

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action to be taken, you should consult your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 (FSMA).

This document constitutes a supplementary prospectus prepared in accordance with the Prospectus Rules and approved by the FSA in accordance with section 85 of FSMA (the **Supplementary Prospectus**). This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the securities note, registration document and summary note, each dated 16 November 2009, together constituting a prospectus (the **Prospectus**), issued by Ingenious Entertainment VCT 1 plc (**Entertainment 1**) and Ingenious Entertainment VCT 2 plc (**Entertainment 2**) (together the **Companies** and each a **Company**), relating to an offer for subscription of up to, in aggregate, 10,000,000 'D' ordinary shares of 1p each ("D' Shares") to raise up to £10 million together with an over-allotment facility of up to, in aggregate, a further 10,000,000 'D' Shares, in each case at an issue price of 100p each (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 Supplementary Prospectus.

The Companies and the Directors of the Companies accept responsibility for the information contained in this Supplementary Prospectus and the Prospectus. To the best of the knowledge and belief of the Companies and the Directors of the Companies (who have taken all reasonable care to ensure that such is the case) the information contained in this Supplementary Prospectus and in the Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

Persons receiving this document should note that Howard Kennedy is acting for the Companies and no-one else in connection with the Offer and the Supplementary Prospectus and will not be responsible to any other person for providing the protections afforded to customers of Howard Kennedy or for providing advice in connection with the Offer.

SUPPLEMENTARY PROSPECTUS

INGENIOUS ENTERTAINMENT VCT 1 PLC

(Incorporated in England and Wales under the Companies Act 1985 with registered number 6395011)

INGENIOUS ENTERTAINMENT VCT 2 PLC

(Incorporated in England and Wales under the Companies Act 1985 with registered number 6395025)

OFFER FOR SUBSCRIPTION

of up to, in aggregate, 10,000,000 'D' ordinary Shares of 1p each comprising up to 5,000,000 'D' ordinary shares in the share capital of each Company at an issue price of 100p per share payable in full on application

together with an over-allotment facility of up to, in aggregate, a further 10,000,000 'D' ordinary shares of 1p each comprising 5,000,000 'D' ordinary shares in the share capital of each Company

Save as otherwise amended in this Supplementary Prospectus, the Offer is being made on the terms and subject to the conditions set out in full in the Prospectus. The Company will accept withdrawals of applications already received on behalf of the Company until 3.00pm on 1 June 2010 only where these relate to applications which have been submitted for 'D' Shares and which have not yet received an allotment of 'D' Shares. Investors who wish to withdraw their applications or indicate their acceptance should contact Ingenious Media Investments Limited on telephone number 020 7319 4000 (no investment advice can be given). Withdrawals of applications can be made by telephone.

Copies of this Supplementary Prospectus and the Prospectus are available for inspection during normal business hours at the Document Viewing Facility at the Financial Services Authority, 25 The North Colonnade, London E14 5HS following the date of publication of this Supplementary Prospectus, and at the Companies' website at www.ingeniousvcts.co.uk, or by collection from the offices of Ingenious Media Investments Limited at 15 Golden Square, London W1F 9JG and from Howard Kennedy, 19 Cavendish Square, London W1A 2AW.

Events arising since publication of the Prospectus

This Supplementary Prospectus is being published in relation to the Offer. The Supplementary Prospectus is a regulatory requirement under the Prospectus Rules following the publication of each Company's annual report and accounts for the period ended 31 December 2009. This Supplementary Prospectus has been approved for publication by the FSA. Full copies of each Company's annual report and accounts for the period ended 31 December 2009 are available on the Companies' website (www.ingeniousvcts.co.uk).

Significant new factor

Annual Report and Accounts for the period ended 31 December 2009

On 14 April 2010 each Company published its annual report and accounts covering the period to 31 December 2009 (the "Annual Reports"). By virtue of this document, the Annual Reports are incorporated in, and form part of, the Prospectus. In the Annual Report, each Company reported that as at 31 December 2009 the net assets of each Company were £12,135,000, giving a net asset value per Ordinary Share of 93.6p and a net asset value per 'C' Share of 91.8p.

Other matters

Allotment of 'D' Shares pursuant to the Offer

As at the date of this document, each Company has raised gross proceeds of over £5.8 million. Pursuant to the Offer, 11,705,628 'D' Shares have been issued and were admitted to the Official List of the UK Listing Authority, and to trading on the London Stock Exchange's market for listed securities on 28 April 2010.

Extension of the Offer and use of the Over-Allotment Facility

As announced on 6 April 2010, the Directors have extended the Offer to the earlier of 3.00pm on 30 July 2010 and the date on which the Directors of the Companies may resolve to close the Offer thereby enabling investors who wish to obtain tax relief on their investments in the 2010/11 tax year to do so.

It was also announced on 6 April 2010 that as a result of the demand from investors the Directors of the Companies have exercised their discretion to use the over-allotment facility referred to in the Prospectus and extend the amount of the Offer by, in aggregate, a further 3,000,000 'D' Shares comprising up to 1,500,000 'D' Shares in the share capital of each of the Companies at an offer price of 100p per 'D' Share.

These matters specifically amend the relevant paragraphs which were set out in the Summary.

Allotments of 'D' Shares to Directors of Entertainment 1

To date, applications from the following directors of Entertainment 1 have been accepted and 'D' Shares allotted:

Patrick McKenna	103,000 'D' Shares
Keith Turner	5,150 'D' Shares

Allotments of 'D' Shares to Directors of Entertainment 2

To date, an application from the following director of Entertainment 2 has been accepted and 'D' Shares allotted:

Patrick McKenna	103,000 'D' Shares
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Documents incorporated by reference

Copies of all the documents incorporated by reference in the Prospectus can be obtained free of charge from the offices of Howard Kennedy and from the website of the Companies at www.ingeniousvcts.co.uk.

To the extent that there is any inconsistency between any statement in or incorporated by reference in this document and any other statement in or incorporated by reference in the Prospectus, the statements in or incorporated by reference in this document will prevail.

The information set out below is incorporated by reference in this document, and is available as indicated:

Information incorporated by reference	Page references of each Company's annual report and accounts for the period ended 31 December 2009
Chairman's Statement	2
Manager's Review	4
Directors' Report	7
Business Review	11
Directors' Remuneration Report	13
Corporate Governance Report	15
Income statement	20
Reconciliation of movements in shareholders' funds	20
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No significant change

There has been no significant change in the financial or trading position of either of the Companies since 31 December 2009, being the end of respective financial periods reported on in the Annual Reports.

26 May 2010