

INVESTING IN
SEIS COMPANIES
THE SEED MENTORS
SEIS CHANNEL
VIA THE AMERSHAM
SEIS FUND

THE FOURTH SEED ADVANTAGE
SEIS OPPORTUNITY



AMERSHAM
INVESTMENT
MANAGEMENT



IMPORTANT INFORMATION

Investment in any Amersham SEIS Fund portfolio company carries substantial risk and any such investment should be regarded as being of a medium to long term nature.

This document constitutes a financial promotion pursuant to section 21 of the Financial Services and Markets Act 2000 (FSMA) and its contents have been approved by Amersham Investment Management Ltd (the "Manager") which is authorised and regulated by the Financial Conduct Authority in the United Kingdom with FRN number 507460 and whose registered office is at 25 Lexington Street London W1F 9AH with contact details T: 020 7734 7524 E:info@amershaminvestment.co.uk. Seed Mentors Limited is not an FCA authorised firm and will not be providing any investment services or undertaking any regulated activities in connection with Amersham SEIS Fund ('Fund'). The tax treatment referred to in this document depends on the individual circumstances of each investor and may be subject to change in the future. In addition, the availability of any tax reliefs depends on the Companies in which the Fund invests maintaining their qualifying status. Past performance is not a guide to future performance and may not be repeated. Capital at risk: the value of an Investment may go down as well as up and an Investor may not get back the full amount invested. Investors' money subscribed for new SEIS-qualifying shares in limited liability Companies via a 'channel' in the Amersham SEIS Fund (the "Fund") will be committed to an investment which may be of a long term and illiquid nature. The Companies in which the Fund invests will not be quoted on any regulated market and accordingly, there will not be an established or ready market for any such shares. It may be difficult to obtain information regarding how much an investment is worth or how risky it is at any given time and the Manager may experience difficulty in realising the investments (for value or at all). An investment in the Fund may only be made on the basis of the Fund's Information Memorandum and the Investment Agreement which are available to eligible investors or their duly authorised advisers upon request. Prospective Investors should not regard the contents of this document as constituting a recommendation or advice relating to any legal, taxation, regulatory or investment matters and are advised to consult their own professional advisers before contemplating any investment. Amersham Investment Management Ltd, its directors, officers, employees and agents do not accept any liability for any direct, indirect or consequential loss or damage suffered by any person as a result of relying on any information or opinions contained herein or in any other communication in connection with an investment in the Fund except where such liability arises under FSMA, regulations made under FSMA or the FCA's Handbook of Rules and Guidance and therefore may not be excluded. The Manager has taken all reasonable care to ensure that the factual content hereof is accurate and that statements of opinion herein are reasonably held. This document is only intended for release in the United Kingdom and does not constitute an offer, or the solicitation of an offer, in any jurisdiction in which such offer or solicitation is unlawful. It is the responsibility of any person outside the United Kingdom wishing to make an application to invest in the Fund to satisfy themselves as to full observance of the laws of any relevant territory in connection therewith. Prospective investors should be aware that the arrangements for the Fund represent a portfolio service subject to the terms of its Investment Agreement. Investors appoint the Manager to invest their subscription monies on a discretionary basis but may request the Manager to consider investing them only in companies within the Seed Mentors SEIS Channel. All investments made by the Fund will be held in the name of a nominee which enables each Investor's entitlement to be separately identified. The Fund is not treated as an unregulated collective investment scheme (as defined in section 235 of FSMA) but is an alternative investment fund as defined in the Alternative Investment Managers Directive 2011. The Fund has not been approved by HMRC under section 251 of the Income Tax Act 2007. The Manager reserves the right to update this document from time to time.

FACT SHEET

Seed Mentors SEIS Channel : investing in growth prospects through the Amersham SEIS Fund.

STRUCTURE:

A series of private limited company investments comprising SEIS qualifying subscriptions (maximum £150,000 each) via the Amersham SEIS Fund which is structured as an Alternative Investment Fund.

FUND MANAGER:

Amersham Investment Management Ltd which is authorised and regulated by the Financial Conduct Authority as an investment management firm and Alternative Investment Fund Manager with firm reference number 507460.

CUSTODIAN:

Woodside Corporate Services Limited which is authorised and regulated to hold client assets by the Financial Conduct Authority with firm reference number 467652.

INITIAL RAISE TOWARDS THE SEED MENTORS SEIS CHANNEL:

Up to £750,000 subject to SEIS rules.

MINIMUM SUBSCRIPTIONS: £10,000

CLOSING DATE:

Initial close planned for 27 March 2018.*

*NOTE: Closing date is subject to the Manager's discretion.

This document is not an invitation to invest. Investments may be accepted only under the terms of the Information Memorandum and Application Form for the Amersham SEIS Fund, available upon request to eligible investors. Defined terms are as set out in the Amersham SEIS Fund's Information Memorandum.

SEED MENTORS

Seed Mentors Limited ("Seed Mentors") is a privately owned company incorporated in England & Wales, dedicated to finding start-up businesses potentially suitable for investment and then supporting them once third-party investment funds have been provided.

When the Seed Enterprise Investment Scheme (SEIS) was introduced in the UK's 2012 Finance Act, Seed Mentors were one of the pioneers to embrace the opportunities that this presented. Today they are one of the leading UK 'early stage corporate mentors' in this sector. Since 2012 they have evaluated hundreds of business propositions and helped find investment for more than 50 companies. More recently they have helped launch the Boxing Advantage Company Limited, in conjunction with Barry McGuigan, which invests in young, up and coming boxers that have the potential to become champions of the future.

The Fourth Seed Advantage SEIS Opportunity is organised to provide a 'pipeline' of investable companies through the Seed Mentors SEIS Channel of the Amersham SEIS Fund.

Seed Mentors will seek out, or receive approaches from, companies needing assistance in securing start-up funds. Of these, Seed Mentors will identify a number of SEIS qualifying companies seeking out SEIS investment. Seed Mentors will then conduct initial due diligence on these companies and put forward a choice of SEIS qualifying companies to be considered for investment by the Fund Manager.

The companies will between them span a wide spectrum of business activity. To merit further consideration, arrangements are made for company founders/managements to be interviewed on Seed Mentors' pitching days, held at a variety of venues, where the companies' plans are subjected to scrutiny and the key entrepreneurs behind the business are questioned in detail.

It is usual on such days to have accountants and lawyers and other professionals in attendance to consider and seek to answer issues that may arise. Those companies that 'pass' the pitching day event and the subsequent review process may then be put forward to the Fund Manager for its consideration and to seek investment approval, subject to any further due diligence requirements, from the Fund Manager. The exact details of the funding arrangements for any SEIS qualifying company in regard to costs, share of equity and the terms under which the management of the proposed investee company work would be considered on a case by case basis.

The Fund Manager will consider any potential SEIS qualifying companies formally put forward by Seed Mentors but must approve any proposed SEIS qualifying company transaction prior to any investment being made.

Seed Mentors is not an FCA authorised firm and will not be providing any investment services or undertaking any regulated activities in connection with the Fund.

Prospective Seed Investee Companies

Seed Mentors believes it is well placed to find a number of suitable start-up companies for preparation for investment. Each company that is selected by Seed Mentors as a candidate suitable for investment review may be considered by the Fund Manager after a process of initial due diligence. Seed Mentors believes that the companies it identifies, among a number of small businesses in different sectors may represent attractive opportunities for investment with the benefits of SEIS Reliefs and CGT Reliefs. Note: Capital at risk. The tax treatment under SEIS depends on the individual circumstances of each investor and may be subject to change in the future. In addition, the availability of any tax reliefs depends on the Companies in which the Fund invests maintaining their qualifying status.

Mentoring Services

Start-up companies may find it hard to start and succeed in part owing to a lack of funds available for obtaining start-up advice. Seed Mentors will provide or procure advice for this purpose from expert specialist sources, encompassing legal, taxation, marketing, accounting, public relations, information technology and other areas in which start-up companies may need expert advice. One of the factors which Seed Mentors believes contributes to start-up failures is not having sufficient access to expert knowledge in technical areas which can help avoid serious early-stage mistakes. Seed Mentors strives to address this problem and will commit to provide each investee company upon request up to 20 hours per annum of free advice of which 12 hours must be on finance and accounting. Any advice or other fee arrangements with investee companies would be contracted direct by Seed Mentors direct with the companies, terms for which will not form part of the Fund investment arrangements.

Seed Mentors will assign an individual mentor to work with each investee company who shall have the right to attend any meetings of its Board. Seed Mentors will thus seek to be present at all Board meetings of each investee company. Seed Mentors will not control the day to day management of any investee company nor seek to do so but will be on hand to support the investee company with advice.

For further information and to receive a copy of the Amersham SEIS Fund Information Memorandum for the Seed Mentors SEIS channel, eligible investors or their duly authorised professional advisers should contact:

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