the Summary

As a result of the release of the updated NAV to 20 March 2020, the summary section of the Prospectus is updated as follows:

What is the key financial information regarding the Issuer?

Certain key historical information of the Company is set out below:

| | Unaudited period to 20 March 2020 |
|--|--------------------------------------|
| Net Assets | £82,606,000 |
| Number of shares in issue | 143,984,140 |
| Net asset value per Share | 55.1p |
| Dividends paid per Share in the period | 4.0p |

2. Significant new factors relating to Downing ONE VCT plc

An additional risk factor is added to Risk Factors on page 7 of the Prospectus as follows:

“On 11 March 2020, the World Health Organization declared the outbreak of a strain of novel coronavirus disease, COVID-19, a global pandemic. The UK and other governments worldwide have taken steps designed to contain the outbreak, including advising self-isolation, travel restrictions, quarantines and cancellations of gatherings and events. The effect on the UK and global economies will be significant. There is a significant risk that this may negatively impact the prospects of many businesses within the portfolio, particularly those in certain sectors such as hospitality and education, and resulting in lower valuations of those investments. Some portfolio businesses may also prove to be no longer viable. This could result in a further fall in the Company’s NAV below that as at 20 March 2020.”

On 31 March 2020, the Company published an updated unaudited NAV as at 20 March 2020 of 55.1p per Ordinary Share, a fall of 24.8% compared to the unaudited NAV as at 31 July 2019 of 78.6p per Ordinary Share after adjusting for the two dividends of 2p per Ordinary Share paid on 30 August 2019 and 28 February 2020.

Additionally, on 16 March 2020, the Company announced it was suspending share buybacks as a result of the market conditions arising from the coronavirus pandemic.

As a result of the release of the 20 March 2020 NAV and the suspension of share buybacks, a number of sections in the Prospectus are amended as follows:

3. Supplement to Part I – The Offer

As a result of the announcement of the suspension of share buybacks, an additional sentence is added to the first paragraph under Share Buyback Policy on page 14 as follows: “On 16 March 2020, the Company announced that it was suspending share buybacks because of the market conditions arising from the coronavirus pandemic. The Board envisages that share buybacks will resume when conditions allow.”

4. Supplement to Part III – Financial Information

As a result of the release of the 20 March 2020 NAV, the final sentence in Part III - Financial Information – Section 1. on page 25 should now read “The most recent announced unaudited NAV was 55.1p per Ordinary Share as at 20 March 2020.”

5. No significant change

As a result of the publication of the 20 March 2020 NAV, the final sentence of paragraph 4 of Part III of the Prospectus ("Additional Information on the Companies") on page 26 is hereby supplemented as follows:

“Other than as noted above, and save for the publication of the unaudited 20 March 2020 NAV, there has been no significant change in the financial position or performance of the Company since the end of the last financial period for which financial information has been published to the date of this Prospectus (being the audited financial information to 31 March 2019).”