

AMERSHAM
INVESTMENT
MANAGEMENT

AMERSHAM
CORPORATE DEVELOPMENT
CAPITAL EIS FUND
“ACDC”

INFORMATION MEMORANDUM

This investment is not suitable for all investors as the underlying investments are illiquid and may not be suitable or appropriate for your personal circumstances. The value of investments can go down as well as up, so you could get back less than or none of your invested capital at risk.

The tax treatment referred to in this Information Memorandum depends on the individual circumstances of each investor and may be subject to change in future. In addition, the availability of any tax reliefs depends on the Portfolio Companies maintaining their qualifying status.

If you are in any doubt, you should consult a suitably qualified financial adviser.

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IMPORTANT INFORMATION

This Information Memorandum dated 29 August 2018 constitutes a financial promotion pursuant to section 21 of FSMA, and is issued by Amersham Investment Management Ltd ('Amersham') which is authorised and regulated by the Financial Conduct Authority. Any prospective Investor should not regard this Information Memorandum as constituting any advice relating to financial, legal, taxation or investment matters. All potential Investors should seek independent financial and tax advice from a financial adviser or other professional adviser authorised under FSMA before subscribing to the Fund.

It is important to note the following when considering an investment in the Fund:

1. You should read the entirety of this Information Memorandum and in particular the section entitled "Risk Factors";
2. EIS and other tax reliefs are complicated, and their availability depends significantly on your own personal circumstances. The Manager does not provide tax advice and you should take independent taxation advice;
3. When making an investment you may only rely on the information contained in this document, and no other information unless that is provided to you by the Manager. The Manager has not authorised any other person to provide any information in relation to the Fund or any Portfolio Company, and if you rely on any such information you do so at your own risk;
4. There are various forward looking statements in this document which are provided for illustrative purposes only. Actual outcomes may differ, for a variety of reasons;
5. If you are outside the UK you may not rely on this document. If you wish to invest in the Fund from outside the UK, please contact the Manager;
6. Investment in the Fund involves substantial risk and you should only invest if you can afford the loss of all your capital invested and you can leave your investment in the Fund invested for up to seven years.

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SUMMARY

The investment objective (the defined investment policy for the purposes of the AIFMD) of the Fund is to offer Investors access to selected investment opportunities across a number of sectors in the UK's economy some of which, but not all, will benefit from EIS (Enterprise Investment Scheme) tax reliefs or where such opportunities do not qualify for EIS relief, these are available to eligible investors not seeking EIS relief.

Investments will be made in new ordinary shares of UK Qualifying Companies for EIS purposes and, if appropriate for any particular Portfolio Company, in alternative investments which are non-EIS qualifying (eg shares or loan notes for investors not seeking EIS Relief). The main trading activities of each Portfolio Company will usually, but not necessarily, be in the business sector to which an existing relevant Channel is dedicated.

The Fund will comprise a series of Channels, each of which will be dedicated to investing in a particular business sector or in opportunities identified by a particular originator. A Channel may involve investment in several Portfolio Companies or a single Portfolio Company in the relevant sector or identified by a particular originator.

The Manager considers that provided prudent and well established practices are used to scrutinise opportunities sourced and originated from specialists either internally or externally, start up and seed companies operated by either by experienced professionals or those with a particular expertise and which may qualify for EIS or BPR tax reliefs as an investment advantage, have the potential to offer Investors an attractive return.

Further details of the current Channels which the Manager expects to flow through the Fund are given in section 2 of this document.

This section provides a summary of some of the features of the Fund. It is vital you read the entire document before investing, and in particular the section entitled "Risk Factors". It is crucial to note that the availability of any tax relief depends on the personal circumstances of each Investor.

INVESTMENT CRITERIA

Before an investment is made in any Portfolio Company, that potential Portfolio Company shall wherever practical and applicable:

1. Obtain advance assurance that the Portfolio Company will qualify for EIS but please see the section entitled "Tax Risk Factors" on this.
2. Agree to appoint, where required by the Manager, a person nominated by the Manager as a non-executive director.

KEY TAX RELIEFS

Potentially attractive tax incentives depending on an Investor's own circumstances:

Qualifying Investors who qualify for EIS may benefit from:

- 30% EIS income tax relief on amount subscribed (up to a maximum investment of £1 million for the 2018/2019 tax year and/or up to £1 million carried back to 2017/2018 tax year);
- 100% inheritance tax relief after two years (provided the investment is held at the time of death);
- EIS Capital Gains Tax deferral for the life of the investment on amount subscribed;
- 100% tax free growth (provided income tax relief has been given and not withdrawn and disposal takes place after the end of the EIS Three Year Period);
- Loss relief (a loss on shares disposed of can be set against an Investor's income or capital gain to reduce tax); and
- Business Investment Relief (for certain UK resident non-UK domiciled Investors). No taxable remittance for foreign income or gains brought into the UK from offshore for qualifying investments for certain UK resident non-domiciled investors.

THE MANAGER

The Fund will be managed by Amersham Investment Management Ltd. The Manager is a specialist investment management firm and fund manager. Founded by two former principals of the Tradepoint Stock Exchange (which as a UK Recognised Investment Exchange in 2001 became, as Virt-x, part of the Swiss Stock Exchange), the firm is authorised and regulated by the Financial Conduct Authority as an investment manager, fund manager and as an Alternative Investment Fund Manager (AIFM) with firm reference number 507460..

FEES AND CHARGES

The Manager will where possible levy service and annual fees and charges against the Portfolio Companies in which investments are made so wherever possible the effect would be to create a position where no charges are made directly to Investors on making an investment and during the management of the Investment. Where this is not possible then these fees will be charged in whole or part to Investors - see table below.

It should be noted that the performance fee charged by the Manager is primarily the responsibility of the Investor, save where and to the extent the Manager makes recovery of part or whole of a performance fee from a Portfolio Company.

Fees and charges are levied at rates commensurate with the work undertaken by the Manager and their professional partners in the establishment of the Fund, arranging and undertaking investments, subsequently managing these investments and finally managing exits from the Fund and the termination of the Fund.

The following table of costs and fees are the range typically incurred by a Portfolio Company over the likely lifetime of the Fund. Where costs are incurred on the entire portfolio of investee companies (or, where applicable, the entire portfolio in which investments have been made through a Channel) they will be charged pro-rata across that portfolio. Where certain fees are payable by Portfolio Companies the effect of those fees will be to lower

	Amount charged	Nature of charge	Basis of charge
Service Fees			
Investment Fees - payable by Portfolio Companies or investors	2% - 4%	Once off	Of total Subscriptions ¹
Administration & Receiving Agent Fees - payable by Portfolio Companies	£3,500	Once off	A fixed price agreement
Annual Fees – payable by Portfolio Companies and/or Investors			
Fund Management Fees	2%	Per annum	Of total Subscriptions ²
Administration, Nominee & Custodian Fees	0.5%	Per annum	Per Investor per annum ³
Termination and other costs			
Exit transaction deal fee - payable by Investors	1.00%	Once off per exit	Of total investment receipts per exit
Due diligence costs and other expenses ⁴ – payable by Portfolio Companies	3% - 5%	Once off	Of total Subscriptions
Performance Fees			
Performance fees– payable by Investors	20% of net value receipts	Once off per realisation ⁵	Payable by the Investor on total realised amounts from any Portfolio Company or Portfolio Companies in excess of the Investor's aggregate investment in the relevant Close.

¹ Paid when an Investment is made into each Portfolio Company. The precise amount within the range of charges shown is determined by size of investment and may vary within this range between Channels. Payable in whole or in part by Investors where not paid by Portfolio Companies in cases where it is not possible to charge to Portfolio Companies. The minimum investment fee payable by Investors is 0% and the maximum is 4%, dependent on the arrangement with the Portfolio Company.

² Fund Management Fees are charged for a five-year period from the date of each investment and are payable in advance on terms agreed with Portfolio Companies or in whole or in part by Investors where not paid by Portfolio Companies in cases where it is not possible to charge to Portfolio Companies. The minimum annual fee payable by Investors is 0% and the maximum is 2.5%, dependent on the arrangement with the Portfolio Company.

³ Capped at £40,000 per annum

⁴ Due diligence costs and other expenses may be incurred on a case by case basis. The charge will be agreed in advance by the prospective Portfolio Company. Such costs may include due diligence costs and expenses and other reasonable costs incurred by the Manager in making an investment.

⁵ At the Manager's discretion, and on a case by case basis, any Portfolio Company may also be required to award options on a number of shares in the Portfolio Company in favour of the Manager, or its assignee, at the investment strike price.

returns to Investors, on the basis that the Portfolio Companies will have less cash after discharge of those fees.

Performance fees

Performance fees are payable on an exit from a Portfolio Company and are payable by the Investor on total realised amounts from Portfolio Company exits in the relevant Close in excess of the Investor's aggregate investment in that Close, without regard to the performance of any other investment held by an Investor relating to a different Close.

Performance fees do not look at the performance of the Fund as a whole and will be deducted from any sums credited to an Investor.

Intermediaries

Commission is not permitted to be paid to Intermediaries who provide a personal recommendation to Investors respect of the Fund. Instead of commission being paid, a fee will usually be agreed between the Intermediary and the Investor for advice and related services (the "Intermediary Charge").

The Intermediary Charge can either be paid directly by the Investor to the Intermediary or, if it is an initial one-off fee, the Manager can, out of the Investor's Subscription, facilitate the payment of such fee. The Manager will not facilitate on-going fees.

VAT

The fees and charges described above are exclusive of VAT, which will be charged as applicable.

HOW TO INVEST

To make an investment please request and complete an Application Form either for individuals or for the use of trusts, both of which are available from the Manager. You cannot make a joint application using this form, but your Spouse may apply separately. Please ensure that you satisfy the money laundering requirements (as explained in the Application Form) and enclose the relevant documentation with your application.

If desired, Investors may indicate in their Application in which of the available Channels they would like their Investment deployed, subject to the Manager's discretion as to investments within any particular Channel. Investors should also indicate whether or not they are seeking EIS Relief. All investment decisions within a Channel are in the Manager's discretion and it is not possible for an Investor to give an instruction to the Manager in regard to investment allocations in the Fund. Not all Investors within a Channel may be invested in the same Portfolio Companies and any investments may not be in proportion to the aggregate Investments allocated to any one Channel.

An Interim Closing Date for Subscriptions to the Fund is expected to be on 15 October 2018 unless fully subscribed or the offer date is extended or brought forward at the discretion of the Manager. Following that Interim Closing Date the Manager will accept applications on an ad hoc basis and as agreed with individual Investors.

The Manager may at its absolute discretion increase or decrease the minimum Fund size and the maximum Fund size and may undertake a number of subsequent closes of the Fund in tranches of £100,000 (or such other amount as the Manager may decide) in order to make investments in Investee Companies.

2 INVESTMENT OPPORTUNITY

Investment Objective

The investment objective (the defined investment policy for the purposes of the AIFMD) of the Fund is to offer Investors access to selected investment opportunities across a number of sectors in the UK's economy, opportunities which will benefit from EIS (Enterprise Investment Scheme) tax relief or BPR (Business Property Relief).

The Fund has been established to enable investors to invest in target opportunity companies. Investments for each Channel will be in one or more Portfolio Companies identified by the Manager operating, or proposing to operate, in the business sector to which that Channel is dedicated or (as the case may be) identified by an Originator associated with that Channel.

There are significant risks in investing in such companies as set out in section 5 and these risks need to be considered by prospective Investors.

Investment Strategy

Investments will be made in new ordinary shares of UK Qualifying Companies for EIS purposes or where opportunities do not qualify for EIS Relief those investments will be available to investors not seeking EIS Relief. The main trading activities of each Portfolio Company will be in the business sector to which the relevant Channel is dedicated.

Channels

Channels in which the Manager intends to invest the Fund include:-

- **Mobile and Interactive Games**
- **Consumer Brands**
- **Technology**
- **Media (Film & TV)**
- **General EIS**
- **General BPR**

Summary description of the Channels

Mobile and Interactive Games

In collaboration with sector specialists including the PlayFund originating platform, led by Harvey Elliott, this is designed to seek investments in the rapidly growing mobile and video games market.

Consumer Brands

Investment opportunities in this Channel from sector specialists including Carl Atkinson of Odexia Consulting Limited will be considered which meet the following attributes:

- New consumer and leisure sector brands which will have the opportunity to scale significantly.
- Very early stage consumer brand businesses

Technology

The Technology Channel will consider opportunities from specialists in areas including Cybersecurity, Ad Tech, Med Tech, Clean Tech, Fin Tech, Machine Learning & AI.

Media (Film & TV)

The Media (Film & TV) Channel will consider opportunities from specialists including Iron Box Capital and New Sparta Productions.

General EIS

Opportunities will be considered by the Manager including those via introduction by other commercial advisers including Seed Mentors and Lightning Ventures LLP for EIS qualifying investments.

General BPR

Opportunities will be considered by the Manager including those via introduction by other commercial advisers

- Lightning Ventures Engineering Channel -IHT/BPR
- Property - Investor Relief/Business Property Relief

Investments to be considered in qualifying property development projects, made through a series of companies which seek to provide a quantifiable return against secured assets.

Current Investments

As at the date of this Information Memorandum the Fund has made investments in the following seven Portfolio Companies

1. Investments to date in the Technology Channel:**Auris-Tech Limited**

Auris Tech is a specialist tech company pioneering automatic speech recognition ('ASR') for children's read speech. In collaboration with the University of Edinburgh's School of Informatics and Centre for Speech Technology Research, the company has built a model that achieves world-class accuracy levels with which the company expects to exceed more than double the accuracy that Google's current model can achieve in this area. It also understands the accent of any child born in the UK. It can act as an engine to drive a number of applications, bringing voice technology to children in many areas, including reading, language learning, games and speech therapy.

Aside from the engine, which the company can license to drive children's language and literacy related apps, Auris-Tech have also created a tablet app. The aim is revolutionise e-books by linking them to its ASR engine, converting them to our Listening Books™ housed in a new app. Listening Books™ respond in real-time with visual cues to children as they read each word aloud so kids are engaged, excited, and encouraged to master reading through practice. With their own unique character, and featuring Oxford University Press's Oxford Reading Tree, used in more than 80% of UK primary schools, the company aims to demonstrate the power and utility of ASR with children.

Bowater Industries Limited

The initial target opportunity for investment was Bowater Industries Limited, a proponent of creating the next generation of holographic security for certain sectors and in document security. Origination of this investment was arranged through Haslers Corporate Finance Limited, an associated company to the Business Assurance Group of Haslers.

Mr Laurence Jacobs, a consultant to the Manager, was at the time of the initial investment in Bowater Industries, a member of Haslers Corporate Finance LLP and a Partner in Haslers LLP.

Since the investment was made in Bowater Industries Ltd ("BIL"), in January 2018 BIL went into the formal process of Administration, its intangible assets having been sold to an independent third party. Fund Investors in BIL have been allotted an equal percentage share, to their shareholding in BIL, in Numbers Unlimited Ltd, a private company incorporated in England and Wales with registered no: 11074352 which is managed by former executives of BIL and has been formed to carry on and develop certain elements of the business previously carried on by BIL.

Phynd Me Enterprises Ltd

Phynd Me proposes to market and sell a small, personal geo-location device that uses GPS technology rather than Bluetooth, and linked through a proprietary platform to mobile devices. The combination of the GPS technology, the Phynd Me platform and mobile telephony allows users to track the movement of people or objects “connected” to the device. The device is believed by the company to be among the smallest on the market at the present time.

Phynd Me has a contract with Orange Romania to use Orange’s global network to connect the devices to subscribers’ mobile phones and tablets.

The tracking device technology can be housed in a variety of enclosures that suit different end applications and users. Initially the device has been designed so that it can be fixed to a garment or accessory such as a bag.

The Phynd Me plan is for devices part of the fast growing, wearable technology market and expect to develop a number of variants of the initial disc shaped version (for example, wristband/belt).

Following the Fund’s investment Phynd Me aims to promote a soft launch of the device during Q2 2018 in the UK and Romania and to then continue the roll out following initial market feedback.

2. Investments to date in the Consumer Brand Channel

Naturelly Jelly Juice

Naturelly Jelly Juice (“Naturelly”) is produced and sold by Portfolio Company Healthier Brands Ltd. Naturelly is a juicy jelly snack for children made with real fruit juice, added vitamins and a natural jelly called gellan gum which is derived from plants. It has no added sugar, contains only 7g of naturally occurring fruit sugar and has just 36 kcal per serving, and is designed to be a healthier alternative to sugary drinks and snacks. The product is available in 3 flavours, is school compliant and acceptable within both the vegetarian and coeliac community.

Bare Studio Limited

Bare Studio specialises in the design, manufacture and global distribution of its own range of unique beauty tools and accessories under the trademarked brand name J.O.I (Just Own It). The company combines sophisticated market research with consumer intelligence and through partnership with award-winning British house D2M, creates unique, innovative beauty tools that meet the changing needs of the modern beauty products consumer. The first product of the J.O.I collection, Spotlite HD LED Makeup Mirror was soft-launched in the US market in October 2016 and is now in its second season of sales and distribution primarily in the US market.

J.O.I. (Just Own It)

The company combines sophisticated market research with consumer intelligence and through partnership with award-winning British house D2M, creates unique, innovative beauty tools that meet the changing needs of the modern beauty products consumer. The first product of the J.O.I collection, Spotlite HD LED Makeup Mirror was soft-launched in the US market in October 2016 and is now in its second season of sales and distribution primarily in the US market.

Scratch Meals Ltd.

Scratch Meals Ltd is a leading brand operating in the 'healthy prepared meal' sector. The Company targets busy consumers who are aiming to eat more healthily and do so by offering meal solutions for different occasions and need-states, from breakfast pots, to chilled lunches, to afternoon snacks and dinner options.

The Company currently operates 3 main brands: Scratch, Fit Kitchen and No Dough Pizza. The Company manufactures in its own facility and sells to a range of blue chip customers

including Sainsbury's, Waitrose and Asda. 2017 was a year of high growth for the company as its innovative products gained listings with retailers. As a result sales grew by over 70% to just under £5M.

Soho Juice Co Ltd

Soho Juice Co, founded by Johnny Barnes and John Mullin in 2016, develops, makes and sells a range of premium fast serve, soft mixers for the "on-trade". Against the background of a UK boom in Gin sales and other spirit based cocktails, and having spent two years developing the initial range of sugar tax compliant soft mixers, researching the marketplace and its requirements, the company is now generating initial revenues in the Liverpool and Manchester areas. With its first national distribution agreements now in place, and with trademark and IP protection progressed, market expansion is now set into other leading UK cities including London. The Fund's investment will assist the Company to hire sales and marketing staff, further develop additional flavours to add to its range and to build revenues with gross margins of around 45%.

Note: the directors of Amersham Investment Management are shareholders in this company.

Origination

In addition to their own deal and origination pipelines, the Manager will be able to review and if able to complete due diligence activities invest in opportunities presented to them through introductions brought about by certain specialist advisors, who will often then offer mentoring and support services to the investee companies. In certain cases these advisors will be associated as Originators with given Channels.

The Manager, together where appropriate with partner Originators, will seek to identify potential Investee Companies which it believes will exhibit the following key criteria:

- A defined business model and proof of concept.
- Revenue and/or a qualified sales pipeline and supply chain.
- Cash flow positive or a clear route to same.
- Product or service with clear competitive positioning and market demand.
- Have due regard for commercial protection in the form of registered IP or an established brand.

The Investment Process

1. Origination

Deal flow from Amersham's network of advisers, Originators and other introducers. Preliminary assessment and screening candidate portfolio companies.

2. Term Sheet subject to due diligence,

Once a lead is identified as a possible Portfolio Company, there follows a period of initial due diligence to support a negotiation of prospective investment terms. If the results are then approved by the Manager, further due diligence is conducted, including third party due diligence where required, to complete the proposal for investment approval. The Manager will require, at its discretion, Advance Assurance from HMRC, where investments are made for EIS purposes.

3. Transaction Execution

Managed internally with appropriate third party lawyer and accountant support following investment approval.

4. Monitoring

Regular management reports and financial statements are required from Investee Companies. The Manager usually seeks Board positions in Investee Companies.

5. Exit

The Manager's approval is required before the commencement of any sale process. Exit opportunities are actively monitored throughout the investment lifetime, but with emphasis on the period following the Three Year Period necessary for EIS relief.

General

Investments will be made in new ordinary shares in qualifying Portfolio Companies. When Investors subscribe to the Fund, they appoint the Manager to invest their Subscriptions, on a discretionary basis, in Portfolio Companies. The structure of the Fund is that of an AIF with an agreement between the Manager and each Investor as set out in the Investor Agreement. The Subscriptions made will be aggregated, where possible, for the purpose of making investments through the Fund.

The regulated Custodian's Nominee will hold for the Investors the issued Shares, or other instrument, in each Portfolio Company. The Investors are the beneficial owners of the Shares and other issued instruments. It is intended that the Fund will provide equity capital to finance the corporate development and expansion of any Portfolio Company.

Debt financing

It is possible for companies implementing a project based launch to be leveraged, where possible, to maximise the returns to equity investors. The use of leverage reduces the amount of equity that is required for a project, but increases the risks to the equity providers in these investments as the lenders would typically have security over the assets and a first right to any free cash flows.

The Fund's proposed investment portfolio anticipates the use by Portfolio Companies of long term debt to finance the balance of the capital cost of their assets, above the equity raised by the Fund for each Portfolio Company. These will be reviewed and sanctioned by the Manager on a case-by-case basis.

Further, a Portfolio Company may, if considered appropriate by the Manager, utilise significant debt to refinance the Fund's investment as a means of returning funds to Investors.

Deal size

Subject to investment approval by the Manager, the Fund will usually aim to invest in tranches up to £1m across a selection of Portfolio Companies in successive tranches over time, possibly occasionally alongside other specialist EIS/VCT funds whom from time to time have been identified and have agreed to co-invest with the Fund.

Monitoring the investments

Professionals who have specific sector experience, which is especially relevant to the investment(s), will monitor the Fund's investments on a regular and consistent manner. The terms of the monitoring activities will be agreed between the Manager and the Portfolio Company prior to the commencement of the investment by way of letter and subscription agreements.

Exit

The Fund will take a long-term view on the Portfolio Companies and will aim to only look at the possibility of facilitating an exit from an Investment after it has been held for at least the Three Year Period, thereby ensuring, wherever possible, that the Investment has met one of the key qualifying conditions necessary for Investors to obtain the relevant tax reliefs. However, there may be occasions where an earlier sale is a commercially sensible decision.

It is anticipated that most exits from qualifying investments in Portfolio Companies will take place after they have been held for a minimum period of four years, though an exit will be principally determined by market conditions and the operating performance of the Portfolio Companies. However it should be noted that Portfolio Companies may be held for longer periods.

The Fund anticipates that the options for investors to exit a Portfolio Company may include the following:

- A sale to a third party, at arms-length, of a Portfolio Company
- The purchase by a Portfolio Company of shares held by non-Fund shareholders, subject to taxation rules
- The introduction of new investors (not EIS investors, who must buy new shares) to a Portfolio Company
- The reduction of a Portfolio Company's share capital
- The voluntary liquidation of a Portfolio Company or the sale of a Portfolio Company's assets and subsequent distribution of proceeds to shareholders.

3 PROFESSIONAL TEAM

THE MANAGER The Fund is managed by Amersham Investment Management Ltd. Amersham Investment Management Ltd is a specialist investment management firm and fund manager.

Founded in 2009 by two former principals of the Tradepoint Stock Exchange which as a UK Recognised Investment Exchange in 2001 became, as Virt-x, part of the Swiss Stock Exchange, the Manager is authorised and regulated in the UK by the Financial Conduct Authority with firm reference number 507460.

Paul Barnes FCCA MCSI

Paul is a Fellow of the Association of Chartered Certified Accountants. In 2010 Paul also became a Member of the Chartered Institute for Securities & Investment. He developed and floated Tristel Plc, an infection control and hygiene products company on the LSE's AIM Market.

Paul also developed and floated Oxford Catalysts Group Plc, now Velosys Group Plc, an innovator in synthetic fuels, on the LSE's AIM market. He established an authorised and regulated corporate advisory firm, Beach Street Limited which was sold in 2003.

Paul maintains close links with business ventures as a non-executive director for a range of companies in healthcare and pharmaceuticals, biomass renewables, consumer products and wireless software engineering (the latter for Etherstack, a company which is listed on ASX).

Michael Waller-Bridge Chartered FCSI, MInstP

Michael is a Chartered Fellow of the Chartered Institute for Securities & Investment. Michael co-founded Tradepoint, Europe's first official electronic equities Stock Exchange which floated on AIM in 1996 and in 2001 became, as Virt-x, part of the Swiss Stock Exchange.

He is a founder Member of the World Technology Network formed in 1998 and through to 2008 worked as an advisor with ventures including Interactive Investor PLC, an online stockbroker, Sturgeon Ventures LLP, a business incubator and regulatory consultancy, and Pre-X Capital Management, a fund management firm.

Michael holds degrees in Theoretical Physics (University of Kent) and History of Science (Imperial College, London University), is an elected Member of the Institute of Physics and an accredited Member of The Association of Photographers.

CONSULTANTS TO THE MANAGER

Robin Black

Robin Black ACA has a 30 year career of private equity investment, having qualified as a Chartered Accountant with Peat Marwick Mitchell (now KPMG) in London. He was a senior partner of Botts & Company (a London based private equity firm) between 1992-2005 managing in excess of £350 million. Previously, he was an investment officer in Bankers Trust's private equity and leveraged finance team in Los Angeles and London. Robin is currently the CFO of The Ink Factory Ltd (a TV and film producer), a founder director of Heartstone Inns Ltd (a UK based managed pub manager) and a NED of a number of privately owned businesses.

Laurence Jacobs FCA

Laurence is a fellow of the Institute of Chartered Accountants in England and Wales with over 40 years' experience both working in and developing professional accounting firms advising and guiding SMEs across a range of varied sectors. Taking start-ups through the various stages of growth from start up to sale and exit. He served on the Board of a UK quoted property company for five years and has accumulated significant experience of corporate transactions.

Laurence was for five years to December 2016 the Chairman and Senior Partner of Haslers LLP, a top 80 firm of Chartered Accountants, having merged his own practice with Haslers in 1995.

Currently Laurence runs his own consultancy practice where he is able to use his significant experience in advising corporate clients to help grow their businesses.

Laurence will assist the Manager as required, with deal origination, due diligence, monitoring and identification of exit opportunities.

**CONFLICT OF
INTEREST POLICY**

The Manager recognises a number of potential conflicts arising from the operation and its policy can be found on the Manager's website

www.amershaminvestment.co.uk/conflictspolicy

**CUSTODIAN &
RECEIVING AGENT**

The Fund's Custodian is Woodside Corporate Services Limited, which is authorised and regulated by the Financial Conduct Authority with firm reference number 467652.

Woodside Corporate Services Limited's associate company WCS Nominees Limited will act as Nominee for the Investors and shares issued by the Investee Companies will be held in the name of the Nominee. A copy of the Custodian's terms and conditions is available upon request.

The Custodian has been involved with corporate and SEIS and EIS fund administration for a comprehensive range of clients since 2008. The Custodian currently has over £750 million of assets under administration.

4 FUND STRUCTURE, OFFER DETAILS AND COSTS

Fund Structure

The Fund has been established to enable investors to invest in companies which qualify for the EIS. The Fund is an investment management service managed as an AIF by the Manager subject to the terms of the Investor Agreement attached to the Application Form.

The Fund will comprise a series of Channels, each of which will be dedicated to investment in a particular business sector or to investment opportunities identified by a given Originator or the Manager. By agreeing to invest in the Fund, Investors appoint the Manager to invest their Subscriptions on a discretionary basis into Qualifying Companies in any Channel or, if they have indicated a preference in the Application Form, in specific Channel(s), subject always to the discretion of the Manager.

The Investors are to be the beneficial owners of the Shares. The Manager will be responsible for discretionary decisions in relation to the selection of, and (subject to limitations) the exercise of rights in relation to, investments made, but the Investor retains beneficial ownership of the underlying Shares.

Investment amount

The minimum individual investment in the Fund is £15,000 or lower, at the discretion of the Manager and in units of £5,000 thereafter. There is no restriction on the maximum Subscription by an individual. There are restrictions on the amounts which can be invested by any one Investor in a Qualifying Company, for which, please see section 6 “Taxation”.

Close of Tranches in or across Channels

The date of the intended next Interim Closing Date in the Fund is 15 October 2018 (or such other date as determined by the Manager, at its discretion), followed by subsequent Closes in tranches upon completion of due diligence and investment approvals.

Investment Horizon

In order to retain EIS tax reliefs, Investors must hold Shares in a Qualifying Company for the relevant Three Year Period. The Manager anticipates that each Channel will be substantially invested within 12–15 months of a closing in that Channel. It is intended that where there is an EIS investment element a Channel’s investments will be realised as soon as practicable after the expiry of the Three Year Period. Having regard to the Three Year Period and the feasibility of obtaining a realisation thereafter, an investment in a Portfolio Company has a target life of 4 years but there can be no guarantee that this will be achieved. It would be prudent to view an investment in the Fund as medium to long term. A person should only invest in the Fund with a view to leaving the investment intact for at least 5 years from the Closing Date.

Withdrawal

Under the EIS rules a disposal of shares during the Three Year Period would invalidate any claim for tax relief and would lead to relief needing to be repaid. Where an Investor wishes to withdraw their investment, under exceptional circumstances, such as the death of the Investor or severe financial hardship or health difficulties of the Investor, the Manager will attempt, with no guarantee of success, to match withdrawals with other shareholders and interested parties. Any such disposal may result in a loss of any EIS tax relief and/or loss in value on realisation.

Right of Cancellation

Each Investor may exercise a right to cancel by notification to Woodside Corporate Services Limited (the Receiving Agent) within 14 days of acceptance of an Investor's completed Application Form. This should be done by a letter sent to the Receiving Agent's registered office as set out in this Information Memorandum.

On exercise of the Investor's right to cancel, the Manager shall refund any monies paid to the Receiving Agent by the Investor, less any charges already incurred for any services undertaken in accordance with the Application Form (but not any initial fees paid to the Manager).

The Investor will not be entitled to interest on monies refunded following cancellation.

The right to cancel under the FCA Rules does not give the Investor the right to cancel or terminate or to reverse any particular investment transaction executed for the account of the Investor before their cancellation takes effect. The Manager reserves the right to treat as valid and binding any application not complying fully with the terms and conditions set out in this Information Memorandum. In particular, but without limitation, the Manager may accept applications made otherwise than by completion of an Application Form where the Investor has agreed in some other manner acceptable to the Manager to apply in accordance with the conditions of application.

Fees and Charges

The Manager will where possible levy service and annual fees and charges against the Portfolio Companies in which investments are made so wherever possible the effect would be to create a position where no charges are made directly to Investors on making an investment and during the management of the Investment. Where this is not possible then these fees will be charged in whole or part to Investors - see table on page 17.

It should be noted that the performance fee charged by the Manager is primarily the responsibility of the Investor, save where and to the extent the Manager makes recovery of part or whole of a performance fee from a Portfolio Company.

Fees and charges are levied at rates commensurate with the work undertaken by the Manager and their professional partners in the establishment of the Fund, arranging and undertaking investments, subsequently managing these investments and finally managing exits from and the termination exit of the Fund.

The following table of costs and fees are the range typically incurred by a Portfolio Company over the likely lifetime of the Fund. Where costs are incurred on the entire portfolio of investee companies (or, where applicable, the entire portfolio in which investments have been made through a Channel) they will be charged pro-rata across that portfolio. Where certain fees are payable by Portfolio Companies the effect of those fees will be to lower returns to Investors, on the basis that the Portfolio Companies will have less cash after discharge of those fees.

	Amount charged	Nature of charge	Basis of charge
Service Fees			
Investment Fees - payable by Portfolio Companies or investors	2% - 4%	Once off	Of total Subscriptions ¹
Administration & Receiving Agent Fees - payable by Portfolio Companies	£3,500	Once off	A fixed price agreement
Annual Fees – payable by Portfolio Companies and/or Investors			
Fund Management Fees	2%	Per annum	Of total Subscriptions ²
Administration, Nominee & Custodian Fees	0.5%	Per annum	Per Investor per annum ³
Termination and other costs			
Exit transaction deal fee - payable by Investors	1.00%	Once off per exit	Of total investment receipts per exit
Due diligence costs and other expenses ⁴ – payable by Portfolio Companies	3% - 5%	Once off	Of total Subscriptions
Performance Fees			
Performance fees– payable by Investors	20% of net value receipts	Once off per realisation ⁵	Payable by the Investor on total realised amounts from any Portfolio Company or Portfolio Companies in excess of the Investor's aggregate investment in the relevant Close.

¹ Paid when an Investment is made into each Portfolio Company. The precise amount within the range of charges shown is determined by size of investment and may vary within this range between Channels. Payable in whole or in part by Investors where not paid by Portfolio Companies in cases where it is not possible to charge to Portfolio Companies. The minimum investment fee payable by Investors is 0% and the maximum is 4%, dependent on the arrangement with the Portfolio Company.

² Fund Management Fees are charged for a five-year period from the date of each investment and are payable in advance on terms agreed with Portfolio Companies or in whole or in part by Investors where not paid by Portfolio Companies in cases where it is not possible to charge to Portfolio Companies. The minimum annual fee payable by Investors is 0% and the maximum is 2.5%, dependent on the arrangement with the Portfolio Company.

³ Capped at £40,000 per annum

⁴ Due diligence costs and other expenses may be incurred on a case by case basis. The charge will be agreed in advance by the prospective Portfolio Company. Such costs may include due diligence costs and expenses and other reasonable costs incurred by the Manager in making an investment.

⁵ At the Manager's discretion, and on a case by case basis, any Portfolio Company may also be required to award options on a number of shares in the Portfolio Company in favour of the Manager, or its assignee, at the investment strike price.

Performance fees

The Manager will collect a performance fee equal to 20% of total realised amounts from any Portfolio Company exits in the relevant Close in excess of the Investor's aggregate investment in that Close. Performance fees are exclusive of any applicable VAT.

Performance fees are payable by the Investor on total realised amounts in excess of the Investor's aggregate investment in the relevant Close, without regard to the performance of any other investment held by an Investor relating to a different Close.

Performance fees do not look at the performance of the Fund as a whole and will be deducted from any sums credited to an Investor.

Intermediaries

Commission is not permitted to be paid to Intermediaries who provide a personal recommendation to Investors respect of the Fund. Instead of commission being paid, a fee will usually be agreed between the Intermediary and the Investor for advice and related services (the "Intermediary Charge").

The Intermediary Charge can either be paid directly by the Investor to the Intermediary or, if it is an initial one-off fee, the Manager can, out of the Investor's Subscription, facilitate the payment of such fee. The Manager will not facilitate on-going fees.

VAT

The fees and charges described above are exclusive of VAT, which will be charged as applicable.

Please note that all fees and charges may vary from Channel to Channel within the range shown in the table in 'Fees and Charges' section above.

5 RISK FACTORS

All prospective Investors should be aware that as the Fund will invest in unquoted companies, the value of Shares in the Portfolio Companies can fluctuate and may be difficult to ascertain. In addition, there is no guarantee that the valuation of Shares in the Portfolio Companies will fully reflect their underlying net asset value, or that Investors will be able to buy and sell at that valuation or at all. The Manager cannot guarantee that all investment will be completed within the target investment period of six months from an initial and any subsequent close.

The investment described in this Information Memorandum will not be suitable for all investors. All potential Investors are accordingly advised to consult an investment adviser authorised under FSMA, and an appropriately qualified taxation adviser, prior to making an investment.

An investment in the Fund is subject to a number of risks. Before making any investment decision, prospective Investors should consider carefully the risks attaching to an investment in the Fund together with all other information contained in this Information Memorandum, including in particular, and not limited to, the risk factors described below. This information does not purport to be exhaustive and the risks described below are not in an order of priority.

Additional risks and uncertainties not presently known to the Manager or those that the Manager currently considers to be immaterial may also have an adverse effect on the business or affairs of the Portfolio Companies. Investors should consider carefully whether an investment in the Fund is suitable for them in the light of the information in this Information Memorandum and their personal circumstances.

Early stage companies

The Fund will necessarily be investing in very early stage companies. A number of those companies are likely to fail during the life of the Fund or lose a great deal of their inherent value.

The Portfolio Companies will either not have a trading history or only a limited one.

Launching and/or developing new businesses in the sectors anticipated for the Fund by the Manager is inherently risky and assumptions about the take-up of the product or service offered by any Portfolio Company may not be met in practice over time; businesses at worst may become unsustainable and fail.

While each prospective Portfolio Company will produce a business plan to the Manager prior to any investment being made, there can be no guarantee that any business will perform to its business plan. This is particularly the case with early stage companies lacking a trading history.

Most, if not all, early stage companies are reliant on their management, who are often the entrepreneurial force behind any such business. Loss of founding management is a significant driver of business failure in early stage companies.

Use of debt

Where a Portfolio Company utilizes debt, it will be subject to fluctuations in interest rates, which may impact on the ability of the relevant Portfolio Company to service any debt and remain compliant with the forms of any debt facility.

Lack of Liquidity

The value of the Shares in the Portfolio Companies may go up or down. An Investor in the Fund may not recover the full amount invested. There is neither any active secondary market, nor is there intended to be a market, in the Shares. As such, the Shares will not be readily realisable. It is not intended that any income or capital will be returned to Investors

during the initial Three Year Period from the date of issue of the relevant Shares, when the shares in a Portfolio Company are issued. After holding the Shares in the Portfolio Companies for the Three Year Period, it may still be difficult to realise the Shares or to obtain reliable information about their value.

No guarantee of tax reliefs

The investment timetable of the Manager may not be achieved, and this may result in the loss of EIS tax reliefs. In some circumstances, a delay could cause certain Investors to lose the opportunity to defer gains that occurred more than 3 years before the qualifying investment. No assurances can be given that the Fund will ever be fully invested or that the Fund's investment objectives will be achieved

Past performance

The past performance of the Manager, the Fund, or any Portfolio Company is not a reliable indicator of the future performance of the Fund or a Channel.

Loss of tax reliefs

There are circumstances in which an Investor could cease to qualify for the taxation advantages offered by the EIS. If the Portfolio Companies cease to carry on a Qualifying Trade during the Three Year Period, this would prejudice their qualifying status under the EIS. Further, if the funds made available to the Portfolio Companies are not used within 24 months, the Portfolio Companies would be in breach of these rules and tax reliefs would be withdrawn.

A failure of the Portfolio Companies to meet the qualifying requirements for the EIS could result in:

- Investors being required to repay the 30% income tax relief received under the EIS scheme on the Subscription and interest on the same;
- a liability to capital gains tax on a disposal of Shares;
- any gain covered by CGT deferral relief becoming crystallised.

A sale of Shares in the Portfolio Companies within the Three Year Period will result in income tax relief being withdrawn and a liability to CGT on disposal.

TAX RISK FACTORS

Rates of tax, tax benefits and allowances described in this Information Memorandum are based on current legislation and HMRC practice. These may change from time to time, are not guaranteed and depend on investors' individual circumstances.

Business plan implementation

While each prospective Portfolio Company will produce a business plan to the Manager prior to any investment being made, there can be no guarantee that any business will perform to its business plan. This is particularly the case with early stage companies lacking a trading history.

Most, if not all, early stage companies are reliant on their management, who are often the entrepreneurial force behind any such business. Loss of founding management is a significant driver of business failure in early stage companies.

Domicile

The Fund has been designed with UK resident taxpayers in mind. It may not be advantageous for persons not resident or ordinarily resident in the UK to invest in the Fund.

Investor Status

There are circumstances in which an Investor could cease to qualify for the taxation advantages offered by the EIS. For example, if an Investor receives value from the Fund or

one of the Investee Companies during the period beginning one year before the Shares in the Investee Companies are issued and ending on the conclusion of the Three Year Period. Payment of a normal dividend would not typically be regarded as a receipt of value.

Portfolio Company Status

Whilst it is the intention of the Manager to invest as appropriate in companies that qualify for EIS tax relief, the Manager advises that not all Investments will qualify for EIS relief and, if they do so initially, that their status will be maintained. A failure to meet the qualifying criteria could result in adverse tax consequences for Investors

Advance Assurance

Although advance assurance will normally be sought from HMRC that the Investee Companies are expected to be EIS Qualifying Companies and their activities should qualify under the EIS prior to making an investment, there is no guarantee that the formal EIS claims will be agreed or that such agreement will not be subsequently withdrawn. In those circumstances, Subscription monies will not be returned to Investors. If a Portfolio Company fails to obtain EIS Qualifying Company status, or if it is subsequently withdrawn, EIS income tax relief and capital gains tax deferral relief would not be available to Investors or could be withdrawn.

Continuity of EIS Relief

Following an investment in an EIS Qualifying Company, the continued availability of EIS reliefs to the Investor relating to any individual investment depends on compliance with the requirements of the EIS legislation by both the Investor and Portfolio Company.

Relief Timing

The dates on which initial income tax relief, capital gains tax deferral relief and inheritance tax relief relating to investment in EIS Qualifying Companies are available will vary depending on the date on which the Fund makes qualifying investments.

Also, if a UK individual wishes to take advantage of the capital gains tax deferral relief, shares must be issued within one year before and three years after the date of the disposal which gives rise to the gain or the date upon which a previously deferred gain crystallises. Capital gains tax deferral relief will not, therefore, be available for individuals with gains to shelter that fall outside of this period.

Tax Relief Repayment

Where an Investor or a Qualifying Company ceases to maintain EIS status in relation to any individual Investment, this could result in Investors being required to repay the income tax relief received on the Investment and interest on the same, charges and penalties, a liability to tax on capital gains on a disposal of the Investment and any deferred capital gain crystallising.

Early Sale

A sale of Shares in Investee Companies which are EIS qualifying within the Three Year Period will result in some or all of the income tax relief available upon Subscription for those Shares becoming repayable to HMRC and any capital gains on such Shares and any deferred gain being subject to CGT. It is possible for Investors to lose their EIS relief and/or capital gains tax deferral relief and/or Business Property Relief by taking or not taking certain steps. Investors are advised to take appropriate independent professional advice on the tax aspects of their investment.

Tax Relief Levels

The levels and bases of reliefs from taxation may change or such reliefs may be withdrawn. The tax reliefs referred to in this document are those currently available and their value depends on the individual circumstances of Investors.

6 TAXATION

EIS - Enterprise Investment Scheme Tax Reliefs (at the date of this document)

Tax treatment depends on the individual circumstances of each Investor and may be subject to change in the future.

Business plan implementation

While each prospective Portfolio Company will produce a business plan to the Manager prior to any investment being made, there can be no guarantee that any business will perform to its business plan. This is particularly the case with early stage companies lacking a trading history.

Most, if not all, early stage companies are reliant on their management, who are often the entrepreneurial force behind any such business. Loss of founding management is a significant driver of business failure in early stage companies.

Tax Relief for Investors

Each EIS Portfolio Company will, where appropriate and requested by the Manager, undertake to operate within the restrictions laid down by the EIS legislation so that the EIS taxation reliefs should be potentially available to subscribers.

Each Portfolio Company will normally submit an application for provisional approval to HM Revenue & Customs that its activities will qualify under EIS legislation. There is no guarantee that formal clearance will be achieved for the Portfolio Company or that it will not be subsequently withdrawn.

To obtain the tax reliefs described below it is necessary to subscribe in cash for fully paid up ordinary shares (except for those shares which are bonus shares) in a qualifying Portfolio Company and claim the relief. Please note that the value of any relief depends on your individual circumstances.

The summary below is based on current law and only gives a brief outline of how the tax reliefs are given. It does not set out all the rules which must be met by the Investor and the Portfolio Company. The summary is intended only as a general guide and is not a substitute for the Investor obtaining professional tax advice before applying for shares

EIS Income Tax Relief

Investors may obtain income tax relief in the tax year in which the shares are issued on the amount (or aggregate amount) of shares subscribed for, subject to a maximum investment of £1,000,000 (for the tax year 2018/2019) for all EIS investments in one or more qualifying companies. Investors cannot obtain the tax relief if they are 'connected' with the issuing company. Relief may not be available if an Investor has or takes out a loan which is linked to the investment.

The rate of EIS income tax relief is 30% for the tax year ending 5 April 2019.

Husbands, wives and civil partners can each receive EIS relief on Subscriptions as detailed above.

The relief is given against (but cannot exceed) the Investor's individual income tax liability for the tax year in which the shares are issued. It is also possible to carry back an EIS subscription to the preceding tax year providing the limit for relief was not exceeded in that earlier year

1. Exemption from CGT

Any capital gains on disposal of shares in an EIS qualifying company realised more than three years after the date of issue of the shares or the date the Portfolio Company started trading (if later) on which EIS income tax relief has been given and not withdrawn, are tax free.

2. Loss Relief against Income or Gains

Tax relief is available where there is a loss on a disposal at any time of shares on which EIS income tax relief (see 1 above) or CGT re-investment relief (see 3 below) has been given and not withdrawn, provided the relevant requirements of the legislation are satisfied.

The amount of the loss (after deducting any amount of any income tax relief which remains attributable to the shares sold) can be set against the individual's gains or taxable income in the tax year in which the disposal occurs, any excess can be carried forward as a capital loss to be set off against future capital gains.

Alternatively, on making a claim, the loss net of income tax relief may be set off against the Investor's taxable income in either the tax year in which the disposal occurs or the previous tax year.

3. CGT Re-investment relief

EIS re-investment relief is a deferral relief which allows the investor to defer the capital gain to a later date. There is no requirement for income tax to have been claimed and there is no ceiling to the amount of the gain which can be deferred. For qualifying EIS investments in 2018/19 the relief can be used to defer the gain on disposal of any asset in the 36 months before or 12 months after the Qualifying Investment is made.

4. Inheritance Tax and Business Property Relief

An investment in an EIS Qualifying Company will usually qualify for business property relief. Provided a shareholder has owned the EIS shares for at least two years at the time of death (and the EIS Qualifying Company is also a qualifying unquoted trading company), 100 per cent business property relief from inheritance tax is available under current legislation. There is no upper limit on the amount of inheritance tax relief that can be claimed in this way.

5. Trusts

Reliefs are available to UK resident Investors as trustees of discretionary trusts or life interest trusts.

Dividends:

Any dividends paid by Qualifying Companies are taxable.

Please note that this part is only a condensed summary of the taxation legislation and should not be construed as constituting advice, which a potential Investor should obtain from his or her own investment or taxation adviser before applying under the Offer.

AMENDMENTS TO EIS RELIEF IN THE FINANCE ACT 2018:

- The annual investment limit for Enterprise Investment Scheme (EIS) investors will be doubled from £1 million to £2 million, provided that any amount above £1 million is invested in knowledge-intensive companies.
- The annual investment limit for knowledge-intensive firms will be doubled from £5 million to £10 million through the EIS and by Venture Capital Trusts (VCTs).
- Knowledge-intensive companies will be able to choose whether to use the current test of the date of first commercial sale or the point at which turnover reached £200,000 to determine when the 10-year period has begun.

7

DAY TO DAY OPERATION OF THE FUND

Client Account

Investors' Subscriptions will be held in a client account, in accordance with the FCA client money rules, operated by the Receiving Agent, currently Woodside Corporate Services Limited ("Woodside"). In order to comply with the Money Laundering Regulations 2017, the Receiving Agent is obliged to carry out certain checks. Any checks carried out online or electronically may leave a record of the search. Any monies returned to the Fund following the realisation of investments in the Portfolio Companies and prior to the distribution of proceeds to Investors will also be held in that client account. Woodside shall not be liable to the Fund Manager nor Investors for the insolvency of any bank or other financial institution with which any Investors' Subscriptions have been deposited nor for any restriction on the ability of any person to withdraw funds from such bank for reasons which are beyond the reasonable control of Woodside

Subscribers' Allocations

The number of shares allocated to each Investor will be rounded down to the nearest whole share number corresponding to the amount invested. Any overpayment due to the rounding down will not be reimbursed by the Manager.

Timing of Investment

The Manager intends to pursue investment opportunities for each Channel. Subject to satisfactory due diligence the Manager anticipates that Subscriptions will be substantially invested within six months of a close of the Fund. There is, however, no guarantee that this will be achieved. If any amounts are invested after six months from a close this could delay the timing of tax relief under the EIS. Should an Investor die before their Subscription is fully invested, all un-invested sums subscribed by him or her will be repaid by the Manager upon receipt of notice from the Investor's personal representatives.

Investment in Selected Companies

Following recommendation by the Manager, and having agreed terms and conditions with a Portfolio Company, the Nominee on behalf of the Fund will subscribe for new ordinary shares in a Portfolio Company on behalf of Investors.

Share certificates will be issued in the name of the Nominee. Any dividends received by the Custodian or the Nominee from the Portfolio Companies will be forwarded to Investors. However, given the nature of the Portfolio Companies, the Manager does not anticipate any dividends being paid to the Fund within the first two full years of a Portfolio Company's trade.

Investment and Fund Documentation & Communication

The Manager will send each Investor half-yearly reports with respect to periods ending April 5 and October 5 each year or some other bi-annual frequency which the Manager may elect to adopt, usually within 45 days from the end-date of the period concerned. The report will contain, inter alia, a commentary on the progress of the Portfolio Companies. Reports will include a measure of performance in the later stages of the Fund once valuations are available for the investments. Should the Manager determine to make such reports available online, these reports may also be posted on the Manager's website where Investors will be given access to them.

Data Protection

All data which the Investor provides to the Manager is held by the Manager subject to the General Data Protection Regulation (GDPR) which operates within EU Regulation 2016/679 (as amended, re-enacted or replaced from time to time). The Investor agrees that the Manager and the Custodian may pass personal data to each other and to other parties insofar as is necessary in order for them to provide their services as set in this Agreement and to the FCA and any regulatory authority which regulates them and in accordance with all other applicable laws. The Manager and the Custodian are each registered as data controllers with the Information Commissioner's Office.

Custodian

By completing an Application Form available from the Manager prospective Investors will, inter alia, be deemed to have irrevocably agreed to a Custodian being appointed to exercise certain powers and to carry out duties, on behalf of the Investors, which include inter alia, the following:

(a) Function

The function of the Custodian will be to hold the investments made on behalf of Investors and to exercise the powers and duties which are conferred upon it by the terms of this Information Memorandum (including this paragraph).

(b) Restrictions on transfer

- (i) The Custodian shall not be obliged to recognise the title of any person in whom an interest in Shares in any Qualifying Company shall have become vested unless a properly validated notice or evidence of that person's entitlement shall have been produced to the Custodian.
- (ii) The Custodian shall not be obliged to recognise any transfer or assignment of an interest in the Shares to any person unless such person shall have first agreed to enter into a transfer or assignment in a form approved by the Manager which shall incorporate an undertaking that such person will be bound by the terms of this paragraph.

(c) Custodian's obligations and powers.

The Custodian will:

- (i) procure that a Nominee shall hold the Shares on behalf of Investors;
- (ii) be authorised to buy, sell, retain, convert, exchange or otherwise deal in the Shares as and when the Manager thinks fit;
- (iii) be authorised to, on the instruction of the Manager, exercise voting, pre-emption or similar rights in relation to the Shares in accordance with the Articles of Association of the Portfolio Companies or any agreement entered into in connection with the subscription for the Shares, and to deal with any rights relating to any share issue made or proposed by the Portfolio Companies;
- (iv) ensure that any dividends shall be paid to the Investors. In the event that any money in relation to the Shares is received by the Custodian it shall pay such money or money's worth to the Investors subject to any legal obligations on the Custodian to make retentions for payment of tax and/or fees and expenses payable to the Manager; and
- (v) be entitled to carry out such other acts and deeds which are in its reasonable opinion necessary or reasonably incidental to its appointment as a Custodian.

(d) Appointment of a new Custodian

The Manager may at any time accept the resignation of, or remove, a Custodian (and any subsequent custodian) and appoint a new custodian in its place.

(e) Investment

The Custodian may place any monies for the time being held by it on deposit with any authorised bank or building society.

(f) Indemnity

By completing the Application Form, each Investor indemnifies the Custodian (in proportion to their respective interests in the Portfolio Companies at the date of the claim to indemnify) against any claim made against it arising out of the fulfilment of its duties as Custodian and any costs, charges or expenses incurred by it in contesting the same, save where it is established that the subject matter of the claim was the result of a conscious and deliberate breach by the Custodian as custodian of each of its obligations.

8 OTHER INFORMATION

Manager

Amersham Investment Management Ltd
25 Lexington Street
London W1F 9AH

Custodian

Woodside Corporate Services Limited
4th Floor, 50 Mark Lane
London EC4M 7WS

Solicitors

Faegre Baker Daniels LLP
7 Pilgrim Street
London EC4V 6LB

Taxation Adviser

Haslers LLP
Old Station Road
Loughton Essex IG10 4PL

9 DEFINITIONS

Unless the context otherwise requires, words and expressions used in this Information Memorandum shall have the following meanings:

“ACDC”	the Fund
“AIFMD”	the Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on alternative investment fund managers.
“AIF”	an alternative investment fund within the scope of the AIFMD;
“Application Form”	the application documentation, available to eligible applicants from the Manager, to apply to become an Investor in the Fund and so be bound by the Investor Agreement.
“CGT”	capital gains tax
“Channel”	a part of the Fund focusing on investment in Portfolio Companies in a specific business sector, geography or other category or in Portfolio Companies introduced by a particular Originator
“Close”	the closing by the Manager of a round of Subscriptions in the Fund and the release of those Subscriptions for investment in Qualifying Companies as set out in the Information Memorandum or as otherwise determined by the Manager
“Closing Date”	in respect of a Fund means an Interim Closing Date or the date of any subsequent Close
“Custodian”	such person as the Manager may appoint to provide, and with whom it has agreed terms for, safe custody and custodian and nominee services in respect of the Fund being at the date of this Information Memorandum, Woodside Corporate Services Limited which is authorised and regulated by the FCA with firm reference number 467652
“EIS”	Enterprise Investment Scheme
“FCA”	the Financial Conduct Authority or any successor body or bodies thereto
“FCA Rules”	the FCA Handbook of Rules and Guidance
“Final Closing Date”	the final date upon which the Manager will undertake a Close. The Final Closing Date may be extended or brought forward at the discretion of the Manager
“FSMA”	Financial Services and Markets Act 2000 (as amended)
“Fund”	Amersham Corporate Development Capital EIS Fund
“HMRC”	Her Majesty’s Revenue & Customs

“IHT”	inheritance tax
“IHT Relief”	100% business property relief which reduces the IHT liability on the transfer to nil
“IHTA 1984”	Inheritance Tax Act 1984
“Information Memorandum”	this document
“Interim Closing Date”	15 October 2018, which may be extended or brought forward at the discretion of the Manager
“Investee Company”	a Portfolio Company
“Investor Agreement”	the agreement to be entered into between each Investor and the Manager
“Investor”	an individual (and certain trustees or corporates) who completes an Application Form which is accepted by the Custodian and so enters into the investor agreement and invests into the Fund
“Investor Relief”	is an extension of the entrepreneurs relief under part 5 TCGA which allows individuals other than employees or officers to benefit from a reduced capital gains tax rate where qualifying shares are held for three years or longer.
“Knowledge Intensive Company”	Is defined at S331A of the Income Tax Act 2007 and requires a company to meet one or both of the innovation condition and the skilled employee condition.
“Manager”	Amersham Investment Management Ltd
“Nominee”	such nominee as the Custodian may appoint to act as the Investor’s nominee in respect of investments held in the Portfolio Companies from time to time
“Offer”	the offer for Subscriptions in the Fund set out in this Information Memorandum
“Originator”	a third-party deal-flow originator of investment opportunities in Portfolio Companies for Amersham to consider
“Portfolio Company”	a company in which the Fund invests
“Qualifying Company”	a company meeting the requirements for EIS relief
“Qualifying Trade”	a trade which qualifies for EIS tax relief
“Receiving Agent”	such person as the Manager may appoint to receive applications, at the date of this Information Memorandum Woodside Corporate Services Limited which is authorised and regulated by the FCA with firm reference number 467652

“Registered Intermediary”	an Independent Financial Adviser or other suitably qualified professional, regulated by the FCA for the conduct of business, who is responsible for advising an Investor.
“SEIS”	Seed Enterprise Investment Scheme
“Shares”	ordinary shares in Portfolio Companies in which the Fund invests
“Spouse”	husband or wife or civil partner
“Subscription”	the amount subscribed to the Fund, as set out in the Application Form
“Three Year Period”	the period beginning on the date the relevant shares in a Portfolio Company are issued and ending three years after that date, or three years after the commencement of the relevant Portfolio Company’s trade, whichever is later.

Words used in this Information Memorandum denoting any gender should be read as including all genders, all words denoting persons shall include individuals, trusts and limited companies and all words denoting the single shall include the plural and vice versa.

Amersham Investment Management Limited
25 Lexington Street, London W1F 9AH
telephone: +44 (0) 207 734 7524
www.amershaminvestment.co.uk

AMERSHAM
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MANAGEMENT

Member of



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Authorised and regulated by the FCA with firm reference number 507460.