



Important Notice

All abbreviations, acronyms or designations used in this disclaimer are as defined in the body of the document. Reference to the Fund means the Praetura EIS 2019 Fund.

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take it is recommended that you seek personal financial advice from your stockbroker, solicitor, accountant or other financial advisor authorised by the Financial Conduct Authority (FCA) under the Financial Services and Markets Act 2000 (FSMA) specialising in advising on investments of this type, on whose advice you should rely.

This information memorandum constitutes a financial promotion pursuant to Section 21 of the Financial Services & Markets Act (FSMA) and is issued by Rudolf Wolff Limited as an Alternative Investment Fund Manager authorised and regulated by the Financial Conduct Authority. The promotion of interests in the UK is restricted under the FSMA and consequently this Memorandum is only directed at individuals to whom interests in the Fund may lawfully be marketed pursuant to FSMA.

This Memorandum is confidential and is approved only for distribution and direction to individuals who are classified as being at least:

- A professional investor within the meaning of COBS 3.5:
- an eligible counterparty within the meaning of COBS 3.6.1R:
- an existing client of an authorised firm that will confirm whether this investment is suitable for them within the meaning of COBS 4.7.8 (2) R:
- an individual certified as a high net worth investor within the meaning of COBS 4.7.9 (1) R:
- an individual certified as a sophisticated investor within the meaning of COBS 4.7.9 (2) R:
- an individual who is self-certified as a sophisticated investor within the meaning of COBS 4.7.9 (3) R:
- an individual who is certified as a restricted investor within the meaning of COBS 4.7.10 R

By accepting this Information Memorandum, you represent and warrant to the Fund Manager that you are a person who falls within the above description of individuals in respect of whom Rudolf Wolff has approved it as a financial promotion. This Information Memorandum is not to be disclosed to any other person, except where appropriate to your financial advisor or as required by law or used for any other purpose. Any other person who receives this Information Memorandum should not rely on its contents.

Prospective Investors should not regard the contents of this Information Memorandum or any associated documents as constituting advice relating to legal, taxation or investment matters and are advised to consult their own professional advisors before contemplating any investment to which this Information Memorandum relates. No such advice has been given by Praetura Ventures Limited and if you are in any doubt about the suitability of such an investment, you should contact your financial advisor before doing so.

Your attention is drawn to the section entitled 'Risk Factors'. Neither this Information Memorandum nor any associated documents constitute, and may not be used for the purposes of, an offer or invitation to subscribe for any investment to which they relate, by any person in any jurisdiction outside the United Kingdom.

This Information Memorandum and any associated documents and the information contained within them are not for publication or distribution to persons outside the United Kingdom. They do not

constitute and should not be considered as an offer to buy or sell, or as a solicitation of an offer to buy or sell, any security or share.

No representation is made, or warranty given as to the accuracy, completeness, achievability or reasonableness of any projections, views, statements or forecasts, which are illustrative and rely on assumptions which the Directors consider to be reasonable. Prospective Investors must determine for themselves what reliance (if any) they should place on such statements, views, projections or forecasts.

Investment in the Fund may not be suitable for all recipients of this document. A prospective Investor should consider carefully whether an investment in the Fund is suitable for them in light of their personal circumstances and the financial resources available to them.

All statements, other than statements of historical facts, included in this document may be forward-looking statements. Forward-looking statements may include, without limitation, statements relating to future capital expenditures, expenses, revenues, earnings, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects, etc.

These forward-looking statements are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation.

The Company does not undertake any obligation to update publicly or revise any forward-looking statements (whether to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this document are based on information available to the Directors at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

Reliance on this Document for the purpose of engaging in any investment activity may expose a prospective Investor to a significant risk of losing all of their capital or other assets invested. Any investment by a prospective Investor in the Fund may be difficult to value and is likely to involve an above average level of risk. Prospective Investors should consider all risks associated with the type of investment described in this Document, including the risk factors as set out in the Document.

The manager of the Fund will be a person authorised to carry on investment business by the Financial Services Authority or under the FSMA.

Prospective Investors must rely on their own investigation of the Fund and examination of the risks involved, including the legal, taxation, financial and other consequences of investing in the Fund. This Information Memorandum is dated 18 January 2019.

There are risks involved with this type of investment. Your attention is drawn to the appendices where these are documented in detail.

The approval of a fund by the Board of HM Revenue & Customs is relevant only for the purpose of attracting certain tax advantages provided by section 251, Income Tax Act 2007. Such approval covers only certain administrative matters. It in no way bears on the commercial viability of the investments to be made; neither does it guarantee the availability, amount or timing of relief from income tax or capital gains tax.

Welcome to Praetura Ventures ●

Praetura Capital was the first of the Praetura companies to be incorporated in 2011. We completed our first investment, the acquisition and listing of Inspired Energy plc, in November of that year. Since then we have grown steadily and have made a further 24 investments on behalf of our high net worth client base, investing c. £100m into start ups or early stage businesses.

We have evolved the group extensively to include investment, debt and lending businesses and are now a diversified funding provider to SMEs. Praetura Ventures was recently established within the Group with the ambition to become the leading venture capital business in the North West of England.

We have built a highly experienced and reputable team within Praetura Ventures who bring with them in excess of 250 years of sector experience. We will be executing a differentiated strategy, investing predominantly outside of London and providing a solution to the identified funding gap in the North West. This funding gap has also been identified and is being addressed by the implementation of Government initiatives to improve infrastructure and investment within the region; Praetura is ideally positioned to benefit.

By providing genuine, unconstrained, venture capital to early stage businesses, we have the opportunity to realise significant returns for investors. We recognise the value in developing a genuine partnership with our portfolio companies, working with them to overcome the myriad of issues that a young business will inevitably face. We believe that this strong partnership built on trust and transparency, alongside our supportive approach to investment, allows us to maximise returns for our investors.

Businesses we look to back all provide access to recurring, high margin, revenue streams and the opportunity for operational leverage once scaled. We are prepared to back these inherently scalable business models early and we believe that by making an early investment in a business, we are truly able to work with driven management teams at the foundational stages of a business and support them in growing successful ventures.

With the Praetura EIS 2019 Fund we are targeting a capital raise of up to £15 million which will be deployed across a diverse portfolio of 8-10 opportunities that have been carefully selected for their unique potential.

From this portfolio, we are targeting a minimum return profile of 2x return on capital. We believe this, combined with the tax reliefs available from an EIS structure and the Praetura approach and track record, offers investors looking for meaningful capital growth investments, an attractive investment opportunity.



Mike Fletcher
Praetura Group CEO



David Foreman
Praetura Ventures MD

Praetura Group •

Praetura has been supporting SMEs since 2011, raising capital and investing in the early stages of business life cycles.

We have an impressive track record and have developed a reputation for being a supportive and proactive investor who provides more than just capital. The value we derive from our differentiated approach is demonstrated both from our attractive investment returns and testimonials from our Investee Companies.

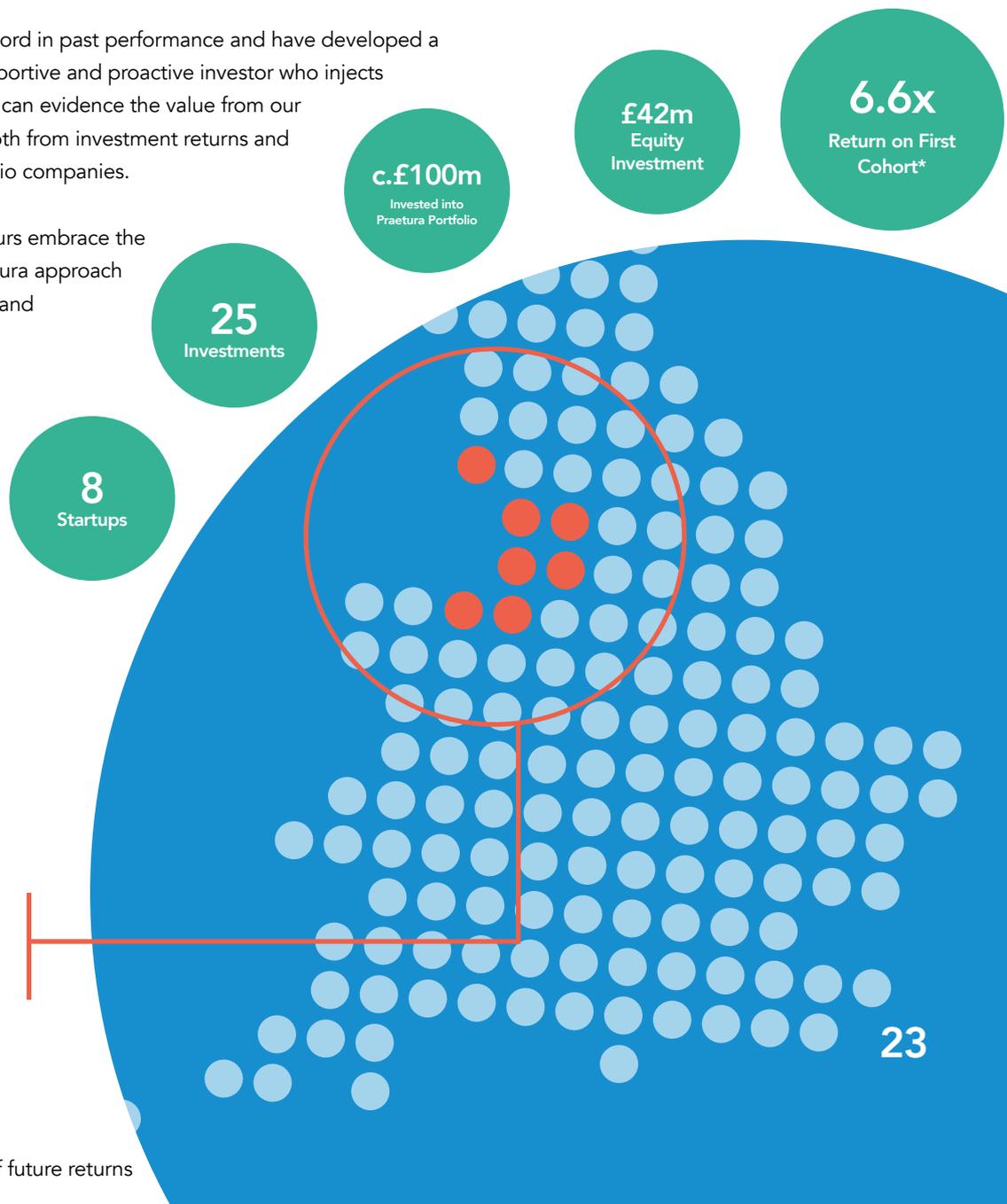
The entrepreneurs we partner with embrace the shoulder to shoulder Praetura approach and leverage our experiences and resource to maximise their business potential.

Praetura Ventures •

Praetura have been supporting SMEs since 2011, raising capital and investing in the early stages of business life cycles.

We have a strong track record in past performance and have developed a reputation for being a supportive and proactive investor who injects more than just capital. We can evidence the value from our differentiated approach both from investment returns and testament from our portfolio companies.

Our partnered entrepreneurs embrace the shoulder to shoulder Praetura approach and utilise our experience and resource to maximise their businesses' potential.



Located in Manchester & Liverpool. Focusing on the North West

Praetura EIS 2019 Fund •

The Praetura EIS 2019 Fund will provide investors with access to a unique selection of innovative growth companies that have an established proof of concept and commercial viability. It is intended for investors who want to achieve capital growth (rather than income) by investing in early-stage, unquoted companies which have the potential to increase in value significantly.

The Fund is EIS Approved by HMRC. Investors will be able to claim EIS reliefs with a taxable date matching the date of Fund close. The Fund Manager will invest at least 90% of the Fund in EIS qualifying companies within 12 months of that date.

Praetura invests on behalf of Investors whereby the Investors are the beneficial owners of the shares in the Investee Companies. Each Investor will have an account administered by our

Nominee with the Nominee being the registered holder. The Fund is an alternative investment fund (AIF) for the purposes of the Alternative Investment Fund Managers Directive (AIFMD). The Praetura EIS 2019 Fund is not a distinct legal fund and is not considered to be a collective investment scheme as defined in section 235 of the FS&MA. The Fund Manager is authorised to act as a manager of AIFs.



Approved
EIS Fund



HM Revenue
& Customs



Seeking to raise
up to £15 million



Targeting a minimum
return of 2x capital

Investments will range from
£1million to £3 million

Targeting a portfolio
of 8-10 companies



Fund Strategy ●

“Praetura will help you like no other investor. With a genuine passion for you to succeed, they will go above and beyond to support, nurture and drive you to success without being intrusive. With a great contact network, they can get where water can’t and they also know how to have fun along the way.”

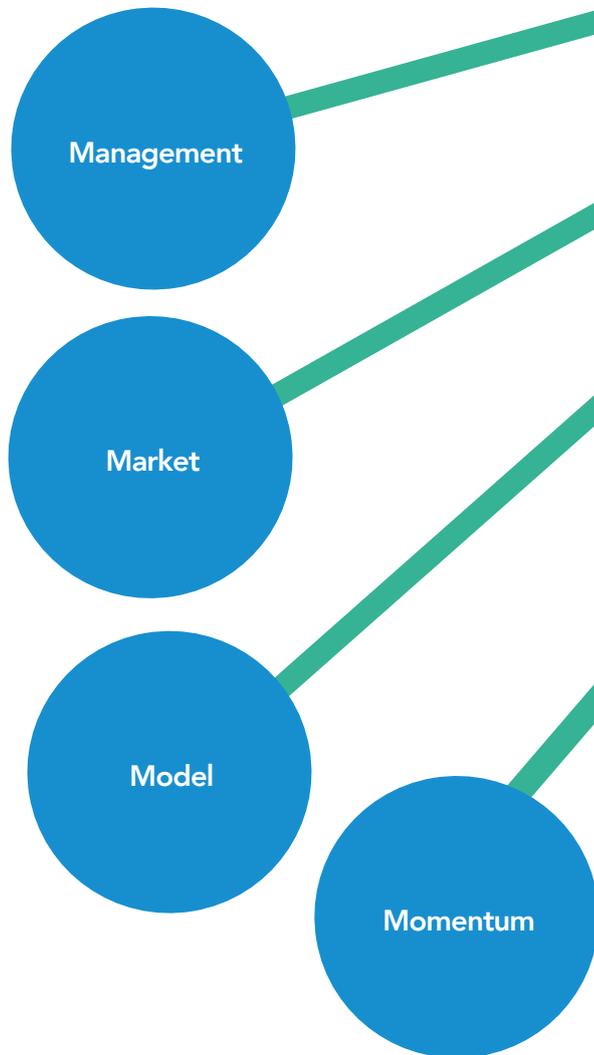
David Grimes, CEO, Sorted

More than Money

At Praetura, we aim to provide more than money. We look for ways we can add significant value through our team's skillset, network and experience.

Determining whether we can add value and help shape a company's growth is critical when we decide where to invest, as it helps to reduce the risk inherent in early-stage investing.

Our Investment Strategy •



Management

We back high performing, entrepreneurial teams who demonstrate they can execute their plan. We look for teams who can effectively manage rapid growth and adapt to challenges with maturity. By working in close partnership with management, we aim to deliver optimum value for stakeholders.

Market

We invest in companies who can thrive in their market. We are looking for attractive niches within existing markets or opportunities to be a first mover in a new market segment. Areas of focus include; Creative, Digital & Tech, Financial, Professional & Business Services, Energy & Environment, Advanced Manufacturing and Health & Life Sciences.

Model

We fund businesses that show a clear understanding and evidence of customer need and acquisition strategy. We value well defined sales strategies which deliver recurring revenue, high margins and operational leverage, but without a significant working capital barrier to scale. These desirable attributes are often enabled by innovative uses of technology or I.P.

Momentum

We back management teams who can demonstrate they have made tangible progress to date. We will support early-stage businesses pre-revenue providing that the team can demonstrate product-market fit and have developed a qualified pipeline of clients which proves that commercialising the product or service is viable.

Praetura's Opportunity

Significant opportunity to create market leading returns

Great Companies

The North West offers a thriving and supportive business environment to an increasing number of highly successful companies and pioneering entrepreneurs.

Lack of VC Funding

There is a significant geographical imbalance in VC funding between the South and the rest of the country, particularly the North West.

Northern Powerhouse

The Government strategy which aims to boost the Northern economy through investment in local economy, skills, innovation, transport and culture.

Lack of North West VC Funding

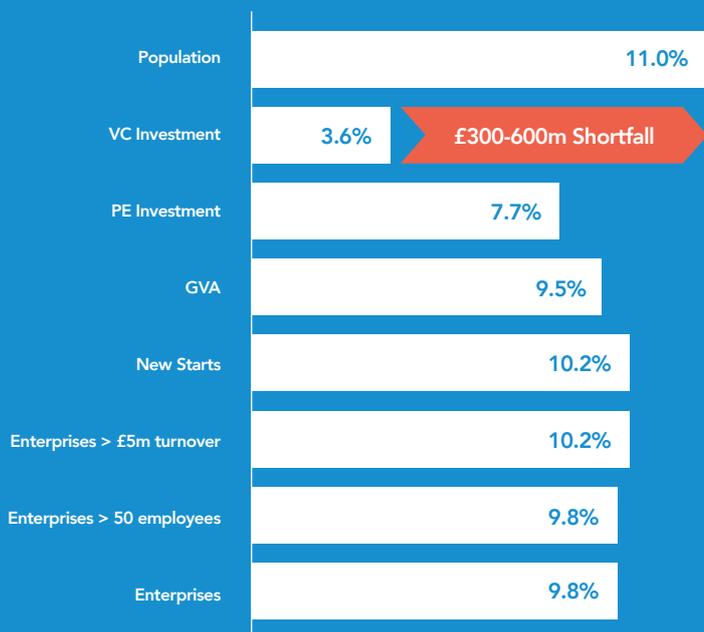
Underserved Area

Despite the strong macro-economic indicators demonstrated in the North West, the region is lacking infrastructure and financial support for start ups, particularly outside of Greater Manchester.

Venture capital investment in the North West is significantly underweight in comparison to the economic indicators for the region.

Whilst the North West accounts for c.10% of the UK's economy across a wide spectrum of indices, only 3.6% of UK venture capital investment is transacted in the North West. Furthermore, the North West is showing the strongest growth in GVA of any UK region outside of London.

This is further supported by the limited number of privately funded, early-stage investors who are active in the region.



Source: PMSI Strategy LLP



The shortfall in funding
presents a significant
opportunity in the
market for Praetura.

Praetura's unique position, combining its existing infrastructure and longstanding relationships will provide an unrivalled capability to access the opportunities.

Northern Power ●

Opportunity to Capitalise

Praetura has a significant opportunity to benefit from the Government's Northern Powerhouse initiative to increase prosperity in the North of England.

The Northern Powerhouse agenda will see:



Weight

The combined economic weight of the northern cities helping to rebalance the UK economy from being South East focused.



Growth

The North expanding its existing economic assets in science, technology, finance and other innovation clusters.



Investment

Improved connectivity within and between the Northern Cities through investment in transport, logistics and connectivity.

Examples of North West Centres of Excellence include:



Expanding
network of
opportunities

Praetura
Group
resource

£8bn of capital
raised or
transacted
by the team

250 years
of sector
experience

Over 600
completed
deals

Our Team •

A diverse, experienced team

Our people have been entrepreneurs or come from roles as tech leaders, investment bankers, commercial directors, sales directors, finance directors and more. Because of our diverse backgrounds we're uniquely placed to be able to support entrepreneurs throughout their business.

Founders •



Mike Fletcher (CEO, Group)

Mike is former Managing Director at global investment bank GCA Altium and a Chartered Accountant (PwC). Mike is an experienced venture investor and advisor to some of the North West's leading entrepreneurs and investors. He co-founded Praetura in 2011 bringing with him specialisms in financial services, technology, ecommerce, support services and energy services.



David Foreman (MD, Ventures)

David co-founded Praetura with a background of over 12 years in corporate finance and venture capital. He qualified as an ACA with KPMG and has considerable experience in backing financial services and recurring revenue businesses. David has a focus on the application of data, IT and technology to enable efficiencies within businesses.



Peadar O'Reilly (MD, Debt)

Peadar, a founding partner at Praetura, has over 20 years secured lending experience having previously held senior roles at Bank of Ireland and ABN Amro.

He helped establish a successful UK ABL business for Bank of Ireland and is responsible for raising over £200m of bank facilities from mainstream and specialist institutions for the Praetura Group companies.

He is a founding Director of Praetura Asset Finance, Praetura Commercial Finance and Praetura Debt Co.

Investment Team •



Guy Weaver

Guy was formerly a Director at KPMG and has extensive SaaS experience and a large network within the technology sector. He co-founded Introstream, a business helping companies connect with technology solutions providers. Guy is a member of Pro Manchester Science and Technology Committee and a mentor for Manchester Tech Trust & Tech North Advocate.



Louise Rigby

Louise joined Praetura in November 2017 from KPMG where she had spent over nine years in its Advisory business, including a secondment to a clearing bank. Louise is a Chartered Accountant with significant experience in advising SMEs and has undertaken a role as Finance Director of a high growth business.



Sim Singh-Landa

Sim has worked in the financial services industry for over 17 years with experience spanning banking, real estate, finance, investments, pensions and funds. Sim's responsibilities include undertaking financial and qualitative appraisals, marketing, due diligence, project management and client relationship management.



Mark Lyons

Mark has extensive experience in investing funds, evaluating and managing business opportunities and working with management teams to implement growth strategies. Most recently Mark held a Director position at a family office with over £1.5bn of assets under management and administration. Mark trained as a Chartered Accountant at PwC.



Pete Carway

Pete is a qualified accountant with 12 years experience including Finance Director and Financial Controller positions in software and other service businesses. He held the role of Finance Director in a fast growth Artificial Intelligence business raising over £5m of investment and overseeing a 5x increase in company value in 2 years.



Jamie Newall

Jamie graduated from Lancaster University in 2015 with a 1st class honours in an Ernst & Young sponsored Accounting & Finance degree. Post-graduation he joined Ernst & Young full time and completed his Chartered Accountancy qualification working on a wide-ranging client base across multiple industries.

Portfolio Team •



Ben Hatton

Ben is a successful technology entrepreneur who founded and built Rippleffect, a full service digital agency before selling the business to Trinity Mirror where he became MD of Digital. Ben is a board member of a number of Praetura's technology investment businesses and provides significant technology and digital marketing expertise in the appraisal of investments and across the portfolio.



Tom Hardman

Tom is the Portfolio Financial Controller, providing in-depth analysis on the financial and commercial performance of the Praetura Ventures portfolio of companies. Prior to joining Praetura, Tom held similar financial and analysis roles at leading NW companies including Push Doctor, AO.com and Matalan.



Scott Hooton

Scott provides strategic advice to a number of our technology and retail focused portfolio companies. Scott previously held the position of Chief Commercial Officer at Phones4U and Caudwell Group for over 20 years. He has extensive experience in founding and scaling businesses with a particular focus on building sales teams, propositions and maximising retail opportunities.



Praetura has been an incredible backer for the business. They supported me at the start and added value from inception through to the MBO. They've got stuck in and provided an invaluable sounding board as we've overcome the challenges of a fast growth company.

Mike Fletcher, in particular, has been instrumental in helping to guide me and the business as we've grown.

Danny Driscoll, CEO



Why Did We Invest?

We backed an exceptional entrepreneur and experienced team to capitalise on existing relationships and experience in a niche, but highly attractive, sector.

What Went Well?

The start-up won clients immediately upon FCA approval and was profitable in year 1. Within 18 months, the initial capital had been repaid and by 2017, a £20m MBO was completed.

What Did We Learn?

Backing exceptional teams with relevant experience in attractive markets provides an opportunity for super-normal returns. In this instance, it is all about the team.

| | |
|-------------------------|------------|
| Sector | Insurance |
| First Investment | 2014 |
| Cohort | Praetura 2 |
| Investment | £0.6m |
| Return | £11.6m |
| Multiple | 20x |

*Past returns are not indicative of future returns

Why Did We Invest?

We backed a talented team to create a commercial lines broker, led and owned by its management.

What Went Well?

The business was able to recruit teams and on-board clients quickly. However, it became apparent that the funding required to scale was more significant than Praetura could provide. Accordingly, we exited to Carlyle within 22 months – this was the best outcome for investors, the business and the team.

What Did We Learn?

Getting the right funding partner for a business is critical. We were the right funder to get the business off the ground but not right for the pace of growth. Exiting early, potentially limiting returns, was the right decision for all.



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| | |
|------------------|------------|
| Sector | Insurance |
| First Investment | 2014 |
| Cohort | Praetura 2 |
| Investment | £2.8m |
| Return | £7.3m |
| Multiple | 3x |

Why Did We Invest?

We backed an entrepreneur to build a disruptive tech platform focusing on enabling e-retailers to better manage their delivery experience for customers.

What Went Well?

The business has built the tech and it is being well received in the market having won clients such as Asos and Misguided from the market leader through the strength of their tech offering.

What Did We Learn?

Tech builds will often cost more and take longer than planned. As an investor, you have to understand this on the way in and continue to support the business through the delays.

 Sorted.

| | |
|------------------|----------------------|
| Sector | SaaS |
| First Investment | 2013 |
| Cohort | Praetura 1, 2, 3 & 4 |
| Investment | £11.8m |
| First In-Price | £2m |
| Last Round Price | £36m |



“Praetura just ‘get it’. They saw the opportunity, arranged pre-IPO funding and then listed the business which allowed us to pursue our buy and build strategy and create significant shareholder value. Along the way, Praetura have filled CFO, NED, Commercial Development and Chairman roles... They’ve really gone the extra mile for us”

Paul Connor, CFO

16x
Return*



Why Did We Invest?

Highly scalable business, with strong traction in the market, underpinned by recurring revenues and cashflows.

What Went Well?

The business grew organically, but the major success was listing the business and then adopting an aggressive buy and build strategy, backed by supportive shareholders.

What Did We Learn?

Recurring revenue with limited working capital provides a great platform from which a business can generate value either organically or by acquisition.

| | |
|------------------|------------|
| Sector | Energy |
| First Investment | 2011 |
| Cohort | Praetura 1 |
| Investment | £1.3m |
| Return* | £21.5m |
| Multiple | 16x |



** Assumed Sale Occurred in November 2018, in line with EIS Fund policies which state that Listed securities are to be distributed to investors after 7 years

*Past returns are not indicative of future returns



praetura
VENTURES

“It isn’t just about money and investment but building a partnership. The team at Praetura gives us access to experts, along with real backing and support to rapidly grow Tactus and recognise the right opportunities to maintain long-term sustainable growth.”

Scott Brenchley , CEO

 **TACTUS GROUP**

“During my 5-year investor relationship with Praetura I have found them to be exceptional investors who have always been able to maintain the balance between support and the right level of autonomy in order to make running Mobedia as effective and efficient as possible. Their attention to detail, vast experience and knowledge have been an invaluable part of Mobedia’s growth.”

Johnny Hall , CEO

 **mobedia.**

“Praetura has been an amazing investor for Peak from seed through to Series A. They’re supportive, there when you need help and understand the real-world challenges of building an early stage business”

Richard Potter, CEO



Exit Strategies •

Praetura's mission is to develop SMEs to a position where an exit can be achieved to any potential purchaser, including;

- Trade Sale
- Private Equity
- Public Market Listing

Our objective is to work with the Investee Companies throughout the life of the investment period in order to ensure that it is sufficiently developed from a financial and governance perspective so as to be able to credibly achieve any of these exit routes.

We map out a route to exit for every portfolio company and we track outcomes against key milestones during our portfolio monitoring processes. The exit strategy for each company will vary however the target timeline for exit will be 5-7 years.

In order to maximise value, timing and conditions, we continually assess key areas of the business from making the investment through to disposal.



**Praetura monitors,
supports and mentors
each investee company
from investment
through to exit.**



Market
Understanding



Finance &
Funding



Quality of Product
or Service



Brand, Sales
and Marketing



Quality and
Completeness of
Management



Financial
Controls

Approach to Governance •

Strong governance is at the core of Praetura.

We operate a plc grade governance structure, suitable for jurisdictions operating the highest regulatory and legislative standards. Frameworks have been implemented to apportion significant responsibilities for oversight and maintenance of the appropriate operational controls necessary to meet requirements set by the Financial Conduct Authority.

Committee Compositions

We ensure the appointed members of each committee;

- Are of good repute;
- Possess sufficient knowledge and ability to perform their duties;
- Reflect a diverse and adequate range of experiences;
- Act with honesty and integrity;
- Independence of mind to effectively challenge decisions.



Praetura ensures that effective governance structures with appropriate systems and controls are developed and implemented to adhere to ethical and regulatory standards.

We have established various committees who are empowered to independently oversee and manage various controls across the business. Each committee is responsible for ensuring effective systems and controls, processes and operational practices are in place to accomplish their objective proficiently.

Committees

Convene Monthly

Risk & Governance Committee

Objective

To monitor the risks within the Praetura business and the portfolio we invest in, ensuring the correct governance and culture is maintained across all disciplines.

Composition

Praetura Group Chairman
Praetura Ventures MD
Praetura Group CEO
Compliance Director

Convene As Required

Investment Committee

Objective

To make final determinations over investments made in respect of funds managed by Praetura Ventures.

Composition

Praetura Group CEO
Praetura Ventures MD
Praetura Debt MD
Invitees

Convene Quarterly

Remuneration Committee

Objective

To make determinations on all matters concerning the emoluments of senior employees. This includes but is not limited to salary, bonus and performance targets.

Composition

Praetura Group Chairman
Praetura Ventures MD
Non-Executive Director

Convene Annually

Audit Committee

Objective

Responsible for reviewing and satisfying all procedures, controls and investigations undertaken internally. Additionally, it will consult with external auditors to ensure financial statements and processes are competent.

Composition

Praetura Group Chairman
Praetura Group CFO
Non-Executive Director

Convene As Required

Conflicts Committee

Objective

To independently assess each investment transaction to identify potential conflicts of interest, record these and take appropriate action to mitigate.

Composition

Praetura Group CEO
Praetura Ventures MD
Compliance Director
Invitees

Conflicts of Interest

Praetura has a Conflicts of Interest policy in place that sets out how conflicts are managed and the circumstances in which they are escalated to the Conflicts Committee. Circumstances may arise where the interests of investors, the Fund or those of Praetura may conflict with the interests of other investors, other funds managed by Praetura Ventures, those of Praetura Ventures itself, or with another member of the Praetura group of companies.

The key responsibility of the Conflicts Committee is to operate in an independent, transparent and impartial manner to ensure all investors are treated fairly. Examples of conflicts which may arise are but not limited to;

- One of our employees is involved in the management of an investee company that we intend to invest in.
- One of our employees is also a Director or partner of an investee company that we intend to invest in.
- One of our investors is connected to an investee company through directorship, investment, relationship or employment.
- Investment business is transacted for other clients who are not invested in the Fund.
- A transaction which may be more beneficial to one fund managed by Praetura than another fund or investment vehicle.
- Decisions made by Praetura that may be more beneficial for certain investors than for others.

Upon identification of a potential conflict, the Conflicts Committee will evaluate the effects on all parties and should the consequences of a transaction or investment be to the detriment of an investor, other funds we manage or Praetura itself then we may decline to progress such course of action.

All potential or identified conflicts will be diligently documented on a formal index along with records of the communications undertaken and any subsequent actions the Committee were required to take. All efforts will be made by the Committee to mitigate any arising conflicts and provide appropriate guidance to the Investment Committee and Senior Management of Praetura on the conduct advisable.

In making decisions, we intend to consider the investment objectives of the Fund as a whole, not the individual investment objectives of a specific investor who may or may not be an investor in the Fund. Such circumstances may result in us offering the affected investor a co-investment opportunity which would potentially result in the interests of the Fund and those of the affected investor subsequently aligning.

Praetura has an established Conflicts Committee who work independently to all the other committees including the Investment Committee to carefully assess each investment transaction for any potential conflicts of interests. The responsibilities include recording these appropriately and taking appropriate action to advise affected parties of any identified conflict and to highlight any associations to the Risk and Governance Committee.



Fund Charges Explained •

| | If you are investing through an adviser | If you are investing on an execution only basis |
|--|--|---|
| Initial Charge | 2.5% (of which up to 1.5% per annum will be payable to your Advisor) | 2.5% |
| Annual Management Charge | 2.0% per annum (of which up to 0.5% per annum will be payable to your Advisor for a period of up to 4 years) | 2.0% per annum |
| Performance Fee | Performance fees payable once the capital deployed into underlying companies has achieved a hurdle rate of 30% growth. Thereafter the Fund Manager will be entitled to 20% of profits above the hurdle. This will be charged on a cumulative basis. | |
| Custodian Charges | <p>The Custodian charges the Fund Manager a custody fee of £75 plus VAT per annum per Investor. This custody fee is passed on directly to Investors on a per annum basis.</p> <p>In addition, the Custodian charges the Fund Manager a dealing charge of 0.35% on all transactions, including the purchase and sale of shares in Investee Companies. The Fund Manager will, as part of the Initial Charge, cover the dealing charge associated with the purchase of shares. The dealing charge payable on the sale of shares will be passed through to the Investor by the Fund Manager.</p> | |
| Charges Payable by the Investee Company | | |
| Performance Fee | A one-time arrangement fee of up to 4% of funds invested will be payable to the Fund Manager by the Investee Companies upon investment. | |
| Monitoring Fee | An annual fee will be payable by an Investee Company at a rate of 1% of funds invested, subject to a minimum annual charge of £36,000. | |

VAT will be charged on all applicable fees and charges at the prevailing rate.

Fees will impact on the overall investment performance

EIS Tax Advantages •

Income Tax Relief

Investors can obtain income tax relief up to a maximum of 30% on the amount invested in EIS Qualifying Companies. The claimable investment amount is capped at £1,000,000, with a further £1,000,000 available in Knowledge Intensive Companies, for the 2018/19 tax year. This equates to a maximum relief of £600,000 and is limited to the investor's tax liability in the tax year in which the Fund closes. Shares must be held for at least three years from the date of issue or the tax relief will be withdrawn.

Capital Gains Tax Exemption

Investors are exempt from Capital Gains Tax realised on the disposal of EIS-qualifying shares providing the shares were held for at least three years and initial Income Tax Relief has been awarded but not withdrawn.

Inheritance Tax Relief

Under Business Property Relief, shares which have been held for at least two years may qualify for 100% Inheritance Tax Relief providing the shares are in a trading company and are still owned at the date of death. No upper limit is applied to the claimable amount of Inheritance Tax Relief.

Capital Gains Tax Deferral

Capital Gains Tax due from the disposal of any asset can be deferred by the investor through the re-investment of the chargeable gain into EIS qualifying shares. The amount of gains which can be deferred is limitless and investors may benefit from this relief providing the EIS-qualifying investment must be made within one year preceding the date the gain arose or three years after. The period of deferral expires at the earlier of when the shares are disposed of or the investee company ceases to qualify.

Loss Relief

If shares are disposed of at a loss, the investor can elect that the amount of the loss, less Income Tax relief given, can be set against income of the year in which they were disposed of or, on income of the previous year instead of being set off against any capital gains.

Claiming Tax Relief

As this is an approved fund, Investors will be able to claim EIS reliefs as at the date the Fund closes, as long as the Fund Manager has invested at least 90% of the Fund in EIS qualifying companies within 12 months of that date. In order to claim those reliefs, the Fund Manager will provide Investors with an EIS5 form, once 90% of the Fund capital has been invested.



What to do next •

Before applying, please read the Terms & Conditions document and get in touch with your financial adviser to discuss the appropriateness of the Praetura EIS 2019 Fund for you.

When you are ready to invest:

- Complete and follow the instructions within the Application Form.

If you would like any more information, please call us on 0161 641 9475 and we will be happy to help (please note that we cannot provide investment or tax advice).

After you submit your application we will send you:

- An acknowledgement that we have received your application (typically within seven business days).
 - EIS5 certificates for you to claim your income tax relief (expected within four to six months of investment).
 - Quarterly valuation statements (once your funds have been invested). Available via the Praetura Portal.
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Praetura Ventures Limited is an appointed representative of Rudolf Wolff which is authorised and regulated by the Financial Conduct Authority.

**Praetura Ventures Limited,
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