

This document is issued by Augmentum Fintech plc solely in order to make certain particular information available to investors in Augmentum Fintech plc (the “Company”) before they invest, in accordance with the requirements of the United Kingdom Financial Conduct Authority (“FCA”) Handbook rules implementing the Alternative Investment Fund Managers Directive (2011/61/EU) (“AIFM Directive”) in the United Kingdom. It is made available to investors in the Company by being made available at www.augmentum.vc.

This document should be viewed in conjunction with the Company’s current published prospectus. Capitalised terms in this document shall have the meaning given in the Prospectus unless the context otherwise requires.

Potential investors in the Company's shares should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser before investing in the Company.

AUGMENTUM FINTECH PLC

INVESTOR DISCLOSURE DOCUMENT

November 2018

IMPORTANT INFORMATION

Regulatory status of the Company and its Alternative Investment Fund Manager (“AIFM”)

Augmentum Fintech plc is an “alternative investment fund” (“AIF”) for the purposes of the AIFM Directive and the Company has appointed Frostrow Capital LLP (“Frostrow”), to act as its AIFM. Frostrow is authorised and regulated by the FCA as a “full scope UK AIFM” for the purposes of the AIFM Directive.

The Company’s shares are listed on the premium segment of the Official List of the UK Listing Authority and are admitted to trading on the main market of the London Stock Exchange. The Company is subject to its articles of association, the Listing Rules, the Disclosure Guidance and Transparency Rules, the UK Corporate Governance Code and the Companies Act 2006.

The provisions of the Company's articles of association are binding on the Company and its Shareholders. The articles of association set out the respective rights and restrictions attaching to the Company's shares. These rights and restrictions apply equally to all Shareholders. All Shareholders are entitled to the benefit of, and are bound by and are deemed to have notice of, the Company's articles of association. The Company's articles of association are governed by English law.

FUND
3.2.2R(3)

Limited purpose of this document

This document is not being issued for any purpose other than to make certain, required regulatory disclosures to investors and, to the fullest extent permitted under applicable law and regulations, the Company and its AIFM, Frostrow will not be responsible to persons other than the Shareholders for their use of this document, nor will they be responsible to any person (including the Shareholders) for any use which they may make of this document other than to provide information to invest in the Company’s Ordinary Shares (“Shares”).

This document does not purport to provide complete details of the Company and potential investors should not solely rely upon this document when determining whether to make an

investment. Furthermore, investors should refer to the risks and disclaimers contained within the Prospectus.

This document does not constitute, and may not be used for the purposes of, an offer or solicitation to buy or sell, or otherwise undertake investment activity in relation to, the Shares.

This document is not a prospectus and it is not intended to be an invitation or inducement to any person to engage in any investment activity. This document may not include (and it is not intended to include) all the information which investors and their professional advisers may require for the purpose of making an informed decision in relation to an investment in the Company and its Shares.

No advice

The Company and its AIFM, Frostrow, are not advising any person in relation to any investment or other transaction involving shares in the Company. Recipients must not treat the contents of this document or any subsequent communications from the Company, the AIFM or any of their subsidiaries, affiliates, officers, Directors, employees or agents, as advice relating to financial, investment, taxation, accounting, legal, regulatory or any other matters. Prospective investors must rely on their own professional advisers, including their own legal advisers and accountants, as to legal, tax, accounting, regulatory, investment or any other related matters concerning the Company and an investment in Shares.

Potential investors in the Company's shares should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser before investing in the Company.

Overseas investors

The distribution of this document in certain jurisdictions may be restricted and accordingly persons into whose possession this document comes are required to inform themselves about and to observe such restrictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or under any of the relevant securities laws of Canada, Australia, the Republic of South Africa or Japan. Accordingly, the shares may not (unless an exemption from such Act or such laws is available) be offered, sold or delivered, directly or indirectly, in or into the USA, Canada, Australia, the Republic of South Africa or Japan. The Company is not registered under the United States Investment Company Act of 1940 (as amended) and investors are not entitled to the benefits of such Act.

Prospective investors must inform themselves as to (a) the legal requirements within their own countries for the purchase, holding, transfer or other disposal of Shares; (b) any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of Ordinary Shares which they might encounter; and (c) the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of Shares.

THE COMPANY

AIFMD 23(1)(a)
FUND 3.2.2R
(1)(a),(d),(e),(f)

Investment Objective

To generate capital growth over the long term through investment in a focused portfolio of fast growing and/or high potential private financial services technology ('fintech') businesses based predominantly in the UK and wider Europe.

Investment Policy

In order to achieve its investment objective, the Company purchased the Initial Portfolio and will invest in early (but not seed) or later stage investments in unquoted fintech businesses. The Company intends to realise value through exiting investments over time.

The Company will invest in early stage businesses which are high growth, with scalable opportunities, and have disruptive technologies in the banking, insurance and asset management sectors, including other cross-industry propositions.

Investments will be mainly in the form of equity and equity-related instruments issued by portfolio companies, although investments may be made by way of convertible debt instruments. The Company invests in unquoted companies and the Portfolio Manager will ensure that the Company has suitable investor protection rights where appropriate. The Company may invest in partnerships, limited liability partnerships and other legal forms of entity. The Company will not invest in publicly traded companies. However, portfolio companies may seek initial public offerings from time to time, in which case the Company may continue to hold such investments without restriction.

The Company may acquire investments directly or by way of holdings in special purpose vehicles or intermediate holding entities (such as Augmentum I LP).

The Portfolio Manager has historically taken a board position on investee companies and, where in the best interests of the Company, will do so in relation to future investee companies.

Once fully invested, the Company's portfolio is expected to comprise 15-20 holdings. The Company's portfolio is expected to be diversified across a number of geographical areas predominantly within the UK and wider Europe and the Company will at all times invest and manage the portfolio in a manner consistent with spreading investment risk.

The Portfolio Manager will actively manage the portfolio to maximise returns, including helping to scale management teams, refining and driving key performance indicators, stimulating growth, and positively influencing future financing and exits.

Investment restrictions

The Company will invest and manage its assets with the objective of spreading risk through the following investment restrictions:

- the value of no single investment (including related investments in Group entities or related parties) will represent more than 15% of NAV, provided that one investment in the portfolio may represent up to 20% of NAV; and
- at least 80% of NAV will be invested in businesses which are headquartered in or have their main centre of business in the UK or wider Europe.

Each of the restrictions above will apply once the Company is fully invested and will be calculated at the time of investment. The Company will not be required to dispose of any

investment or to rebalance the portfolio as a result of a change in the respective valuations of its assets.

Hedging and derivatives

Save for investments made using equity-related instruments as described above, the Company will not employ derivatives of any kind for investment purposes. Derivatives may be used for currency hedging purposes.

Cash management

The Company may hold cash on deposit and may invest in cash equivalent investments, which may include short-term investments in money market type funds and tradeable debt securities.

There is no restriction on the amount of cash or cash equivalent investments that the Company may hold or where it is held. Cash and cash equivalents will be held with approved counterparties, and in line with prudent cash management guidelines, agreed with the Board, AIFM and Portfolio Manager, to ensure an appropriate risk/return profile is maintained.

Once the net proceeds of the Issue are substantially fully deployed, it is expected that the Company will hold between 10 and 20 per cent of its Gross Assets in cash or cash equivalent investments, for the purpose of making follow on investments in accordance with the Company’s investment policy and to manage the working capital requirements of the Company.

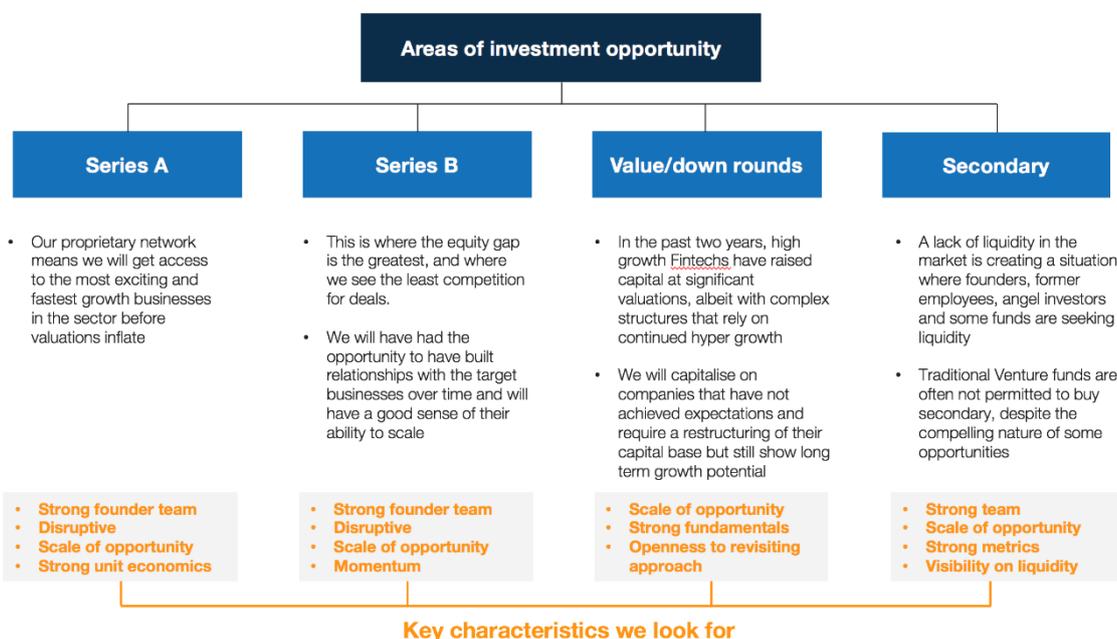
Borrowing

The Company may, from time to time, use borrowings to manage its working capital requirements but shall not borrow for investment purposes. Borrowings will not exceed 10 per cent of the Company’s Net Asset Value, calculated at the time of borrowing.

Investment strategy Model

The Management Team expects to invest the Company's assets predominantly in the areas of opportunity outlined below.

AIFMD
23(1)(a)
FUND
3.2.2R(1)(a),(e)



Series A and B

These are early stage investments in fledgling fintech businesses. To help to mitigate risk by investing after proof of concept has been delivered, the Company will not invest in seed stage businesses until after proof of concept has been delivered. The Management Team will, however, meet and track seed stage businesses so that the Company is ready to make potential investments when these businesses come of age. This can be a highly effective way for the Company to secure lower valuations by pre-empting a more widespread fundraise and, in addition, it benefits the investee company by avoiding the need for the founders to be distracted from the business meeting potential investors at what could be an inflection point for the company.

Value/down rounds

On occasion businesses are launched before the market is ready or raise money at an over-ambitious valuation which the business may struggle to justify. When those businesses look to the market for further capital, they often have to check their valuation expectations and seek a lower price. Typically venture capital funds steer clear of these businesses and focus instead on younger and higher growth companies without the “chequered” past. The Management Team sees opportunity in this area and will look to unlock value that has been built using capital already deployed in previous funding rounds.

Secondary stakes

The fixed term nature of traditional venture capital GP/LP funds means that capital that has been invested in a business for some time may create the need for the fund to seek an exit prior to the opportunity reaching maximum potential. The Management Team sees this repeatedly and is keen to capitalise on the opportunity. In addition, with the tightening of the IPO markets the Management Team sees opportunities to provide liquidity to founders and other funds winding down by buying secondary stakes in attractive businesses at value prices.

Investment criteria

The Management Team aims to seek out high growth fintech focused businesses originating from across Europe that demonstrate a number of the following characteristics:

The Company’s investments, whether primary or direct secondary transactions, will typically:

- secure a significant minority stake with board participation and rights in portfolio companies;
- allow the Company to participate in later follow-on funding rounds in order to minimise any dilution where possible; and
- potentially require the Company to invest £5 million to £10 million of equity over the course of several funding rounds in primary and secondary transactions.

Changes to the investment policy

In accordance with the Listing Rules, the Company can only make a material change to its published investment policy with the approval of its Shareholders.

Any change in investment strategy or investment policy which does not amount to a material change to our published investment policy may be made by the Company without Shareholder approval.

Frostrow may amend the information set out in this document from time to time.

AIFMD 23(1)(b)

FUND 3.2.2R(2)

Dividend Policy

The Directors intend to manage the Company’s affairs to achieve Shareholder returns through capital growth rather than income. Therefore, it should not be expected that the Company will pay a significant annual dividend, if any.

Regulation 19 of the Investment Trust (Approved Company) (Tax) Regulations 2011 provides that, subject to certain exceptions, an investment trust may not retain more than 15 per cent. of its income in respect of each accounting period. Accordingly, the Company may declare an annual dividend from time to time for the purpose of seeking to maintain its status as an

investment trust.	
<p>Leverage</p> <p>The Company may employ leverage through the use of borrowings, foreign currency hedging arrangements or through investment in equity related instruments in portfolio companies.</p> <p>The Company may, from time to time, use borrowings to manage its working capital requirements but shall not borrow for investment purposes. Borrowings will not exceed 10 per cent. of the Company's Net Asset Value, calculated at the time of borrowing.</p> <p>For the purposes of the AIFM Directive, leverage is required to be calculated using two prescribed methods: (i) the gross method; and (ii) the commitment method; and expressed as the ratio between a fund's total exposure and its net asset value.</p> <p>As measured using the gross method and the commitment method, the maximum level of leverage is 200% and 125% respectively.</p> <p>The Company will not enter into collateral or asset reuse arrangements.</p>	<p>FUND 3.2.2R (1)(g),(h),(i),(j)</p>
<p>The AIFM will ensure that any change to the maximum level of leverage right of the re-use of collateral or assets and any guarantee granted will be published in the Company's annual report and audited accounts, which when published, can be found on the Company's website: www.augmentum.vc In addition, the Company will notify Shareholders of any such changes without undue delay by issuing an announcement via a Regulatory Information Service.</p>	<p>FUND 3.2.3R(17)</p>
ADMINISTRATION AND MANAGEMENT OF THE COMPANY	
<p>The AIFM</p> <p>Frostrow Capital LLP has been appointed to act as our AIFM for the purposes of the AIFMD. Frostrow Capital LLP has also been appointed as our administrator and company secretary under the AIFM Agreement.</p> <p>As well as being responsible for portfolio management and risk management, the AIFM provides day-to-day company secretarial functions. The AIFM is also responsible for general administrative functions, such as the calculation and publication of the Net Asset Value and maintenance of accounting records and ensures that we comply with our continuing obligations as an investment trust. The fees payable for the services of Frostrow Capital LLP as administrator and company secretary are included in the fees charged as AIFM.</p> <p>The AIFM is not liable under the AIFM Agreement for any loss arising from the acts or omission of AFML, as applicable, to whom the AIFM intends to delegate its portfolio management function under a Portfolio Management Agreement, except to the extent those losses arise from fraud, wilful default or negligence on the part of the AIFM, a breach by the AIFM of the AIFMD Rules or its obligations under the AIFM Agreement.</p> <p>The AIFM Agreement is terminable by either the Company or the AIFM giving to the other not less than 12 months' written notice. The AIFM Agreement may be summarily terminated by the Company by notice in writing if: (a) following termination of the Investment Advisory Agreement or the Portfolio Management Agreement, as applicable, the Company and the AIFM are unable to agree within three calendar months of such termination alternative arrangements for the provision of day to day portfolio management or investment advisory services with respect to the Company and the timetable for implementing such alternative arrangements; or (b) following the suspension of the performance by the Portfolio Manager, as applicable, of its functions in accordance with the Portfolio Management Agreement, if the Company and the AIFM are unable to agree within three calendar months of the commencement of such suspension whether the Portfolio Management Agreement, should be</p>	<p>AIFMD 23(1)(f)</p> <p>FUND 3.2.2R(4)</p>

terminated or, if so, how day to day portfolio management or investment advisory services will be provided with respect to the Company following such termination and the timetable for implementing such alternative arrangements. The AIFM Agreement may also be terminated with immediate effect on the occurrence of certain events, including insolvency or in the event of a material breach which fails to be remedied within 30 days of receipt of notice, or if the AIFM is required to do so by the FCA or any other governmental or regulatory body.

The Company has agreed to indemnify the AIFM against all claims by third parties which may be made against the AIFM in connection with its services under the agreement, except to the extent that the claim is due to any breach of the agreement by the AIFM or any of its employees or agents, breach of the rules of any competent regulatory authority having jurisdiction over the AIFM by any such person, breach of any statutory duty by any such person, or the negligence, wilful default or fraud of any such person or any person to whom the AIFM may have delegated any of its obligations and/or functions under the agreement, or any employee of any such person.

The AIFM Agreement is governed by the law of England and Wales.

The AIFM has delegated its portfolio management function to AFML. The AIFM does not consider that any conflicts of interest arise from the intended delegation of its portfolio management function to Augustum Fintech Management Limited. The AIFM will notify investors and the FCA once the delegation becomes effective.

FUND
3.2.2R(6)(a)(c)(d)

Fees

FUND 3.2.2R(9)

The fee payable to the AIFM is:

- (i) 22.5 basis points per annum on the net asset value up to £150 million;
- (ii) 20 basis points on the net asset value exceeding £150 million up to £500 million; and,
- (iii) 17.5 basis point on the net asset value exceeding £500 million.

The Portfolio Manager

FUND 3.2.2R(4)

The Company and the AIFM have appointed the Portfolio Manager, AFML, to provide investment advice and related services in respect of the Company pursuant to the Portfolio Management Agreement.

The Portfolio Management Agreement is for an initial term of 3 years from the date that the necessary authorisation was granted by the FCA and thereafter subject to termination on not less than 12 months written notice by any party. The Portfolio Management Agreement can be terminated at any time in certain standard circumstances. The Portfolio Management Agreement is governed by the law of England and Wales.

Under the terms of the Portfolio Management Agreement, AFML is entitled to an advisory fee together with reimbursement of reasonable expenses incurred by it in the performance of its duties. The advisory fee is payable monthly in arrears at a rate of 1.5 per cent. of the Net Asset Value per annum, falling to 1.0 per cent. of any Net Asset Value in excess of £250 million.

FUND 3.2.2R(9)

AFML shall be entitled to a carried interest fee in respect of the performance of any investments and follow-on investments made from Admission. Each carried interest fee will operate in respect of investments made during a 24 month period and related follow-on investments made for a further 36 month period save that the first carried interest fee shall be in respect of investments acquired using 80 per cent. of the net proceeds of the Issue (including the Initial Portfolio), and related follow-on investments.

Subject to certain exceptions, AFML will receive, in aggregate, 15 per cent. of the net realised cash profits from the investments and follow-on investments made over the relevant period once the Company has received an aggregate annualised 10 per cent. realised return on investments and follow-

on investments made during the relevant period. AFML's return is subject to a "catch-up" provision in its favour.

The carried interest fee will be paid in cash as soon as practicable after the end of each relevant period, save that at the discretion of the Board payments of carried interest fee may be made in circumstances where the relevant basket of investments has been realised in part, subject to claw-back arrangements in the event that payments have been made in excess of the AFML's entitlement to any carried interest fees as calculated following the relevant period.

The management fee will be used to pay the overheads of AFML, including the salaries and remuneration of the Management Team and any other employees taken on in due course, as well as amounts put aside to provide for pension and retirement benefits, rent and utilities expenditure. The carried interest fee will be used to fund the carried interest plans which the AFML will implement for the Management Team. Salaries and the remuneration of the Directors, Management Team and employees of AFML (including the allocation of the carried interest fees to be paid to AFML) will be determined within the framework set by the Management Engagement and Remuneration Committee.

The management fee will be reviewed from time to time by the Management Engagement and Remuneration Committee, with the intention of ensuring that the fee reflects the costs of operating AFML. The management fee may be adjusted upwards or downwards from time to time to reflect these costs. However, it is not expected that the management fee would be adjusted upwards except to compensate for any material decrease in Net Asset Value.

The Depositary

Augentius Depositary Company Limited has been appointed as the Depositary to the Company as required by the AIFMD Rules. Augentius Depositary Company Limited is a private limited company incorporated in England and Wales (registered number 5830789) and having its registered office at Two London Bridge, London SE1 9RA.

The Depositary will carry out the core duties under Article 21(7), (8) and (9) of the AIFMD which include cash monitoring, asset verification and general oversight of the Company's portfolio, in accordance with the provision of depositary services, as set out in the Depositary Agreement dated the 22nd of February, 2018 (the "Depositary Agreement"), between the AIFM, the Company and the Depositary.

Liability and Indemnity

The provisions in the Depositary Agreement relating to the liability of the Depositary shall be construed in accordance with the AIFMD Rules. In the event that a provision in the Depositary Agreement conflicts with the AIFMD Rules, the AIFMD Rules shall prevail.

The Depositary's liability to the Company shall not be affected by any delegation of its custody functions in accordance with the terms of the Depositary Agreement. The Depositary has discharged itself of its liability in relation to the safeguarding of custody assets to Société Générale S.A.

Fees

The Depositary is entitled to receive remuneration from the assets of the Fund. Given that the fees payable by the Company to the Depositary under the Depositary Agreement are calculated by reference inter alia the assets held, there is no maximum amount payable under the Depositary Agreement.

The fees stipulated below have been agreed between the parties and may be amended to include such other fees at such rates at such times as may be agreed from time to time between the Company and the Depositary: -

AIFMD 23(1)(d)
FUND 3.2.2R(4)

AIFMD 23(2)

FUND
3.2.2R(6)(b)(c)(d)

FUND 3.2.2R(9)

Annual depositary fee:	GBP	25,000
Annual depositary fee per investment	GBP	500
Fee per investment/disposal:	GBP	350
Initial implementation fee:		Time and cost

Custody of Custodial Assets fees (if applicable):

Custodial Assets of the AIF will be held in custody by Société Générale S.A., Dublin Branch as the Depositary's global sub-custodian. Any fees of the global sub custodian will be payable by the Company.

Termination

The Depositary Agreement may be terminated by either party by giving not less than six months' notice in writing (or such shorter notice as such other party may agree to accept) or immediately if either party is in material breach of any of the terms of the Depositary Agreement.

FUND
3.2.2R(16(c))

Transfer and reuse of the Company's Assets

The Depositary may not use or re-use the Company's securities or other investments without the prior consent of the Company.

<p>The Auditor</p> <p>PricewaterhouseCoopers LLP.</p> <p>The auditor provides audit services to the Company.</p>	FUND 3.2.2R(4)
<p>The Registrar</p> <p>Link Asset Services.</p> <p>The Registrar maintains the Company's register of members.</p>	
<p>Prime Brokerage</p> <p>No Prime Broker is engaged by the Company.</p>	FUND 3.2.2R(16)
<p>Fees, charges and expenses</p> <p>Additional fees payable by the Company to those set out above include; legal fees, auditor fees, registrar's fees, broker commissions, directors' fees, professional services fees and expected expenses.</p> <p>Shareholders do not bear any fees, charges and expenses directly, other than any fees, charges and expenses incurred as a consequence of acquiring, transferring, redeeming or otherwise selling Shares.</p>	FUND 3.2.2R(9)
SHAREHOLDER INFORMATION	
<p>Annual Reports and Accounts</p> <p>The Company expects to hold its first annual general meeting in 2019 and then hold an annual general meeting each year thereafter. The annual report and accounts will be made up to 31 March in each year with copies expected to be sent to Shareholders within the following four months. The unaudited half-yearly reports will be prepared to 30 September with copies expected to be made available to Shareholders within the following three months.</p> <p>When available, copies of the Company's latest annual and half year reports may be accessed on the Company's website: www.augmentum.vc.</p>	AIFMD 23(1)(k) FUND 3.2.2R(14)
<p>Publication of Net Asset Values</p> <p>The latest net asset value per ordinary share of the Company may be accessed on the Company's website: www.augmentum.vc.</p>	AIFMD 23(1)(m) FUND 3.2.2R(13)
<p>Valuation Policy</p> <p>The Net Asset Value of the Company and the Net Asset Value per Share will be calculated in Sterling by the Administrator AIFM on a semi-annual basis as at 30 September (unaudited) and 31 March (audited).</p> <p>The Net Asset Value is the value of all assets of the Company less liabilities to creditors (including provisions for such liabilities) determined in accordance with IFRS on the basis of market value.</p> <p>The AIFM will determine the value of investments that are not publicly traded using recognised valuation methodologies in accordance with the International Private Equity and Venture Capital Valuation Association valuation guidelines (IPEVCA Guidelines) or any other guidelines the AIFM and Board considers appropriate. These methods will include primary valuation techniques, such as</p>	AIFMD 23(1)(g) FUND 3.2.2R(7)

revenue or earnings multiples, discounted cash flow analysis or recent transactions, in accordance with the IPEVCA Guidelines.

Where an investment has been made recently the Company may use cost as the best indicator of fair value. In such a case changes or events subsequent to the relevant transaction date would be assessed to ascertain if they imply a change in the investment's fair value.

Such valuations prepared by the AIFM will be approved by the Audit Committee at least twice a year. If the Board considers that any of the above bases of valuation are inappropriate in any particular case, or generally, it may adopt such other valuation procedures as it considers reasonable in the circumstances.

Publicly traded securities will be valued by the AIFM by reference to their bid price or last traded price, if applicable, on the relevant exchange in accordance with the Association of Investment Companies' valuation guidelines and applicable accounting standards. Where trading in the securities of an investee company is suspended, the investment in those securities will be valued at the AIFM's estimate of its net realisable value. In preparing these valuations, the AIFM will take into account, where appropriate, latest dealing prices, valuations from reliable sources, comparable asset values and other relevant factors.

Details of each semi-annual valuation will be announced by the Company through a Regulatory Information Service as soon as practicable after the end of the relevant six-month period.

The calculation of the NAV may be suspended in circumstances where the underlying data necessary to value the investments of the Company cannot readily, or without undue expenditure, be obtained or in other circumstances (such as a system's failure of the Administrator) which prevents the Company from making such calculations.

Details of any suspension in making such calculations will be announced through a Regulatory Information Service as soon as practicable after any such suspension occurs.

Historical performance of the Company

Details of the Company's historical financial performance are provided in the Company's annual reports and accounts and monthly factsheets, which will be available on the Company's website www.augmentum.vc.

Investors should note that past performance of the Company is not necessarily indicative of future performance. Investors may not get back the amount invested.

FUND
3.2.2R(15)

Purchases and sales of Shares by investors

The Company's Shares have been admitted to the Official List of the UKLA and are trading on the main market of the London Stock Exchange. Accordingly, the Company's Shares may be purchased and sold on the main market of the London Stock Exchange.

New Shares may be issued only at a premium to net asset value, at the Board's discretion.

The procedure and conditions for the issue of the Company's Shares is contained in the Prospectus.

While the Company will typically have shareholder authority to buy back Shares, shareholders do not have the right to have their Shares purchased by the Company.

The Company is a public company limited by shares, incorporated in England and Wales. While investors acquire an interest in the Company on purchasing Shares, the Company is the sole legal and/or beneficial owner of its investments. Consequently, Shareholders have no direct legal or beneficial interest in those investments. The liability of Shareholders for the debts and other obligations of the Company is limited to the amount unpaid, if any, on the Shares held by them. Shareholders' rights in respect of their investment in the Company are governed by the Articles and the Act. Under

AIFMD 23(1)(l)
FUND
3.2.2R(12)

FUND 3.2.2R(3)

English law, the following types of claim may in certain circumstances be brought against a company by its shareholders: contractual claims under its articles of association; claims in misrepresentation in respect of statements made in its prospectus and other marketing documents; unfair prejudice claims; and derivative actions. In the event that a Shareholder considers that it may have a claim against the Company in connection with such investment in the Company, such Shareholder should consult their own legal advisers.

Jurisdiction and applicable law

As noted above, Shareholders' rights are governed principally by the Articles and the Act. By purchasing by the Articles which are governed by, and construed in accordance with, the laws of England and Wales.

A foreign judgment obtained in an EU member state may be recognised and enforced in England pursuant to Council Regulation (EC) 44/2001 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters. A judgment which has been certified as a European Enforcement Order pursuant to Regulation (EC) 805/2004 may also be recognised and enforced in England.

Fair treatment of investors

As a company listed on the UK Listing Authority's Official List, the AIFM and the Company are required to treat all shareholders of a given class equally. The Company will on issue have only one class of Ordinary Shares, each of which will possess the same voting, dividend, and economic rights.

The AIFM has procedures, arrangements and policies in place to ensure compliance with the principles more particularly described in the AIFM Rules relating to the fair treatment of investors. The principles of treating investors fairly include, but are not limited to:

- acting in the best interests of the Company and of the Shareholders;
- ensuring that the investment decisions taken for the account of the Company are executed in accordance with the Company's investment policy and objective and risk profile;
- ensuring that the interests of any group of Shareholders are not placed above the interests of any other group of Shareholders;
- ensuring that fair, correct and transparent pricing models and valuation systems are used for the Company;
- preventing undue costs being charged to the Company and Shareholders;
- taking all reasonable steps to avoid conflicts of interests and, when they cannot be avoided, identifying, managing, monitoring and, where applicable, disclosing those conflicts of interest to prevent them from adversely affecting the interests of Shareholders; and
- recognising and dealing with complaints fairly.

The AIFM maintains and operates organisational, procedural and administrative arrangements and implements policies and procedures designed to manage actual and potential conflicts of interest. In addition, as its Shares have been admitted to the Official List, the Company is required to comply with, among other things, the FCA's Listing Rules and Disclosure Guidance and Transparency Rules and the Takeover Code, all of which operate to ensure a fair treatment of investors.

In particular, as directors of a company incorporated in the United Kingdom, the Directors have certain statutory duties under the Companies Act 2006 with which they must comply. These include a duty upon each Director to act in the way she or he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole.

AIFMD 23(1)(j)
FUND
3.2.2R(10)

As at the date of this document, no investor has obtained preferential treatment or the right to obtain preferential treatment.

FUND
3.2.2R(11)

The Company's shares rank *Pari Passu*.

RISK FACTORS

The risks associated with the investment strategy and techniques to be employed on behalf of the Company are as set out below.

FUND
3.2.2R(1)(e)

The Company is expected to invest its assets in early-stage companies which, by their nature, may be smaller capitalisation companies. Such companies may not have the financial strength, diversity and resources of larger and more established companies and may find it more difficult to operate, especially in periods of low economic growth.

The Company's investments may be illiquid and a sale may require the consent of other interested parties. Such investments may therefore be difficult to value and realise. Such realisations may involve significant time and cost and/or result in realisations at levels below the value of such investments estimated by the Company.

The Company will invest in a narrow industry and geographic sector and will typically hold a relatively small number of stocks as compared to many other funds. This may make the performance of the Company more volatile than would be the case if it had a more diversified investment portfolio and may materially and adversely affect the performance of the Company and returns to investors.

The success of the Company's investment policy is based on the ability of portfolio companies to successfully identify, develop and take to market viable products in the fintech sector. The Company cannot be certain that such a successful outcome is possible. The fintech sector is characterised by rapid technological changes, extensive competition, frequent new product introductions and enhancements and evolving industry and regulatory standards. The Company's investee companies may encounter unforeseen operational, technical, regulatory and other challenges.

The Company may invest in companies that are authorised and regulated by the Financial Conduct Authority or by financial services regulators in other jurisdictions, or companies that become subject to such regulation in the future. The relevant portfolio companies would be obliged to comply with the applicable law and regulation and with any conditions of a licence or authorisation granted by its regulator. There is a risk that such portfolio company may fail to so comply and such licences or authorisations may be revoked. This could have a material adverse effect on the investment and thereby the Company's financial position, results of operations and returns for investors. It may also affect the reputation of the Company.

It is expected that the Company will hold minority, non-controlling interests in its investments and, therefore, may have a limited ability to protect its position in such investments. The Initial Portfolio includes significant investments in each of which the Company will be a non-controlling investor with relatively little ability to influence the operation of the investee companies in which it invests. In particular, investment documentation may include finance and shareholder agreements and may contain certain minority restrictions that may impact on the ability of the Company to have control over the underlying investments and/or expose the Company to the risk that other investors may individually or collectively act in a way that is contrary to the Company's interests. The foregoing factors may reduce the investment returns generated by portfolio companies and have a material adverse effect on the Company's financial position, results of operations and returns for investors.

The Company's investments (including the Initial Portfolio) will include securities and other interests that are very thinly traded, for which no market exists or which are restricted as to their transferability under applicable laws and/or the relevant investment documentation. Whilst the

valuations of the Company's investments will be in compliance with IFRS on the basis of fair value in accordance with the International Private Equity and Venture Capital Valuation Guidelines, these investments are very difficult to value accurately. Such valuations may be conducted on an infrequent basis, are subject to a range of uncertainties and will involve the Portfolio Manager, AIFM and/or the Audit Committee exercising judgement. All valuations made by or on behalf of the Company will be made, in part, on valuation information provided by the Management team and/or third parties (including entities in which the Company may directly or indirectly invest). The Company, AIFM and the Management Team may not be in a position to confirm the completeness, genuineness or accuracy of such information or data. In addition, such financial reports are typically provided on a periodic basis and generally are issued a number of months after their respective valuation dates. Consequently, each periodic Net Asset Value will contain information that may be out of date and that requires updating and completing. Shareholders should bear in mind that the actual Net Asset Values may be materially different from and may be lower than these periodic valuations and that the reported Net Asset Values of the Company are only required to be audited annually.

There can be no guarantee that the basis of calculation of the value of the Company's investments used in the valuation process will reflect the actual value achievable on realisation of those investments. This may lead to volatility in the valuation of the Company's portfolio and, as a result, volatility in the price of the Shares

We may be exposed to risks associated with borrowings We may need to borrow a limited amount of money to finance our working capital requirements, including to fund share buy backs. If we borrow, we may need to sell investments to pay the principal and interest incurred on those borrowings, causing our investment portfolio, and therefore our shares, to decrease in value.

Economic conditions Economic recessions, downturns, and uncertainties can lead to volatility and instability in financial markets. In addition, the performance of the underlying issuers of our investments, the price and liquidity of our investments and the level of income we receive from our investments may be affected, substantially and either adversely or favorably, by a variety of other factors (many of which are outside our control or the control of our AIFM, or Portfolio Manager).

The due diligence process that the Management Team will undertake in connection with the Company's investments may not reveal all facts and circumstances that may be relevant in connection with an investment. When conducting due diligence, the Management Team will typically evaluate a number of business, financial, tax, accounting, environmental and legal issues in determining whether or not to proceed with an investment. Outside consultants, legal advisers and accountants may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, the Company will be required to rely on resources available to it, including information provided by the target of the investment and, in some circumstances, third party investigations. The due diligence process may at times be subjective, especially with respect to companies for which only limited information is available. Accordingly, there can be no assurance that due diligence investigations with respect to any investment opportunity will reveal or highlight all relevant facts and circumstances that may be necessary or helpful in evaluating such investment opportunity.

Any failure by the Management Team to identify relevant facts and circumstances through the due diligence process may lead to unsuccessful investment decisions, which could have a material adverse effect on the Company's financial position, results of operations and returns for investors.

The Company may require additional capital in the future for expansion activity and/or business development and/or potential follow-on investments in existing investee companies, whether from equity or debt sources, especially if the Company's equity realisations from investee companies are not significant. If the Company is not able to obtain additional capital on acceptable terms, or at all, it may be forced to curtail or abandon such planned expansion activity and/or business development. This may mean that the Company will not be able to participate in subsequent funding rounds carried out by portfolio companies which would result in the interest which the

<p>Company holds in such businesses being diluted which may have a material adverse effect on the Company's financial position, results of operations and returns for investors.</p>	
RISK MANAGEMENT	
<p>Risk profile</p> <p>In accordance with the AIFM Rules, the AIFM will ensure that the current risk profile of the Company and the risk management systems employed by the AIFM to manage those risks in relation to the Company's portfolio is published in the Company's annual report and audited accounts, which can be found on the Company's website www.augmentum.vc once published.</p>	<p>FUND 3.2.2R(17), 3.2.5R(3) Level 2, 108(4), Level 2, 39(1)(b)</p>
<p>Risk management systems</p> <p>The AIFM has established risk management systems in order to manage key risks. Further details regarding the risk management process is available from the AIFM, on request.</p>	<p>FUND 3.2.2R(17), 3.2.5R(3)</p>
<p>Liquidity risk management</p> <p>The AIFM maintains a Liquidity Management Policy to monitor the liquidity risk of the Company. Shareholders have no right to redeem their Shares from the Company but may trade their Shares on the secondary market. However, there is no guarantee that there will be a liquid market in the Shares.</p> <p>Liquidity risk is therefore the risk that a position held by the Company cannot be realised at a reasonable value sufficiently quickly to meet the obligations of the Company as they fall due.</p> <p>It is expected that the Company will hold between 10 and 20 per cent. of its Gross Assets in cash or cash equivalent investments, for the purpose of making follow-on investments in accordance with the Company's investment policy and to manage the working capital requirements of the Company.</p> <p>Further details regarding liquidity management are available from the AIFM, on request.</p> <p>In accordance with the AIFM Rules, the AIFM will ensure that the following information in relation to the Company's portfolio is published in the Company's annual report and audited accounts, which can be found on the Company's website www.augmentum.vc once published.:</p> <p>the percentage of the Company's assets which are subject to special arrangements arising from their illiquid nature; and</p> <p>any new arrangements for managing the liquidity of the Company.</p>	<p>AIFMD 23(h) FUND 3.2.2R(8)</p> <p>FUND 3.2.5R(1)(2)</p>
<p>Professional negligence liability risks</p> <p>The AIFM maintains professional indemnity insurance at the level required under the AIFM Rules in order to cover potential liability risks arising from professional negligence.</p>	<p>AIFMD 23(1)(e) FUND 3.2.2R(5)</p>