



# Letter from the Chairman

Dear Shareholder,

## Notice of Annual General Meeting

The fifth Annual General Meeting of the Company will be held on Tuesday, 19 September 2023 at 11.00 a.m. at the offices of Augmentum Fintech Management Limited, 5th floor, 4 Chiswell Street EC1Y 4UP. The Board strongly encourages shareholders to register their votes in advance of the meeting by voting online using the Registrar's portal, [www.signalshares.com](http://www.signalshares.com) or, if they are not held directly, by instructing the nominee company through which the shares are held. Registering votes online does not preclude shareholders from physically attending the meeting.

The Directors consider that all the resolutions in the Notice of Annual General Meeting (the "Notice") are in the best interests of the Company and its shareholders taken as a whole and therefore unanimously recommend to shareholders that they vote in favour of each resolution, as the Directors intend to do in respect of their own holdings. We have not included paper forms of proxy to accompany the Notice. Shareholders can vote online by visiting [www.signalshares.com](http://www.signalshares.com) and following instructions. If you require assistance with this or a hard copy form of proxy please contact our current registrar, Link Group, whose contact details are set out on page 5 of this document.

The Notice is set out on pages 2 to 5 of this document. Further details of each of the resolutions to be proposed at the Annual General Meeting are set out in the explanatory notes on pages 6 and 7. I also refer you to the Annual Report, which is available on the Company's website [www.augmentum.vc](http://www.augmentum.vc).

Yours faithfully

## Neil England

Chairman  
Augmentum Fintech plc

Registered Office:  
25 Southampton Buildings  
London  
WC2A 1AL

25 July 2023

### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action you should take, you should consult your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000, if you are resident in the UK, or, if not, from another appropriately independent professional adviser in your own jurisdiction.

If you have sold, transferred or otherwise disposed of all your shares in the Company please pass this circular and the accompanying Form of Proxy to the stockbroker, bank or other agent through whom you made the sale, transfer or disposal for transmission to the purchaser or transferee, except that such documents should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of local securities laws and regulations. If you have sold or transferred or otherwise disposed of only part of your holding of shares in the Company, you should retain this circular and consult the stockbroker, bank or other agent through whom you made the sale, transfer or disposal.

# Notice of the Annual General Meeting

Notice is hereby given that the fifth Annual General Meeting of Augustum Fintech plc will be held on Tuesday, 19 September 2023 at 11.00 a.m. for the following purposes:

## Ordinary Business

1. (Ordinary resolution) To receive the Annual Report and Financial Statements for the year ended 31 March 2023.
2. (Ordinary resolution) To re-elect Neil England as a Director of the Company.
3. (Ordinary resolution) To re-elect Karen Brade as a Director of the Company.
4. (Ordinary resolution) To re-elect David Haysey as a Director of the Company.
5. (Ordinary resolution) To re-elect Conny Dorrestijn as a Director of the Company.
6. (Ordinary resolution) To re-elect Sir William Russell as a Director of the Company.
7. (Ordinary resolution) To receive and approve the Directors' Remuneration Report for the year ended 31 March 2023.
8. (Ordinary resolution) To re-appoint BDO LLP as Auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which financial statements are laid before the Company.
9. (Ordinary resolution) To authorise the Audit Committee to determine the remuneration of the Auditor of the Company.

## Special Business

To consider and, if thought fit, pass the following resolutions of which resolutions 10 and 11 will be proposed as ordinary resolutions and resolutions 12 to 14 will be proposed as special resolutions:

### Amendment to Investment Policy

10. (Ordinary resolution) THAT the first investment restriction listed in the Company's published investment policy, which limits individual investments to 15 per cent. of Net Asset Value, be amended by adding "provided that one investment in the portfolio may represent up to 20 per cent. of Net Asset Value." and that the following definition be inserted at the foot of the investment restrictions section: "For the purposes of the investment policy, "Net Asset Value" means the consolidated assets of the Company and its consolidated subsidiaries (together "the Group") less their consolidated liabilities, determined in accordance with the accounting principles adopted by the Group from time to time."

### Authority to Issue Shares

11. (Ordinary resolution) THAT, in substitution for the existing authority, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of section 551 of the Act) up to a maximum aggregate nominal amount of £341,199.94 and representing 34,119,994 ordinary shares of 1 penny each (or if

changed, the number representing 20% of the issued share capital of the Company, excluding shares held in treasury, at the date of the meeting at which this resolution is proposed), at a price of at least the prevailing net asset value per ordinary share after performance fee, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or 15 months from the date of passing this resolution, whichever is the earlier, unless previously revoked, varied or renewed by the Company in general meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

### Disapplication of Pre-emption Rights

12. (Special resolution) THAT, in substitution for the existing authority, the Directors be and are hereby generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 11 set out in the notice convening the Annual General Meeting at which this resolution is proposed or otherwise as if section 561(1) of the Act did not apply to any such allotment and to sell relevant shares (within the meaning of section 560 of the Act, which includes the sale of relevant shares which, immediately before the sale, were held by the Company as treasury shares) for cash as if section 561(1) of the Act did not apply to any such sale, provided that this power shall be limited to the allotment of equity securities pursuant to:

- an offer of equity securities open for acceptance for a period fixed by the Directors where the equity securities respectively attributable to the interests of holders of ordinary shares of 1 penny each in the Company ("Shares") are proportionate (as nearly as may be) to the respective numbers of Shares held by them but subject to such exclusions or other arrangements in connection with the issue as the Directors may consider necessary, appropriate, or expedient to deal with equity securities representing fractional entitlements or to deal with legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange, or any other matter whatsoever;
- (otherwise than pursuant to the paragraph above) an offer or offers of equity securities of up to an aggregate nominal value of £341,199.94 (or if changed, the number representing 20% of the issued share capital of the Company, excluding Shares held in treasury, at the date of the meeting at which this resolution is proposed); and
- Shares shall only be issued or sold from treasury pursuant to this power at a price of at least the prevailing net asset value per ordinary share after performance fee.

This authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or 15 months from the date of passing this resolution, whichever is the earlier, unless previously revoked, varied or

## Notice of the Annual General Meeting continued

renewed by the Company in general meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired.

### Authority to Repurchase Ordinary Shares

13. (Special resolution) THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 1 penny each in the capital of the Company ("Shares") (either for cancellation or to be held, sold or otherwise dealt with as Treasury Shares in accordance with the Act) provided that:

- the maximum aggregate number of Shares authorised to be purchased is 25,572,936 or, if changed, the number representing approximately 14.99% of the issued share capital of the Company, excluding Shares held in treasury, at the date of the meeting at which this resolution is proposed;
- the minimum price (exclusive of expenses) which may be paid for a Share is 1 penny;
- the maximum price (exclusive of expenses) which may be paid for a Share is an amount equal to the greater of (i) 105% of the average of the middle market quotations for a Share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which that Share is purchased and (ii) the higher of the price of the last independent trade in shares and the highest then current independent bid for shares on the London Stock Exchange;
- the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, on the expiry of 15 months from the date of the passing of this resolution unless such authority is renewed prior to such time; and
- the Company may make a contract to purchase Shares under this authority before the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority, and may make a purchase of Shares in pursuance of any such contract.

### General Meetings

14. (Special resolution) THAT the Directors be authorised to call general meetings (other than the Annual General Meeting of the Company) on not less than 14 clear days' notice, such authority to expire at the conclusion of the next Annual General Meeting of the Company or if earlier, on the expiry 15 months from the date of the passing of the resolution.

By order of the Board

### Frostrow Capital LLP

Company Secretary

25 July 2023

Registered office:  
25 Southampton Buildings  
London  
WC2A 1AL

# Notice of the Annual General Meeting continued

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## Notes

- Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
- A vote withheld is not a vote in law, which means that withheld votes will not be counted in the calculation of votes for or against the resolutions. If no voting indication is given, a proxy may vote or abstain from voting at his/her discretion. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.  
  
A proxy may be appointed by going to [www.signalshares.com](http://www.signalshares.com) or by requesting a paper proxy from our registrars, Link Group.
- To be valid any proxy form or other instrument appointing a proxy must be completed and signed and received by post or (during normal business hours only) by hand at Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL no later than 11.00 a.m. on Friday, 15 September 2023.
- In the case of a member which is a company, the instrument appointing a proxy must be executed under its seal or signed on its behalf by a duly authorised officer or attorney or other person authorised to sign. Any power of attorney or other authority under which the instrument is signed (or a certified copy of it) must be included with the instrument.
- The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described below) will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.
- Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 1 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered on the register of members of the Company (the "Register of Members") by close of business on Friday, 15 September 2023 (or, in the event of any adjournment, by close of business on the date which is two days before the time of the adjourned meeting) will be entitled to attend and vote or be represented at the meeting in respect of shares registered in their name at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend and vote at the meeting.
- As at 24 July 2023 (being the nearest practical date prior to the publication of this Notice) the Company's issued share capital, excluding shares held in treasury, consists of 170,599,974 ordinary shares, carrying one vote each and therefore, the total voting rights in the Company as at 24 July 2023 are 170,599,974.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of Euroclear UK and International Limited ("CRESTCo"), and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) no later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

## Notice of the Annual General Meeting continued

12. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that CRESTCo does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
14. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to <http://www.proxymity.io>. Your proxy must be lodged by 11.00 a.m. on Friday, 15 September 2023 in order to be considered valid or, in the event of any adjournment, close of business on the date which is two working days before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
15. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Register of Members in respect of the joint holding (the first named being the most senior).
16. Members who wish to change their proxy instructions should submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
17. Members who have appointed a proxy using a hard-copy proxy form and who wish to change the instructions using another hard-copy form, should contact Link Group by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by telephone on 0371 664 0300, calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales).
18. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
19. In order to revoke a proxy instruction, members will need to inform the Company. Members should send a signed hard copy notice clearly stating their intention to revoke a proxy appointment to Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL by 11.00 a.m. on Friday, 15 September 2023.
20. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power of attorney) must be included with the revocation notice. If a member attempts to revoke its proxy appointment but the revocation is received after the time for receipt of proxy appointments (see above) then, subject to paragraph 4, the proxy appointment will remain valid.
21. Registrar contact details:  
 Link Group  
 Central Square  
 29 Wellington Street  
 Leeds LS1 4DL  
 United Kingdom  
 Email: [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk)  
 Telephone: +44 (0)371 664 0300  
 Website: [www.linkgroup.eu](http://www.linkgroup.eu)
  - + Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

# Explanatory Notes to the Resolutions

## *Resolution 1 – To receive the Annual Report and Financial Statements*

The Annual Report and Financial Statements for the year ended 31 March 2023 will be presented to the AGM. These Financial Statements have been sent to shareholders separately from this Notice of Meeting and are also available on the Company's website, [www.augmentum.vc](http://www.augmentum.vc). Shareholders will be given an opportunity at the meeting to ask questions.

## *Resolutions 2 to 6 – Re-election of Directors*

Resolutions 2 to 6 deal with the re-election of the Directors. Biographies of each of the Directors can be found on page 31 of the Annual Report.

The specific reasons why (in the Board's opinion) each Director's contribution is, and continues to be, important for the Company's long-term sustainable success are as follows:

### *Neil England*

Neil has chaired several public and private companies, including an investment trust. In his leadership of the Board, he draws on his experience of international business and a career spanning companies varying in size from start-ups to global corporations.

### *Karen Brade*

Karen has over 25 years of investment experience across a range of sectors and markets. She has served as a non-executive director of listed venture capital and investment trusts. She has a deep understanding of investment performance, market risk and corporate governance requirements.

### *David Haysey*

David has over 40 years' experience in the City, including both public and private company investment. His first-hand knowledge enables the Board to engage authoritatively with the Portfolio Manager on their investment strategy.

### *Conny Dorrestijn*

Conny has been an active and high profile part of the European fintech scene for many years and has worked with a number of early stage fintech businesses.

### *Sir William Russell*

Sir William brings extensive fintech and financial services experience and an understanding of the Company's investor base.

## *Resolution 7 – Remuneration Report*

It is mandatory for listed companies to put their Remuneration Report to an advisory shareholder vote each year. The Directors' Remuneration Report is set out on pages 43 to 45 of the Annual Report.

## *Resolution 8 and 9 – Re-appointment of auditors*

Resolution 8 is for the reappointment of BDO LLP as the Company's independent auditor to hold office until the next Annual General Meeting of the Company and Resolution 9 authorises the Audit Committee to set the auditor's remuneration. Following the implementation of the 2014 Competition and Markets Authority order on Statutory Audit Services only the Audit Committee may negotiate and agree the terms of the auditor's service agreement.

## *Resolution 10 – Change of Investment Policy*

Due to the nature of the portfolio there may be occasions when the performance of companies in it could give rise to significant increases in valuation whereby they encroach upon the investment policy concentration limit. In some cases these businesses, although highly valued because of their growth rates, can still have funding requirements while they prioritise growth over profitability. Depending on the composition and terms of these funding rounds, it may be in our shareholders' interest for the Company to participate in order to preserve value. When we launched the Company our investment policy allowed us to construct a portfolio with a concentration limit of 15% of NAV for individual investments save for one outlier investment that could be up to 20% of NAV. The Board would like to reintroduce this structure to provide more flexibility to optimise shareholder outcomes when circumstances such as those above arise. Given the requested increase to the single asset limit will only apply to one investment, the Board does not consider that the change will have any material impact on diversification, particularly given the spread of, currently, 25 investments across the portfolio, allowing for a portfolio which is larger and significantly more diversified than at IPO when the largest investment was permitted to be up to 20% of NAV.

A corresponding non-material change to the investment policy to clarify the definition of NAV is also being requested. These proposed changes to the investment policy are illustrated in the appendix to this notice, on pages 8 and 9.

## *Resolutions 11 and 12 – Issue of Shares*

Ordinary Resolution 11 in the Notice of Annual General Meeting will grant the authority to allot new share capital up to the equivalent of 20% of the Company's existing issued share capital on the date of the AGM. Such authority will expire on the date of the next Annual General Meeting or after a period of 15 months from the date of the passing of the resolution, whichever is earlier. This means that the authority will have to be renewed at the next Annual General Meeting unless previously renewed.

When shares are to be allotted for cash, section 551 of the Companies Act 2006 (the "Act") provides that existing shareholders have pre-emption rights and that the new shares must be offered first to such shareholders in proportion to their existing holding of shares. However, shareholders can, by special resolution, authorise the Directors to allot shares otherwise than by a pro rata issue to existing shareholders. Special Resolution 12 will, if passed, give the Directors power to allot for cash and sell from treasury equity securities up to 20% of the Company's existing share capital on the date of the Annual General Meeting as if Section 551 of the Act does not apply. This is the same nominal amount of share capital the Directors are seeking the authority to allot pursuant to Resolution 11. Sales of shares from treasury will be subject to the same limit. This is an increase on the authority sought last year following a revision of the Pre-emption Group's principles. For this purpose the Board classifies the Company as a 'capital hungry company', it having completed fund raises in 2019 (24.5%), 2020 (20.0%) and 2021 (28.9%), with plans for further fundraises only deferred because of the market rotation in 2022 and the shares moving to a discount. Additionally, since the Company is an investment vehicle rather than a commercial operating entity, it is considered unlikely that the potential dilution of voting rights will be of concern for existing shareholders. Any

## Explanatory Notes to the Resolutions continued

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shares issued or sold under this authority will be issued or sold from treasury at a premium to the prevailing net asset value per Share after performance fee.

As explained on page 2 of the Annual Report, the Board considers net asset value per Share after performance fee to be a more appropriate and comparable measure of the Company's true net asset value per ordinary share. However, it should be noted that this could be less than the net asset value per ordinary share reported under IFRS (as adopted by the UK). This authority will expire on the date of the next Annual General Meeting or after a period of 15 months, whichever is earlier. This authority will not be used in connection with a rights issue by the Company.

The Directors intend to use the authority given by Resolutions 11 and 12 to allot shares (or sell shares from treasury) and disapply pre-emption rights only in circumstances where this will be clearly beneficial to shareholders as a whole.

### *Resolution 13 – Share Repurchases*

The principal aim of a share buy back facility is to enhance shareholder value by acquiring shares at a discount to net asset value, as and when the Directors consider this to be appropriate. The purchase of shares, when they are trading at a discount to net asset value per share, should result in an increase in the net asset value per share for the remaining shareholders. This authority, if conferred, will only be exercised if to do so would result in an increase in the net asset value per share for the remaining shareholders and if it is considered to be in the best interests of shareholders generally. Any purchase of shares will be made within guidelines established from time to time by the Board.

Under the current Listing Rules, the maximum price that may be paid on the exercise of this authority must not exceed the higher of (i) 105% of the average of the middle market quotations for the shares over the five business days immediately preceding the date of purchase and (ii) the higher of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out. The minimum price which may be paid is 1 penny per share.

### *Resolution 14 – General Meetings*

Special Resolution 14 seeks shareholder approval for the Company to hold general meetings (other than the AGM) on 14 clear days' notice.

The Company will only use this shorter notice period where it is merited by the purpose of the meeting and will endeavour to give at least 14 working days' notice if possible.

### *Recommendation*

The Board considers that the resolutions relating to the above items are in the best interests of shareholders as a whole. Accordingly, the Directors unanimously recommend to shareholders that they vote in favour of the above resolutions to be proposed at the forthcoming Annual General Meeting as they intend to do in respect of their own beneficial holdings, totalling 673,249 Shares.



# Appendix

## Appendix – Proposed New Investment Policy

(The proposed changes to the investment policy are denoted by [blue underlined text](#).)

### Investment objective

The Company's investment objective is 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 invests in early or later stage investments in unquoted fintech businesses. The Company intends to realise value through exiting these investments over time.

The Company seeks exposure to early stage businesses which are high growth, with scalable opportunities, and have disruptive technologies in the banking, insurance and wealth and asset management sectors as well as those that provide services to underpin the financial sector and other cross-industry propositions.

Investments are expected to 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 intends to invest in unquoted companies and will ensure that the Company has suitable investor protection rights where appropriate. The Company may also 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 the Partnership).

The Management Team has historically taken a board or board observer position at investee companies and, where in the best interests of the Company, will do so in relation to future investee companies.

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 Management Team will actively manage the portfolio to maximise returns, including helping to scale the team, 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 object 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 per cent. of Net Asset Value, [provided that one investment in the portfolio may represent up to 20 per cent. of Net Asset Value;](#)
- the aggregate value of seed investments will represent no more than 1 per cent. of Net Asset Value; and
- at least 80 per cent. of Net Asset Value will be invested in businesses which are headquartered in or have their main centre of business in the UK or wider Europe.

In addition, the Company will itself not invest more than 15 per cent. of its gross assets in other investment companies or investment trusts which are listed on the Official List of the FCA.

Each of the restrictions above will be calculated at the time of investment and disregard the effect of the receipt of rights, bonuses, benefits in the nature of capital or by reason of any other action affecting every holder of that 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.

[For the purposes of the investment policy, "Net Asset Value" means the consolidated assets of the Company and its consolidated subsidiaries \(together "the Group"\) less their consolidated liabilities, determined in accordance with the accounting principles adopted by the Group from time to time.](#)

### 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, but derivatives may be used for currency hedging purposes.

### Borrowing policy

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.

## Appendix continued

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### **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. The Board has agreed prudent cash management guidelines with the AIFM and the Portfolio Manager to ensure an appropriate risk/return profile is maintained. Cash and cash equivalents are held with approved counterparties.

It is expected that the Company will hold between 5 and 15 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.

### **Changes to the investment policy**

No material change will be made to the investment policy without the approval of Shareholders by ordinary resolution. Non-material changes to the investment policy may be approved by the Board.

In the event of a breach of the investment policy set out above and the investment and gearing restrictions set out therein, the Management Team shall inform the AIFM and the Board upon becoming aware of the same and if the AIFM and/or the Board considers the breach to be material, notification will be made to a Regulatory Information Service.

