

THIS REGISTRATION DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take you are recommended to seek your own financial advice immediately from an independent financial adviser who specialises in advising on shares or other securities and who is authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") or, if you are not resident in the UK, from another appropriately authorised independent financial adviser in your own jurisdiction.

This Registration Document, the Securities Note and the Summary together comprise a prospectus relating to Augmentum Fintech plc (the "**Company**") (the "**Prospectus**") prepared in accordance with the Prospectus Regulation Rules of the Financial Conduct Authority ("**FCA**") made pursuant to section 73A of FSMA.

This Registration Document has been approved by the FCA, as competent authority under the UK Prospectus Regulation. The FCA only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer that is the subject of this Registration Document.

This Registration Document is valid for a period of 12 months following its publication and, save in circumstances where the Company is obliged to publish a supplementary prospectus, will not be updated. A future prospectus for any issuance of additional Shares may, for a period of up to 12 months from the date of the publication of this Registration Document, consist of this Registration Document, a Future Summary and Future Securities Note applicable to each issue and subject to a separate approval by the FCA on each issue. Persons receiving this Registration Document should read the Prospectus together as a whole and should be aware that any update in respect of a Future Summary and Future Securities Note may constitute a material change for the purpose of the Prospectus Regulation Rules.

The Company and each of the Directors, whose names appear on page 16 of this Registration Document, accept responsibility for the information contained in this Registration Document. To the best of the knowledge of the Company and the Directors, the information contained in this Registration Document is in accordance with the facts and the Registration Document makes no omission likely to affect its import.

AUGMENTUM FINTECH PLC

(Incorporated in England and Wales with company no. 11118262 and registered as an investment company under section 833 of the Companies Act 2006)

REGISTRATION DOCUMENT

Joint Sponsor, Joint Bookrunner and Intermediaries Offer Adviser
Peel Hunt LLP

Joint Sponsor
Nplus1 Singer Advisory LLP

Joint Bookrunner
Nplus1 Singer Capital Markets Limited

Each of Peel Hunt LLP ("**Peel Hunt**"), Nplus1 Singer Capital Markets Limited ("**N+1 Singer**") and Nplus1 Singer Advisory LLP (together the "**Banks**") is authorised and regulated in the United Kingdom by the FCA and is acting exclusively for the Company and for no-one else and will not regard any other person (whether or not a recipient of the Prospectus) as its client and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing any advice in relation to the Initial Issue, the Share Issuance Programme and any Admission and the other arrangements referred to in the Prospectus.

Apart from the liabilities and responsibilities, if any, which may be imposed on a Bank by FSMA or the regulatory regime established thereunder, or under the regulatory regime of any other jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, none of the Banks nor any person affiliated with any of the Banks makes any representation, express or implied, in relation to, nor accepts any responsibility whatsoever for, the contents of the Prospectus including its accuracy, completeness or verification, nor for any other statement made or purported to be made by it or on its behalf, or on behalf of the Company or any other person in connection with the Company, the Shares, the Share Issuance Programme (including the Initial Issue) or any Admission and nothing contained in the Prospectus is or shall be relied upon as a promise or representation in this regard. The Banks (together with their respective affiliates) accordingly, to the fullest extent permitted by law, disclaim all and any liability whether arising in tort, contract or which they might otherwise have in respect of the Prospectus or any other statement.

The Shares have not been and will not be registered under the United States Securities Act of 1933 (as amended) (the "**US Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, US Persons (as defined in Regulation S under the US Securities Act ("**Regulation S**"). In addition, the Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended (the "**US Investment Company Act**"), and the recipient of this Prospectus will not be entitled to the benefits of that Act. Outside the United States, the Shares may be sold to non-US Persons pursuant to Regulation S. This document must not be distributed into the United States or to US Persons. Neither the US Securities Exchange Commission nor any US state securities

commission has approved or disapproved of these securities or determined if this document is truthful or complete. Any representation to the contrary is a US criminal offence.

The Prospectus does not constitute an offer to sell, or the solicitation of an offer to acquire or subscribe for, Shares in any jurisdiction where such offer or solicitation is unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements on the Company, the AIFM, the Portfolio Manager or any of the Banks. The Shares have not been, and will not be, registered under the securities laws, or with any securities regulatory authority of, any member state of the EEA or any province or territory of any Restricted Jurisdiction. Subject to certain exceptions, the Shares may not, directly or indirectly, be offered, sold, taken up or delivered in, into or from any member state of the EEA, any Restricted Jurisdiction or to or for the account or benefit of any national, resident or citizen or any person resident in any member state of the EEA, or any Restricted Jurisdiction. The Prospectus does not constitute an offer to sell or a solicitation of an offer to purchase or subscribe for Shares in any jurisdiction in which such offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company. The distribution of the Prospectus in other jurisdictions may be restricted by law and therefore persons into whose possession the Prospectus comes should inform themselves of and observe any restrictions.

Copies of this Registration Document, the Securities Note and the Summary (along with any Future Securities Note and Future Summary and any supplementary prospectus issued by the Company) will be available on the Company's website at <https://augmentum.vc> and the National Storage Mechanism of the FCA at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Without limitation, neither the contents of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into, or forms part of this Registration Document, or has been approved by the FCA.

Dated: 17 June 2021

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RISK FACTORS

Investment in the Company should not be regarded as short-term in nature and involves a degree of risk. Accordingly, investors should consider carefully all of the information set out in this Registration Document and the risks attaching to an investment in the Company including, in particular, the risks described below.

The Directors believe that the risks described below are the material risks relating to the Company at the date of this Registration Document. Additional risks and uncertainties not currently known to the Directors, or that the Directors deem immaterial at the date of this Registration Document, may also have an adverse effect on the performance of the Company. Investors should review this Registration Document carefully and in its entirety and consult with their professional advisers before making an application to participate in the Share Issuance Programme.

As required by the UK Prospectus Regulation, the risk that the Directors consider to be the most material risk in each category, taking into account the negative impact on the Company and the probability of its occurrence, has been set out first. Given the forward-looking nature of the risks, there can be no guarantee that any such risk is, in fact, the most material or the most likely to occur. Investors should, therefore, review and consider each risk.

A. Risks relating to the Company

The Company may not meet its investment objective

The Company may not achieve its investment objective. Meeting that objective is a target but the existence of such an objective should not be considered as an assurance or guarantee that it can or will be met.

The success of the Company will depend on the Portfolio Manager's ability to identify and realise investments in accordance with the Company's investment policy. This, in turn, will depend on the ability of the Portfolio Manager to apply its investment approach in a way which is capable of identifying suitable investments for the Company to invest in. There can be no assurance that the Portfolio Manager will be successful in implementing its investment strategy or that the Company will generate investment returns for Shareholders or indeed avoid investment losses.

An investor may not get back the amount originally invested. The Company can offer no assurance that its investments will generate gains or income or that any gains or income that may be generated on particular investments will be sufficient to offset any losses that may be sustained.

The effects of both normal market fluctuations and potential economic crises may impact the Company's business, operating results or financial condition

The Company may experience fluctuations in its operating results and there is no guarantee that the amounts invested in the Company's investment portfolio will be returned in whole or in part due to a number of factors. These factors include, but are not limited to, the changes in the values of investments made by the Company, changes in operating expenses, and general economic and market conditions (including changes to interest rates, credit spreads, equity risk premium, inflation, bond ratings, changes in laws or regulations and the general market pricing of similar investments), political instability, adverse weather events, war, terrorism, civil disturbances and other unpredictable factors.

Such variability may lead to volatility in the trading price of the Shares and cause the Company's results for a particular period not to be indicative of its performance in a future period and this may materially adversely affect the performance of the Company, the NAV, the Company's earnings and returns to Shareholders.

Epidemics, pandemics, outbreaks of disease and public health issues

The Company's operations and investments could be materially adversely affected by epidemics, pandemics, outbreaks of disease, and public health issues, such as Covid-19. In particular, Covid-19 has spread rapidly around the world since its emergence in December 2019 and has negatively affected (and may continue to negatively affect or materially impact) the global economy, global equity markets and supply

chains (including as a result of quarantines and other government-directed or mandated measures or actions to stop the spread of outbreaks).

The Company may experience direct or indirect impacts from such events and the Company has some risk that its contract counterparties could fail to meet their obligations to the Company. The impact of such events could be more or less adverse depending on, among other things: geographical range, infection rates, severity and mortality rates; the types of measures taken by governments and private organisations to prevent the spread of the outbreak; the timing and efficacy of the deployment of vaccines or other treatments and the effect of the virus on global markets and interest rates. In addition, the resurgence of Covid-19, the emergence of a new pandemic, or difficulties experienced locally or globally as people return to work, or other difficulties experienced in restarting economies could result in localised or global recessions, which could adversely affect the Company's business.

The Company is reliant on the performance of third party service providers

Save for certain members of the Management Team and other employees of the Portfolio Manager, a wholly owned subsidiary of the Company, the Group has no employees and the Directors have all been appointed on a non-executive basis. Therefore, the Company is reliant upon the performance of third party service providers for its executive function. In particular, the AIFM and Depositary perform services which are integral to the operation of the Company. Failure by any service provider to carry out its obligations to the Company in accordance with the terms of its appointment, together with a failure by the Company to enforce such terms, could have a materially detrimental impact on the operation of the Company.

The past performance of investments made by or on the advice of the Management Team cannot be relied upon as an indicator of the future performance of the Company.

Changes in laws or regulations governing the Company's operations may adversely affect the Company's business

The Company is subject to laws and regulations enacted by national and local governments. In particular, the Company will be required to comply with certain regulatory requirements that are applicable to listed closed-ended investment companies. The Company must comply with the Listing Rules, UK Prospectus Regulation, Prospectus Regulation Rules, the Disclosure Guidance and Transparency Rules, UK Market Abuse Regulation and the rules of the London Stock Exchange.

Any change in the law and regulation affecting the Company may have a material adverse effect on the ability of the Company to carry on its business and successfully pursue its investment policy and on the value of the Company and the Shares. In such event, the investment returns of the Company may be materially adversely affected.

Concentration of investments

The Company intends to meet its investment objective by gaining exposure to a focused portfolio of fast growing and/or high potential private fintech businesses based predominantly in the UK and wider Europe. The Company may have no more than 15 per cent. of its Net Asset Value invested in a single investment, measured at the time of investment.

The Company therefore has significant exposure to portfolio companies in the fintech sector. Concentration of the Company's portfolio of investments in any one holding or in any particular sector or sub-sector may result in greater volatility in the value of the Company's investments and consequently its NAV and may materially adversely affect the performance of the Company, the NAV, the Company's earnings and returns to Shareholders.

Currency, interest rate and hedging risks

The Company's reporting currency and Share price quotation is Sterling. However, the Company may make investments denominated in currencies other than Sterling, including Euros. In addition, an element of the income from the Company's investments may be generated in currencies other than Sterling.

The Company may hedge currency risk in respect of its portfolio if the Board so determines. Any such hedging may include the use of foreign currency borrowings to finance foreign currency assets and

derivatives including forward foreign exchange contracts. The Company will not engage in currency trading for speculative purposes. The Company will review its hedging strategy on a regular basis.

There can be no assurance that any hedging can be performed effectively; hedging may also be costly and may reduce the Company's earnings and returns to Shareholders. Furthermore, hedging arrangements may result in counterparty risk and losses in the event of the default or bankruptcy of a counterparty.

Prospective investors should be aware that currency derivatives designed to provide currency hedging may not perfectly hedge the cash flows of the underlying investments. This may result in differences between the value of any such investments and the hedge that relates to it.

Where currency derivatives are used and the reference exchange rate moves significantly from the rate prevailing at the time the particular contract was entered, the Company may be required to deliver a payment, known as "margin", to the counterparty to collateralise the negative value of a hedging instrument. Depending on the resources available to the Company, its ability to deliver margin may be constrained, may require the Company to sell investments and may impact on the Company's ability to pay dividends to Shareholders.

Changes in interest rates may adversely affect the value or profitability of the assets of the Company by affecting the spread between the income on its assets and the expense of any interest-bearing liabilities. Moreover, changes in interest rates may affect the valuation of the Company's assets and the market value of its Shares. Interest rates are sensitive to many factors including governmental, monetary, regulatory and tax policies, as well as domestic and international economic and political considerations which are all beyond the control of the Company.

Risks associated with borrowings

The Company may, from time to time, use borrowings to manage its working capital requirements. Whilst borrowings will not be used for investment purposes, they could enhance the total return on the Shares where the return on the Company's investment portfolio exceeds the cost of borrowing, but will have the opposite effect where the return on the Company's investment portfolio is lower than the cost of borrowing. The use of borrowings by the Company may increase the volatility of the NAV per Share.

To the extent that a fall in the value of the Company's investments causes gearing to rise to a level that is not consistent with the Company's gearing policy, borrowing limits or loan covenants, the Company may have to sell investments in order to reduce borrowings. Such investments may be difficult to realise and therefore the market price which is achievable may give rise to a significant loss of value compared to the book value of the investments, as well as a reduction in income from investments.

The Company will pay interest on any borrowings. As such, the Company is exposed to interest rate risk due to fluctuations in the prevailing market rates to the extent that it has borrowed funds outstanding.

Cyber security risk

The Company and its service providers are susceptible to operational, information security and related risks resulting from failures of or breaches in cybersecurity.

A failure of, or breach in, cybersecurity ("**cyber incidents**") refers to both intentional and unintentional events that may cause the party to lose proprietary information, suffer data corruption, or lose operational capacity. In general, cyber incidents can result from deliberate attacks ("**cyber attacks**") or unintentional events. Cyber attacks include, but are not limited to, gaining unauthorised access to digital systems (e.g. through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data or causing operational disruption. Cyber attacks also may be carried out in a manner that does not require gaining unauthorised access, such as causing denial-of-service attacks on websites (i.e. efforts to make services unavailable to intended users).

Cyber security incidents affecting the Directors, the Company, Portfolio Manager, AIFM or Depositary or other service providers such as financial intermediaries have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, including by interference with the Company's ability to calculate its Net Asset Value; impediments to trading for the Company's portfolio; the inability of Shareholders to transact business with the Company; violations of applicable privacy, data security or other

laws; regulatory fines and penalties; reputational damage; reimbursement or other compensation or remediation costs; legal fees; or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting issuers of securities in which the Company invests, counterparties with which the Company engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions and other parties.

While information risk management systems and business continuity plans have been developed which are designed to reduce the risks associated with cyber security, there are inherent limitations in any cyber security risk management systems or business continuity plans, including the possibility that certain risks have not been identified.

Substantial shareholders in the Company

From time to time, there may be Shareholders with substantial interests in the Company. Such Shareholders' interests may not be aligned to the interests of other Shareholders and such Shareholders may seek to exert influence over the Company. In the event that such Shareholders are able to exert influence to the detriment of other Shareholders, this may have an adverse effect on Shareholder returns.

Employees

The Group has its own employees, including members of the Management Team. The Company may therefore be indirectly exposed to potential employer and/or pension liabilities under applicable legislation and regulations, which could have adverse consequences for the Portfolio Manager and the Company, and could consequently have a material adverse effect on the Company's financial position, results of operations and returns for investors.

Winding-up

Given the nature of the Company and its investments, the costs of winding up the Company will include (*inter alia*) costs in relation to the employees of the Portfolio Manager and the costs of liquidating the Company's assets. The extent of such costs may reduce amounts available for distribution to the Shareholders.

B. Risks relating to the Portfolio Manager

The departure of some or all of the Management Team or other individuals employed by or otherwise engaged by Portfolio Manager could prevent the Company from achieving its investment objective

The Company depends on the diligence, skill, judgement and business contacts of the individuals employed by or otherwise engaged by the Portfolio Manager and the information and deal flow they generate and communicate to the Company during the normal course of their activities. The Company's future success depends on the continued service of these individuals (or their replacements from time to time) who are not obligated to remain employed or otherwise engaged by the Portfolio Manager, and the ability of the Portfolio Manager to recruit, retain and motivate new talented personnel. Such efforts to recruit, retain and motivate the required personnel may not be successful as the market for qualified investment professionals is competitive.

Past performance is no indication of future results

The past performance of the Company, of other investments managed or advised by the Portfolio Manager or any of the Portfolio Manager's investment professionals cannot be relied upon as an indicator of the future performance of the Company. Investor returns will be dependent upon the Company successfully pursuing its investment objective and investment policy.

The success of the Company will depend, amongst other things, on the ability of the Portfolio Manager to identify, acquire and realise investments in accordance with the Company's investment objective and investment policy. This, in turn, will depend on the ability of the Portfolio Manager to apply its investment analysis processes in a way which is capable of identifying suitable investments for the Company to invest in. There can be no assurance that the Portfolio Manager will be able to do so or that the Company will be

able to invest its capital on attractive terms or generate any investment returns for Shareholders or indeed avoid investment losses.

C. Risks relating to the Company's investments

Early-stage companies and smaller capitalisation companies

The Company invests its assets in, and has a long-term focus on, companies that are in their early stages which, by their nature, may be smaller capitalisation companies. Such companies can be expected to have less mature businesses, a more restricted depth of management and a higher risk profile than larger and more established companies. As smaller capitalisation companies often do not have the financial strength, diversity and resources of larger and more established companies, they may find it more difficult to operate successfully, especially in periods of low economic growth. The risk of bankruptcy of such companies is generally higher and it can be more challenging to access publicly available information in respect of such companies.

Early-stage companies and smaller capitalisation companies are more likely to depend on the management talents of a founder or small group of persons and, if any such persons were to cease to be involved in the management or support of the relevant company, this could have a material adverse impact on their businesses and prospects and the value of the investments in them made by the Company.

The Company may, subject to Shareholder approval of the proposed changes to the Company's investment policy, make small investments in seed stage opportunities through the Scout Programme. Seed investments carry all of the above risks but to a significantly greater extent. Businesses at the seed stage are likely to be newly incorporated with no track record. They have generally not shown proof of concept for their products or services and there can be no guarantee that such products will be developed or that a market for them will develop. Such companies can also face challenges in raising sufficient capital to develop their products and services, as well as challenges in hiring personnel with the experience and skills to launch, develop and manage the growth of a business and successfully navigate its commercial and regulatory environment. A high proportion of seed stage businesses can be expected to fail. Accordingly, there is a significantly higher risk that the Company may lose some or all of its investment in a seed stage opportunity.

Realisation of investments

Investors should not expect that the Company will necessarily be able to realise, within a period which they would otherwise regard as reasonable, its investments and any such realisations that may be achieved may be at a considerably lower price than prevailing valuations or indicative market prices. There can therefore be no guarantee that any realisation of an investment will be on a basis which necessarily reflects the valuation of that investment or that an investment will ultimately be realised for an amount exceeding the amount invested by the Company.

Liquidity of investments

The Company invests a significant proportion of its assets in securities that are not readily tradable, which may make it difficult for the Company to sell its investments and may lead to volatility in the market price of Shares in the Company. Investments made by the Company are expected to predominantly comprise unquoted interests in portfolio companies which are not publicly traded or freely marketable and a sale may require the consent or cooperation of other interested parties. Investments that are traded on a public exchange may be small companies by market capitalisation and therefore have a more limited secondary market than the securities of larger companies.

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. A failure or delay to realise an investment may restrict the ability of the Company to make other more lucrative investments, or require the sale of other more liquid investments, and may materially and adversely affect the performance of the Company and returns to Shareholders.

Competition over investment opportunities

The Company's intended investment environment is competitive. The success of the Company's investment policy depends on the ability of the Management Team to identify and execute suitable investments for the

Company. A number of other investment funds and other entities will compete with the Company for investment opportunities. Such entities may have access to funding sources that are not available to the Company, have higher risk tolerances, higher profile brands or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than the Company. The competitive pressures faced by the Company may prevent it from identifying investments that are consistent with its investment objective and investment policy or that generate attractive returns for Shareholders or from matching future investment prices, structures and terms offered by competitors. The Company can offer no assurance that competitive pressures will not have a material adverse effect on the Company's financial position, results of operations and returns for investors.

Delays in the deployment of capital and the acquisition of pipeline assets

The Company's returns are reliant on the amount of capital invested in, and the performance of, the Company's portfolio of investments in accordance with its investment policy. However, the net proceeds received by the Company may not be deployed within the periods anticipated by the Directors. Although the Management Team has identified a pipeline of potential further investments for the Company, there can be no guarantee that the Company will make these investments or otherwise deploy its capital in the manner anticipated. Any delays in the speed of capital deployment and any material cash or cash equivalent holdings may have an adverse impact on the Company's financial position, results of operations and returns to investors.

Valuation risk

The Company's investments 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 Valuations 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.

Due diligence risk

The due diligence process that the Management Team undertakes 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. In addition, the due diligence process undertaken in respect of seed stage investments sourced through the Scout Programme will likely be very limited in scope due to the nature of the investments and the small size of the Company's expected

investments in seed stage opportunities. 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.

Cash management

There is no restriction on the amount of cash or cash equivalent investments that the Company may hold. It is expected that the Company will hold a portion 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. This may affect opportunities for the Company to make other investments with a view to increasing the Company's Net Asset Value.

Geographical diversification

The Company expects to have a material exposure to companies based in the UK and wider Europe. This may lead to the Company having significant exposure to portfolio investments from certain geographical areas from time to time. Greater concentration of investments in any one geographical location may result in greater volatility in the value of the Company's investments and consequently their respective net asset values, and could affect the value of the Shares.

Nature of the fintech sector

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.

Compliance with regulatory obligations in the fintech sector

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.

The Company may invest in companies whose operations are the subject of particular scrutiny by regulatory authorities, including financial service regulators and competition authorities. This may result in delays to, or in some cases the prohibition of, the licencing of portfolio companies or the completion of transactions by or in respect of portfolio companies.

Investments outside the UK are exposed to local legal, economic, political, social and other risks

The Company focuses on investments located primarily in the UK and various jurisdictions within wider Europe. The laws and regulations of various jurisdictions in which the Company may invest may impose restrictions that would not exist in the UK. Such jurisdictions may have their own legal, economic, political, social, cultural, business, industrial and labour and environment risks and investments made in such jurisdictions may require significant government approvals under corporate, securities, exchange control, foreign investment and other similar laws and may require financing and structuring alternatives that differ significantly from those customarily used in the UK.

In addition, governments may from time to time impose restrictions intended to prevent capital flight, which may, for example, involve punitive taxation (including high withholding taxes) on certain securities or transfers or the imposition of exchange controls, making it difficult or impossible to exchange or repatriate foreign

currency. These and other restrictions may make it impracticable for the Company to distribute the amounts realised from such investments at all or may force the Company to distribute such amounts other than in Sterling and therefore a portion of the distribution may be made in foreign securities or currency. It also may be difficult to obtain and enforce a judgment in a local court. No assurance can be given that a given political or economic climate, or particular legal or regulatory risks, will not adversely affect an investment by the Company.

Control over portfolio companies

The Company generally holds minority, non-controlling interests in its investments and, therefore, may have a limited ability to protect its position in such investments. In such investments 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.

Need for further investment

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 Company holds in such businesses being diluted. In such circumstances the Company may also incur transaction abort costs. Such dilution or such costs may have a material adverse effect on the Company's financial position, results of operations and returns for investors.

Investment in listed, quoted or traded equity securities

The Company may have holdings of equity securities which are listed, quoted or traded on recognised exchanges, although this is expected to be limited to circumstances where an investment held by the Company becomes listed, quoted or traded following the Company's investment. Listed, quoted or traded equity securities are subject to risks associated with such investments, including fluctuations in market prices, adverse issuer or market information and the fact that equity securities are subordinate in the right of payment to other corporate securities, including debt securities. The value of these securities varies with the performance of the respective issuers and movements in equity markets generally. As a result, the Company may suffer losses if it invests in equity securities of issuers where performance falls below market expectations or if equity markets in general decline and/or the Company has not hedged against such a general decline.

Credit risk

Assets that are required to be held in custody will be held by the Depositary or its sub-custodians. Such assets may not be treated as segregated assets and may therefore not be segregated from any custodian's own assets in the event of the insolvency of a custodian. The Company may be subject to the creditworthiness of the Depositary and its sub-custodians.

Cash and cash equivalents may be held with approved counterparties. Such assets may not be segregated and may therefore not be segregated from the counterparties own assets in the event of the insolvency of the counterparty. When evaluating counterparties there can be no assurance that due diligence investigations with respect to the counterparty will reveal or highlight all relevant facts and circumstances that may be necessary or helpful in evaluating the creditworthiness of the counterparty.

No benchmark

The Company does not propose to follow any benchmark. Accordingly, the portfolio of investments held by the Company will not mirror the stocks and weightings that constitute any particular index or indices, which may lead to the Shares failing to follow either the direction or extent of any moves in the financial markets generally (which may or may not be to the advantage of Shareholders). The Shares are an unsuitable investment for those who seek investments in some way correlated to a stock market index.

UK exit from the European Union

A referendum was held on 23 June 2016 to decide whether the UK should remain in the EU. A vote was given in favour of the UK leaving the EU ("**Brexit**"). The UK left the EU on 31 January 2020 and entered a transition period which ended on 31 December 2020. The extent of the impact of Brexit on the Company and the businesses in which the Company invests will depend in part on the success of the arrangements that have been put in place between the UK and the EU following Brexit and the extent to which the UK continues to apply laws that are based on EU legislation.

The macroeconomic effect of Brexit on the value of investments in the UK fintech sector and, by extension, the value of the investments in the Company's investment portfolio, is unknown. Brexit could create, or exacerbate, significant UK (and potentially global) stock market uncertainty, which may have a material adverse effect on the NAV and the price of the Shares. As such, it is not possible to accurately state the impact that Brexit will have on the Company and its investments at this stage. Brexit may have made it more difficult for the Company to raise capital in the EU and has increased the regulatory compliance burden on the Company. This could restrict the Company's future activities and thereby negatively affect returns.

In addition, the company considers that Brexit has created an uncertain political and economic environment in the UK and EU Member States that could potentially last for a number of months or years. The terms of the trade deal entered into between the UK and the EU, and the political and economic uncertainty surrounding Brexit, could result in currency movements, volatility in the UK and global markets, regulatory changes and other unpredictable and unfavourable economic circumstances that may have a materially adverse effect on the Company.

D. Risks relating to taxation

Investment trust status

It is the intention of the Directors to conduct the affairs of the Company so as to satisfy the conditions for, approval as an investment trust under Chapter 4 of Part 24 of the Corporation Tax Act 2010. A failure to obtain or maintain HMRC approval as an investment trust, including as a result of a change in tax law or practice could result in the Company not being able to benefit from the current exemption for investment trusts from UK tax on chargeable gains and could affect the Company's ability to provide returns to Shareholders. It is not possible to guarantee that the Company will be and will remain a company that is not a close company for UK tax purposes, which is a requirement to obtain and maintain its status as an investment trust, as the Shares are freely transferable. The Company, in the unlikely event that it becomes aware that it is a close company, or otherwise fails to meet the criteria for approval as an investment trust, will, as soon as reasonably practicable, notify Shareholders of this fact.

Changes in taxation legislation or practice may adversely affect the Company and the tax treatment for Shareholders investing in the Company

Changes in taxation legislation or practice, whether in the UK or elsewhere, could affect the value of the investments held by the Company, affect the Company's ability to provide returns to Shareholders, and affect the tax treatment for Shareholders of their investments in the Company (including rates of tax and availability of reliefs).

Investors should consult their tax advisers with respect to their own particular tax circumstances and the tax effects of an investment in the Company. Statements in this Registration Document concerning the taxation of investors or prospective investors in Shares are based upon current tax law and tax authority practice, each of which is, in principle, subject to change. The value of particular tax reliefs, if available, will depend on each individual Shareholder's circumstances. This Registration Document does not constitute tax advice and must not therefore be treated as a substitute for independent tax advice.

Due diligence and reporting obligations

The Company will be required to comply with certain due diligence and reporting requirements under the International Tax Compliance Regulations 2015, which were enacted to meet the United Kingdom's obligations under FATCA, the Common Reporting Standard developed by the Organisation for Economic Co-operation and Development and the EU Directive on Administrative Cooperation in Tax Matters. Shareholders may be required to provide information to the Company to enable the Company to satisfy its obligations under the regulations. Failure by the Company to comply with its obligations under the regulations may result in fines being imposed on the Company and, in such event, the returns of the Company may be adversely affected.

IMPORTANT INFORMATION

General

This Registration Document should be read in its entirety, along with the Summary and the Securities Note and any Future Summary and Future Securities Note and any supplementary prospectus issued by the Company, before making any application for Shares.

Prospective investors should rely only on the information contained in the Prospectus (which comprises this Registration Document, together with the Summary and Securities Note and any Future Summary and Future Securities Note and any supplementary prospectus issued by the Company). No person has been authorised to give any information or make any representations other than as contained in the Prospectus and, if given or made, such information or representations must not be relied on as having been authorised by the Company, the Portfolio Manager, the AIFM, the Depositary or any of the Banks or any of their respective affiliates, officers, members, directors, employees or agents. Without prejudice to the Company's obligations under the UK Prospectus Regulation, the Prospectus Regulation Rules, the Listing Rules, the UK Market Abuse Regulation and the Disclosure Guidance and Transparency Rules, neither the delivery of the Prospectus nor any subscription for or purchase of Shares made pursuant to the Share Issuance Programme shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since, or that the information contained in the Prospectus is correct as at any time subsequent to, the date of the Prospectus.

Apart from the liabilities and responsibilities, if any, which may be imposed on any of the Banks by FSMA or the regulatory regime established thereunder, or under the regulatory regime of any other jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, none of the Banks nor any person affiliated with any of the Banks makes any representation, express or implied, nor accepts any responsibility whatsoever for, the contents of the Prospectus including its accuracy, completeness or verification, nor for any other statement made or purported to be made by it or on its behalf, or on behalf of the Company or any other person in connection with the Company, the Shares, the Share Issuance Programme (including the Initial Issue) or any Admission and nothing contained in the Prospectus is or shall be relied upon as a promise or representation in this regard. The Banks (together with their respective affiliates) accordingly, to the fullest extent permitted by law, disclaim all and any liability whether arising in tort, contract or which they might otherwise have in respect of the Prospectus or any other statement.

All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Memorandum of Association and the Articles which investors should review. A summary of the Articles is contained in paragraph 3 of Part 5 of this Registration Document under the section headed "Articles of Association".

Statements made in this Registration Document are based on the law and practice in force in England and Wales as at the date of this Registration Document and are subject to changes therein.

Presentation of financial information

Certain financial and statistical information contained in this Registration Document has been rounded to the nearest whole number or the nearest decimal place. Therefore, the actual arithmetic total of the numbers in a column or row in a certain table may not conform exactly to the total figure given for that column or row. In addition, certain percentages presented in the tables in this Registration Document reflect calculations based upon the underlying information prior to rounding, and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

Presentation of market and other data

Market and economic data used throughout this Registration Document is sourced from various independent sources. The Company and the Directors confirm that such data has been accurately reproduced and, so far as they are aware and are able to ascertain from information published from such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Forward-looking statements

This Registration Document contains forward-looking statements including, without limitation, statements containing the words “believes”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variation or similar expressions. Such forward-looking statements involve unknown risk, uncertainties and other factors which may cause the actual results, financial condition, performance or achievement of the Company, or industry results, to be materially different from future results, financial condition, performance or achievements expressed or implied by such forward-looking statements.

Given these uncertainties, prospective investors are cautioned not to place any undue reliance on such forward-looking statements. These forward-looking statements speak only as at the date of this Registration Document. Subject to its legal and regulatory obligations, the Company expressly disclaims any obligation to update or revise any forward-looking statement contained herein to reflect changes in expectations with regard thereto or any change in events, conditions, or circumstances on which any statement is based, unless required to do so by law or any appropriate regulatory authority, including FSMA, the Listing Rules, the UK Prospectus Regulation, the Prospectus Regulation Rules, the UK Market Abuse Regulation and the Disclosure Guidance and Transparency Rules.

Past performance is not necessarily indicative of future results, and there can be no assurance that the Company or its portfolio will achieve comparable results to those presented herein, that the Company or the Portfolio Manager will be able to implement their investment strategies or achieve the Company's investment objective or return objectives or that the returns generated by any investments by the Company will equal or exceed any past returns presented herein.

Nothing in the preceding paragraphs qualifies or should be deemed to qualify the working capital statement in paragraph 5 of Part 7 of the Securities Note.

DIRECTORS AND ADVISERS

Directors	Neil England (<i>Chairman</i>) Karen Brade David Haysey <i>all independent and of the registered office below</i>
Registered Office	25 Southampton Buildings London WC2A 1AL United Kingdom
Portfolio Manager	Augmentum Fintech Management Limited 5-23 Old Street London EC1V 9HL United Kingdom
AIFM, Company Secretary and Administrator	Frostrow Capital LLP 25 Southampton Buildings London WC2A 1AL United Kingdom
Joint Sponsor, Joint Bookrunner and Intermediaries Offer Adviser	Peel Hunt LLP 100 Liverpool Street London EC2M 2AT United Kingdom
Joint Sponsor	Nplus1 Singer Advisory LLP 1 Bartholomew Lane London EC2N 2AX United Kingdom
Joint Bookrunner	Nplus1 Singer Capital Markets Limited 1 Bartholomew Lane London EC2N 2AX United Kingdom
Depository	IQ EQ Depositary Company (UK) Limited 4th Floor 3 More London Riverside London SE1 2AQ United Kingdom
Legal Adviser to the Company	Stephenson Harwood LLP 1 Finsbury Circus London EC2M 7SH United Kingdom
Legal Adviser to the Joint Bookrunners	Gowling WLG (UK) LLP 4 More London Riverside London SE1 2AU United Kingdom
Auditors and Reporting Accountant	BDO LLP 55 Baker Street London W1U 7EU United Kingdom

Registrar

Link Group
10th Floor, Central Square
29 Wellington Street
Leeds LS1 4DL
United Kingdom

Receiving Agent

Link Group
10th Floor, Central Square
29 Wellington Street
Leeds LS1 4DL
United Kingdom

PART 1

INFORMATION ON THE COMPANY

1 Introduction

Augmentum Fintech plc is a closed-ended investment company incorporated in England and Wales on 19 December 2017 with registered number 11118262. The Company is registered as an investment company under Section 833 of the Act and carries on business as an investment trust within the meaning of Chapter 4 of Part 24 of the Corporation Tax Act 2010. The Company's Ordinary Shares are admitted to the premium segment of the Official List of the FCA and are traded on the premium segment of the London Stock Exchange's main market.

An investment in the Company will provide investors with exposure to a focused portfolio of fast growing and/or high potential private fintech businesses based predominantly in the UK and wider Europe.

The Company has an independent board of non-executive directors and has appointed the AIFM as its alternative investment fund manager for the purposes of the AIFM Rules. The Company is structured as an internally managed closed-ended investment company. The Portfolio Manager (a wholly owned subsidiary of the Company) manages the investment portfolio of the Company, including the investment and reinvestment of its portfolio, as a delegate of the AIFM.

Further information on the investment proposition of the Company is set out in Part 2 of this Registration Document. Further information on the Management Team responsible for the Company's portfolio is set out in Part 3 of this Registration Document.

2 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.

3 Investment policy¹

In order to achieve its investment objective, the Company invests in early¹ or later stage investments in unquoted fintech businesses. The Company intends to realise value through exiting the 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).

¹ Two proposed changes to the investment policy, being the inclusion of the ability to invest in seed stage investments and the reduction in percentage terms of the amount of the Company's gross assets expected to be held in cash, are subject to approval by Shareholders at the general meeting convened for 8 July 2021, as explained in the circular to Shareholders dated 14 June 2021. In the event that Shareholders do not approve such changes (but do approve the issue of Shares pursuant to the Share Issuance Programme or otherwise) then the Share Issuance Programme (including the Initial Issue) will proceed and the investment policy of the Company will remain unamended and in the form set out at paragraph 11 of Part 5 of this Registration Document.

The Management Team has historically taken a board or observer position on 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;
- the aggregate value of seed stage 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.

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.

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.

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.

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

It is expected that the Company will hold between 5 and 15² 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.

4 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.

The Company has not paid any dividends at any time since incorporation.

5 Potential returns of capital

It is expected that the Company will realise investments made in accordance with its investment policy from time to time. The proceeds of these disposals may be re-invested in accordance with the investment policy, used for working capital purposes or, at the discretion of the Board, may be returned to Shareholders.

The Company commits to return to Shareholders up to 50 per cent. of the gains realised by the disposal of investments in each financial year. It is expected that such returns of capital would be made annually. The Company may also seek to make returns of capital to Shareholders where available cash is not expected to be substantially deployed within the following 12-18 months.

The available options for effecting any return of capital to Shareholders may include the Company making one or more tender offers to purchase Shares, paying one or more special dividends or any alternative method or a combination of methods. Certain methods intended to effect a return of capital may be subject to, amongst other things, Shareholder approval.

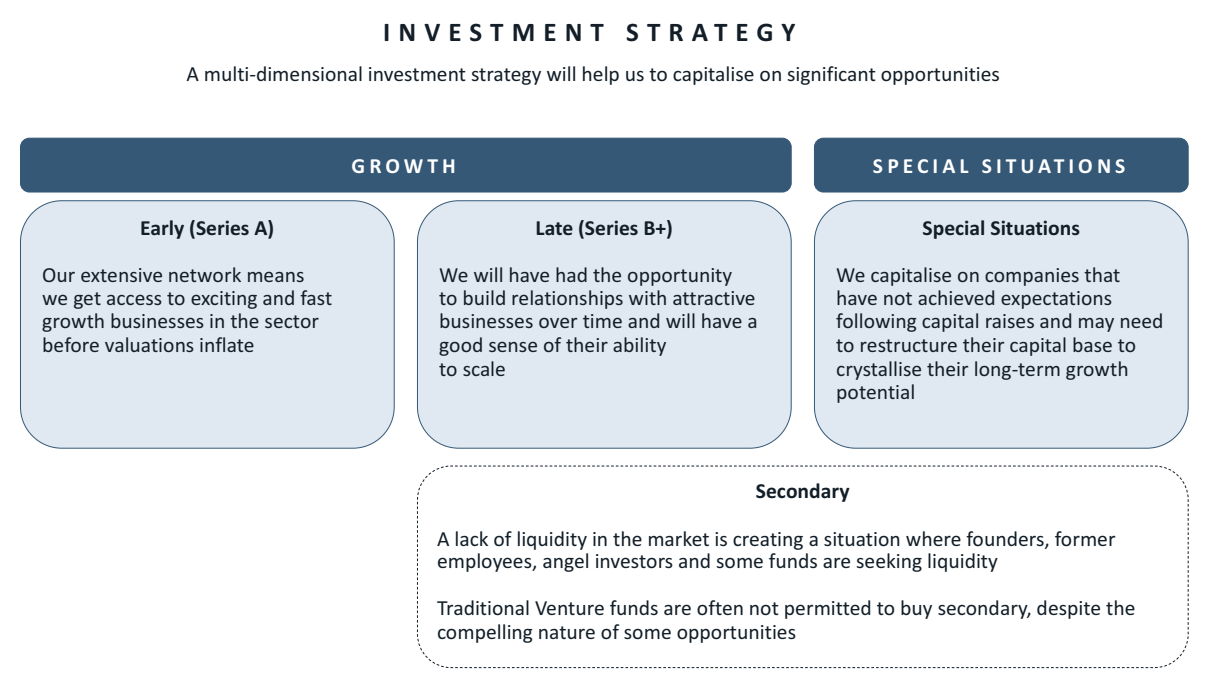
Shareholders should note that the return of capital by the Company is at the absolute discretion of the Directors and is subject to, amongst other things, the working capital requirements of the Company. Accordingly, no expectation or reliance should be placed on the Directors exercising such discretion on any one or more occasions.

² Two proposed changes to the investment policy, being the inclusion of the ability to invest in seed stage investments and the reduction in percentage terms of the amount of the Company's gross assets expected to be held in cash, are subject to approval by Shareholders at the general meeting convened for 8 July 2021, as explained in the circular to Shareholders dated 14 June 2021. In the event that Shareholders do not approve such changes (but do approve the issue of Shares pursuant to the Share Issuance Programme or otherwise) then the Share Issuance Programme (including the Initial Issue) will proceed and the investment policy of the Company will remain unamended and in the form set out at paragraph 11 of Part 5 of this Registration Document.

6 Investment strategy

6.1 Investment type

The Management Team invests the Company’s assets predominantly in the areas of opportunity outlined below.



potential. The Management Team sees this repeatedly and is keen to capitalise on these opportunities. In addition, with recently less active IPO markets for the sector, 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.

6.2 **Investment criteria**

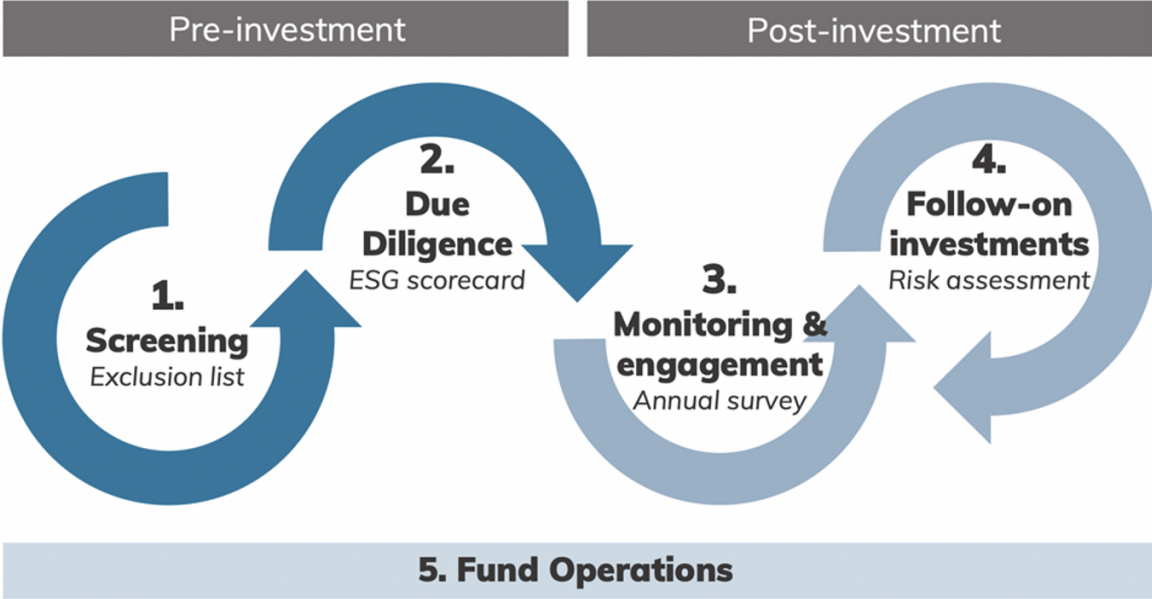
The Management Team aims to seek out high growth fintech focused businesses originating from across Europe that demonstrate a number of the following characteristics:

- *Disruptive* – the Management Team look for sector-redefining propositions – businesses that aim to challenge the status quo and take a fresh approach to addressing customer needs;
- *Disintermediation* – businesses that compress the layers between provider and consumer. Even before compressing margins, minimising the number of layers provides financial benefits for everyone left in the chain;
- *Capital efficient* – businesses that will be able to scale efficiently and will not require large amounts of capital to sustain growth, particularly before proof of concept;
- *Strong founder team* – an exceptional team is a must. The Management Team look for founders that have the ability and grit to transform sectors and become industry leaders. The Management Team's preferred investment opportunity has a three-person founder team: one product orientated; one technology orientated; and one commercially orientated. Not all businesses will have these three roles and the founder team may have other roles or combinations of two of the three. In the Management Team's view, the ability of the founder team to execute is critical; even more so than the quality of the idea. Accordingly, the Management Team spends time before an investment assessing the team and after the investment in building it out;
- *Compelling unit economics* – the Management Team are highly data-driven and undertake significant amounts of due diligence to understand how the business will ultimately become profitable. It is critical that the lifetime value of a customer is ultimately higher than the cost of acquiring that customer. The Management Team will not originate opportunities with business models that rely on intangible revenue streams;
- *Market opportunity* – in financial services, significant businesses can be built in even the most specialised of sectors. Nevertheless, the Management Team seeks clarity that the scale of the opportunity is such that the investment can deliver outsized returns if the business is successful;
- *Barriers to entry* – the Management Team looks for businesses that have competitive barriers to entry to encourage strong margins and efficient marketing spend;
- *Ability to exit* – the Management Team will invest in businesses which, based on the above criteria, are anticipated to be attractive candidates for acquisition by large corporations or public ownership by institutions or by way of an IPO, with valuation return targets ranging from £50 million to in excess of £1 billion; and
- *Return* – the Management Team will invest in opportunities that have the potential to generate multiples of invested capital for investors.

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

- secure a minority stake (typically 5-20 per cent.) 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;
- potentially require the Company to invest £5 million to £20 million over the course of several funding rounds in primary and secondary transactions; and
- afford a degree of downside protection through mechanisms such as a liquidation preference and/or anti-dilution provisions.

6.3 ESG



The Management Team believes that responsible investing through an ESG (Environmental, Social and Governance) lens will lead not only to enhanced returns by backing the businesses that consumers and companies increasingly want to do business with, but also mitigating the risks investee companies face in respect of evolving legislation and regulations. Investment opportunities are screened and assessed during due diligence from an ESG perspective and once they enter the Company's portfolio are regularly reviewed to ensure continued compliance with the Company's principles.

7 Investment process

7.1 Dealflow

The Management Team and Advisory Panel are and have been associated with many successful fintech businesses in Europe and beyond. This track record and experience acts as a magnet to emerging entrepreneurs and has allowed them to develop strong networks at the centre of the fintech ecosystem including with incubators, seed funds, angel networks, and venture capital funds.

This network of contacts, cultivated over many years, leads the team to be confident that it will see many of Europe's most attractive fintech investment opportunities. One of the biggest challenges is to effectively curate this deal flow, negotiate reasonable terms and select the right opportunities to invest in.

The Management Team will also develop investment theses drawing from market research, expert opinion and team experience in the fintech sector. Deal flow efforts can then be focused in line with these investment theses to allow for targeted deal-sourcing activities. From time to time the Management Team may publish an overview of an investment thesis as it relates to an investment made by the Company to generate additional deal flow through broader awareness of the Management Team's investment approach and activity.

7.2 Process

The first contact with a potential investee company will be directly through a member of the Management Team; this should enable the Management Team to quickly progress or reject an investment opportunity on behalf of the Company.

Since the launch of the Company the Management Team has received approximately 2,500 leads, resulting in 22 new investments.

The Management Team reviews the initial information describing the business. If it is deemed of interest, the team will arrange a call or meeting with the founder to understand more about the business. If still of interest, there will be further meetings with the founder and wider management team.

Concurrently with these meetings, the Management Team will undertake due diligence, including reviewing business plans, management accounts, board packs, capitalisation tables and shareholder agreements.

If the opportunity continues to be of interest, the Management Team will broaden discussions internally and reach out to its network who may have angel/seed or venture investments in the business or may otherwise be familiar with it.

These three streams – meetings, materials and feedback – are core parts of the commercial and financial due diligence process.

From this, if the Management Team still likes the potential investment opportunity, it will develop an investment case and prepare a formal proposal including an investment thesis and outline terms of the deal.

If the investment committee of the Portfolio Manager approves the potential investment opportunity, the Management Team would then issue a term sheet.

If the investee company accepts the offer, the Management Team engages legal advisers to perform legal due diligence and draft and negotiate investment documentation.

Whilst there is no set timetable, it would typically be not be less than two months from first meeting to investment and in some cases, where a company is met at an earlier stage than the Management Team would want to invest, the relationship can be built over a period of years with the Management Team receiving regular updates throughout, all of which forms part of the due diligence process.

The Management Team records all leads in a customer relationship management (CRM) style deal flow management software. The leads are managed in this system until they are either rejected, moved to a watch-list for future rounds or the Company makes an investment.

7.3 Active management of the portfolio

The Company is an active investor. The Management Team will usually require a board seat as a condition of investment, depending on the stage of the business and the level of the Company's shareholding. The Company limits the number of active board seats that each member of the Management Team may hold at any one time and expects them to spend at least two days a month helping each investee company for which they are responsible. The Company also encourages regular involvement of other members of the Management Team in investee company meetings and reviews to ensure an appropriate balance of views at Management Team meetings.

There are a number of key areas where the Management Team believes it is able to add value to the portfolio companies and has done so for other investments in which it has been involved. The Management Team believes that the first 100 days following investment is a time when it can have the most impact and exert positive influence. Although the Management Team are not executive in the management of the investee businesses, they do take on an active non-executive role, at the same time maintaining the distance necessary to keep perspective of the greater goal of value enhancement.

Help scaling the management team

Team scaling is one of the greatest challenges faced by high growth fintech businesses and significantly impacts the chances of success. The Management Team offers consultation and assistance in helping recruit senior management team members and board members for the investee companies. This includes non-executive chairmen and directors, chief executive officers and senior positions in finance, marketing, technology, product, commercial and other positions. The Management Team is particularly focused on ensuring the portfolio companies have the right team in place for each stage of their development.

Refine and drive the key performance indicators

The Management Team spends a significant amount of time working with management of the investee companies to identify the key drivers of value and ensuring that the strategy and performance monitoring is built around these drivers. Typically the Management Team expect there to be three to six of these drivers.

Organic growth and acquisition

The Management Team is focused on assisting investee companies to achieve organic growth as a core investment strategy. However, organic growth can often be complemented by acquiring further products, development skills or sales and distribution capabilities as well as roll ups of competing businesses. The extensive network of the Management Team helps to identify and secure these opportunities.

Business development/market entry

The Management Team provides support to the investee companies to develop new business development activities, helping to identify and negotiate channel partnerships and other strategic and tactical opportunities. The members of the Management Team also have long histories of helping investee companies to expand into international markets.

Dealing with underperformance

With periodic business reviews and close and regular contact with the management teams, the Management Team is well placed to identify potential problems within the Company's portfolio at an early stage. Where possible, together with management of the investee company, the Management Team will endeavour to secure change at board, management and/or operational level as necessary.

Investment exit review

The Company will review exit opportunities regularly and each member of the Management Team will be responsible for an exit thesis for their respective investee companies, which is set out in the original investment papers prior to any investment being made and which is then updated as and when appropriate.

Determining the exit thesis prior to an investment is an important stage in gaining the commitment of the management, board and co-investors to a common plan. Thereafter, the Management Team seeks to actively manage this exit process by participating on the portfolio company board, and using these management meetings to promote open discussions within the investee company.

The Management Team endeavours to be an active participant in any exit process. This will include involvement in the formation of strategy, appointment of advisers and/or often negotiating directly with potential acquirers or investment banks as necessary.

Scout Programme

As the fintech sector evolves and the scale of the market opportunity becomes more apparent, an increasing volume of investment capital is drawn to the sector. As a result, competition to access some of the most attractive businesses is increasing. One way to get a foot in the door at the Series A and later rounds is to be an existing investor in an earlier seed investment round. However, at this early seed stage, companies tend to be financed at a local level.

The Portfolio Manager has therefore decided to launch a “**Scout Programme**” in which it will engage a group of individuals who are embedded within the seed stage fintech ecosystem throughout Europe to act as introducers to earlier stage opportunities than those in which the Portfolio Manager would normally have the opportunity to invest, and potentially in locations where the Portfolio Manager doesn't have a permanent physical presence.

It is the Portfolio Manager's current intention that initial investments into seed stage businesses introduced through the Scout Programme will be relatively small in size, typically less than £100,000 each.

As businesses at this seed stage are inherently more risky, aggregate investment in companies still at the seed stage will not exceed 1 per cent. of the Company's NAV, measured at the time of investment.

The implementation of the Scout Programme is subject to the approval by Shareholders of a change to the Company's investment policy, being the inclusion of the ability to invest in seed stage investments, at the general meeting convened for 8 July 2021, as explained in the circular to Shareholders dated 14 June 2021.

If the proposed change to the investment policy to facilitate the Scout Programme is approved, the Board considers that this will enable the Company to access opportunities to invest in seed stage investments, which may broaden the network of opportunities to invest at later stages and thereby provide the following benefits for the Company:

- introduce investment opportunities, enhance knowledge and build a reputation across a broader set of geographies throughout Europe where the Portfolio Manager doesn't have a permanent physical presence and is therefore beyond the reach of the Portfolio Manager's existing resources;
- introduce investment opportunities and enhance knowledge across a broader set of small, but growing, fintech sub sectors where the Portfolio Manager doesn't have a significant track record of investing;
- secure participation in later rounds of financing as a result of the Company initially investing in the opportunity at an earlier seed stage investment round, rather than initially investing at the Series A or later rounds, which can have more competitive processes; and
- leverage the broad range of experience and knowledge of the introducers within the Scout Programme, which can benefit other holdings within the investment portfolio.

8 Portfolio

As at the Latest Practicable Date, the Company's portfolio comprised 21 investments, with an aggregate value of approximately £169.1 million.

A summary of the Company's portfolio is set out below.

The valuations below are as at 31 March 2021, with further investments since that date held at cost. There has been no material change in the Company's investments between the Latest Practicable Date and the date of this Registration Document.

<i>Trading name</i>	<i>Legal name</i>	<i>Sector</i>	<i>Cost³</i>	<i>Valuation</i>	<i>Investment type</i>	<i>Percentage of the Company's portfolio</i>
interactive investor ⁴	Antler Holdco Limited	Wealth and asset management	£3.8 million	£32.6 million	A ordinary shares	19.3%
Tide ⁵	Tide Platform Ltd	Banking services	£13.2 million	£21.2 million	Ordinary shares	12.5%
Onfido	Onfido Ltd	Fintech enablers	£7.7 million	£14.9 million	C ordinary shares	8.8%
Grover	Grover Group GmbH	Circular economy	£7.9 million	£12.9 million	Ordinary shares	7.6%
BullionVault ⁶	Galmarley Limited	Wealth and asset management	£8.4 million	£11.5 million	Ordinary shares	6.8%
Monese ⁷	Monese Ltd	Banking services	£11.4 million	£11.5 million	B ordinary shares and convertible loan note	6.8%
Farewill	Farewill Ltd	Wealth and asset management	£6.6 million	£10.6 million	A ordinary shares	6.3%
Zopa ⁸	Zopa Group Limited	Banking and Banking services	£19.7 million	£9.5 million	Series 3 preferred shares	5.6%
iwoca	Iwoca Ltd	Banking services	£7.9 million	£8.0 million	D ordinary shares	4.7%
Volt ⁹	Volt Banking services Technologies Ltd		£4.5 million	£5.6 million	Preferred shares and convertible loan note	3.3%
Others ^{10 11}	N/A	N/A	£31.1 million	£31.0 million	N/A	18.3%
Total				£169.1 million		100%

³ At the time of acquisition.

⁴ Held via the Partnership.

⁵ Includes an additional £2.2 million investment made after 31 March 2021.

⁶ Held via the Partnership.

⁷ Includes an additional £1.1 million investment made after 31 March 2021.

⁸ Held via the Partnership.

⁹ Includes an additional £4 million investment made after 31 March 2021.

¹⁰ There are eleven other investments.

¹¹ Investments made after 31 March 2021 year end are included at cost.

Further information on the Company's 10 largest holdings

i) interactive investor

interactive investor is a direct-to-consumer fixed fee investment platform. It is the UK's second-biggest online investment services provider with assets under administration of approximately £45 billion, over 350,000 customers, and more than one million users. It offers execution-only trading and investing services in shares, funds, ETFs and investment trusts, all for a market-leading monthly subscription fee.

interactive investor completed a £40 million acquisition of Alliance Trust Savings in 2019, bringing together the two largest UK fixed price platforms, then in July 2020 completed the £62 million acquisition of Share PLC, as well as the acquisition of the direct-to-consumer book of Equiniti in March 2021 for £48.5 million.

The Augmentum team initially invested in interactive investor in 2014. The initial holding was acquired by the Company upon its IPO in March 2018 and small follow-on acquisitions of secondary shares were made in September 2018 and February 2021.

ii) Tide

Tide is building modern business banking that gives time back to the people who work for themselves. Tide sets up its SME customers with an account number and sort code in as little as five minutes and is building a comprehensive suite of digital banking services for businesses including automated accounting, instant access to credit, card control and quick, mobile invoicing. Tide reports that it now has a five per cent. share of the market for UK business bank accounts, serving nearly 350,000 SMEs.

In September 2020, Tide (alongside its partner, Clearbank) was awarded a £25 million Banking Competition Remedies Pool E grant, in addition to the £60 Million Pool A grant it was awarded in 2019.

In August 2018, the Company invested £3 million in funding as part of an £8 million round alongside existing investors. In June 2019, the Company invested a further £5 million by way of a convertible loan note that converted into equity in a Series B investment round that closed in September 2019. In January 2021, the Company invested a further £2 million by way of an advanced subscription agreement and then an additional £2.2 million in June 2021.

iii) Onfido

Onfido was founded in 2012 and is one of the leading global providers of online identity verification. Onfido is building the new identity standard for the internet. Using machine learning technology, Onfido validates a user's identity document and compares it with their facial biometrics. The identity can then be cross-referenced against international credit and watchlist databases. Onfido reported a 93 per cent. increase in year on year revenue in the first quarter of 2021.

In March 2019, the Company invested £4 million as part of a US\$50 million funding round by way of Series C shares and a convertible loan note. In December 2019 the Company invested a further £3.7 million in additional convertible loan notes, all of which were converted into equity in April 2020 when Onfido successfully completed a US\$100 million Series D financing round.

iv) Grover

Grover brings the "access economy" to the consumer electronics market by offering a monthly subscription model for technology products. Through Grover, private customers as well as businesses rent technology flexibly, starting at one month, and return the items at the end of the agreed rental period. With a total financing volume of €103 million, the company has over 300,000 registered users and 100,000 active subscribers, and has reported that its annualised recurring revenue surpassed €50 million as of September 2020.

In September 2019, the Company made a €6 million investment in a convertible note with an additional €1 million made in May 2020. In April 2021, the Company made a further follow on equity investment of €2 million in Grover's €60 million Series B funding round at which point the €7 million of convertible notes converted into equity.

v) *BullionVault*

BullionVault was established in 2005 and is the world's largest online investment gold service. The platform allows retail investors to hold and transact in professional-grade bullion gold and silver, it has approximately US\$3.8 billion of assets under administration with more than 95,000 users from 175 countries and US\$100 million of gold and silver traded monthly. It earns revenue from commission, custody fees, interest receipts and the difference between buying and selling prices of gold.

The Augmentum team originally invested in 2010 alongside the World Gold Council and the stake was acquired by the Company upon its IPO in March 2018.

In September 2020 WhiskyInvestDirect was spun out of BullionVault and the Company now holds a direct investment in WhiskyInvestDirect via the Partnership.

vi) *Monese*

Monese is the first mobile-only current account in the UK and serves the increasingly mobile European labour market. With just a passport and mobile number an account can be opened all within minutes, and free of charge. Typically, lengthy credit-checks mean it can take weeks for foreign nationals to open a bank account. Monese removes all the unnecessary friction. Launched in 2015, Monese has more than two million registered users from across 31 countries. It has reported that 70 per cent. of its incoming funds are from salary payments, indicating that customers are using Monese as their primary bank account.

In September 2018, the Company invested £5.3 million. In June 2019, the Company invested a further £2.5 million by way of a convertible loan note. In July 2020, the Company invested a further £1 million in Monese alongside co-investors PayPal and Kinnevik. In April 2021 Monese closed a financing round led by Investec in which the Company invested a further £1.2 million.

vii) *Farewill*

Farewill is a digital, all-in-one financial and legal services platform for dealing with death and after-death services (including probate and wealth transfer). It aims to be the first major consumer brand in death services. Farewill has reported that it has raised £370 million for charity in pledged income.

In January 2019, the Company invested £4 million as part of a £7.5 million Series A fundraise. In April 2020, the Company invested a further £2.6 million as part of a £20 million Series B fundraise.

viii) *Zopa*

Zopa was established in 2005 and is the world's first peer-to-peer lending company to give people access to simpler, better-value loans and investments. Zopa's proprietary technology has contributed to their leading digital acquisition position. The company has lent over £6 billion in personal loans since inception and generated positive returns every year through the cycle. In 2020 Zopa received its full banking licence and new products include a fixed term savings product protected by the Financial Services Compensation Scheme (FSCS), a credit card and a money management product.

The Augmentum team invested in 2012 at which point loan disbursements in the previous 12 months were less than £50 million. By the time that the Company acquired the stake upon its IPO in March 2018, loan disbursements had grown at a compound annual growth rate of 61 per cent. reaching approximately £1 billion in 2017. In June 2020, the Company added a further £0.5 million to the Company's investment holding in Zopa via a secondary purchase of shares with a further £0.7 million invested in March 2021 as part of a £20 million funding round.

ix) *iwoca*

Founded in 2011, iwoca uses award-winning technology to seek to break down the barriers obstructing access to finance for Europe's 20 million small businesses. The fintech firm has funded more than 50,000 small and medium enterprises across the UK, Germany and Poland with an aggregate of over £1 billion in funding.

In January 2019, the Company invested £7.5 million as part of a £20 million funding round. The Company has since invested an additional £0.3 million in a convertible loan note in July 2020.

x) *Volt*

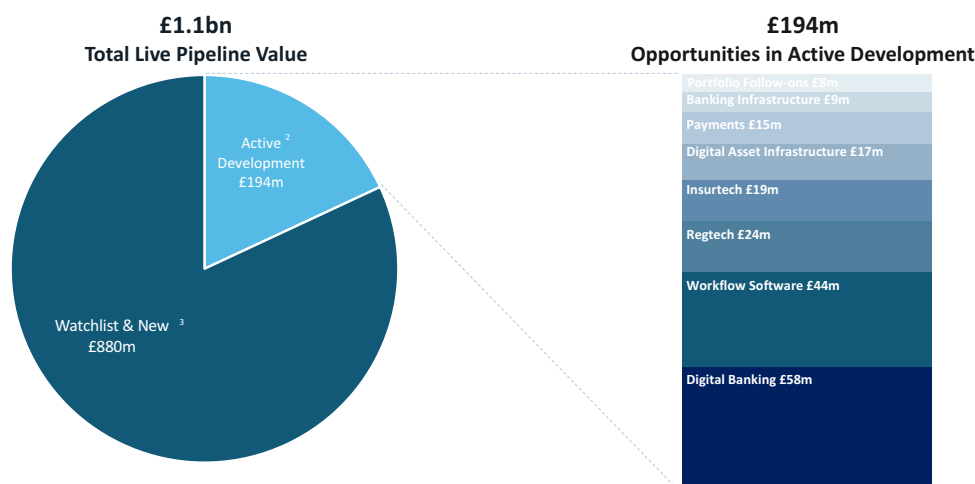
Volt is a provider of account-to-account payments connectivity for international merchants and payment service providers (PSPs). An application of Open Banking (account-to-account payments where funds are moved directly from one bank account to another rather than via payment rails) delivers benefits to both consumers and merchants. This helps merchants shorten their cash cycle, increase conversion and lower their costs. Volt reports that it has connectivity to over 3,500 banks, 27 geographies, nine currencies and five networks, reaching over 250 million customers.

Augmentum invested £0.5 million in December 2020 in a convertible note and a further £4 million in the Series A round in June 2021 at which point the original note converted.

9 Pipeline

The Management Team has identified a pipeline of potential opportunities for the Company to invest in what it considers to be high growth disruptive players across the sub-sectors where it will focus. Through the Management Team's existing industry relationships, the Company expects to be able to benefit from access to an identified pipeline of assets in active development currently of approximately £194 million, including additional investment opportunities in the Company's existing portfolio. A snapshot of the pipeline is presented in the table below.

Overview of Potential Deal Value in Live Pipeline¹



¹ As at 9 June 2021.

² "Active development" includes live pipeline opportunities which have progressed beyond the initial meeting as at 9 June 2021.

³ "Watchlist & New" includes live pipeline opportunities which are approaching the first meeting ("New") and companies which have progressed beyond the first meeting and been assigned for follow-up when an appropriate fundraising process kicks off ("Watchlist").

Any investments by the Company in these opportunities are expected to be made by way of investments in equity or equity-related securities.

The pipeline information is indicative only and there can be no assurance that any of the opportunities in the pipeline will ultimately be acquired by the Company.

10 Performance and Net Asset Value

The Company's most recently published Net Asset Value was £183.2 million as of 31 March 2021 (audited), representing a Net Asset Value per Ordinary Share of 130.4 pence. As at the Latest Practicable Date, the mid-market price of the Ordinary Shares was 137 pence, representing a premium to NAV of 5.1 per cent.

Although the Company has no formal target return, the Portfolio Manager aims to manage the Company's portfolio with a view to achieving an annualised IRR on invested capital of 20 per cent. over the longer term¹². In the period from inception to 31 March 2021, the Company achieved an unrealised annualised IRR on invested capital of 19 per cent.

On 14 June 2021, the Company published its annual report for the financial year to 31 March 2021, which is available on the Company's website at <https://augmentum.vc/investors/results-and-analyst-coverage>. In the annual report, the Company reported the following financial highlights, together with comparatives against previous years.

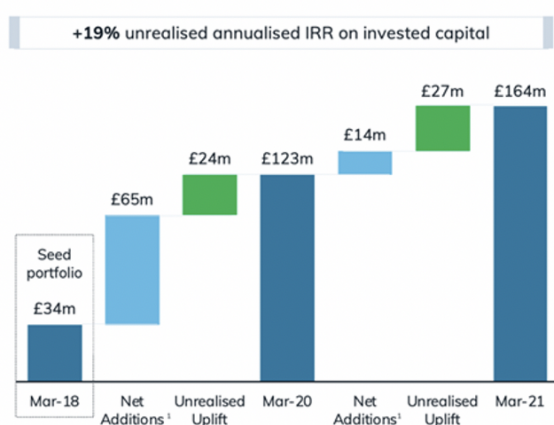
Financial highlights

	31 March 2021	31 March 2020	31 March 2019*
NAV per Ordinary Share Total Return	12.3%	5.9%	10.7%
Total Shareholder Return	128.8%	(41.6%)	9.4%
Ongoing Charges	1.9%	2.1%	2.1%

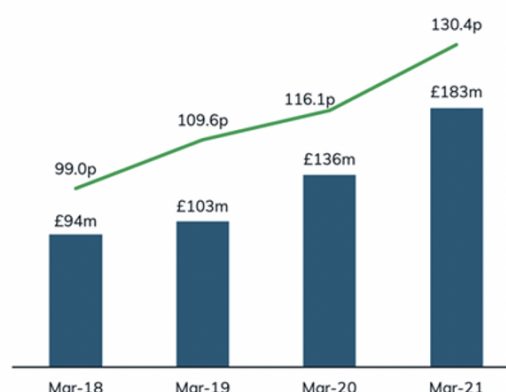
*For the period from incorporation on 19 December 2017 to 31 March 2019.

The charts below summarise gross portfolio value, NAV and NAV per Share over the period since the Company's inception to 31 March 2021.

Gross Portfolio Value, 31st March 2018-21



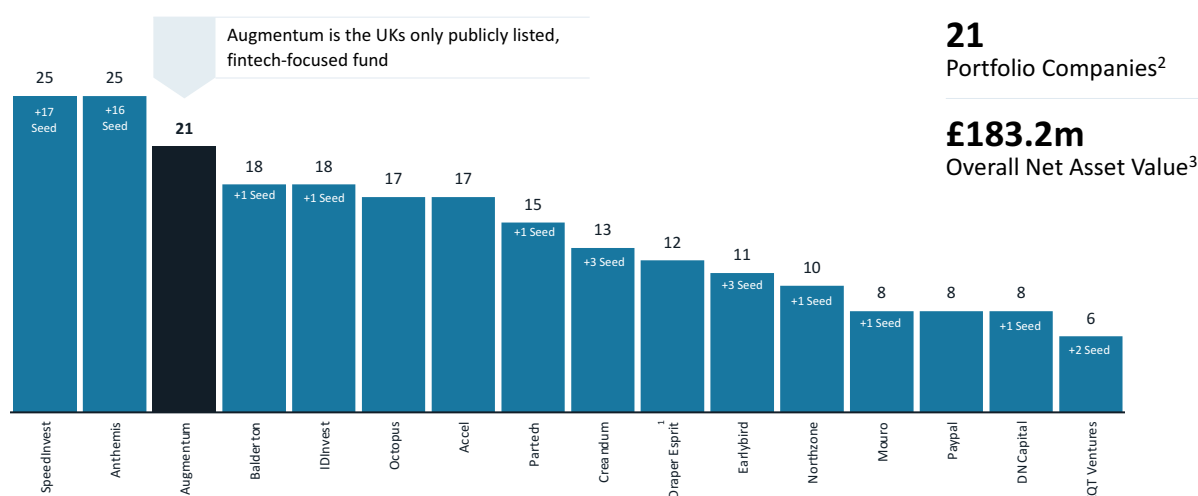
NAV and NAV per Share, 31st March 2018-21



Since IPO in 2018, the Company has built one of the largest fintech portfolios (by number of portfolio companies) in Europe:

¹² This is a target only and not a profit forecast and there can be no assurance that it will be met or that any capital growth or distributions will be achieved.

Venture Funds by Direct Active European Series A+ Fintech Investments



¹ Draper Esprit investment in Earlybird evaluated as a single active investment.

² Including investments and one disposal (Dext) made after 31 March 2021 year end.

³ 31 March 2021 NAV.

Source: Investor websites, Crunchbase (accessed 14 May 2021).

Following the 31 March 2021 year end the Company made its first disposal, selling its interest in Dext (formerly Receipt Bank) for £10.5 million, realising a 31 per cent. IRR over an investment period of just 15 months.

11 Competitive advantages

The Directors believe that the Company has a number of competitive advantages including:

- *Available investment pipeline:* Through the Management Team's existing industry relationships, the Company expects to be able to benefit from access to an identified pipeline of assets that meet the Company's investment policy that is currently in excess of £1 billion. It is also envisaged that, due to the demand that currently exists for post-seed venture capital in the European fintech market, the potential pipeline available to the Company will continue to increase.
- *The Management Team's extensive experience and networks:* The Company will leverage the Management Team's expertise, experience and networks in the fintech sector to drive value creation in its investee companies. The breadth of the Company's team encourages deeper involvement by each member of the Management Team in transaction origination as well as the execution of growth and business plans, working closely with investee companies' executive management usually as a board director or observer.
- *Europe offers a large addressable and attractive fintech investment opportunity with a funding gap:* London has a long history as a global financial centre. This financial "DNA" breeds new ideas as well as providing a natural market for them to take-off. In addition a supportive government and progressive regulator provides the ideal backdrop for it to continue to be a global financial centre in the fintech era. Beyond London, the Management Team is also seeing fintech innovation in Berlin, Paris, Scandinavia and Amsterdam. As well as being a fertile ground for fintech businesses to be built, the Management Team also sees the opportunity to capitalise on the lower valuations of early stage businesses in Europe as compared to the US resulting from less availability of capital at key stages of a company's growth.
- *Early mover advantage:* The substantial demand for venture capital funding in the European fintech market is being underserved and the Company will be well positioned to capitalise on the best opportunities available in the market. The Company's focus on fast growing and/or high potential private fintech businesses offers a targeted investment into a sector that is difficult to successfully gain access to as an investor.

12 Valuation

The Net Asset Value of the Company and the Net Asset Value per Ordinary Share (and per C Share, where applicable) is calculated in Sterling by the AIFM, and approved by the Board, on a semi-annual basis as at 30 September (unaudited) and 31 March (audited).

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.

The AIFM determines the value of investments that are not publicly traded using recognised valuation methodologies in accordance with the International Private Equity and Venture Capital Association valuation guidelines (IPEVCA Guidelines) or any other guidelines the AIFM and Board considers appropriate. These methods include primary valuation techniques, such as 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 are approved by the Valuations 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 is 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 systems 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.

The Company may delay public disclosure of the Net Asset Value per share to avoid prejudice to its legitimate interests, provided that such delay would not be likely to mislead the public and the Company has put in place appropriate measures to ensure confidentiality of that information.

13 Reports, accounts and meetings

The Company holds a meeting as its annual general meeting in each year. The annual report and accounts of the Company are made up to 31 March in each year with a copy being made available to Shareholders on the Company's website (and, to the extent required, copies being sent to Shareholders) within the following four months. The Company also publishes unaudited half-yearly reports to 30 September each year with a copy being made available to Shareholders on the Company's website within the following three months.

The Company's financial statements are prepared in Sterling under IFRS.

14 Premium and discount management

The Board has the discretion to seek to manage, on an ongoing basis, the premium or discount at which the Shares may trade to their NAV through further issues and buy-backs, as appropriate.

14.1 **Discount control**

The Directors will consider repurchasing Shares in the market if they believe it to be in Shareholders' interests as a whole and as a means of correcting any imbalance between supply of and demand for the Shares.

At the Company's annual general meeting held on 29 September 2020, Shareholders gave the Board authority to buy back up to 17,516,850 Ordinary Shares. This authority will expire at the conclusion of the Company's next annual general meeting which has been convened for 21 September 2021, but renewal of this buy-back authority is being sought at that meeting and is expected to be sought at each subsequent annual general meeting of the Company. Any purchase of Shares would be made only out of the available cash resources of the Company. Shares purchased by the Company may be held in treasury or cancelled.

The maximum price (exclusive of expenses) which may be paid for a Share under the authority referred to above is an amount equal to the greater of (i) 105 per cent. 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 the shares and the highest then current independent bid for the shares on the London Stock Exchange. In addition, the Company will only make such repurchases through the market at prices (after allowing for costs) below the relevant prevailing NAV per Share under the guidelines established from time to time by the Board.

Shareholders should note that the purchase of Shares by the Company is at the absolute discretion of the Directors and is subject to the working capital requirements of the Company and the amount of cash available to the Company to fund such purchases. Accordingly, no expectation or reliance should be placed on the Directors exercising such discretion on any one or more occasions.

14.2 **Premium management**

In the event that the Shares trade at a premium to NAV, the Company may issue new Shares.

In order to facilitate the Share Issuance Programme described in the Securities Note, the Company is seeking Shareholder authority to issue up to 150 million Ordinary Shares and/or C Shares, on a non-pre-emptive basis, at the General Meeting that has been convened for 8 July 2021.

In addition, the Company was granted Shareholder authority to issue Shares at the Company's annual general meeting held in September 2020, although no such authority to issue Shares remains. A renewal of that authority is being sought at the Company's next annual general meeting which has been convened for 21 September 2021 and is expected to be sought at each subsequent annual general meeting of the Company.

Investors should note that the issuance of new Ordinary Shares and/or C Shares is entirely at the discretion of the Board, and no expectation or reliance should be placed on such discretion being exercised on any one or more occasions or as to the proportion of new Ordinary Shares and/or C Shares that may be issued.

No Shares will be issued at a price less than the prevailing published Net Asset Value per existing Share at the time of their issue.

14.3 **Treasury shares**

Any Shares repurchased pursuant to the general authority referred to above may be held in treasury. The Act allows companies to hold shares acquired by way of market purchase as treasury shares, rather than having to cancel them. These shares may be subsequently cancelled or sold for cash. This would give the Company the ability to re-issue Shares quickly and cost effectively, thereby improving liquidity and providing the Company with additional flexibility in the management of its capital base.

Unless authorised by Shareholders, no Shares will be sold from treasury at a price less than the NAV per Share at the time of the sale unless they are first offered pro-rata to existing Shareholders.

14.4 **Consultation regarding the future of the Company**

In the event that the NAV per Share falls below 70 pence, or such other level as the Board may determine from time to time to reflect returns of capital and/or the passage of time, the Company will suspend making

new investments. At that time, the Board will consult with Shareholders and undertake a strategic review of the future of the Company.

As a result of such a strategic review, Shareholders may be asked to vote on proposals put forward by the Board at a general meeting to be convened as soon as practicable thereafter. These proposals may include the redemption or repurchase of Shares, the reconstruction, reorganisation or voluntary liquidation of the Company, a combination of these or any other proposals that the Board may consider appropriate.

15 C Shares

If there is sufficient demand from potential investors at any time, the Company may seek to raise further funds through the issue of C Shares. C Shares may be issued pursuant to the ongoing Share Issuance Programme described in the Securities Note. The issue of C Shares is designed to overcome the potential disadvantages for both existing and new investors, which could arise out of a conventional fixed price issue of further Shares for cash. In particular:

- the C Shares would not convert into Ordinary Shares until at least 80 per cent. of the net proceeds of the C Share issue (or such other percentage as may be agreed between the Directors and the Portfolio Manager) have been invested in accordance with the Company's investment policy (or, if earlier, six months after the date of their issue);
- the assets representing the net proceeds of a C Share issue would be accounted for and managed as a distinct pool of assets until their conversion date. By accounting for the net proceeds of a C Share issue separately, holders of Ordinary Shares will not participate in a portfolio containing a substantial amount of uninvested cash before the conversion date;
- the basis on which the C Shares would convert into Ordinary Shares is such that the number of Ordinary Shares to which holders of C Shares would become entitled will reflect the relative net asset values per share of the assets attributable to the C Shares and the Ordinary Shares. As a result, the NAV per Share can be expected to be unchanged by the issue and conversion of any C Shares; and
- the Net Asset Value of the Ordinary Shares would not be diluted by the expenses of the C Share issue, which would be borne by the C Share pool.

The Articles contain the C Share rights, full details of which are set out in paragraph 3.18 of Part 5 of this Registration Document.

16 Taxation

Potential investors are referred to Part 6 of the Securities Note for details of the taxation of the Company and of Shareholders resident for tax purposes in the UK. Investors who are in any doubt as to their tax position or who are subject to tax in jurisdictions other than the UK are strongly advised to consult their own professional advisers immediately.

17 Risk factors

The Company's business is dependent on many factors and potential investors should read the whole of this Registration Document, the Summary and the Securities Note (and any Future Summary and/or Future Securities Note and any supplementary prospectus issued by the Company) and in particular the section entitled "Risk Factors" on pages 4 to 13 of this Registration Document.

18 Disclosure obligations

The provisions of Chapter 5 of the Disclosure Guidance and Transparency Rules (as amended from time to time) ("**DTR 5**") of the Financial Conduct Authority Handbook apply to the Company on the basis that the Company is a "UK issuer", as such term is defined in DTR 5.

As such, a person is required to notify the Company of the percentage of voting rights it holds as a holder of Shares or holds or is deemed to hold through the direct or indirect holding of financial instruments falling within DTR 5 if, as a result of an acquisition or disposal of Shares (or financial instruments), the percentage

of voting rights reaches, exceeds or falls below the relevant percentage thresholds being, in the case of a UK issuer 3 per cent. and each 1 per cent. threshold thereafter up to 100 per cent.

19 The Takeover Code

The Takeover Code applies to the Company.

Given the existence of the buyback powers described at paragraph 14.1 above, there are certain considerations that Shareholders should be aware of with regard to the Takeover Code.

Under Rule 9 of the Takeover Code, any person who acquires shares which, taken together with shares already held by him or shares held or acquired by persons acting in concert with him, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, is normally required to make a general offer to all the remaining shareholders to acquire their shares. Similarly, when any person or persons acting in concert already hold more than 30 per cent. but not more than 50 per cent. of the voting rights of such company, a general offer will normally be required if any further shares increasing that person's percentage of voting rights are acquired.

Under Rule 37 of the Takeover Code when a company purchases its own voting shares, a resulting increase in the percentage of voting rights carried by the shareholdings of any person or group of persons acting in concert will be treated as an acquisition for the purposes of Rule 9 of the Takeover Code. A shareholder who is neither a director nor acting in concert with a Director will not normally incur an obligation to make an offer under Rule 9 of the Takeover Code in these circumstances.

However, under note 2 to Rule 37 of the Takeover Code where a shareholder has acquired shares at a time when he had reason to believe that a purchase by the company of its own voting shares would take place, then an obligation to make a mandatory bid under Rule 9 of the Takeover Code may arise.

The buyback powers could have implications under Rule 9 of the Takeover Code for Shareholders with significant shareholdings. The buyback powers should enable the Company to anticipate the possibility of such a situation arising. Prior to the Board implementing any share buyback the Board will seek to identify any Shareholders who they are aware may be deemed to be acting in concert under note 1 of Rule 37 of the Takeover Code and will seek an appropriate waiver in accordance with note 3 of Rule 37. However, neither the Company, nor any of the Directors, nor the Portfolio Manager, nor the AIFM will incur any liability to any Shareholder(s) if they fail to identify the possibility of a mandatory offer arising or, if having identified such a possibility, they fail to notify the relevant Shareholder(s) or if the relevant Shareholder(s) fail(s) to take appropriate action.

20 Distribution to retail investors

The Company conducts its affairs so that its Shares can be recommended by financial advisers to retail investors in accordance with the FCA's rules in relation to non-mainstream pooled investment products. The Company's Ordinary Shares are and its C Shares are expected to be excluded from the FCA's restrictions which apply to non-mainstream pooled investment products because they are shares in an investment trust.

The Company conducts its affairs so that its Shares can be recommended by financial advisers to retail investors in accordance with the rules on the distribution of financial instruments under UK MiFID II. The Directors consider that the requirements of Article 57 of the UK MiFID Delegated Regulation will be met in relation to the Company's Shares and that, accordingly, the Shares should be considered "non-complex" for the purposes of UK MiFID II.

21 Eligibility for investment by UCITS or NURS

The Company has been advised that the Shares should be "transferable securities" and, therefore, should be eligible for investment by UCITS or NURS on the basis that: (i) the Company is a closed-ended investment company incorporated in England and Wales as a public limited company; (ii) the Shares are to be admitted to trading on the main market of the London Stock Exchange; and (iii) the AIFM and the Portfolio Manager are authorised and regulated by the FCA and, as such, are subject the rules of the FCA in the conduct of

its investment business. The manager of a UCITS or NURS should, however, satisfy itself that the Shares are eligible for investment by that fund, including a consideration of the factors relating to that UCITS or NURS itself, specified in the rules of the FCA.

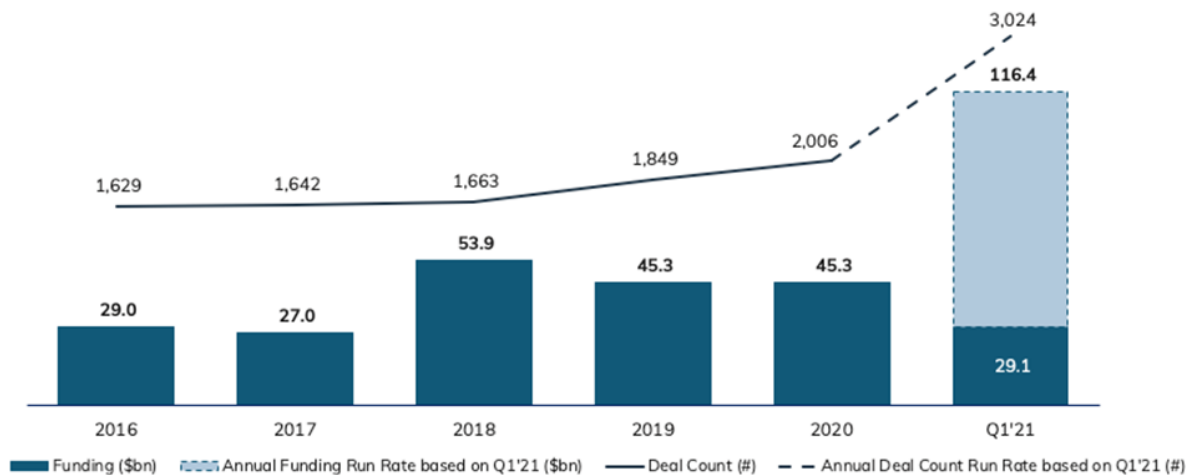
PART 2

INVESTMENT OPPORTUNITY

1 Investment rationale

In his Review of UK Fintech published in February 2021, Ron Kalifa called fintech “a permanent technological revolution that is changing the way we do finance”. The report set out a number of recommendations that would position the UK to take a leading role globally in the transition to this new way of delivering financial services that above all “delivers better financial outcomes for customers, especially consumers and SMEs”.

Global Fintech Financing Volume & Deal Count, 2016-Q1'21 Run Rate

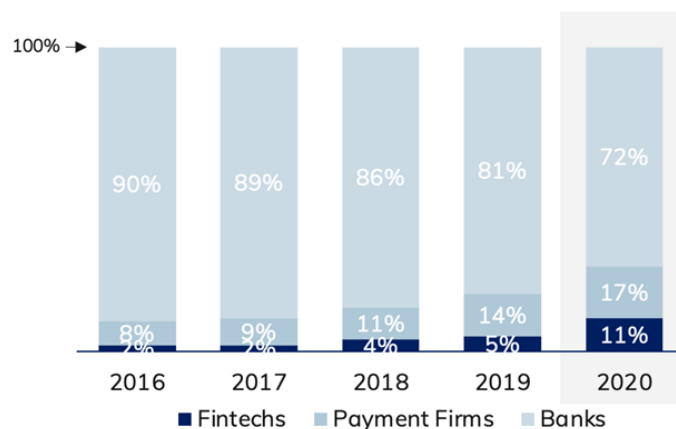


Source: FT Partners.

The Management Team believes that the financial services sector is ripe for disruption and disintermediation and that, despite early signs, the process has yet to happen in the significant way that has been seen in other sectors such as retail, travel and media where many of the largest players today did not exist 20 years ago.

Fintechs and payment firms are a growing market presence but huge headroom remains

Top 500 Global Banks, Payment & Fintech Firms* Share of Market Capitalisation

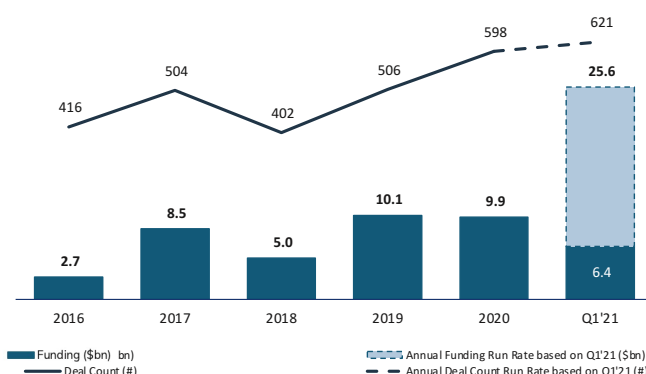


*Estimated value used for private fintech firms.

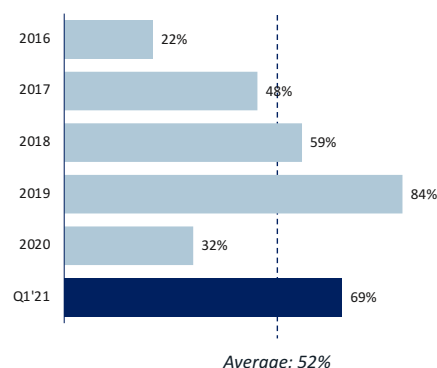
Source: The Economist.

The Management Team believes that Europe, particularly the UK, will be at the centre of this disruption due to a confluence of factors including regulation and sector “DNA”. The Management Team considers that Europe will offer investors a compelling growth opportunity given the potential for global expansion emerging from European entrepreneurs, limited competition and receptive global exit markets. The Management Team believes that the dynamics of the European venture and growth capital market, combined with the Company’s investment strategy, should provide investors with greater diversity in their portfolio exposure to fintech growth companies.

European Fintech Financing Volume & Deal Count
2016-Q1’21 Run Rate



UK Share of European Fintech Funding
2016-Q1'21, %

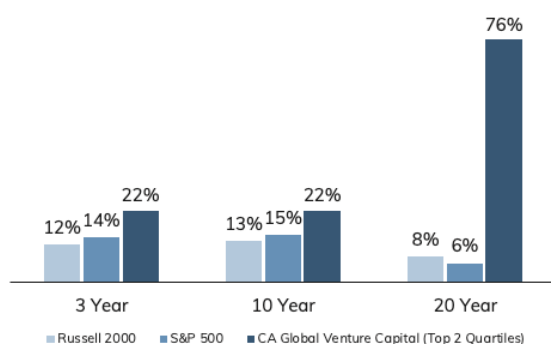


Source: FT Partners, KPMG Pulse of Fintech, Sifted.

The value of venture-backed private companies has outpaced growth in public equities in recent years and within the technology segment, fintech has outperformed other sectors.

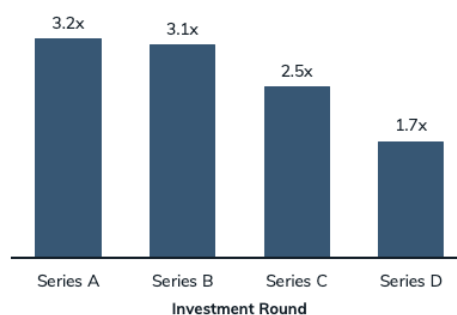
Top quartile venture capital outperforms public markets over the short, medium and long term

Global Venture Capital Periodic Rates of Return, As at 30th June 2019



Within technology venture, fintechs have delivered the biggest returns, particularly investing pre-series C

Multiple of fintech VC adjusted annualised exit return vs general tech VC by investment round, Global tech exits 2009-19



Source: Cambridge Associates, Pitchbook.

The Management Team further believes that the UK investment trust structure is suited to these types of investments as an alternative to the GP/LP structure which is more common in venture capital. GP/LP structures typically have a 10-year fund life with the first five years being the “investment period” and the second five years the “harvesting period”. In many investment opportunities, and in fintech businesses in particular, this timeline does not correlate to the lifecycle of the opportunity itself. Financial services is a complex sector where navigating the regulatory parameters and building the trust of customers can often take longer than in other sectors. The five years investing/five years harvesting structure may lead to investment funds having to divest their holdings at a time when much of the hard work has been done but the value has not yet been realised – i.e. they become sellers when they should be buyers, especially when the future value is in large part due to the capital they have already provided. The permanent capital structure provided by an investment trust avoids this issue. It will allow the Company to unlock the value being built in its investee companies and aligns the Company’s investors with the founders of the fintech businesses.

in building the most valuable businesses they can rather than the most valuable they can achieve within a pre-determined timescale.

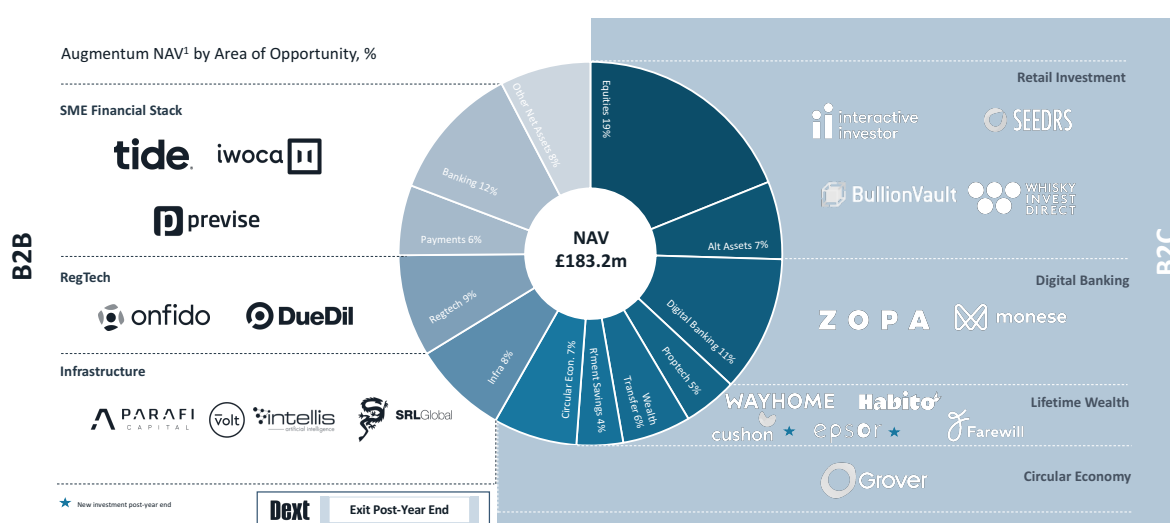
The Management Team also believes that there are a very limited number of listed vehicles giving access to these types of investments despite demand from individual investors, as seen on crowdfunding platforms, and from certain types of institutional investors for whom a typical venture capital limited partnership structure may not be suitable.

2 The opportunity

2.1 What is fintech?

The Management Team's interpretation of fintech is "businesses that disintermediate or disrupt the financial services industry".

The diagram below illustrates a number of sub-sectors within seven broadly defined key fintech areas of focus and maps the current portfolio against these areas:



¹ NAV as at 31 March 2021 with post-year end investments held at cost.

The Management Team considers that these seven areas of focus offer compelling investment opportunities as set out below.

- **Retail Investment:** High fees, poor returns, low tech solutions and bloated service delivery chains have made this area fertile ground for new challengers to target. Historic customer inertia to switching has allowed existing players to hold on to their strong market positions, however, this is becoming increasingly difficult, as fintechs develop cheaper, more efficient and more customer friendly platforms, with some building a compelling track record of performance.
- **Digital Banking:** This sector is probably the most developed of fintech sub-sectors but actual penetration by fintechs is still very small, with the largest financial institutions continuing to dominate by market share as they have over the past 20 years. The traditional bank is being unbundled by dynamic, data driven and tech focused fintechs who are deploying models that allow more innovative, simple and more transparent ways for consumers to engage with their finances.
- **Lifetime Wealth:** Fintech businesses that provide consumers with innovative ways to manage and deploy wealth accumulated throughout their lives.
- **Circular Economy:** Consumers are placing increasing emphasis on the sustainability of the financial services propositions they engage with. Fintechs in this area are addressing these requirements with innovative models.
- **Infrastructure:** This sub-sector relates to businesses that provide services to financial services businesses to allow them to operate more efficiently and effectively.

- *Regtech*: Compliance with regulations is creating an increasing demand from the financial sector for automated solutions that enable them to offer their services efficiently.
- *SME Financial Stack*: SMEs require tailored financial solutions that reflect their status somewhere between consumers and large enterprises. This is an area that many of the incumbent financial service providers have left behind due to the complexity and cost of servicing this demographic set against the fee levels that the market can sustain. Capital efficient, focused fintechs are able step in and provide these solutions to SMEs.

Decentralised finance and other fintech opportunities

Traditionally the financial services sector has required the involvement of a trusted central party to ensure the integrity and fulfilment of transactions. The advent of blockchain technology has created conditions which enable the removal of several layers of complexity from financial transactions by creating a “single source of truth”. Building on this, there are an increasing number of businesses based on smart contracts that remove the need for involvement of any third parties to a financial transaction. This area, known as decentralised finance, can cut across any of the traditional financial services sectors noted above and is an exciting space which the Management Team are tracking closely.

The Company may also invest in businesses within the financial services sector not captured by the above including new ideas that by their disruptive nature do not fit neatly into the existing framework.

Within this broad definition of fintech there are also some areas where the Company does not expect to play a role. There are some propositions where the level of upfront capital that needs to be deployed is so high that any investment by the Company could be diluted to an insignificant stake before there is proof of concept. There are other investors better suited to these opportunities, and whilst these businesses may well turn out to be successful, the Company believes that the capital required to prove concept and scale is too high.

2.2 What is the value of fintech?

Financial services have long been provided by large institutions that over the years have grown cumbersome in their breadth and constrained by their complexity and regulation. Advances in technology have allowed a new breed of company to emerge providing better, cheaper and more focused services to end consumers. The Value of Fintech report by KPMG released in October 2017 shows how disruptors have reshaped customer expectations, setting new and higher bars for user experience, in five key ways:

- *Enhancing customer experience*
Empowered by new technology, fintechs are able to offer personalised services and communicate interactively with customers, significantly enhancing customer engagement and experience.
- *Increasing transparency*
Fintechs enable financial services companies to increase clarity of services and products, and provide transparency on fees and charges. This increases levels of trust, which is the foundation of the financial services industry.
- *Providing education and support*
Navigating complex financial services and products can be difficult for end users. Fintechs, through the use of technologies such as Artificial Intelligence (AI) and big data analytics, provide tailored customer support and guidance in a cost effective way.
- *Improving financial inclusion*
Fintechs enable the provision of new products and services to customer groups who have not, to date, been able to access traditional financial services either through lowering of price or broadening of channels.
- *Reducing cost*
Enhanced automation allows fintechs to deliver services with a much lower cost base than incumbents.

2.3 ***What differentiates Augmentum***

The Management Team believe that the following key features differentiate the Company's offering:

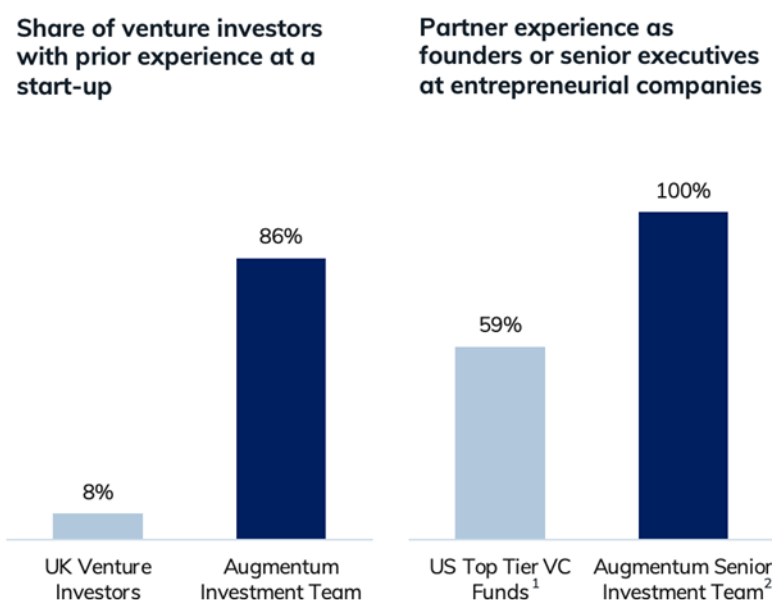
Listed structure

The Management Team believes that investee companies benefit when pressures associated with traditional VC timelines are removed, especially in the fintech sector where companies can take a bit longer to mature due to complexity and regulation. The Company's permanent capital structure seeks to address this:

- The structure also allows the Management Team to be IRR-driven instead of multiple-driven. The Company can take early stage, long term positions as well as shorter term investments in companies nearer to exit. This provides liquidity to value realisation and greater opportunity for returns.
- The listed structure also gives investors access to venture scale opportunities without the restrictions and timelines of being locked into a traditional VC fund lifecycle.
- The asset class that was previously inaccessible to many types of retail and institutional investors is now opened up.
- For investee companies an investment by the Company allows their customers, and even potential acquirers, to take an indirect stake and the Company's coverage by the analyst community gives them soft exposure to the public markets and its investors who can follow their story and understand their business for longer.
- Finally, the listed structure means the Company can truly claim to be independent. The shareholder base is fluid and dictated by the market so no investor or strategic partner can influence our investment thesis. This is important for investee companies who often have to navigate the true motivation behind corporate venture money.

Sector specialists

- Access to deals
 - Strong network – The Management Team's and Advisory Panel's extensive networks provide access to deals, a critical differentiator in determining the success of a VC fund, through decades of experience operating in the venture and fintech space. The Management Team strongly believes that this network is without peer in the sector.
 - Proactive – The Management Team doesn't wait for deals to come to it. Every investment made since IPO was proactively sourced rather than adviser-led.
 - Becoming the preferred investor – in competitive deal situations the Management Team has a high success rate of converting the term sheet.
- Deep sector knowledge
 - Cutting through the noise – in a complex industry, deep sector knowledge is critical in making the right investment decisions. The members of the Management Team have been investing, or operating, across the fintech landscape since 1999.
 - Experts across every subsector – the highly engaged Advisory Panel, who meet with the Management Team quarterly, deepen this expertise even further. The panel members are also significant investors in the Company.
- Team of operators
 - The benefit of experience – the members of the Management Team have more than 80 years of experience as tech entrepreneurs and tech investors between them. They understand what it takes to build and scale a business.
 - Active investors – the Management Team looks for board representation at portfolio companies where appropriate and proactively leverages its experience, expertise and network to drive value.



¹ Active general partners from composite of 30 firms drawn from industry rankings. Data reported as a firm-level average.

² Augmentum senior investment team includes Perry Blacher, Tim Levene, Martyn Holman and Richard Matthews.

Source: Diversity VC (2019), Techcrunch & Endeavor Insight Analysis (2015).

European focus with UK bias

There are a number of reasons why the Management Team believes that Europe, and the UK in particular, will continue to be at the epicentre of the fintech revolution.

- The existing financial services sector

Ideas for businesses often come from entrepreneurs trying to solve a problem or frustration that they face in their everyday life. This holds true in financial services where many fintech businesses are being founded and backed by people working within the sector who believe that there is a better way to do things.

London has been one of the largest financial services hubs in the world for centuries and is amongst the leading cities in many sectors, including overseas loans, insurance, forex and foreign stock listings. As such, there is a deep pool of financial services knowledge from which new ideas will emerge and a natural market place for when they do.

Silicon Valley has led the world in tech innovation for the last few decades. Financial services, however, remains one of the few sectors where it is at a disadvantage due to the lack of industry “DNA”. Whilst it would be short-sighted to discount Silicon Valley as an innovator in financial services, the Management Team consider it highly likely that many fintech “unicorns” will continue to be built in Europe as a result of its favourable infrastructure and capabilities.

- Forward-looking governments

The UK government is committed to backing innovative financial businesses, as evidenced by the recent Kalifa Review of UK Fintech. The financial crisis of 2008 highlighted the reliance of the UK economy on financial institutions and the government has sought to encourage and increase competition and innovation in the sector as a result. The Management Team believes that this is also happening in other parts of Europe, particularly with the uncertainty of Brexit, and that other European nations will look to gain market share as a result of that uncertainty.

- Progressive regulation

The UK has become an attractive place to start a fintech business relative to the US, partly as a result of an innovative financial services regulator. In the US there are 50 state regulators as well as several federal ones. For fintechs, where frictionless borders and service delivery from a central hub are a fundamental part of their proposition, this presents a regulatory minefield. In addition, the SEC in the US does not usually engage with innovative businesses until they have achieved scale. This can lead

to businesses growing to a significant size before finding out they need to adapt their business model, creating uncertainty for prospective investors.

By way of contrast, in the UK the FCA actively engages with new businesses to understand and help refine their business models in advance, and has introduced the “regulatory sandbox” to allow controlled launches. Other regulators across Europe (and the world) are looking closely at the UK approach and may look to mirror it.

- **Valuations**

Valuations of venture capital-backed businesses are often lower in Europe than in the US.

A company may raise capital at various stages of its evolution. The initial “seed” capital is generally provided by friends and family, angel investors and seed incubators. As a company moves beyond this stage it will then seek to raise “venture” capital from the venture capital community, including the Company.

In the US the venture capital sector is highly evolved and there are substantial amounts of capital available, which leads to increased competition for the best deals and, therefore, higher valuations. The European venture sector is less competitive and valuations are, on average, lower.

In addition, the last few years have seen significant growth in seed stage investments.

The introduction of government tax initiatives, like EIS and SEIS in the UK, as well as a flourishing angel investor network, have led to a wall of capital being available to start-ups to get their ideas off the ground. In an ideal ecosystem there would be enough capital at each stage to ensure that the best businesses continue to receive further funding throughout their evolution. However, the capital available at the venture stage has not kept pace with the growth in the seed stage meaning that it is not straightforward for even the good ideas to raise institutional money. This “funding gap” leads to less competition and lower valuations.

- **Expertise**

The EU fintech ecosystem is underpinned by world-class academic institutions. As can be seen in the table below, three of the world’s top five computer science institutions are European.

<i>Computer Science Rank 2020</i>	<i>Computer Science Rank 2019</i>	<i>Computer Science Rank 2018</i>	<i>University</i>	<i>Country</i>
1	1	3	University of Oxford	United Kingdom
2	3	1	Stanford University	United States
3	2	4	ETH Zurich	Switzerland
4	5	2	Massachusetts Institute of Technology	United States
5	4	5	University of Cambridge	United Kingdom

Source: The Times World University Rankings 2020.

2.4 **Why invest now?**

As the diagram on page 37 shows, fintechs have yet to penetrate global financial services in a significant way and the Management Team believes that, with investment being deployed into the sector, and the challenges faced by incumbents to match the agile, service driven and cost-effective offerings of new players, investors will inevitably see the fintech share increase.

It is still very early days. Whilst some fintechs that have emerged in the last few years have gained significant scale, their market penetration is still fairly insignificant. The largest financial institutions are still the same as a decade or more ago and yet in other sectors, such as retail, travel and media, the disruptors have already in many cases supplanted the previous incumbents. The Management Team firmly believes that this will happen in sectors within financial services. It is taking longer as the financial services sector is more complex, highly regulated and consumers require more persuasion to switch, but the pace of technological advancement and consumer demands make the eventual shift highly likely.

Although it is not possible to predict the economic cycle, some of the world's most successful businesses were founded at the height of the last recession.

Tech companies thrive on change and upheaval. The events of 2008 changed the way banks are perceived by consumers. Many consumers continue to seek out alternative providers of financial services. The effects of the financial crisis of 2008 are still being felt today and have provided stimulus for new businesses as well as the customer bases for them.

What Brexit will mean for financial services is still unclear. What is clear though is that consumers will still need financial services and it may be much easier for smaller, more focused financial services providers to adapt to whatever changes come than it will be for large multi-faceted providers, encumbered with legacy systems, unwieldy bureaucracies and challenged by an increased compliance and regulatory burden.

The Covid-19 pandemic has also created a set of circumstances that the Management Team believe will further accelerate the digitisation of financial services. Lockdowns and social distancing policies led to widescale take up of digital solutions by consumers who had previously relied on face to face interaction. The trend towards a cashless society has also been accelerated due to factors such as fears of handling currency and the switch to online shopping.

Fintech adoption trends were accelerated by Covid lockdowns

12% of UK population downloaded an online banking app for the first time during the first lockdown¹

74% of UK consumers are using less cash vs pre-covid ²

20% of US daily trading volume from retail traders in 2021 vs c.10% in 2019³

¹ Global Processing Services on Bdaily news.

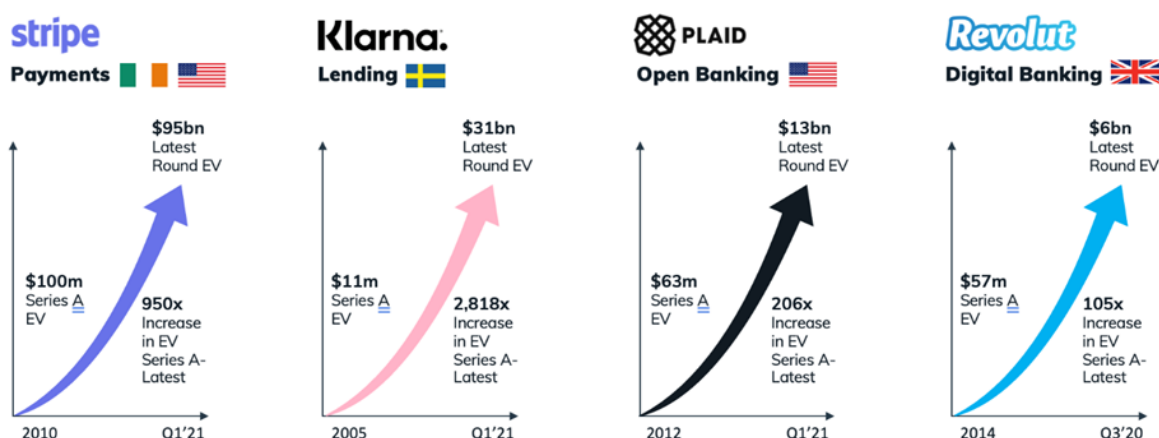
² Finextra – How Covid-19 changed the UK's relationship with cash.

³ Citadel Securities via Forbes.

2.5 ***Private for longer***

There is a current trend for businesses to remain private for longer and in many instances they are acquired before ever reaching the public markets. The Company allows public market investors to get exposure to such businesses earlier than waiting for them to IPO, and at lower valuations.

Funding and Valuation History for Leading Private Fintechs, Series A-Latest Reported Funding Round¹



¹ Where series A valuation has not been publicly released, we assume 20 per cent. equity dilution at Series A.

Source: Tracxn company information (accessed 20 April 2021), press releases.

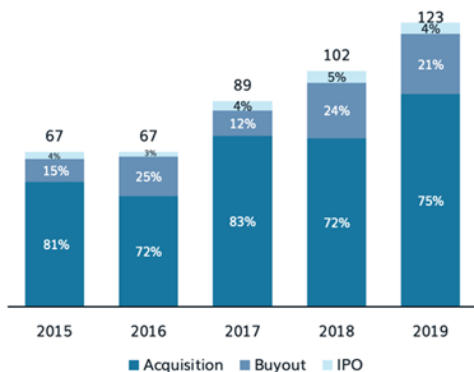
The Management Team believes that there are a number of reasons for this:

- **Availability of capital**
One of the key drivers in the past of companies coming to the public markets was the availability of capital. There is now a vast pool of capital available to private companies through venture capital, private equity, sovereign wealth, family offices and others at a scale never seen before.
- **Organic growth opportunity**
Technology is allowing companies to grow in scale organically without having to raise large sums to support the expanded infrastructure previously required. Whilst growth through acquisitions is still common, it is now not always such a prerequisite to get to large scale due to the reach that technology can give companies, and the availability of capital noted above means that when it is the chosen course, it can often be done privately.
- **Geographical opportunity**
Solutions delivered electronically mean that companies do not have to establish significant presences in each market they operate in and so the capital intensity required to build significant scale is much lower.
- **Rate of growth**
The ease and scalability of electronically delivered services mean that companies can grow faster than before. With these rates of growth, the additional time and cost overhead that public market accountability and reporting requirements bring are often not attractive to management teams.

As a consequence, if and when companies eventually do come to the public market there is a risk that they are already “fully baked” and that the majority of value in the opportunity has already been captured. Indeed, many companies are acquired before ever reaching the public markets and as the pressure grows on incumbents to respond to the growth of fintechs, we expect this trend, as illustrated in the right hand table below, to continue.

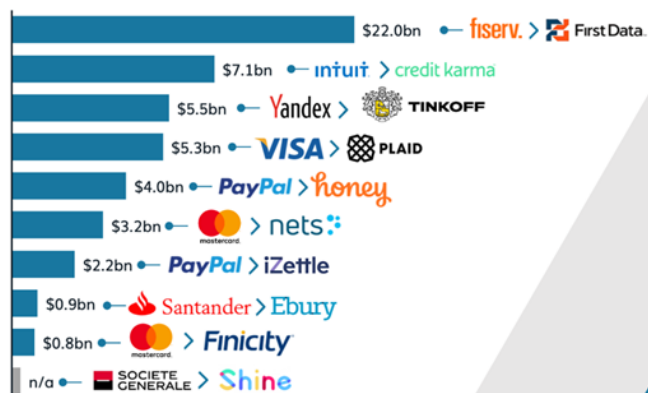
Less than 5% of fintech exits from 2015-2019 have come through IPO

Fintech exits by exit route
US & Europe, 2015-19



Notable fintech acquisitions

Exit valuations, 2018-20, \$



Source: Pitchbook; company press releases.

The Management Team believe that the relationship between “access to capital for growth” and “access to liquidity for current shareholders” as drivers of an IPO has swung towards the latter. An investment in the Company allows public market investors to access these underlying companies far earlier in their lifecycle than they would otherwise be able to, potentially benefitting from this growth capital motivation and, usually, a lower investment price.

PART 3

DIRECTORS, MANAGEMENT AND ADMINISTRATION

1 Directors

The Directors are responsible for the determination of the Company's investment policy and strategy and have overall responsibility for the Company's activities including the review of investment activity and performance and the control and supervision of the Company's service providers, including the Portfolio Manager. All of the Directors are non-executive and are independent of the Company's service providers.

The Directors meet at least four times a year to, amongst other things, review and assess the Company's investment policy and strategy, the risk profile of the Company, the Company's investment performance, the performance of the Company's service providers, including the Management Team and the AIFM, and generally to supervise the conduct of its affairs. The audit committee meets at least twice per annum.

The Directors are as follows:

Neil England, Chairman

Neil has extensive international business expertise in a career spanning public and private companies varying in size from start-ups to global corporations. His career started in manufacturing and he has held leadership roles in sales, marketing and general management across sectors including food, FMCG (fast-moving consumer goods), distribution and technology. Neil was a Vice President of Mars Incorporated; Group Chief Executive at The Albert Fisher Group plc and Group Commercial Director at Gallaher Group plc. Additionally he started two technology businesses and has advised on others. Neil is Chairman of Schroder British Opportunities Trust plc and has been Chairman of a number of other companies, most recently ITE Group plc (now Hyve Group Plc), BlackRock Emerging Europe plc and three private businesses.

Karen Brade

Karen has extensive experience of project finance, private equity and asset management. She started her career at Citibank working on multi-national project finance transactions. Karen worked at CDC (Commonwealth Development Corporation), the UK Government's development finance institution, where she held positions in equity and debt investing, portfolio management, fund raising and investor development. Karen has been an adviser to hedge funds, family offices and private equity houses. She currently serves as Chairman of Aberdeen Japan Investment Trust plc; Chairman of Keystone Positive Change Investment Trust plc; Non-Executive Director of HeiQ plc and is an external panel member of the Albion Capital VCT investment committee.

David Haysey

David has extensive experience in the investment business, working on both public and private equities, and asset allocation. He started his career as a stockbroker, and held a number of senior positions, including as head of European equities for SG Warburg plc and Deutsche Bank AG and CIO and co-CEO of Deutsche Asset Management's European Absolute Return business. David previously worked for RIT Capital Partners plc, where he was a board member and head of public equities. He joined the multi-strategy firm Marylebone Partners from its launch as head of liquid strategies. Since his retirement he has been a non-executive partner and member of the firm's investment committee.

2 The Portfolio Manager

The Company is structured as an internally managed closed-ended investment company. The Portfolio Manager (a wholly owned subsidiary of the Company) is the operating subsidiary of the Company that manages the investment portfolio of the Company, including the investment and reinvestment of its portfolio, as a delegate of the AIFM.

The Portfolio Manager operates a specialist, dedicated fund management and advisory business whose experienced and entrepreneurial management team has a strong track record in fintech venture capital. The Portfolio Manager is based in London. The Portfolio Manager is authorised and regulated in the UK by the FCA.

Tim Levene and Richard Matthews are directors of the Portfolio Manager. The other members of the Management Team are either employees of, or engaged as consultants to, the Portfolio Manager.

The Portfolio Manager has entered into service agreements with each of Tim Levene and Richard Matthews, the principals of the Portfolio Manager and whose biographies are set out under “The Management Team” below.

The service agreement of Tim Levene includes the following terms: he is chief executive officer of the Portfolio Manager with an annual base salary of £220,000, a pension contribution into a personal pension scheme of an amount equal to 15 per cent. of his base salary per annum and a standard benefits package including medical and life insurance. His service agreement is terminable upon 12 months’ notice by either party. He is entitled to a discretionary bonus of up to 50 per cent. of his base salary per annum, in such amount (if any) as determined by the Management Engagement and Remuneration Committee.

The service agreement of Richard Matthews includes the following terms: he is an executive director and chief operating officer of the Portfolio Manager with an annual base salary of £220,000, a pension contribution into a personal pension scheme of an amount equal to 15 per cent. of his base salary per annum and a standard benefits package including medical and life insurance. His service agreement is terminable upon 12 months’ notice by either party. He is entitled to a discretionary bonus of up to 50 per cent. of his base salary per annum, in such amount (if any) as determined by the Management Engagement and Remuneration Committee.

The service agreements of each of Tim Levene and Richard Matthews permit them to continue certain business activities outside of the Group.

Tim Levene and Richard Matthews are entitled to participate in the carried interest plans referred to in paragraph 2.3 below.

The Portfolio Manager also employs other investment professionals and support staff to support the delivery of portfolio management services to the Company. In time, the business of the Portfolio Manager may be expanded to take on other fund management and advisory mandates with third parties. This would provide an additional income stream to the Group.

2.1 The Portfolio Management Agreement

The Company, the AIFM and the Portfolio Manager have entered into the Portfolio Management Agreement, a summary of which is set out at paragraph 6.2 of Part 5 of this Registration Document. The Portfolio Manager is appointed as the Company’s portfolio manager as a delegate of the AIFM.

The Portfolio Management Agreement was for an initial term of 3 years from the date of the Company’s IPO in March 2018 and is 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.

2.2 The Management Team

The Company seeks to leverage the Management Team’s years of experience, expertise and networks in the fintech sector to drive value creation in its investee companies.

The key individuals who are responsible for the Company’s portfolio are:

Tim Levene

Tim began his career at Bain & Co before leaving to co-found Crush the chain of juice bars. In 1999, Tim became a founding employee at Flutter.com and after it merged with Betfair in 2001, he led the commercial side of the business including launching its international business. In 2010 Tim co-founded Augmentum with the backing of RIT Capital. Tim has been a Young Global Leader at the World Economic Forum since 2012 and sits on the National Gallery Digital Advisory Board. Tim is a Common Councillor (Independent) for the Ward of Bridge in the City of London in 2017, and as part of that role sits on the Financial Investment Board, Finance Committee and is Chair of Governors at The City of London School.

Richard Matthews

Richard qualified as a chartered accountant with Coopers & Lybrand/PricewaterhouseCoopers LLP before leaving in 1999 to join Tim as an early employee and chief financial officer (“CFO”) of Flutter.com. In 2001, upon the merger with Betfair, he left to become CFO of Benchmark Europe (now Balderton Capital, a venture capital investor in Betfair). In 2005 he became a partner at Manzanita Capital a large US family office and in 2010 he rejoined Tim Levene to co-found Augmentum.

Perry Blacher

Perry started his career at McKinsey & Co in 1996, moving to Microsoft in 1998 and he has spent the last 14 years as an angel investor in, and adviser to, fintech businesses. Perry is a fintech specialist, holding advisory or non-executive roles at Freetrade, Barclays UK, Google, Onfido, Prodigy Finance, TransferGo and other fintech businesses. He was a founding principal at Chase Episode 1 Partners when they invested in Flutter.com and was a venture partner at Amadeus Capital. He was the founder and chief executive officer of two businesses, both sold to public companies (Serum in 2002 and Covestor in 2007). More recently, Perry has been a Venture Partner at Amadeus Capital.

Martyn Holman

Martyn has nearly 20 years of experience as an operator, adviser and investor in tech and growth spaces. Martyn’s early career was spent as a strategy consultant with the Boston Consulting Group, consulting to FTSE 100 clients across consumer, energy, financial services and heavy industry sectors. Since then he has accrued 15 years of experience as both an operator and investor in the tech/VC space. He was a key member of the early Betfair team and later co-founded LMAX Exchange which has since featured as the number 1 Times Tech Track Growth Company and a Fintech Future 50 member. Most recently Martyn spent nearly 5 years as an investor and partner in UK venture capital where he helped raise a £60 million early seed fund.

Ellen Logan

Ellen previously worked at OC&C Strategy Consultants and at HR analytics startup Bunch, after studying Economics at the University of Edinburgh. Since joining Augmentum, Ellen has had a particular focus on emerging technologies such as the digital asset economy and alternative payment methods.

Réginald de Wasseige

Reggie started his career in private equity in Belgium and went on to explore entrepreneurship through founding a software company focusing on document security for large organisations. Off the back of both experiences, VC was a natural evolution and Reggie joined ABN AMRO Ventures, the venture capital arm of the Dutch bank, and relocated to Amsterdam before moving to London earlier this year.

2.3 *Incentivising management and employees*

The Directors believe that the success of the Group depends, in part, on the future performance of the Management Team. The Directors also recognise the importance of ensuring that the Management Team are incentivised and identify closely with the success of the Company. The Company therefore devised the carried interest fee element of the remuneration payable under the Portfolio Management Agreement with a view to it being made available to fund profit participation in the form of carried interest plans for the Management Team. Participants’ carried interests vest over 3 years for each carried interest plan and are subject to good and bad leaver provisions. The Management Engagement and Remuneration Committee determine the allocation of the carried interest and any unvested carried interest resulting from a participant becoming a leaver can be reallocated to remaining participants.

In addition, certain members of the Management Team hold Ordinary Shares in the Company.

2.4 *The Advisory Panel*

In addition, the Management Team consults with an Advisory Panel of individuals with particular industry expertise. The key members of the Advisory Panel are currently:

Edward Wray

Edward co-founded Betfair in 1999. Betfair floated on the London Stock Exchange in October 2010, valued at £1.4 billion. Today it is a FTSE 100 company with a market capitalisation of over £7 billion. Edward has

twice won the Ernst & Young Entrepreneur of the Year award. Prior to founding Betfair, Mr Wray spent 8 years at JP Morgan.

Having stepped down from his role as Chairman of Betfair in 2012, Mr Wray currently holds directorships at Funding Circle, LMAX, Property Partner and Prodigy Finance, and is a Trustee of Nesta, The Mix and Mental Health Innovation. He also chairs the Advisory Board for The Royal Foundation's Coach Core programme. He is an active fintech angel investor.

Phillip Riese

Phillip has spent more than 40 years in financial services. He started at Chase Manhattan Bank where he led their merchant business. He then spent 18 years in leadership roles at American Express, retiring in 1998 as President of the Consumer Card Group and Chairman of American Express Centurion Bank, and being credited with turning around the American Express core consumer card business.

Since 1999 he has focused on investing in and developing financial services, fintech and data analytics companies globally, often serving on the board of directors or as a mentor and adviser to the CEO and management team. His portfolio has included investments in North America, Europe and Asia. In addition, he is a board member of Accion, a not-for-profit organisation that is dedicated to providing financial services to the billions of people excluded by traditional financial providers globally. He manages a portfolio of 63 financial services and fintech companies in 26 countries around the world, and operates each to be sustainable and yield benefits to customers and returns to shareholders.

Josh Hannah

Josh is a Silicon Valley entrepreneur and investor. Most recently, he was a general partner with Matrix Partners, where he led consumer marketplace and enterprise software investments such as GOAT, Canva, Quora, TechStyle (JustFab), and Marco Polo. In 1999 he co-founded Flutter.com and he later led a merger with its competitor, Betfair.com. In 2004 Mr Hannah was involved in the purchase of eHow, a Web 1.0, how-to directory. Josh and his partner rebuilt the company and sold it to Demand Media in 2006 for a 400-times return. Josh has a current focus on cryptocurrency and blockchain investing and is a founding investor in Metastable and Polychain, amongst other similar companies.

Bronek Masojada

Bronek Masojada is the CEO of Hiscox Insurance. He joined Hiscox in 1993 as group managing director and became CEO in 2000. Prior to this, from 1989 to 1993 he was employed by McKinsey & Company as a management consultant. Bronek served as a deputy chairman of Lloyd's from 2001 to 2007 and was chairman of the Lloyd's Tercentenary Research Foundation from 2008 to 2014. He is currently a member of the board of the Association of British Insurers and a director of Pool Reinsurance Company Limited.

3 AIFM, Company Secretary and Administrator

The Company has appointed Frostrow Capital LLP as the AIFM of the Company, pursuant to the AIFM Agreement. The AIFM acts as the Company's alternative investment fund manager for the purposes of the AIFM Rules.

The AIFM is also responsible for providing administrative, company secretarial and marketing services to the Company. These include general fund administration services (including calculation of the NAV based on the data provided by the Portfolio Manager), bookkeeping, and accounts preparation.

Pursuant to the Portfolio Management Agreement (further details of which are set out in paragraph 6.2 of Part 5 of this Registration Document), the AIFM has delegated portfolio management to the Portfolio Manager.

The AIFM is authorised and regulated in the UK by the FCA.

4 Fees and expenses

Expenses of the Initial Issue

The costs and expenses of the Initial Issue described in the Securities Note will be paid by the Company. These costs and expenses include fees and commissions payable under the Share Issuance Agreement

and to the Intermediaries, the Receiving Agent's fees, admission fees, printing, legal and accounting fees and any other applicable expenses. These will be paid by the Company on or around Admission of the Ordinary Shares issued pursuant to the Initial Issue, out of the gross proceeds of the Initial Issue.

However, the price at which new Ordinary Shares will be issued pursuant to the Initial Issue will be 135.5 pence per Ordinary Share. This is calculated as being the NAV per Ordinary Share as at 31 March 2021 (audited), being the Company's most recently published NAV per Ordinary Share as at the anticipated date of closing of the Initial Issue, plus a premium of approximately 3.9 per cent. which is intended to cover the costs and expenses of the Initial Issue. To the extent that this premium does not cover the costs and expenses of the Initial Issue, the Company may seek to recover such costs by the premium at which Shares are issued under any Subsequent Issues under the Share Issuance Programme.

For illustrative purposes only, assuming that 29,562,798 new Ordinary Shares are issued pursuant to the Initial Issue at an Issue Price of 135.5 pence per new Ordinary Share (being the Company's most recently published NAV per Ordinary Share as at the anticipated date of closing of the Initial Issue plus a premium of approximately 3.9 per cent.) and that accordingly the gross proceeds of the Initial Issue are approximately £40 million, the costs and expenses of the Initial Issue would be approximately £1.2 million. Accordingly the net proceeds of the Initial Issue would be approximately £38.8 million.

Ongoing annual expenses

The Company incurs ongoing annual expenses which include management fees paid to the Portfolio Manager (as described below) in addition to other expenses. The Company's ongoing expenses in the financial year to 31 March 2021 were approximately £3.1 million (which excludes a provision for a carried interest fee which may be payable to the Portfolio Manager), excluding all costs associated with making and realising investments.

Ongoing annual expenses will include the following:

(i) *Portfolio Manager*

The Portfolio Manager is entitled to a management fee together with reimbursement of reasonable expenses incurred by it in the performance of its duties. The management 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.

The Portfolio Manager is entitled to a carried interest fee in respect of the performance of any investments and follow-on investments made. Each carried interest fee operates 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 Company's IPO in March 2018 and related follow-on investments.

Subject to certain exceptions, the Portfolio Manager 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. The Portfolio Manager's return is subject to a "catch-up" provision in its favour.

The carried interest fee is 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 Portfolio Manager's entitlement to any carried interest fees as calculated following the relevant period.

The management fee is used to pay the overheads of the Portfolio Manager, including the salaries and remuneration of the Management Team (as described in paragraph 2 above) and any other employees taken on, 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 Portfolio Manager implements for the Management Team (as described at paragraph 2.3 above). Salaries and the remuneration of the Directors, Management Team and employees of the Portfolio Manager

(including the allocation of the carried interest fees to be paid to the Portfolio Manager) is determined by or 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 the Portfolio Manager. 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.

(ii) *AIFM, Company Secretary and Administrator*

Under the terms of the AIFM Agreement, the AIFM is entitled to a fee calculated as:

- on NAV up to £150 million: 0.225 per cent. per annum;
- on that part of NAV in excess of £150 million and up to £500 million: 0.2 per cent. per annum; and
- on that part or NAV in excess of £500 million: 0.175 per cent. per annum,

calculated on the last working day of each month and payable monthly in arrears.

(iii) *Depository*

The Depository is entitled to receive from the Company an annual depository fee of £25,000 plus certain event-driven fees.

(iv) *Registrar*

The Registrar is entitled to receive from the Company an annual maintenance fee of £1.20 per Shareholder account per annum, subject to a minimum fee of £4,500 per annum (plus VAT if applicable). The Registrar is also entitled to certain activity fees.

(v) *Directors*

Each of the Directors is entitled to receive a fee from the Company at such rate as may be determined in accordance with the Articles. Save for the Chairman of the Board, the current fees are £27,000 for each Director per annum plus an additional annual fee of £8,000 for the chairman of each of the audit committee and the management engagement and remuneration committee. The Chairman's current fee is £45,000 per annum.

The Directors are also entitled to out-of-pocket expenses incurred in the proper performance of their duties. The Board may determine that additional remuneration may be paid, from time to time, to any one or more Directors in the event such Director or Directors are requested by the Board to perform extra or special services on behalf of the Company.

(vi) *Investment expenses*

Investment expenses are incurred by the Company or, to a lesser extent, by the Portfolio Manager (directly or on behalf of the Company) in connection with the acquisition of investments. Such costs to be borne by the Company include legal and due diligence costs, stamp duties, taxes, commission, foreign exchange costs, bank charges, registration fees relating to investments, insurance and security costs and all other costs associated with the acquisition, holding and disposal of investments (including execution and research charges from brokers where applicable). The amount of expenses will depend on the particular investment opportunity and other factors. Consequently, no meaningful estimate can be made as to their extent. These expenses have not been included in the ongoing expenses estimate provided above.

(vii) *Other operational expenses*

Other ongoing operational expenses (excluding fees paid to service providers as detailed above) of the Company will be borne by the Company including travel, accommodation, printing, audit, finance costs and legal fees. All reasonable out of pocket expenses of the AIFM, the Registrar, the Depository and other service providers to the Company and the Directors relating to the Company will be borne by the Company.

5 Conflicts of interest

The AIFM, the Portfolio Manager and their respective officers and employees may be involved in other financial, investment or professional activities that may give rise to conflicts of interest with the Company. In particular, the Portfolio Manager and the AIFM may provide investment management, investment advice or other services in relation to other companies, funds or accounts ("other clients") that may have similar investment objectives and/or policies to that of the Company and will receive fees for doing so.

As a result, the Portfolio Manager may have conflicts of interest in allocating investments amongst the Company and their other clients. The Portfolio Manager may give advice or take action with respect to its other clients that differs from the advice given or actions taken with respect to the Company. The Portfolio Manager will ensure that transactions effected by it or an associate in which it or an associate has, directly or indirectly, a material interest or relationship of any description with another party, are effected on terms which are not materially less favourable to the Company than if the potential conflict had not existed.

In instances where the Portfolio Manager chooses to aggregate the Company's investment with other investments from other clients as well as the Company, the Portfolio Manager will allocate investments fairly to all clients in accordance with applicable rules. Furthermore, the Portfolio Manager should not aggregate an investment if it is likely to work to the disadvantage of any of its clients involved.

The Portfolio Manager will allocate investment opportunities to its clients in a consistent manner across all clients, irrespective of the form or structure of remuneration that the Portfolio Manager, as applicable, receives in return for its investment advisory and/or management services. Allocations will be made on the basis of the investment objectives of the Portfolio Manager's clients, as applicable, including the Company in each case, and will not be affected by factors such as the short-term impact on advisory fees that making a given investment may have. The Portfolio Manager has agreed that it shall not, without the prior written consent of the Board, establish, manage or advise any third party collective investment vehicle or account nor allocate co-investment or similar opportunities to such a third party.

Subject to the undertakings referred to in the previous paragraph, notwithstanding similar investment objectives an investment opportunity for the Company may be allocated across all, some, or only one of the Portfolio Manager's clients, dependent on the size of the investment opportunity and the relative opportunity for the Company or other clients. For example, an opportunity for a small investment may not present a meaningful position in a large account and, therefore, may only be allocated to smaller accounts, all other characteristics of the accounts being comparable.

The Directors have noted that the AIFM has, as at the date of this Registration Document, other clients and have satisfied themselves that the AIFM has procedures in place to address potential conflicts of interest.

The Directors have noted that the Portfolio Manager may have other clients and have satisfied themselves that the Portfolio Manager has procedures in place to address potential conflicts of interest and to ensure that the Management Team dedicate a sufficient proportion of their time to the affairs of the Company.

6 Corporate governance

The Board of the Company has considered the principles and provisions of the AIC Code. The AIC Code addresses the principles set out in the UK Corporate Governance Code, as well as setting out additional principles and recommendations on issues that are of specific relevance to the Company as an investment company.

The Board considers that reporting against the principles and provisions of the AIC Code, which has been endorsed by the Financial Reporting Council, provides better information to Shareholders. As at the date of this Registration Document, the Company complies with the principles and provisions of the AIC Code except as detailed below.

The AIC Code includes a provision relating to the appointment of a senior independent director. The Board considers that, due to the size of the Board, this provision is not appropriate to the position of the Company, and the Company does not, therefore, comply with it. The Nomination Committee will keep the appointment of a senior independent director under annual review and may appoint a senior independent director in future.

The Company's Audit Committee is chaired by Karen Brade and consists of all the Directors and meets at least twice a year. The Board considers that the members of the Audit Committee have the requisite skills and experience to fulfil the responsibilities of the Audit Committee. The Audit Committee examines the effectiveness of the Company's control systems. It reviews the half-yearly and annual reports and also receives information from the Portfolio Manager. It also reviews the scope, results, cost effectiveness, independence and objectivity of the external auditor.

The Company has established a Management Engagement and Remuneration Committee which is chaired by David Haysey and consists of all the Directors. The Management Engagement and Remuneration Committee meets at least once a year or more often if required. Its principal duties are to consider the terms of appointment of the Portfolio Manager and other service providers and it annually reviews those appointments and the terms of engagement. It also determines and agrees with the Board the framework for the remuneration of the Directors and the Management Team and staff of the Portfolio Manager (including the allocation to the Management Team and staff of the Portfolio Manager of the carried interest fees to be paid to the Portfolio Manager), taking into account remuneration trends and all other factors which it deems necessary.

The Company has established a Valuations Committee which is chaired by David Haysey and consists of all the Directors. The Valuations Committee meets at least twice a year. Its principal duties are to consider detailed explanations of the rationale for the valuation of each investment. The key areas of focus in the review and challenge by the Valuations Committee are the overall methodology and underlying business performance/profitability of investee companies, multiples and discounts used where valuations derive from an earnings basis.

The Company has also established a Nominations Committee which is chaired by Neil England and consists of all the Directors. The Nominations Committee meets at least once a year. Its principal duties are to review the Board's structure and composition and if deemed appropriate to make recommendations for any changes or new appointments. The Nominations Committee undertakes an annual performance evaluation of the Board.

7 Directors' Share dealings

The Board has agreed to adopt and implement a dealing code for directors and other persons discharging managerial responsibility which imposes restrictions on conducting transactions in the Company's shares beyond those imposed by law. Its purpose is to ensure that the Directors, persons discharging managerial responsibility and their closely associated persons do not abuse (and do not place themselves under suspicion of having abused) inside information they may have or be thought to have, in particular during periods leading up to the announcement of the Company's results.

PART 4

FINANCIAL AND OTHER INFORMATION

1 Historical financial information incorporated by reference

The Company has published audited financial statements for the period from incorporation on 19 December 2017 to 31 March 2019 (the “**Annual Report 2019**”) and for the financial years to 31 March 2020 (the “**Annual Report 2020**”) and to 31 March 2021 (the “**Annual Report 2021**”).

Each Annual Report was prepared in accordance with IFRS. The Annual Report 2019 was audited by PricewaterhouseCoopers LLP, and the Annual Report 2020 and Annual Report 2021 were audited by BDO LLP, and each audit report was unqualified. Each of PricewaterhouseCoopers LLP and BDO LLP is a member firm of the Institute of Chartered Accountants in England and Wales.

The Annual Reports, parts of which have been incorporated into this document by reference and which are available online at <https://augmentum.vc/investors/results-and-analyst-coverage> and are also available for inspection at the address referred to in paragraph 12 of Part 5 of this Registration Document, include, on the pages specified in the table below, the following information.

Those parts of the Annual Reports which are not being incorporated into this Registration Document by reference are either not relevant for investors or are covered elsewhere in this Registration Document.

	<i>Annual Report</i> 2019 (page no(s))	<i>Annual Report</i> 2020 (page no(s))	<i>Annual Report</i> 2021 (page no(s))
<i>Nature of information</i>			
Chairman's statement	2-3	2-3	2-3
Portfolio review	5-13	5-14	5-13
Portfolio Manager's review	14-15	15-16	14-16
Strategic report	16-20	17-28	17-28
Directors' report	45-52	31-34	31-34
Independent auditor's report	37-42	70-75	70-76
Consolidated income statement	21	53	53
Consolidated and company statements of changes in equity	22	54	54
Consolidated and company balance sheets	23-24	55-56	55-56
Consolidated and Company cash flow statement	25-26	57-58	57-58
Notes to the financial statements	27-36	59-69	59-69

2 Selected financial information

Selected key audited figures which summarise the financial condition of the Company in respect of the period from incorporation on 19 December 2017 to 31 March 2019 and the financial years ended 31 March 2020 and 31 March 2021 are set out in the table below. This information has been extracted without material adjustment from the Annual Reports of the Company. Investors should read the whole of each such report and not rely solely on the key or summarised information set out below.

	<i>As at 31 March 2019 (audited) (£'000)</i>	<i>As at 31 March 2020 (audited) (£'000)</i>	<i>As at 31 March 2021 (audited) (£'000)</i>
Consolidated balance sheet			
Non-current assets			
Investments held at fair value	77,600	123,132	164,127
Property, plant & equipment	39	17	6
Current assets			
Right of use asset	–	333	145
Cash and cash equivalents	25,592	15,111	27,433
Other receivables	56	112	47
Total assets	103,287	138,705	191,758
Current liabilities			
Other payables	(217)	(212)	(1,940)
Lease liability	–	(333)	(148)
Provisions	–	(2,367)	(6,508)
Net assets	103,070	135,793	183,162
Net Asset Value per Share (pence)	109.6	116.1	130.4
	<i>From 19 December 2017 to 31 March 2019 (audited) (£'000)</i>	<i>From 1 April 2019 to 31 March 2020 (audited) (£'000)</i>	<i>From 1 April 2020 to 31 March 2021 (audited) (£'000)</i>
Consolidated Income Statement			
Gains on investments	12,183	12,683	26,727
Interest income	222	106	7
Expenses	(2,376)	(4,989)	(7,058)
(Loss)/Return before Taxation	10,029	7,800	19,676
(Loss)/Return for the period	10,029	7,800	19,676
(Loss)/Return per Share (pence)	13.0	7.0	15.9

3 Operating and financial review

The Annual Reports included, on the pages specified in the table below: descriptions of the Company's financial condition (in both capital and revenue terms); details of the Company's investment activity and portfolio exposure; and changes in its financial condition for the period covered by the historical financial information.

	<i>Annual Report</i> 2019 (audited) (page no(s))	<i>Annual Report</i> 2020 (audited) (page no(s))	<i>Annual Report</i> 2021 (audited) (page no(s))
<i>Nature of information</i>			
Chairman's statement	2-3	2-3	2-3
Portfolio review	5-13	5-14	5-13
Portfolio Manager's review	14-15	15-16	14-16

4 Significant change

Since 31 March 2021, the Company has made investments in new and existing portfolio companies totalling £15.5 million and one divestment in an amount of £10.5 million.

Save as disclosed above, there has been no significant change in the financial position of the Company since 31 March 2021, being the date to which the latest audited financial information of the Company has been prepared.

PART 5

ADDITIONAL INFORMATION

1 The Company, the Portfolio Manager and the AIFM

- 1.1 The Company was incorporated in England and Wales as a public limited company on 19 December 2017. The Company is registered as an investment company under section 833 of the Act with registered number 11118262. The Company has received a certificate under section 761 of the Act entitling it to commence business and to exercise its borrowing powers. The Company is domiciled in England and Wales. The Company's legal entity identifier is 213800OTQ44T555I8S71.
- 1.2 The Company has no employees. The Portfolio Manager, a wholly-owned subsidiary of the Company, does have employees, including members of the Management Team.
- 1.3 The principal activity of the Company is to invest in a portfolio of investments in fintech companies in the UK and wider Europe, with a view to achieving the Company's investment objective. The Company has two corporate subsidiaries, both of which are wholly owned by the Company, are incorporated in England and Wales as private limited companies and have their registered offices at 5-23 Old Street, London EC1V 9HL, United Kingdom:
 - 1.3.1 the General Partner (Augmentum Fintech GP Limited), the principal activity of which is to act as the general partner of the Partnership; and
 - 1.3.2 the Portfolio Manager (Augmentum Fintech Management Limited), the principal activity of which is to act as the investment manager of the Company.
- 1.4 As at the date of this Registration Document, the directors of each of the General Partner and the Portfolio Manager are Tim Levene and Richard Matthews.
- 1.5 The Partnership is also a subsidiary undertaking of the Company. The Partnership is a limited partnership registered in Jersey on 12 January 2010 with registered number LP1219. The general partner of the Partnership is the General Partner. The principal activity of the Partnership is to act as an intermediate investment holding subsidiary of the Company, and the Partnership holds certain portfolio assets of the Company that were acquired as an initial portfolio upon the Company's IPO in March 2018.
- 1.6 The Company operates under the Act and is not regulated as a collective investment scheme by the FCA. Its registered office and principal place of business is at 25 Southampton Buildings, London WC2A 1AL, United Kingdom. The Company's telephone number is +44 (0)203 008 4910 and its website address is <https://augmentum.vc>. Information on the Company's website does not form part of the Prospectus unless that information is incorporated by reference into the Prospectus.
- 1.7 As a Company with its shares admitted to the premium segment of the Official List of the FCA and to trading on the premium segment of the London Stock Exchange's main market, the Company is subject to the Listing Rules, the UK Prospectus Regulation, the Prospectus Regulation Rules, the UK Market Abuse Regulation, the Disclosure Guidance and Transparency Rules and to the rules of the London Stock Exchange.
- 1.8 The Company intends at all times to conduct its affairs so as to enable it to qualify as an investment trust for the purposes of section 1158 of the Corporation Tax Act 2010 and the Investment Trust (Approved Company) (Tax) Regulations 2011. In summary, the conditions that must be met for approval by HMRC as an investment trust, and which must continue to be met for each accounting period in respect of which the Company is approved as an investment trust are that:
 - (i) the Company is not a close company at any time during the accounting period;
 - (ii) the Company is resident in the UK throughout that accounting period;
 - (iii) each class of the Company's ordinary share capital is admitted to trading on a regulated market throughout the accounting period; and
 - (iv) the Company must not retain in respect of the accounting period an amount greater than the higher of: (a) 15 per cent. of its income for the period; and (b) the amount of any income which

the Company is required to retain in respect of the period by virtue of a restriction imposed by law. However, where the Company has relevant accumulated losses brought forward from previous accounting periods of an amount equal to or greater than the higher of the amounts mentioned in (a) and (b) above, it may retain an amount equal to the amount of such losses.

- 1.9 The Portfolio Manager is a private company limited by shares incorporated in England and Wales with number 11194408 on 8 February 2018. The Portfolio Manager is authorised and regulated by the FCA. The address of the registered office of the Portfolio Manager is 5-23 Old Street, London EC1V 9HL, United Kingdom and its telephone number is +44 (0)20 7514 1998. The Portfolio Manager's legal entity identifier is 213800Z6G8VAWOG1SD53.
- 1.10 The AIFM is a limited liability partnership registered in England and Wales with number OC323835 on 8 November 2006. The AIFM is authorised and regulated by the FCA. The address of the registered office of the AIFM and its principal place of business is 25 Southampton Buildings, London WC2A 1AL, United Kingdom. The AIFM's telephone number is +44 (0)203 008 4910. The AIFM's legal entity identifier is 213800ICK6S4VCLT2A26.

2 Share capital

- 2.1 On incorporation, the issued share capital of the Company was £0.01 represented by one Ordinary Share, held by the subscriber to the Company's memorandum of association. Since the date of incorporation until the date of this Registration Document, there have been the following changes in the issued share capital of the Company.
- 2.2 To enable the Company to obtain a certificate of entitlement to conduct business and to borrow under Section 761 of the Act, on 8 February 2018, 50,000 redeemable shares were allotted to Augmentum Capital LLP, the Company's investment adviser at the time of its IPO. The redeemable shares were paid up as to one quarter of their nominal value and were redeemed on 13 March 2018 out of the proceeds of the IPO.
- 2.3 On 13 March 2018, the Company completed an issue of 93,999,999 Ordinary Shares at a price of 100 pence per share in connection with the IPO.
- 2.4 On 4 July 2019, the Company completed an issue of 23,051,911 Ordinary Shares at a price of 112 pence per share.
- 2.5 In the financial period to 31 March 2020, the Company purchased its own Ordinary Shares as follows and all such Shares were held in treasury:
 - 2.5.1 on 23 March 2020, 50,000 Ordinary Shares at an average price of 56.4 pence per share;
 - 2.5.2 on 24 March 2020, 20,000 Ordinary Shares at an average price of 55.5 pence per share;
 - 2.5.3 on 25 March 2020, 20,000 Ordinary Shares at an average price of 56 pence per share; and
 - 2.5.4 on 26 March 2020, 30,000 Ordinary Shares at an average price of 56 pence per share.
- 2.6 In the financial period to 31 March 2021, the Company purchased its own Ordinary Shares as follows and all such Shares were held in treasury:
 - 2.6.1 on 2 April 2020, 50,000 Ordinary Shares at an average price of 60 pence per share; and
 - 2.6.2 on 27 April 2020, 25,000 Ordinary Shares at an average price of 85 pence per share.
- 2.7 On 3 November 2020, the Company completed an issue of 23,371,380 Ordinary Shares at a price of 120 pence per share.
- 2.8 On 18 December 2020, the Company sold 195,000 Ordinary Shares from treasury at a price of 127.25 pence per share.

2.9 Set out below is the issued share capital of the Company as at the date of this Registration Document:

	<i>Nominal Value (£)</i>	<i>Number</i>
Ordinary Shares	£0.01	140,423,291

The Ordinary Shares are fully paid up. There are no Shares held in treasury.

- 2.10 The Company has convened a General Meeting of the Company to be held on 8 July 2021 at which the Directors are seeking authority from Shareholders to issue up to 150 million Ordinary Shares and/or C Shares on a non-pre-emptive basis pursuant to the Share Issuance Programme or otherwise.
- 2.11 Subject to the granting of the authorities referred to in the foregoing paragraph, it is expected that the Ordinary Shares in respect of the Initial Issue will be allotted pursuant to a resolution of the Board to be passed shortly before, and conditional upon, Admission.
- 2.12 The provisions of section 561 of the Act (which, to the extent not disapplied pursuant to section 570 or section 573 of the Act, confer on Shareholders rights of pre-emption in respect of the allotment or sale of equity securities for cash) shall apply to any unissued share capital of the Company, except to the extent disapplied by a resolution of Shareholders.
- 2.13 Save as disclosed in this paragraph 2, since the date of its incorporation: (i) there has been no alteration in the share capital of the Company; (ii) no share or loan capital of the Company has been issued or agreed to be issued, or, save in respect of the Share Issuance Programme, is now proposed to be issued for cash or any other consideration; and (iii) no commissions, discounts, brokerages or other special terms have been granted by the Company in connection with the issue or sale of any such capital and no share or loan capital of the Company is under option or agreed, conditionally or unconditionally, to be put under option.
- 2.14 The Ordinary Shares expected to be issued on 13 July 2021 in the case of the Initial Issue and the Ordinary Shares and/or C Shares which may be issued in the period from 13 July 2021 to 16 June 2022 in the case of any Subsequent Issues under the Share Issuance Programme, will be in registered form. Temporary documents of title will not be issued.
- 2.15 Applicants who have signed and returned application forms in respect of the Offer for Subscription may not withdraw their applications for Shares subject to their statutory right of withdrawal in the event of the publication of a supplementary prospectus.

3 Articles of Association

A summary of the main provisions of the Articles are set out below.

3.1 Objects

The Articles do not provide for any objects of the Company and accordingly the Company's objects are unrestricted.

3.2 Variation of rights

Subject to the provisions of the Act as amended and every other statute for the time being in force concerning companies and affecting the Company (the "**Statutes**"), if at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class may be varied either with the consent in writing of the holders of three-quarters in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class (but not otherwise) and may be so varied either whilst the Company is a going concern or during or in contemplation of a winding-up. At every such separate general meeting the necessary quorum shall be at least two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class in question (but at any adjourned meeting any holder of shares of the class present in person or by proxy shall be a quorum), any holder of shares of the class present in person or by proxy may demand a poll and every such holder shall on a poll have one vote for every share of the class held by him. Where the rights of some only of the shares of any class

are to be varied, the foregoing provisions apply as if each group of shares of the class differently treated formed a separate class whose rights are to be varied.

3.3 *Alteration of share capital*

The Company may by ordinary resolution:

- (a) consolidate and divide all or any of its share capital into shares of larger nominal value than its existing shares;
- (b) sub-divide its shares, or any of them, into shares of smaller nominal value than its existing shares; and
- (c) determine that, as between the shares resulting from such a sub-division, one or more shares may, as compared with the others, have any such preferred, deferred or other rights or be subject to any such restrictions as the Company has power to attach to unissued or new shares.

3.4 *Issue of shares*

Subject to the provisions of the Act and without prejudice to any rights attaching to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine (or if the Company has not so determined, as the Directors may determine).

3.5 *Dividends*

Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the shareholders but no dividends shall exceed the amount recommended by the Directors. Subject to the provisions of the Act, the Directors may pay interim dividends, or dividends payable at a fixed rate, if it appears to them that they are justified by the profits of the Company available for distribution. If the Directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. If any share is issued on terms that it ranks for dividend as from a particular date, it shall rank for dividend accordingly. In any other case, dividends shall be apportioned and paid proportionately to the amount paid up on the shares during any portion(s) of the period in respect of which the dividend is paid.

3.6 *Voting rights*

Subject to any rights or restrictions attached to any shares, on a show of hands every shareholder present in person has one vote and every proxy present who has been duly appointed by a shareholder entitled to vote has one vote, and on a poll every shareholder (whether present in person or by proxy) has one vote for every share of which he is the holder. A shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way. In the case of joint holders, the vote of the senior who tenders a vote shall be accepted to the exclusion of the vote of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the Register.

No shareholder shall have any right to vote at any general meeting or at any separate meeting of the holders of any class of shares, either in person or by proxy, in respect of any share held by him unless all amounts presently payable by him in respect of that share have been paid.

3.7 *Transfer of shares*

A share in certificated form may be transferred by an instrument of transfer, which may be in any usual form or in any other form approved by the Directors, executed by or on behalf of the transferor and, where the share is not fully paid, by or on behalf of the transferee. A share in uncertificated form may be transferred by means of the relevant electronic system concerned.

In their absolute discretion, the Directors may refuse to register the transfer of a share in certificated form which is not fully paid provided that if the share is listed on the Official List such refusal does not

prevent dealings in the shares from taking place on an open and proper basis. The Directors may also refuse to register a transfer of a share in certificated form unless the instrument of transfer:

- is lodged, duly stamped, at the registered office of the Company or such other place as the Directors may appoint and is accompanied by the certificate for the share to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- is in respect of only one class of share; and
- is not in favour of more than four transferees.

The Directors may refuse to register a transfer of a share in uncertificated form in any case where the Company is entitled to refuse to register the transfer under the CREST Regulations provided that such refusal does not prevent dealings in the shares from taking place on an open and proper basis.

If the Directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the Company or, in the case of an uncertificated share, the date on which the appropriate instruction was received by or on behalf of the Company in accordance with the CREST Regulations send to the transferee notice of refusal.

No fee shall be charged for the registration of any instrument of transfer or other document or instruction relating to or affecting the title to any share.

If at any time the holding or beneficial ownership of any shares in the Company by any person (whether on its own or taken with other shares), in the opinion of the Directors: (i) would cause the assets of the Company to be treated as “plan assets” of any Benefit Plan Investor; (ii) would or might result in the Company and/or its shares and/or any of its appointed investment managers or investment advisers being required to be registered or qualified under the US Investment Company Act and/or the US Investment Advisers Act of 1940 and/or the US Securities Act and/or the US Exchange Act of 1934 and/or any similar legislation (in any jurisdiction) that regulates the offering and sale of securities; (iii) may cause the Company not to be considered a “Foreign Private Issuer” under the US Exchange Act of 1934; (iv) may cause the Company to be a “controlled foreign corporation” for the purpose of the US Tax Code; or (v) may cause the Company to become subject to any withholding tax or reporting obligation under FATCA or any similar legislation in any territory or jurisdiction, or to be unable to avoid or reduce any such tax or to be unable to comply with any such reporting obligation (including by reason of the failure of the shareholder concerned to provide promptly to the Company such information and documentation as the Company may have requested to enable the Company to avoid or minimise such withholding tax or to comply with such reporting obligation), then the Directors may declare the Shareholder in question a “**Non-Qualified Holder**” and the Directors may require that any shares held by such Shareholder (“**Prohibited Shares**”) (unless the Shareholder concerned satisfies the Directors that he is not a Non-Qualified Holder) be transferred to another person who is not a Non-Qualified Holder, failing which the Company may itself dispose of such Prohibited Shares at the best price reasonably obtainable and pay the net proceeds to the former holder.

3.8 ***Distribution of assets on a winding-up***

If the Company is wound up, with the sanction of a special resolution and any other sanction required by law and subject to the Act, the liquidator may divide among the shareholders in specie the whole or any part of the assets of the Company and for that purpose may value any assets and determine how the division shall be carried out as between the shareholders or different classes of shareholders. With the like sanction, the liquidator may vest the whole or any part of the assets in trustees upon such trusts for the benefit of the shareholders as he may with the like sanction determine, but no shareholder shall be compelled to accept any shares or other securities upon which there is a liability.

3.9 ***Restrictions on rights: failure to respond to a section 793 notice***

If a shareholder, or any other person appearing to be interested in shares held by that shareholder, fails to provide the information requested in a notice given to him under section 793 of the Act by the Company in relation his interest in shares (the “default shares”) within 28 days of the notice (or, where the default shares represent at least 0.25 per cent. of their class, 14 days of the notice), sanctions shall apply unless the Directors determine otherwise. The sanctions available are the suspension of the right to attend or vote (whether in person or by representative or proxy) at any general meeting or

any separate meeting of the holders of any class or on any poll and, where the default shares represent at least 0.25 per cent. of their class (excluding treasury shares), the withholding of any dividend payable in respect of those shares and the restriction of the transfer of those shares (subject to certain exceptions).

3.10 **Untraced shareholders**

Subject to various notice requirements, the Company may sell any of a shareholder's shares if, during a period of 12 years, at least three dividends (either interim or final) on such shares have become payable and no cheque for amounts payable in respect of such shares has been presented and no warrant or other method of payment has been effected and no communication has been received by the Company from the shareholder or person concerned.

3.11 **Appointment of Directors**

Unless the Company determines otherwise by ordinary resolution, the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall not be less than two.

Subject to the Articles, the Company may by ordinary resolution appoint a person who is willing to act as, and is permitted by law to do so, to be a Director either to fill a vacancy or as an additional Director. The Directors may appoint a person who is willing to act, and is permitted by law to do so, to be a Director, either to fill a vacancy or as an additional Director. A person appointed as a Director by the other Directors is required to retire at the Company's next annual general meeting and shall then be eligible for reappointment.

3.12 **Powers of Directors**

The business of the Company shall be managed by the Directors who, subject to the provisions of the Articles and to any directions given by special resolution to take, or refrain from taking, specified action, may exercise all the powers of the Company.

Any Director may appoint any other Director, or any other person approved by resolution of the Directors and willing to act and permitted by law to do so, to be an alternate Director.

3.13 **Voting at board meetings**

No business shall be transacted at any meeting of the Directors unless a quorum is present and the quorum may be fixed by the Directors; unless so fixed at any other number the quorum shall be two. A Director shall not be counted in the quorum present in relation to a matter or resolution on which he is not entitled to vote but shall be counted in the quorum present in relation to all other matters or resolutions considered or voted on at the meeting. An alternate Director who is not himself a Director shall, if his appointor is not present, be counted in the quorum.

Questions arising at a meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

Members of the Board or of any committee thereof may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other, by a series of telephone calls from the chairman of the meeting or by exchange of communications in electronic form addressed to the chairman of the meeting.

3.14 **Restrictions on voting**

Subject to any other provision of the Articles, a Director shall not vote at a meeting of the Directors on any resolution concerning a matter in which he has, directly or indirectly, a material interest (other than an interest in shares, debentures or other securities of, or otherwise in or through, the Company) unless his interest arises only because the case falls within certain limited categories specified in the Articles.

3.15 **Directors' interests**

Subject to the provisions of the Act and provided that the Director has disclosed to the other Directors the nature and extent of any material interest of his, a Director, notwithstanding his office, may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested and may be a director or other officer of, or employed by, or a party

to any transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is interested.

3.16 **Indemnity**

Subject to the provisions of the Act, the Company may indemnify any person who is a Director, secretary or other officer (other than an auditor) of the Company, against (a) any liability whether in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or any associated company or (b) any other liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office; and purchase and maintain insurance for any person who is a Director, secretary or other officer (other than an auditor) of the Company in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as Director, secretary or officer.

3.17 **General meetings**

In the case of the annual general meeting, twenty-one clear days' notice at the least shall be given to all the members and to the auditors. All other general meetings shall also be convened by not less than twenty-one clear days' notice to all those members and to the auditors unless the Company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than fourteen clear days has been passed in which case a general meeting may be convened by not less than fourteen clear days' notice in writing.

No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a shareholder or a proxy for a shareholder or a duly authorised representative of a corporation which is a shareholder (including for this purpose two persons who are proxies or corporate representatives of the same shareholder), shall be a quorum.

A shareholder is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company. A shareholder may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. Subject to the provisions of the Act, any corporation (other than the Company itself) which is a shareholder may, by resolution of its directors or other governing body, authorise such person(s) to act as its representative(s) at any meeting of the Company, or at any separate meeting of the holders of any class of shares.

Delivery of an appointment of proxy shall not preclude a shareholder from attending and voting at the meeting or at any adjournment of it.

Directors may attend and speak at general meetings and at any separate meeting of the holders of any class of shares, whether or not they are shareholders.

A poll on a resolution may be demanded at a general meeting either before a vote on a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared. A poll may be demanded by the Chairman or by: (a) not less than five members having the right to vote at the meeting; or (b) a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or (c) a member or members holding shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

3.18 **C Shares and Deferred Shares**

The rights and restrictions attaching to the C Shares and the Deferred Shares arising on their conversion are summarised below.

- (1) The following definitions apply for the purposes of this paragraph 3.18 only:

Calculation Date means the earliest of the:

- (i) close of business on the date to be determined by the Directors occurring not more than 10 Business Days after the day on which the Portfolio Manager shall have given notice to the Directors that at least 80 per cent. of the Net Proceeds (or such other percentage as

may be agreed between the Directors and the Portfolio Manager) shall have been invested;
or

- (ii) close of business on the date falling six calendar months after the allotment of the relevant class of C Shares or if such a date is not a Business Day the next following Business Day;
or
- (iii) close of business on the day on which the Directors resolve that Force Majeure Circumstances have arisen or are imminent;

Conversion means conversion of a class of C Shares into Ordinary Shares and Deferred Shares in accordance with paragraph 3.18(8) below;

Conversion Date means the close of business on such Business Day as may be selected by the Directors falling not more than 10 Business Days after the Calculation Date;

Conversion Ratio is the ratio of the net asset value per C Share of the relevant class to the net asset value per Ordinary Share, which is calculated as:

$$\begin{aligned}\text{Conversion Ratio} &= \frac{A}{B} \\ A &= \frac{C - D}{E} \\ B &= \frac{F - C - I - G + D + J}{H}\end{aligned}$$

Where:

C is the aggregate of:

- (a) the value of the investments of the Company attributable to the C Shares of the relevant class, calculated by reference to the Directors' belief as to an appropriate current value for those investments on the Calculation Date in accordance with the valuation policy adopted by the Company from time to time; and
- (b) the amount which, in the Directors' opinion, fairly reflects, on the Calculation Date, the value of the current assets of the Company attributable to the relevant class of C Shares (excluding the investments valued under (a) above but including cash and deposits with or balances at a bank and including any accrued income less accrued expenses and other items of a revenue nature), calculated in accordance with the valuation policy adopted by the Company from time to time;

D is the amount (to the extent not otherwise deducted from the assets attributable to the relevant class of C Shares) which, in the Directors' opinion, fairly reflects the amount of the liabilities of the Company attributable to the relevant class of C Shares on the Calculation Date (including the amounts of any declared but unpaid dividends in respect of such Shares);

E is the number of C Shares of the relevant class in issue on the Calculation Date;

F is the aggregate of:

- (a) the value of all the investments of the Company, calculated by reference to the Directors' belief as to an appropriate current value for those investments on the Calculation Date in accordance with the valuation policy adopted by the Company from time to time; and
- (b) the amount which, in the Directors' opinion, fairly reflects, on the Calculation Date, the value of the current assets of the Company (excluding the investments valued under (a) above but including cash and deposits with or balances at a bank and including any accrued income less accrued expenses and other items of a revenue nature), calculated in accordance with the valuation policy adopted by the Company from time to time;

G is the amount (to the extent not otherwise deducted in the calculation of F) which, in the Directors' opinion, fairly reflects the amount of the liabilities of the Company on the Calculation Date (including the amounts of any declared but unpaid dividends);

H is the number of Ordinary Shares in issue on the Calculation Date (excluding any Ordinary Shares held in treasury);

I is the aggregate of:

- (a) the value of the investments of the Company attributable to all other class(es) of C Shares in issue other than the class of C Shares as referred to in C above (the “**Other Class(es) of C Shares**”), calculated by reference to the Directors’ belief as to an appropriate current value for those investments on the Calculation Date in accordance with the valuation policy adopted by the Company from time to time; and
- (b) the amount which, in the Directors’ opinion, fairly reflects, on the Calculation Date, the value of the current assets of the Company attributable to the Other Class(es) of C Shares (excluding the investments valued under (a) above but including cash and deposits with or balances at a bank and including any accrued income less accrued expenses and other items of a revenue nature), calculated in accordance with the valuation policy adopted by the Company from time to time; and

J is the amount (to the extent not otherwise deducted from the assets attributable to the Other Class(es) of C Shares) which, in the Directors’ opinion, fairly reflects the amount of the liabilities of the Company attributable to the Other Class(es) of C Shares on the Calculation Date (including the amounts of any declared but unpaid dividends in respect of such C Shares),

provided that the Directors shall make such adjustments to the value or amount of A and B as the Auditors shall report to be appropriate having regard among other things, to the assets of the Company immediately prior to the date on which the Company first receives the Net Proceeds relating to the relevant class of C Shares and/or to the reasons for the issue of the relevant class of C Shares;

Deferred Shares means deferred shares of £0.01 each in the capital of the Company arising on Conversion;

Existing Ordinary Shares means the Ordinary Shares in issue immediately prior to Conversion;

Force Majeure Circumstances means (i) any political and/or economic circumstances and/or actual or anticipated changes in fiscal or other legislation which, in the reasonable opinion of the Directors, renders Conversion necessary or desirable; (ii) the issue of any proceedings challenging, or seeking to challenge, the power of the Company and/or its Directors to issue the C Shares of the relevant class with the rights proposed to be attached to them and/or to the persons to whom they are, and/or the terms upon which they are proposed to be issued; or (iii) the giving of notice of any general meeting of the Company at which a resolution is to be proposed to wind up the Company, whichever shall happen earliest; and

Net Proceeds means the net cash proceeds of the issue of the relevant class of C Shares (after deduction of those commissions and expenses relating thereto and payable by the Company).

- (2) The holders of the Ordinary Shares, the Redeemable Preference Shares, the C Shares and the Deferred Shares shall, subject to the provisions of the Articles, have the following rights to be paid dividends:
 - (a) the Deferred Shares (to the extent that any are in issue and extant) shall entitle the holders thereof to a cumulative annual dividend at a fixed rate of one per cent. of the nominal amount thereof, the first such dividend (adjusted *pro rata temporis*) (the “**Deferred Dividend**”) being payable on the date six months after the Conversion Date on which such Deferred Shares were created in accordance with paragraph 3.18(8) (the “**Relevant Conversion Date**”) and thereafter on each anniversary of such date payable to the holders thereof on the register of members on that date as holders of Deferred Shares but shall confer no other right, save as provided herein, on the holders thereof to share in the profits of the Company. The Deferred Dividend shall not accrue or become payable in any way until the date six months after the Relevant Conversion Date and shall then only be payable to those holders of Deferred Shares registered in the register of members of the Company as holders of Deferred Shares on that date. It should be noted that given the proposed repurchase of the Deferred Shares as described below, it is not expected that any dividends will accrue or be paid on such shares;

- (b) the C Shareholders of each class shall be entitled to receive in that capacity such dividends as the Directors may resolve to pay out of net assets attributable to the relevant class of C Shares and from income received and accrued which is attributable as determined by the Directors to the relevant class of C Shares;
 - (c) a holder of Redeemable Preference Shares shall be entitled (in priority to any payment of dividend on any other class of share) to a fixed cumulative preferential dividend of 0.01 per cent. per annum on the nominal amount of the Redeemable Preference Shares held by him, such dividend to accrue annually and to be payable in respect of each accounting reference period of the Company within 21 days of the end of such period;
 - (d) the Ordinary Shares shall confer the right to dividends declared in accordance with the Articles;
 - (e) the Ordinary Shares into which C Shares shall convert shall rank *pari passu* with the Existing Ordinary Shares for dividends and other distributions made or declared by reference to a record date falling after the Calculation Date; and
 - (f) no dividend or other distribution shall be made or paid by the Company on any of its shares (other than any Deferred Shares for the time being in issue) between the Calculation Date and the Conversion Date relating to such C Shares (both dates inclusive) and no such dividend shall be declared with a record date falling between the Calculation Date and the Conversion Date (both dates inclusive).
- (3) The holders of the Ordinary Shares, the Redeemable Preference Shares, the C Shares and the Deferred Shares shall, subject to the provisions of the Articles, have the following rights as to capital:
- (a) the surplus capital and assets of the Company shall on a winding-up or on a return of capital (otherwise than on a purchase by the Company of any of its shares) at a time when any C Shares are for the time being in issue and prior to the Conversion Date relating to such C Shares be applied (after having deducted therefrom an amount equivalent to (C-D) in respect of each class of C Shares in issue using the methods of calculation of C and D given in the definition of Conversion Ratio above save that the "Calculation Date" shall be such date as the liquidator may determine, which amount attributable to each class shall be applied amongst the C Shareholders of such class *pro rata* according to the nominal capital paid up on their holdings of C Shares) first, amongst the Redeemable Preference Shareholders *pro rata* according to the nominal capital paid up on their holdings of Redeemable Preference Shares and, second, amongst the existing Ordinary Shareholders *pro rata* according to the nominal capital paid up on their holdings of Existing Ordinary Shares, provided however that the holders of the Redeemable Preference Shares shall only receive an amount up to the capital paid up on such Redeemable Preference Shares and the Redeemable Preference Shares shall not confer the right to participate in any surplus remaining following payment of such amount; and
 - (b) the surplus capital and assets of the Company shall on a winding-up or on a return of capital (otherwise than on a purchase by the Company of any of its shares) at a time when no C Shares are for the time being in issue be applied as follows:
 - (i) first, if there are Deferred Shares in issue, in paying to the deferred shareholders £0.01 in aggregate in respect of every 1,000,000 Deferred Shares (or part thereof) of which they are respectively the holders; and
 - (ii) secondly, the surplus shall be divided, first, amongst the Redeemable Preference Shareholders *pro rata* according to the nominal capital paid up on their holdings of Redeemable Preference Shares and, second, amongst the Ordinary Shareholders *pro rata* according to the nominal capital paid up on their holdings of Ordinary Shares, provided however that the holders of the Redeemable Preference Shares shall only receive an amount up to the capital paid up on such Redeemable Preference Shares and the Redeemable Preference Shares shall not confer the right to participate in any surplus remaining following payment of such amount.

- (4) As regards voting:
- (a) the C Shares shall carry the right to receive notice of and to attend and vote at any general meeting of the Company. The voting rights of holders of C Shares will be the same as that applying to holders of Existing Ordinary Shares as set out in the Articles as if the C Shares and Existing Ordinary Shares were a single class; and
 - (b) the Deferred Shares and the Redeemable Preference Shares shall not carry any right to receive notice of or attend or vote at any general meeting of the Company.
- (5) The following provisions shall apply to the Deferred Shares:
- (a) C Shares shall be issued on such terms that the Deferred Shares arising upon their Conversion may be repurchased by the Company in accordance with the terms set out herein;
 - (b) immediately upon a Conversion, the Company shall repurchase all of the Deferred Shares which arise as a result of that Conversion for an aggregate consideration of £0.01 for every 1,000,000 Deferred Shares and the notice referred to in paragraph 3.18(8)(b) below shall be deemed to constitute notice to each C Shareholder of the relevant class (and any person or persons having rights to acquire or acquiring C Shares of the relevant class on or after the Calculation Date) that the relevant Deferred Shares shall be repurchased immediately upon the relevant Conversion for an aggregate consideration of £0.01 for every 1,000,000 Deferred Shares. On repurchase, each such Deferred Share shall be treated as cancelled in accordance with section 706 of the Act without further resolution or consent; and
 - (c) the Company shall not be obliged to: (i) issue share certificates to the deferred shareholders in respect of the Deferred Shares; or (ii) account to any deferred shareholder for the repurchase moneys in respect of such Deferred Shares.
- (7) For so long as any C Shares are for the time being in issue, until Conversion of such C Shares and without prejudice to its obligations under applicable laws the Company shall:
- (a) procure that the Company's records, and bank and custody accounts shall be operated so that the assets attributable to the C Shares can, at all times, be separately identified and, in particular but without prejudice to the generality of the foregoing, the Company shall, without prejudice to any obligations pursuant to applicable laws, procure that separate cash accounts, broker settlement accounts and investment ledger accounts shall be created and maintained in the books of the Company for the assets attributable to each class of C Shares in issue;
 - (b) allocate to the assets attributable to each class of C Shares in issue such proportion of the income, expenses and liabilities of the Company incurred or accrued between the date on which the Company first receives the Net Proceeds and the Calculation Date relating to each class of C Shares in issue (both dates inclusive) as the Directors consider to be attributable to the relevant C Shares; and
 - (c) give or procure the giving of appropriate instructions to the AIFM to manage the Company's assets so that such undertakings can be complied with by the Company.
- (8) A class of C Shares for the time being in issue shall be sub-divided and converted into new Ordinary Shares and Deferred Shares on the Conversion Date relating to such class of C Shares in accordance with the following provisions of this paragraph 3.18(8):
- (a) the Directors shall procure that within 10 Business Days of the Calculation Date:
 - (i) the Conversion Ratio as at the Calculation Date and the numbers of new Ordinary Shares and Deferred Shares to which each C Shareholder of the relevant class shall be entitled on Conversion shall be calculated; and
 - (ii) the Auditors shall be requested to confirm that such calculations as have been made by the Company have, in their opinion, been performed in accordance with the Articles and are arithmetically accurate whereupon such calculations shall become final and binding on the Company and all holders of the Company's shares and any other

securities issued by the Company which are converting into the Company's shares, subject to the proviso immediately after the definition of "J" in paragraph 3.18(1) above;

- (b) the Directors shall procure that, as soon as practicable following such confirmation and in any event within 10 Business Days of the Calculation Date, a notice is sent to each C Shareholder of the relevant class, as applicable, advising such C Shareholder of the Conversion Date, the Conversion Ratio and the numbers of new Ordinary Shares and Deferred Shares to which such C Shareholders will be entitled on Conversion;
- (c) on Conversion each C Share of the relevant class in issue as at the Conversion Date shall automatically sub-divide into 10 conversion shares of £0.01 each and such conversion shares of £0.01 each shall automatically convert into such number of new Ordinary Shares and Deferred Shares as shall be necessary to ensure that, upon such Conversion being completed:
 - (i) the aggregate number of new Ordinary Shares into which the same number of conversion shares of £0.01 each are converted equals the number of C Shares of the relevant class in issue on the Calculation Date multiplied by the Conversion Ratio (rounded down to the nearest whole new Ordinary Share); and
 - (ii) each conversion share of £0.01 which does not so convert into a new Ordinary Share shall convert into one Deferred Share;
- (d) the new Ordinary Shares and Deferred Shares arising upon Conversion shall be divided amongst the former C Shareholders of the relevant class *pro rata* according to their respective former holdings of C Shares of the relevant class (provided always that the Directors may deal in such manner as they think fit with fractional entitlements to new Ordinary Shares and Deferred Shares arising upon Conversion including, without prejudice to the generality of the foregoing, selling any new Ordinary Shares representing such fractional entitlements and retaining the proceeds for the benefit of the Company);
- (e) forthwith upon Conversion, the share certificates relating to the C Shares of the relevant class shall be cancelled and the Company shall issue to each former C Shareholder of the relevant class new certificates in respect of the new Ordinary Shares which have arisen upon Conversion to which he is entitled. Share certificates will not be issued in respect of the Deferred Shares; and
- (f) the Directors may make such adjustments to the terms and timing of Conversion as they in their discretion consider are fair and reasonable having regard to the interests of all Shareholders.

4 Interests of Directors, major shareholders and related party transactions

- 4.1 No Director has a service contract with the Company, nor are any such contracts proposed, each Director having been appointed pursuant to a letter of appointment entered into with the Company. The Directors' appointments can be terminated in accordance with the Articles and without compensation. The Directors are subject to retirement by rotation in accordance with the Articles.

There is no notice period specified in the letters of appointment or Articles for the removal of Directors. The Articles provide that the office of Director shall be terminated by, among other things: (i) written resignation; (ii) unauthorised absences from board meetings for six consecutive months or more; or (iii) written request of all of the other Directors.

The Portfolio Manager has entered into service agreements with each of Tim Levene and Richard Matthews, the directors of the Portfolio Manager.

- 4.2 Each of the Directors is entitled to receive a fee from the Company at such rate as may be determined in accordance with the Articles. Save for the Chairman of the Board, the current fees are £27,000 for each Director per annum plus an additional annual fee of £8,000 for the chairman of each of the audit committee and the management engagement and remuneration committee. The Chairman's fee is currently £45,000 per annum.

There are no amounts set aside or accrued by the Company to provide pension, retirement or similar benefits.

- 4.3 The Company has not made any loans to the Directors which are outstanding, nor has it ever provided any guarantees for the benefit of any Director or the Directors collectively.
- 4.4 Over the five years preceding the date of this Registration Document, the Directors hold or have held the following directorships (apart from their directorships of the Company) or memberships of the following administrative, management or supervisory bodies and/or partnerships:

<i>Name</i>	<i>Current</i>	<i>Previous</i>
Neil England	Schroder British Opportunities Trust PLC London & Southern Limited	BlackRock Emerging Europe plc* Hyve Group plc Promotional Logistics Limited Promotional Logistics Retail Limited* Regent on the River Limited Silverstone Racing Limited* The Pallet Network Group Limited The Pallet Network Limited TPN Group Holdings Limited* TPN Group Limited*
Karen Brade	Aberdeen Japan Investment Trust PLC Keystone Positive Change Investment Trust plc Moor Park Charitable Trust Limited Meadow Arts World Child Cancer Trustees HeiQ plc	CP2 VCT plc* CP1 VCT plc* The Hereford Cathedral Perpetual Trust Crown Place VCT plc DRI Healthcare plc
David Haysey	Marylebone Partners LLP	Debate Mate Schools Limited

* Dissolved or in voluntary liquidation.

- 4.5 The Directors in the five years before the date of this Registration Document:
- (i) do not have any convictions in relation to fraudulent offences;
 - (ii) have not been associated with any bankruptcies, receiverships or liquidations of any partnership or company through acting in the capacity as a member of the administrative, management or supervisory body or as a partner, founder or senior manager of such partnership or company; and
 - (iii) do not have any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) and have not been disqualified by a court from acting as a member of the administration, management or supervisory bodies of any issuer or from acting in the management or conduct of the affairs of any issuer.
- 4.6 Save as set out in this paragraph 4.6, no Director has any interests (beneficial or non-beneficial) in the share capital of the Company as at the Latest Practicable Date:

<i>Name</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of issued Ordinary Share capital</i>
Neil England	110,000	0.08%
Karen Brade	32,234	0.02%
David Haysey	85,983	0.06%

The Directors may participate in the Share Issuance Programme, including through the Initial Issue.

- 4.7 So far as is known to the Company, and which is notifiable under the Disclosure Guidance and Transparency Rules, as at the Latest Practicable Date, the following persons held, directly or indirectly, three per cent. or more of the issued Shares or the Company's voting rights:

<i>Name</i>	<i>Number of Ordinary Shares held</i>	<i>% of voting rights</i>
Canaccord Genuity Wealth Management	15,635,999	11.1%
EFG Harris Allday, stockbrokers	9,056,838	6.4%
Rathbones	7,403,269	5.3%
Interactive Investor	6,754,339	4.8%
Close Brothers Asset Management	6,459,899	4.6%
Hargreaves Lansdown, stockbrokers	6,394,483	4.6%
South Yorkshire Pension Authority	5,789,151	4.1%
Wellian Investment Solutions	5,682,767	4.0%
Charles Stanley	5,454,136	3.9%
Brewin Dolphin, stockbrokers	4,252,662	3.0%

- 4.8 All Shareholders have the same voting rights in respect of shares of the same class in the share capital of the Company.
- 4.9 As at the Latest Practicable Date, the Company and the Directors are not aware of any person who, directly or indirectly, jointly or severally, exercises or could exercise control over the Company.
- 4.10 The Company and the Directors are not aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company.
- 4.11 Save as disclosed in note 18 on page 33 of the Annual Report 2019, note 18 on page 66 of the Annual Report 2020 and note 17 on page 15 of the Annual Report 2021, each of which is incorporated by reference into this Registration Document, there have been no related party transactions entered into by the Company at any time during the period covered by the historical financial information incorporated by reference into this Registration Document.
- 4.12 None of the Directors has any conflict of interest or potential conflicts of interest between any duties to the Company and his or her private interests and any other duties. The Portfolio Manager, the AIFM or any of their respective directors, officers, employees, agents and affiliates and the Directors and any person or company with whom they are affiliated or by whom they are employed (each an “**Interested Party**”) may be involved in other financial, investment or other professional activities which may cause conflicts of interest with the Company. In particular, Interested Parties may provide services similar to those provided to the Company to other entities and shall not be liable to account for any profit from any such services. For example, an Interested Party may acquire on behalf of a client an investment in which the Company may invest.

5 Investment restrictions

The Company will at all times invest and manage its assets with the objective of spreading risk and in accordance with its published investment policy as set out in Part 1 of this Registration Document.

In order to comply with the Listing Rules, the Company will not invest more than 10 per cent. of its Gross Assets in other listed closed-ended investment funds, except that this restriction shall not apply to investments in listed closed-ended investment funds which themselves have stated investment policies to invest no more than 15 per cent. of their gross assets in other listed closed-ended investment funds.

In the event of a breach of the Company's published investment policy and the investment restrictions set out therein, the AIFM and the Portfolio Manager shall inform the Board and the Depositary upon becoming aware of the same and if the Board considers the breach to be material, notification will be made to a Regulatory Information Service.

The Company must not conduct any trading activity which is significant in the context of its group as a whole.

6 Material contracts

Save as described below, the Company has not: (i) entered into any material contracts (other than contracts in the ordinary course of business) within the two years immediately preceding the date of this Registration Document; or (ii) entered into any contracts that contain provisions under which the Company has any obligation or entitlement that is material to the Company as at the date of this Registration Document.

6.1 Share Issuance Agreement

A Share Issuance Agreement dated 17 June 2021 between the Company, the Portfolio Manager, the AIFM and the Banks whereby each of the Joint Bookrunners has undertaken, as agent for the Company, to use their respective reasonable endeavours to procure subscribers under the Initial Placing and Subsequent Placings for Shares. Pursuant to the Share Issuance Agreement, each of Peel Hunt and Nplus1 Singer Advisory LLP has been appointed as joint sponsor to the Company in connection with the Share Issuance Programme and Peel Hunt has been appointed intermediaries offer adviser in connection with the Share Issuance Programme.

In the event of oversubscription of the Initial Issue, applications under the Initial Placing, Offer for Subscription and/or the Intermediaries Offer (but not the Open Offer) will be scaled back at the Company's discretion (in consultation with the Joint Bookrunners and the Portfolio Manager).

The Share Issuance Agreement is subject to, *inter alia*, the Ordinary Shares to be issued pursuant to the Initial Issue being admitted to the premium segment of the Official List and to trading on the premium segment of the London Stock Exchange's main market by 13 July 2021 (or such later date as the Company and the Banks may agree but no later than 8.00 a.m. on 13 August 2021). Each of Peel Hunt and Nplus1 Singer Advisory LLP is entitled to be paid a sponsor fee and each Joint Bookrunner is entitled to be paid a commission by the Company in consideration for their services in relation to the Initial Issue.

Each of the Joint Bookrunners is also entitled to be paid a commission by the Company in respect of any Shares issued pursuant to any Subsequent Issues, and Peel Hunt and Nplus1 Singer Advisory LLP may be entitled to further fees in respect of any Subsequent Issues.

Under the Share Issuance Agreement, each of the Joint Bookrunners and Nplus1 Singer Advisory LLP may at their own discretion and out of their own resources at any time rebate to some or all investors, or to other parties, part or all of their respective fees relating to the Initial Issue and/or any Subsequent Issues and/or the Share Issuance Agreement. The Joint Bookrunners and Nplus1 Singer Advisory LLP are also entitled under the Share Issuance Agreement to retain agents and may pay commission in respect of the Initial Issue and/or Subsequent Issues and/or the Share Issuance Agreement to any or all of those agents out of their own resources.

Under the Share Issuance Agreement, which may be terminated by any of the Banks in certain circumstances prior to any Admission and by the Company in certain circumstances after Initial Admission, the Company, the AIFM and the Portfolio Manager have given certain warranties and indemnities to the Banks. These warranties and indemnities are customary for an agreement of this nature.

The Share Issuance Agreement is governed by the laws of England and Wales.

6.2 Portfolio Management Agreement

A Portfolio Management Agreement dated 22 February 2018 between the Company, the AIFM and the Portfolio Manager, pursuant to which the Portfolio Manager is appointed to act as portfolio manager of the Company with responsibility for portfolio management of the Company's investments.

Under the terms of the Portfolio Management Agreement, the Portfolio Manager is entitled to a management fee and may be entitled to a carried interest fee, details of which are set out in Part 3 of this Registration Document under the sub-heading "*Ongoing annual expenses*". The Portfolio Manager

is also entitled to reimbursement of all reasonable costs and expenses incurred by it in the performance of its duties.

The Portfolio Manager has agreed that it shall not, without the prior written consent of the Board, establish, manage or advise any third party collective investment vehicle or account nor allocate co-investment or similar opportunities to such a third party.

The Portfolio Management Agreement is terminable by either the Portfolio Manager or the AIFM giving to the other not less than 12 months' written notice. The Portfolio Management Agreement may be terminated by the AIFM with immediate effect if both Tim Levene and Richard Matthews cease to be officers or employees of the Portfolio Manager, the Company or any associate of either and within three months of their departure they are not replaced by a person or persons whom each of the AIFM and the Company considers, in its absolute discretion (but acting reasonably), to be of equal or satisfactory standing. The Portfolio Management 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. The AIFM will not terminate the Portfolio Management Agreement without the consent in writing of the Company.

The Company has given an indemnity in favour of the Portfolio Manager in respect of the Portfolio Manager's potential losses in carrying on its responsibilities under the Portfolio Management Agreement. The indemnity is customary for an agreement of this nature.

The Portfolio Management Agreement is governed by the laws of England and Wales.

6.3 **AIFM Agreement**

The AIFM Agreement between the Company and the AIFM dated 22 February 2018, pursuant to which the AIFM has agreed to act as the Company's alternative investment fund manager for the purposes of the AIFM Rules and to provide certain company secretarial, administrative and marketing services to the Company.

Under the agreement, the AIFM shall provide all of the usual and necessary services of a manager of an investment trust including such management, risk management, portfolio management, accounting, administrative, consultancy, advisory, company secretarial and general management services as are necessary for this purpose and to enable, so far as the AIFM is able, the Company to comply with the requirements of the Act and any other applicable legislation and regulations (including the Listing Rules, the UK Prospectus Regulation, the Prospectus Regulation Rules, the Disclosure Guidance and Transparency Rules and the UK Market Abuse Regulation) and otherwise as may be agreed between the AIFM and the Company from time to time. This will include general fund administration services (including calculation of the NAV), bookkeeping and accounts preparation.

Under the terms of the AIFM Agreement, the AIFM is entitled to a fee, details of which are set out in Part 3 of this Registration Document under the sub-heading "*Ongoing annual expenses*". The AIFM will also be entitled to reimbursement of all out of pocket costs and expenses reasonably and properly incurred by it in providing its services under the agreement.

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 of its functions in accordance with the Investment Advisory Agreement or Portfolio Management Agreement, as applicable, if the Company and the AIFM are unable to agree within three calendar months of the commencement of such suspension whether the Investment Advisory Agreement or Portfolio Management Agreement, as applicable, should be 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 the negligence, wilful default or fraud of the AIFM or any of its employees or 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 laws of England and Wales.

6.4 Depositary Agreement

The Depositary Agreement dated 22 February 2018, between the Company, the AIFM and the Depositary, pursuant to which the Depositary is appointed as the Company's depositary.

Under the terms of the Depositary Agreement, the Depositary is entitled to be paid an annual depositary fee of £25,000 plus certain event-driven fees. The Depositary Agreement provides for the Depositary to be indemnified by the Company from any and all losses, claims, demands, actions, proceedings, damages and other payments, reasonably incurred costs and expenses or other liabilities of any kind, including the costs and liabilities of any legal action or mediation or any threatened, anticipated or pending legal action or mediation, provided that all such losses arise out of or in connection with the Depositary's proper performance of its obligations under the Depositary Agreement and all such losses are not directly related to the loss of an asset or to the gross negligence, wilful default or fraud of the Depositary.

In accordance with the terms of the Depositary Agreement, and subject to the provisions of the AIFM Rules, the Depositary may delegate its safe-keeping functions in relation to financial instruments and other assets of the Company. The liability of the Depositary shall in principle not be affected by any delegation of its custody function and the Depositary shall be liable to the Company or its investors for the loss of securities by the Depositary or a third party to whom the custody of securities has been delegated. The Depositary may discharge its responsibility in case of a loss of a security: (i) in the event that the loss is not the result of any act or omission of the Depositary or the delegate; (ii) the Depositary could not have reasonably prevented the occurrence of the event that led to the loss despite adopting precautions incumbent on a diligent depositary as reflected in common industry practice; (iii) the Depositary could not have prevented the loss in spite of undertaking rigorous and comprehensive due diligence; or (iv) where it has contractually discharged its responsibility in compliance with the AIFM Rules. Otherwise than in respect of a loss of a financial instrument held in custody, the Depositary shall only be liable for damages suffered by the Company as a direct result of the Depositary's gross negligence or fraud.

Except insofar as required under the AIFM Rules, indirect and/or consequential damages are excluded. The Depositary shall be entitled to refuse to perform any duty or obligation in the Depositary Agreement or to follow any instruction issued by the Company or the AIFM that in the Depositary's reasonable opinion is improper, unauthorised, that conflicts with applicable law or the Company's Articles or that are not given by those identified to the Depositary as having authority to sign proper instructions. The Depositary Agreement is terminable by the Company or the Depositary giving to the other party not less than six months' written notice. In addition, either party may terminate the agreement on immediate notice in the event that the other party (i) has materially broken or is in material breach of any terms of the Depositary Agreement and has not remedied such breach within 30 days of receiving a notice requiring it to do the same; (ii) has gone into liquidation, or (iii) has ceased to be authorised by the FCA for its activities under the agreement or has otherwise committed a material breach of applicable law.

The Depositary Agreement is governed by the laws of England and Wales.

6.5 Registrar Agreement

The Registrar Agreement between the Company and the Registrar dated 22 February 2018, pursuant to which the Registrar has been appointed as registrar to the Company.

The Registrar Agreement is for an initial period of three years from the date of Admission and thereafter shall automatically renew for successive periods of 12 months unless or until terminated by either party

on at least six months' written notice, such notice to expire at the end of the initial period or any successive 12 month period. In addition, either party may terminate the Registrar Agreement:

- (i) by service of three months' written notice should the parties not reach an agreement regarding any increase of the fees payable under the Registrar Agreement; or
- (ii) upon service of written notice if the other party commits a material breach of its obligations under the Registrar Agreement (including any payment default) which that party has failed to remedy within 45 days of receipt of a written notice to do so from the first party; or
- (iii) upon service of written notice if a resolution is passed or an order made for the winding-up, dissolution or administration of the other party, or if the other party is declared insolvent or if an administrator, administrative receiver, manager or provisional liquidator (or similar officer to any of the foregoing in the relevant jurisdiction) is appointed over the whole of or a substantial part of the other party or its assets or undertakings.

The Registrar shall be entitled to receive an annual maintenance fee of £1.20 per Shareholder account per annum, subject to a minimum fee of £4,500 per annum (plus VAT if applicable). The Registrar is also entitled to certain activity fees. The Registrar shall also be entitled to reimbursement of all reasonable out of pocket expenses incurred in connection with the provision of services under the Registrar Agreement.

The Registrar Agreement limits the Registrar's liability thereunder (and/or that of its affiliates and their respective directors, officers, employees and agents) to the lesser of £500,000 or an amount equal to five times the annual fee payable to the Registrar pursuant to the Registrar Agreement. The Company has agreed to indemnify, defend and hold harmless the Registrar, its affiliates and their respective directors, officers, employees and agents from and against all losses, damages, liabilities, professional fees (including but not limited to legal fees), court costs and expenses resulting or arising from the Company's breach of the agreement and, in addition, any third-party claims, actions, proceedings, investigations or litigation relating to or arising from or in connection with the agreement, except to the extent such losses are determined to have resulted solely from fraud, wilful default or negligence on the Registrar's part.

The Registrar Agreement is governed by the laws of England and Wales.

6.6 **Receiving Agent Agreement**

The Receiving Agent Agreement between the Company and the Receiving Agent dated 8 June 2021, pursuant to which the Receiving Agent has agreed to provide receiving agent duties and services to the Company in respect of the Initial Issue.

Under the terms of the Receiving Agent Agreement, the Receiving Agent is entitled to customary professional advisory, processing and other activity fees. The Receiving Agent will also be entitled to reimbursement of all reasonable out of pocket expenses incurred by it in connection with its duties. These fees will be for the account of the Company.

The Receiving Agent Agreement limits the Receiving Agent's liability thereunder to the lesser of £250,000 or an amount equal to five times the annual fee payable to the Receiving Agent pursuant to the Receiving Agent Agreement. The Receiving Agent Agreement contains a provision whereby the Company indemnifies the Receiving Agent and its affiliates, and their directors, officers, employees and agents against any and all losses, damages, liabilities, professional fees, court costs and reasonably incurred expenses resulting or arising from the Company's breach of the agreement and, in addition, any third-party claims, actions, proceedings, investigations or litigation relating to or arising from or in connection with the agreement or the services provided thereunder, except to the extent such losses are determined to have resulted solely from fraud, wilful default or negligence on the Receiving Agent's part. The indemnity is customary for an agreement of this nature.

The Receiving Agent Agreement is governed by the laws of England and Wales.

6.7 *Placing agreement*

Pursuant to a placing agreement dated 26 October 2020 between the Company, the AIFM, the Portfolio Manager and the Joint Bookrunners, each Joint Bookrunner agreed, subject to certain conditions, to use its reasonable endeavours to procure subscribers for Ordinary Shares pursuant to a placing by the Company.

The Company, the AIFM and the Portfolio Manager gave certain warranties and indemnities to the Joint Bookrunners. The warranties and indemnities were standard for an agreement of this nature.

The agreement is governed by the laws of England and Wales.

6.8 *PrimaryBid Limited engagement letter*

Pursuant to an engagement letter dated 23 October 2020 between the Company and PrimaryBid Limited, PrimaryBid Limited agreed, subject to certain conditions, to be the arranger of a retail offer of Ordinary Shares made in conjunction with the placing referred to at paragraph 6.7 above.

The Company gave certain warranties to PrimaryBid Limited which were standard for an agreement of this nature.

The engagement letter is governed by the laws of England and Wales.

7 *Litigation*

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the 12 months preceding the date of this document which may have, or have had in the recent past significant effects on the Company's financial position or profitability.

8 *General*

- 8.1 Where information has been sourced from third parties, the Company confirms that this information has been accurately reproduced and that, so far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. The sources of information have been disclosed.
- 8.2 The Portfolio Manager has given and not withdrawn its written consent to the inclusion in this Registration Document of references to its name in the form and context in which they appear.
- 8.3 The Portfolio Manager accepts responsibility for and has authorised the inclusion of the information attributed to it in this Registration Document, including without limitation the information contained in paragraphs 6 to 9 (inclusive) of Part 1, Part 2, paragraph 2 of Part 3 and paragraphs 1.2, 1.4 and 1.9 of Part 5 of this Registration Document, and declares that to the best of its knowledge, the information contained in those parts of the registration document for which it is responsible are in accordance with the facts and that those parts of the registration document make no omission likely to affect its import.
- 8.4 The AIFM has given and not withdrawn its written consent to the inclusion in this Registration Document of references to its name in the form and context in which they appear.
- 8.5 Peel Hunt is acting as joint sponsor and joint bookrunner to the Share Issuance Programme and intermediaries offer adviser in relation to the Intermediaries Offer and has given and not withdrawn its written consent to the inclusion in this Registration Document of references to its name in the form and context in which they appear.
- 8.6 Nplus1 Singer Advisory LLP is acting as joint sponsor to the Share Issuance Programme and has given and not withdrawn its written consent to the inclusion in this Registration Document of references to its name in the form and context in which they appear.

- 8.7 N+1 Singer is acting as joint bookrunner to the Share Issuance Programme and has given and not withdrawn its written consent to the inclusion in this Registration Document of references to its name in the form and context in which they appear.
- 8.8 The effect of the Initial Issue will be to increase the net assets of the Company. On the assumption that 29,562,798 new Ordinary Shares are issued pursuant to the Initial Issue at an Issue Price of 135.5 pence per new Ordinary Share (being the Company's most recently published NAV per Ordinary Share as at the anticipated date of closing of the Initial Issue plus a premium of approximately 3.9 per cent.) and that accordingly the gross proceeds of the Initial Issue are approximately £40 million, the net proceeds of the Initial Issue would be approximately £38.8 million.
- 8.9 The Shares are designed to be suitable for institutional investors, professionally advised retail investors and non-advised retail investors with at least basic market knowledge and experience, seeking access to a portfolio of fintech businesses based predominantly in the UK and wider Europe. An investment in the Company is only suitable for persons capable of evaluating the risks and merits of such an investment and who have sufficient resources to bear any loss which may result from the investment (which may equal the whole amount invested). Potential investors should consider with care whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them. Private investors in the UK who are unsure whether to invest should consider consulting a financial adviser authorised under the Financial Services and Markets Act 2000 to assess whether an investment in the Company is suitable.

9 Auditors

The auditors to the Company are BDO LLP of 55 Baker Street, London W1U 7EU. BDO LLP is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales.

10 Depositary

IQ EQ Depositary Company (UK) Limited (formerly known as Augentius Depositary Company Limited), whose registered office is located at 4th Floor, 3 More London Riverside, London SE1 2AQ, United Kingdom, acts as the Company's depositary and safeguards all of the assets of the Company. The Depositary is a private company limited by shares, registered in England and Wales with number 5830789 and was incorporated on 30 May 2006. The Depositary's telephone number is +44 (0)20 8959 07452. The Depositary maintains its registered office and place of central administration in the United Kingdom. The Depositary is authorised and regulated in the UK by the FCA. The principal business of the Depositary is the provision of custodial, banking and related financial services.

11 Current investment policy

As set out in Part 1 of this Registration Document, the Company's investment policy as set out in that Part is subject to certain amendments that are to be proposed to Shareholders at the general meeting of the Company convened for 8 July 2021. In the event that such changes are not approved at that meeting, or any adjournment thereof, the Company's current investment policy will remain unchanged. The Company's current investment policy is set out in full below.

Investment policy

In order to achieve its investment objective, the Company invests in early (but not seed) or later stage investments in unquoted fintech businesses. The Company intends to realise value through exiting the 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 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 observer position on 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; 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.

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.

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.

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.

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

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.

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.

12 Documents on display

The following documents will be available for inspection during usual business hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH, United Kingdom until 16 June 2022 and on the Company's website at <https://augmentum.vc>:

12.1 this Registration Document;

12.2 the Summary;

12.3 the Securities Note;

12.4 the Company's memorandum of association and the Articles; and

12.5 each Annual Report.

Dated 17 June 2021

PART 6

DEFINITIONS

Act	the Companies Act 2006, as amended from time to time
Administrator	Frostrow Capital LLP
Admission	the admission of the Shares to be issued pursuant to the Share Issuance Programme to: (i) the premium segment of the Official List; and (ii) trading on the premium segment of the London Stock Exchange's main market, becoming effective in accordance with the Listing Rules and the admission and disclosure standards of the London Stock Exchange
Advisory Panel	the advisory panel to the Portfolio Manager, details of which are set out at paragraph 2.4 of Part 3 of this Registration Document
AIC Code	the Association of Investment Companies' Code of Corporate Governance, as amended from time to time
AIFM	Frostrow Capital LLP
AIFM Agreement	the AIFM agreement dated 22 February 2018, between the Company and the AIFM, summarised in paragraph 6.3 of Part 5 of this Registration Document
AIFM Rules	the UK's implementation of the European Union's Alternative Investment Fund Managers directive (No. 2011/61/EU) and all legislation made pursuant thereto, including the Alternative Investment Fund Managers Regulations 2013 and any other applicable UK implementing legislation and regulations
Annual Reports	the published audited financial statements of the Company for the periods to 31 March 2019, 2020 and 2021
Articles	the articles of association of the Company as at the date of this Registration Document or, in the context of the Share Issuance Programme (other than the Initial Issue), as at the date of the relevant issue under the Share Issuance Programme
Auditors	BDO LLP or such other auditor as the Company may appoint from time to time
Audit Committee	the audit committee of the Board
Banks	Peel Hunt, N+1 Singer and Nplus1 Singer Advisory LLP, or any of them as the context may require
Benefit Plan Investor	a "benefit plan investor" as defined in Section 3(42) of ERISA and any regulations promulgated by the US Department of Labor thereunder, being "employee benefit plans" as defined in Section 3(3) of ERISA that are subject to Title I of ERISA, "plans" that are subject to the prohibited transaction provisions of Section 4975 of the US Tax Code, and entities the assets of which are treated as "plan assets" under Section 3(42) of ERISA and any regulations promulgated thereunder

Business Day	a day (excluding Saturdays and Sundays or public holidays in England and Wales) on which banks generally are open for business in London for the transaction of normal business
C Shareholder	a holder of C Shares
C Shares	C shares of £0.10 each in the capital of the Company having the rights and restrictions set out in paragraph 3.18 of Part 5 of this Registration Document (no such shares are in issue as at the date of this Registration Document)
certificated form	not in uncertificated form
Company	Augmentum Fintech plc
Company Secretary	Frostrow Capital LLP
CREST	the relevant system as defined in the CREST Regulations in respect of which Euroclear is the operator (as defined in the CREST Regulations) in accordance with which securities may be held in uncertificated form
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755), as amended
Depository	IQ EQ Depository Company (UK) Limited
Depository Agreement	the depository agreement dated 22 February 2018, between the Company, the AIFM and the Depository, summarised in paragraph 6.4 of Part 5 of this Registration Document
Directors or Board	the board of directors of the Company
Disclosure Guidance and Transparency Rules	the disclosure guidance and transparency rules contained in the FCA's Handbook of Rules and Guidance
EEA	European Economic Area
ERISA	the United States Employee Retirement Income Security Act of 1974, as amended
EU	the European Union
Euro or €	the lawful currency of those EU Member States that have adopted the common currency
Euroclear	Euroclear UK & Ireland Limited
EUWA	the European Union (Withdrawal) Act 2018 (as amended)
FATCA	the United States Foreign Account Tax Compliance Act
FCA	the UK Financial Conduct Authority
fintech	has the meaning given to it in the investment objective of the Company set out in paragraph 2 of Part 1 of this Registration Document
FSMA	the UK Financial Services and Markets Act 2000, as amended

Future Securities Note	a securities note to be issued in the future by the Company in respect of each issue, if any, of Shares (other than pursuant to the Initial Issue or a Subsequent Placing) made pursuant to this Registration Document and subject to separate approval by the FCA
Future Summary	a summary to be issued in future by the Company in respect of each issue, if any, of Shares (other than pursuant to the Initial Issue or a Subsequent Placing) made pursuant to this Registration Document and subject to separate approval by the FCA
General Partner	Augmentum Fintech GP Limited, a wholly-owned subsidiary of the Company
Gross Assets	the gross assets of the Company as determined in accordance with the accounting principles adopted by the Company from time to time
Group	the Company and its subsidiaries from time to time, including the Portfolio Manager, the General Partner and the Partnership
HMRC	HM Revenue & Customs
IFRS	International Financial Reporting Standards
Initial Issue	the Initial Placing, the Open Offer, the Offer for Subscription and the Intermediaries Offer
Initial Placing	the conditional placing of Ordinary Shares by the Joint Bookrunners at the Issue Price pursuant to the Share Issuance Agreement as described in Part 1 of the Securities Note
Intermediaries	the entities listed in paragraph 8 of Part 7 of the Securities Note, together with any other intermediary (if any) that is appointed by the Company in connection with the Intermediaries Offer after the date of the Securities Note and “ Intermediary ” shall mean any one of them
Intermediaries Offer	the offer of Ordinary Shares by the Intermediaries to retail investors
Intermediaries Offer Adviser	Peel Hunt
IPO	initial public offering and, in the case of the Company, the first admission of the Company’s Ordinary Shares to: (i) the premium segment of the Official List; and (ii) trading on the London Stock Exchange’s main market, which became effective on 13 March 2018
Issue Price	the price at which Ordinary Shares are being issued pursuant to the Initial Issue, being 135.5 pence per Ordinary Share, calculated as being the NAV per Ordinary Share as at 31 March 2021 (audited), being the Company’s most recently published NAV per Ordinary Share as at the anticipated date of closing of the Initial Issue, plus a premium of approximately 3.9 per cent. which is intended to cover the costs and expenses of the Initial Issue
Latest Practicable Date	close of business on 15 June 2021, being the latest practicable date prior to the publication of the Prospectus to ascertain certain information contained therein
Listing Rules	the listing rules made by the FCA under section 73A of FSMA

London Stock Exchange	London Stock Exchange plc
Management Team	the investment management team of the Portfolio Manager from time to time (such individuals are currently as detailed in the section headed “Management Team” in Part 3 of this Registration Document)
Member State	any member state of the EEA
N+1 Singer	Nplus1 Singer Capital Markets Limited, the Company's joint bookrunner
NAV or Net Asset Value	the value of the assets of the Company less its liabilities, determined in accordance with the accounting principles adopted by the Company from time to time
NAV per Ordinary Share or Net Asset Value per Ordinary Share	the Net Asset Value attributable to the Ordinary Shares divided by the number of Ordinary Shares in issue (excluding any Ordinary Shares held in treasury)
NURS	non-UCITS retail schemes
Offer for Subscription	the offer for subscription for Ordinary Shares at the Issue Price as more fully described in the Securities Note
Official List	the official list maintained by the FCA
Open Offer	the offer to Qualifying Shareholders (as defined in the Securities Note), constituting an invitation to apply for Ordinary Shares, on the terms and subject to the conditions set out in the Securities Note and, in the case of Qualifying non-CREST Shareholders (as defined in the Securities Note), the Open Offer Application Form
Open Offer Application Form	the application form on which Qualifying non-CREST Shareholders (as defined in the Securities Note) may apply for Ordinary Shares under the Open Offer
Ordinary Shares	ordinary shares of nominal value £0.01 each in the capital of the Company
Overseas Persons	persons who are resident in, or who are citizens of, or who have registered addresses in, territories other than the UK
Partnership	Augmentum I LP, a limited partnership registered in Jersey and a wholly-owned subsidiary of the Company
Peel Hunt	Peel Hunt LLP, the Company's joint sponsor, joint bookrunner and intermediaries offer adviser
Portfolio Manager	Augmentum Fintech Management Limited, a wholly-owned subsidiary of the Company
Portfolio Management Agreement	the portfolio management agreement dated 22 February 2018, between the Company, the AIFM and the Portfolio Manager, summarised in paragraph 6.2 of Part 5 of this registration Document
Prospectus Regulation Rules	the rules and regulations made by the FCA under Part VI of FSMA
Receiving Agent	Link Group, a trading name of Link Market Services Limited

Receiving Agent Agreement	the agreement dated 8 June 2021 between the Company and the Receiving Agent, summarised in paragraph 6.6 of Part 5 of this Registration Document
Redeemable Preference Shares	redeemable preference shares of £1.00 each in the capital of the Company (no such shares are in issue as at the date of this Registration Document or will be issued pursuant to the Share Issuance Programme)
Register	the register of members of the Company
Registrar	Link Group, a trading name of Link Market Services Limited
Registrar Agreement	the agreement dated 22 February 2018 between the Company and the Registrar for the provision of share registration services, summarised in paragraph 6.5 of Part 5 of this Registration Document
Regulation S	Regulation S under the US Securities Act
Regulatory Information Service or RIS	a service authorised by the FCA to release regulatory announcements to the London Stock Exchange
Restricted Jurisdiction	each of Australia, Canada, Japan, the Republic of South Africa and the United States
Scout Programme	has the meaning set out on page 25 of this Registration Document
SEC	the United States Securities and Exchange Commission
Securities Note	the securities note dated 17 June 2021 issued by the Company in respect of the Shares made available pursuant to this Registration Document and approved by the FCA
Share Issuance Agreement	the share issuance agreement dated 17 June 2021, between the Company, the Portfolio Manager, the AIFM and the Banks, summarised in paragraph 6.1 of Part 5 of this Registration Document
Share Issuance Programme	the Initial Issue and the proposed programme of Subsequent Issues of Shares on the terms set out in the Securities Note (and any Future Securities Note)
Shareholder	a holder of Shares
Shares	Ordinary Shares and/or C Shares issued by the Company, as the context requires
Sterling, £, pence or p	the lawful currency of the UK
Subsequent Admission	Admission of any Shares issued pursuant to the Share Issuance Programme (other than the Initial Issue)
Subsequent Issue	any placing, open offer, offer for subscription and/or intermediaries offer of Shares pursuant to the Share Issuance Programme (other than the Initial Issue)
Subsequent Placing	any placing of Shares pursuant to the Share Issuance Programme (other than the Initial Placing) described in the Securities Note

Summary	the summary dated 17 June 2021 issued by the Company pursuant to this Registration Document and the Securities Note and approved by the FCA
Takeover Code	The City Code on Takeovers and Mergers
UCITS	undertakings for collective investment in transferable securities, within the meaning of Directive 2009/65/EC of the European Parliament and Council of 13 July 2009 including, as applicable, as it forms part of the domestic law of the United Kingdom by virtue of the EUWA
UK	the United Kingdom of Great Britain and Northern Ireland
UK Market Abuse Regulation	Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse as it forms part of the domestic law of the United Kingdom by virtue of the EUWA
UK MiFID II	the UK's implementation of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (MiFID), together with the UK version of Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012 (MiFIR), which forms part of the domestic law of the United Kingdom by virtue of the EUWA
UK MiFID II Delegated Regulation	Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 supplementing Directive 2014/65/EU of the European Parliament and of the Council as regards organisational requirements and operating conditions for investment firms and defined terms for the purposes of that Directive, as it forms part of the domestic law of the United Kingdom by virtue of the EUWA
UK PRIIPs Regulation	Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products, together with its implementing and delegated acts, as they form part of the domestic law of the United Kingdom by virtue of the EUWA
UK Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as it forms part of the domestic law of the United Kingdom by virtue of the EUWA
uncertificated or in uncertificated form	a share recorded on the Register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
United States or US	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
US\$	the lawful currency of the United States
US Exchange Act	the United States Securities Exchange Act of 1934, as amended
US Investment Advisers Act	the United States Investment Advisers Act of 1940, as amended

US Investment Company Act	the United States Investment Company Act of 1940, as amended
US Person	a US Person as defined for the purposes of Regulation S
US Securities Act	the United States Securities Act of 1933, as amended
US Tax Code	the US Internal Revenue Code of 1986, as amended
Valuation Committee	the valuations committee of the Board

GLOSSARY OF KEY TERMS

Accelerator	also known as seed accelerators, accelerators are fixed-term, cohort-based programmes, that include mentorship and educational components and culminate in a public pitch event or demo day. Unlike business incubators, the application process for start-up accelerators is open to anyone, but is highly competitive
Angel	an individual who provides capital to a start-up company. This person is usually independently wealthy and invests his/her own money in the company
Disruptive business	a specialised business changing the traditional way that an industry operates, especially in a new and effective way
EIS	the Enterprise Investment Scheme, under which individual investors can obtain 30 per cent. income tax relief on up to £1,000,000 in a tax year invested in shares of qualifying companies and a capital gains tax exemption in respect of those shares. The investment must be held for a minimum period of three years
GP/LP	general partner/limited partner, used to describe a type of investment fund that is structured as a limited partnership
Incubator	a business incubator is a company that helps new and start-up companies to develop by providing services such as management training or office space
Secondary (sale)	the sale by a venture capital investor of a stake in a portfolio company or its entire portfolio to an outside party in a private transaction
Seed fund	a venture capital fund that invests in start-ups at the seed stage
Seed stage	the initial round(s) of financing by founders, friends and family as well as angel investors and potentially institutional investors, to develop a new product or service
SEIS	the Seed Enterprise Investment Scheme, under which individual investors can obtain 50 per cent. income tax relief on up to £100,000 in a tax year invested in shares of qualifying companies and a capital gains tax exemption in respect of those shares. The investment must be held for a minimum period of three years
Series A	the first significant financing round in which one or more venture capitalists becomes involved in a fast-growing company that was previously financed by founders and/or angel investors
Series B+	the financing round following the Series A round in which additional funds are provided to the company. Subsequent rounds are called C, D and so on
Specialist angel	an angel investor who specialises in the types of start-ups based on his previous experience, knowledge of the sector or an industry and personal network, for example fintech
Specialist PR	a public relations firm that specialises in a particular industry, sector or type of clients it serves
Team scaling	increasing the number of employees of a start-up for a successful growth