

More
than
money •

Introduction

I'm pleased to be able to introduce to you the Praetura EIS Growth Fund (the "Fund"). With the Fund, we will invest in c. 8-10 promising young businesses of similar scale and quality.

There will be two soft closes a year. We expect to fully deploy capital within 6 months of each relevant close date. At Praetura Ventures, we seek to provide investors with capital growth from exciting early-stage businesses in the North of England and beyond. We founded the business to take advantage of the North's shortfall in venture capital, helping to address the need for funding from the region's young companies.

Alongside our Northern focus, we are committed to providing more than money to each of our investments, leveraging our experience, network and resources to help them succeed. We only invest in businesses where there is the opportunity to add significant value on a strategic level, and we credit this approach as the reason for success in our previous investments.

We have over 10 years' experience in providing genuine venture capital, with over £100m raised since 2019. The investment team now assess over 200 new proposals per month, amassing to £3bn worth of new opportunities reviewed annually.

We have led investments into exceptional companies across the UK, including Bankifi, Culture Shift, Transport and XR Games. As one of PEAK's early investors, we were very pleased to follow on in their recent \$75m Series C funding round led by SoftBank's Vision Fund.

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

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

Kind Regards,

David Foreman
MD, Praetura Ventures



About Praetura Ventures

Praetura has been supporting small and medium enterprises since 2011, raising capital and investing in the early stages of business lifecycles.

We are motivated by the size of the opportunity offered by early-stage businesses in the North of England, and are well-positioned to capitalise upon it, with nearly a decade of experience in genuine venture capital in the region under the Praetura moniker.

Our Investment Team is one of the largest in UK Venture Capital. This size, and the breadth of knowledge it brings, provides us with an exceptional capability to source and evaluate investment opportunities. Our dedicated Portfolio Team supports each businesses at a strategic level as they scale, with the addition of Operational Partners, who have had a transformational impact on our portfolio and are responsible for providing day-to-day support to each founder and their business.

Praetura have contracted over 75 deals since inception and we're currently reviewing circa 2400+ funding proposals annually. Opportunities come to us from a wide range of sources, including legal and financial advisers, accelerators, our professional networks and our Venture Partners.

The Praetura EIS 2019 Fund broke the record for the largest ever maiden EIS Fund at £15m. Since then, we have launched the Praetura EIS Growth Fund and have invested a further £40m across 23 businesses.

We have a strong track record and a reputation for being a supportive and proactive investor who injects more than just capital. This commitment to providing more than money has been a vital part of the Praetura ethos since day one.



Praetura Highlights



24
Active portfolio
companies



30%
Seed sector



55%
Development
sector



15%
Growth
sector



1st Manchester-
headquartered VC
featured on BBI's
Regional Angel
Programme



£100m
raised since 2019.



+200
Investments
reviewed each
month



86 Venture
Partners

130 

Praetura team members

£3bn

Opportunities
reviewed
annually



Diversification - Investments in sector (%)



Health
18%



HR Tech
16%



A.I.
13%



Comms
10%



Cyber
3%



BioTech
9%



Retail
4%



Energy Tech
12%



FinTech
9%



Gaming
6%

GROWTH
INVESTOR
2020 | AWARDS
FINALIST
TEAM
OF THE
YEAR

GROWTH
INVESTOR
2020 | AWARDS
FINALIST
BEST EIS
INVESTMENT
MANAGER

GROWTH
INVESTOR
2020 | AWARDS
ONE TO WATCH
BEST EIS
INVESTMENT
MANAGER

insider DEALMAKERS
AWARDS 2020
TEAM OF THE YEAR WINNER

insider DEALMAKERS
AWARDS 2021
WINNER

INVESTMENT
TAX EFFICIENCY
AWARDS 2019/20
WINNER
BEST NEW ENTRANT

MICAP
ALTERNATIVE INVESTMENT RESEARCH

Working with
**British
Business
Investments**

2020 EISA Awards
Winner
Best Newcomer

**At Praetura, we aim to provide
more than money**

**We look for ways we can add
significant value through our team's
skillset, network and experience.**

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

**Unless we can add more than
money, Praetura Ventures will not
invest in a company.**

Our Approach



Management

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



Market

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



Momentum

A high growth business will typically have a technological element to their business. We have a panel of technology diligence providers who we use to provide an independent assessment of the technology, its ability to scale in line with the business plan along with the policies, procedures and controls in place in relation to the underlying technology.



Model

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

Venture Capital in the North

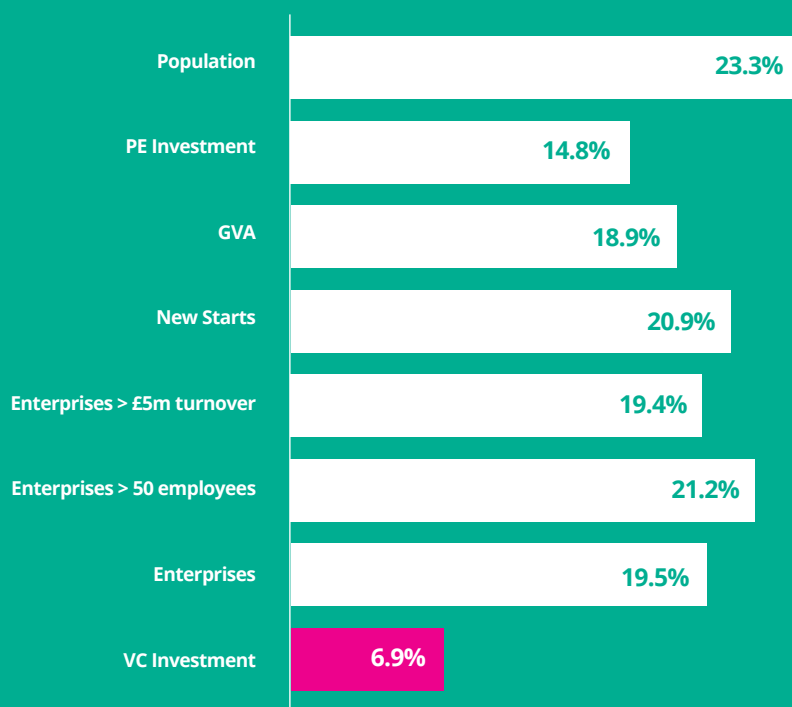
Despite the strong macro-economic indicators demonstrated in the North, the region is lacking infrastructure and financial support for early stage businesses, particularly outside of Greater Manchester.

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

Whilst the North of England accounts for c. 20% of all the UK's economy across a wide range of indices, only 6.9% of the UK's venture capital investment is transacted in the North of England.

This is further supported by the limited number of privately funded, early-stage investors who are active in the region. The shortfall in funding presents a significant opportunity in the market for Praetura.

VC funding shortfall in the North is c.£700-£1400m per annum



Source: PMSI Strategy LLP and the Patient Capital Review

Northern Power

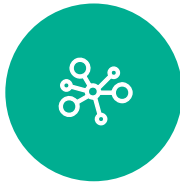
Praetura has a significant opportunity to benefit from the Government's Northern Powerhouse initiative to increase prosperity in the North of England

The Northern Powerhouse agenda will see:



Weight

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



Growth

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



Investment

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



What is the Fund?

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

As an 'Evergreen' fund, the Praetura EIS Growth Fund has two 'soft closes' per annum. The first of close of each year is on **30th April**, followed by **30th November**. Praetura aims to fully deployed into 8-10 EIS eligible companies within 6 months of the relevant 'soft-close', targeting a minimum 2x return on capital.

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

The Fund is an Enterprise Investment Scheme which was introduced by the Government via the Finance Act 1994. Investors will be able to claim EIS reliefs with a taxable date matching the date the funds are invested into the underlying investee companies.

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



**EIS introduced
via the Finance
Act 1994**



**Investments
will range from
£1 to £3 million**



**Targeting a
minimum return
of 2x capital**



**Seeking to
raise at least
£30 million**



**Deployment
across
8-10 companies**

Our Team

A Diverse, Experienced Team

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



**Over 600
completed
deals**



**£8bn of capital
raised or transacted
by the team**



**Expanding
network of
opportunities**



**250 years
of sector
experience**

Investment Committee



Steve Caunce
Non Executive Chairman, Ventures

Steve spent a number of years as CEO of FTSE 250 group AO World, the owner of AO.com and was previously CFO of Phones4U. Steve has significant expertise in scaling businesses, having overseen the rapid growth at both AO World and Phones4U.



David Foreman
MD, Ventures

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



Peadar O'Reilly
MD, Debt

Peadar, a founding partner at Praetura, has over 20 years' secured lending experience having previously held senior roles at Bank of Ireland and ABN Amro. He helped establish a successful UK ABL business for Bank of Ireland and is responsible for raising over £450m of bank facilities from mainstream and specialist institutions for the Praetura group of companies. He is a founding Director of Praetura Asset Finance, Praetura Commercial Finance and Praetura Debt Co.



Danny Summer
Chief Financial Officer, Group

Danny joined Praetura in early 2014 and was instrumental in the establishment of several significant Praetura investments including Praetura Asset Finance, Praetura Commercial Finance and Sorted Group, acting as Finance Director of each upon inception. Danny has several years of board experience within the financial services, speciality finance and technology sectors. He has significant experience in raising external finance; £300m of institutional debt facilities for Praetura investments to date, including the £75m pre-securitisation facility for PAF.

**There are great companies being founded,
scaled and developed in the North.
Praetura has unrivalled access to them.**

Operational Partners

Our Operational Partners are responsible for providing day-to-day support to our portfolio companies and their founders. Since the programme launched in March 2021, we've hired eight industry heavyweights to drive our portfolio forward. So far, our Operational Partners have had a **transformational impact** on our portfolio, from opening doors and making introductions to assisting with key business strategies.



Steve Counce

Steve spent two years as CEO of FTSE 250 group AO World, the owner of AO.com, and was previously CFO of Phones4U. Steve has significant expertise in scaling businesses, having overseen the rapid growth at both AO World and Phones4U. As Praetura Ventures' Non-Executive Chairman, Steve continues to contribute to our success and wider vision to be the VC of choice for early-stage businesses.



Mark Slade

Mark is the Vice Chairman of OSTC, a global derivatives trading and education company he co-founded, which has 450 employees in five countries. As Vice Chairman for the company, Mark champions robust governance, long-term goals and collective excellence at OSTC. These qualities and Mark's wealth of experience remain invaluable to his work as an Operational Partner for our portfolio.



Colin Greene

Colin has worked for the world's biggest tech companies, including Apple, Intel and NCR. At Apple's Cupertino HQ, he led the company's US Consumer Retail business with direct responsibility for a >\$10B P&L. He has also held COO and Country CEO positions for Apple in Tokyo and Seoul. Now based in Lancashire, Colin advises many of our portfolio companies in his role as an Operational Partner, taking what he's learnt in his expansive career to inspire new founders.



Dominic McGregor

Dominic is the co-founder and ex-COO of Social Chain, a leading marketing company he helped grow to a \$200m turnover business with clients ranging from Amazon, the BBC and Coca-Cola. During his tenure, Dominic oversaw the company's IPO on the Frankfurt Stock Exchange. Since leaving Social Chain, Dominic has been an avid supporter of Northern businesses and entrepreneurs and continues to mentor our portfolio companies as an Operational Partner.



Catherine Barber-Brown

Catherine has more than 25 years' experience across multiple sectors, including banking and health. Now a Non-Executive Director for Stockport NHS Foundation Trust, her background includes investment banking roles for Credit Suisse and Barclays and senior strategy and change roles at The Co-operative Bank. Catherine's experience and network is invaluable to our portfolio companies, which she supports through her role as an Operational Partner.



Paul Johnson

Paul is the co-founder of MPP Global and was CEO for 20 years until its acquisition by AIM-listed Aptitude Software in October 2021. MPP Global is the award-winning international provider of the cloud-based subscription management and billing SaaS platform eSuite. MPP's clients include Sky, NBC Universal and L'Equipe. At exit, MPP Global had grown to over 100 employees plus offshore development teams and £9m ARR.





ans

Andy Barrow

Andy was the CTO of leading Manchester software business ANS Group Plc, where he led the technology team until the company's sale to Inflexion Private Equity for in excess of £200m. As CTO, Andy was responsible for technical strategy across cloud computing, data analytics, application development and managed services. Founded in 1996, ANS's 270 team members specialise in supporting their clients with their digital transformation journeys.



Helen Verwoert

Helen was previously Chief Human Resources Officer for Dr. Martens. As part of the leadership team, she was instrumental in the development of Dr. Martens, taking the brand from family ownership to a sale to the private equity firm Permira, which later culminated in a £3.7bn IPO in 2021. Helen was also instrumental in restructuring the executive team including recruiting the CEO, CFO and three Regional Presidents, in addition to being the company's Global Head of Diversity, Equity and Inclusion.



Investment Team



Mark Lyons
Director of Investments

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



Guy Weaver
Director

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



Dr. Andy Round
Director

Andy has over 12 years' experience investing from balance sheet, regional and institutional funds most recently with Maven Capital Partners. Andy has worked for IP-Group investing in a range of early-stage university companies across a wide range of sectors. He worked at Yet2 as Consulting Director providing services to companies.



Louise Chapman
Investment Director

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



Pete Carway
Investment Director

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



Sim Singh-Landa
Investment Manager

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



Myrto Lalacos
Investment Executive

Myrto recently joined Praetura Venture's investment team as Investment Executive. She was previously working in the acceleration space for over 3 years. As the Director of Accelerate ME, Myrto grew student-founded startups and held the role of Partnerships & Network Manager at L Marks, Europe's largest corporate accelerator operator, where she supported the growth of 250 alumni startups. She founded her own startup whilst completing her MSc in Organisational Psychology from the University of Manchester.



Mahesh Santiapillai
Investment Executive

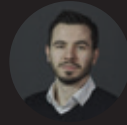
Mahesh has worked in a variety of buy and sell side roles for leading financial institutions such as UBS, where he helped to implement large-scale company critical strategic projects across the bank. Prior to joining Praetura Ventures, Mahesh worked at Alantra and LGT Capital Partners, specialising in private debt investment in the latter.

Portfolio Team



Andy Sumner
MD, Portfolio

Andy qualified as an ACA with KPMG, working on a number of larger transactions in the UK and overseas. Following that Andy led an advisory business working largely with private equity supporting buy and build strategies. More recently Andy has acted as CCO in 2 fintech businesses, helping scale those businesses to profitability.



Tom Hardman
Portfolio Manager

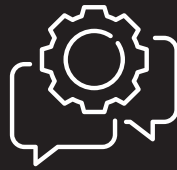
Tom is the Portfolio Financial Controller, providing in-depth analysis on the financial and commercial performance of the Praetura Ventures portfolio of companies. Prior to joining Praetura, Tom held similar financial and analysis roles at leading North West based companies including Push Doctor, AO.com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

Supported by our other departments

Compliance



Marketing



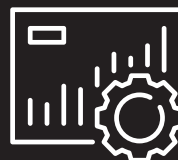
Finance



HR



Tech



What is the Investment Process?

1



Assessment

We assess every lead we receive against our investment criteria. This normally involves a desktop review, followed by meetings or short calls with management as required.

We quickly decline opportunities that don't match our strategy. If we decide to turn down a lead, we inform management and provide honest feedback. In some instances, we agree to stay in touch to see if a deal can be struck at a later date, or put them in touch with an alternative investor.

2



Evaluate

Each opportunity is reviewed in respect of our core criteria: Management, Model, Market, Momentum, and Money (the 5Ms).

We assess each opportunity against each of the 5Ms to determine its suitability as an investment. The Investments Team then focuses future work on key risk areas identified during the evaluation phase.



3 Venture Partner feedback

We engage with our Venture Partner network to request insights and intelligence on any opportunity we are progressing through to the Proposal stage of our evaluation

4 Proposal

We produce a full Investment Proposal for the Investment Committee, including an in-depth analysis of each of the 5Ms.

Prior to submission to the Investment Committee, the proposal is assessed, refined and approved by the entire Investment Team and relevant members of the portfolio team. The proposal identifies the critical factors for further diligence, and key risks and critical success factors. It also highlights the proposed deal, including all key terms which differ from our 'house standard'.

5 Diligence

Diligence is coordinated by the transaction team. All engagements are subject to detailed scoping based upon the Investment Proposal and Investment Committee Minutes.

Our diligence predominantly focuses on commercial aspects and will usually involve externally commissioned customer referencing and technology diligence. Financial diligence is often conducted internally. Legal diligence, focusing on contracts and intellectual property, is undertaken by our partner legal providers.

6 Documentation

Legal documents are agreed and finalised in line with the agreed Offer.

We have standard legal agreements which we use on the majority of our investments. Once the Articles are finalised, the Company will submit their EIS Advanced Assurance application.

We structure deals to ensure alignment of interest between investors and management teams. We include prior return mechanisms on the majority of our investments to limit downside risk. We also seek to provide incentive 'ratchets' to management such that they can achieve their personal goals once, we as the investor, have achieved a return in line with the risk inherent with the investment.



7 Deal Summary

Prior to completion, a Deal Summary is produced and submitted to the Investment Committee.

This includes:

- a summary of diligence outcomes
- details of any bespoke or amended legal terms
- confirmation of EIS Advance Assurance received
- details of the 100 day post investment plan

The Investment Committee approves the transaction and we proceed to completion.

8 Completion

Once a deal is completed, all investors are sent a Completion Memorandum document which provides an overview of the company and rationale for the investment.

Example of previous and current investments



Why Did We Invest?

We saw a highly scalable business, with strong traction in the market, underpinned by recurring revenues and cashflows.

What Went Well?

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

What Did We Learn?

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

16x Return*

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

*Past returns are not indicative of future returns



Why Did We Invest?

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

What Went Well?

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

What Did We Learn?

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

20x Return*

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

Example of previous and current investments



Why Did We Invest?

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

What Went Well?

The business was able to recruit teams and on-board clients quickly. Post our investment the business had the opportunity to achieve significant scale with the support of additional funding. We introduced and exited to Carlyle within 22 months, which provided a 3x return for investors.

What Did We Learn?

Getting the right funding partner for a business is critical. We were the right funder to get the business off the ground and assisted the business to find the right follow-on-funder to deliver their ambitions.

3x Return 122% IRR*

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



Why Did We Invest?

Ultimately we bought into the Founder's vision, that they could create an AI platform with predictive capabilities, which enterprise businesses would depend on for day to day decision making.

What Went Well?

The business has handled the transition from start-up, to growth company with 300+ heads incredibly well. They have amassed global brands as customers and have secured £50m investment from a tier 1 investor.

What Did We Learn?

Ambition is nothing without execution and culture. The founders always knew what they wanted to achieve but over time Praetura supported them in the execution of their ambitions and the building of a world class culture.

Last Round Price £150m

Sector	SaaS
First Investment	2016
Cohort	Praetura 3, 4, EIS 2019 & EIS 2020 and Growth Fund
Investment	£75m
First In-Price	£4m
Last Round Price	£150m

* Past returns are not indicative of future returns



The past six months have seen Patchwork building on its impressive success and track record with the development of a new, all-staff rostering solution to fill permanent NHS rotas. This marks the next crucial step on from Patchwork's initial product, Bank, which allocates temporary staff when shortages arise.

Patchwork has so far rolled out this new product to its first customer, Imperial, which has been implementing it on trial wards. This is part of a collaborative effort that will arm Patchwork with feedback and improvements before the solution becomes available to more clients, including the company's first paying customer, which Patchwork hopes to onboard by the end of the year.

In total, 18 NHS Trusts have also signed up to the accelerator programme for the new product and will pilot it over the next few months. This demand isn't surprising, given it was Patchwork's customers that requested a solution that would enable trusts and practices to create rotas for all their existing staff after being so impressed with Bank and dissatisfied with the incumbent solution. As a result, our ambition is not only for this new product to replace the incumbent but for it to be a gamechanger that significantly increases the company's addressable market and sees Patchwork become an integral NHS supplier.

While the period has been largely positive, the growth of Patchwork's existing product has not been at the rate we would've hoped, with ARR currently at £2.3m. This is somewhat understandable, following the pandemic. One reason for this is tough market conditions post-COVID, which have led many NHS Trusts to pause all non-essential transformation work due to staff capacity and exhaustion. Because of this, there isn't the same appetite to change anything in the short-term, which is causing an already long sales cycle to become more elongated. However, Patchwork is aware of this and the team have assessed their sales strategy for refinements and improvements, which we feel will have an impact.

There have been contract wins in the period, however, including a significant win with the Ministry of Defence which should generate £250k pa. Another positive is that Patchwork's Doctors in Training ("DiT") bank in the North West is now the largest collaborative bank in the country. Although it isn't the biggest revenue driver, this means an impressive 18 Trusts are now using Patchwork's Bank product for their DiT and hopefully will roll it out to their wider workforces.

As for the operational support we've been providing, Dominic McGregor and Catherine Barber-Brown, have been holding mentoring sessions with the senior team. David Foreman and Louise Chapman have also been working on a management incentives package for the founders to encourage them to shoot for the moon. In addition, we've helped Patchwork recruit an interim CFO.

Another key appointment for Patchwork has been a CTO to help with the company's extensive tech roadmap. This has had an immediate impact, with better organisation, planning and product ownership displayed. The CTO has also been addressing the challenge of retaining and hiring engineering staff amid competition in London's tech sphere. This has led to Patchwork sub-contracting some work to Poland to enable the company to go ahead with its development.

We still view Patchwork as one of our top portfolio performers, with plans for a large Series B raise set to take place in early Q1 so that growth can continue accelerating. In the next period, Patchwork's focus will be on making sure its new product is successful in serving existing customers and attracting new ones. To do this, Patchwork must maintain a level of focus on its existing Bank product to create a strong base that will, ultimately, help the new solution gain traction.

We know the health sector has faced unprecedented challenges, but we maintain the belief that Patchwork's products are absolutely vital to the staffing crisis and have the potential to dominate among the NHS's workforce.

FINALIST

For Digital Leaders
Digital SME of the
Year 2021

NO.4



On TechRound's Top
33 Tech for Good
Companies of 2021

65%

Revenue
YTD up on LY



NHS

18 NHS Trusts have
signed up to accelerator
programme for Rostering

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

Rich Potter, CEO



"Praetura Ventures' commitment to providing 'more than money' really resonated with us. We respect the team's focus on investing in and supporting ambitious people, and we felt confident in their ability to guide Patchwork through this crucial period of growth. We're very happy with our partnership with Praetura, and we are excited about achieving further success together in years to come."

Dr Anas Nader, CEO



"We're proud to be backed by Praetura Ventures. Relationships with investors need to last for years, through good times and bad, so we are confident they are the right team for us. Praetura have already introduced me to board advisers with deep industry experience, and being connected to the rest of their portfolio is helping us to level up."

Bobby Thandi, CEO



"For us, it was very important to find the right investors for Dr Fertility. In Praetura, we have found a team of like-minded people who add a lot of value beyond investment in terms of their experience, expertise, support and network."

Kobi McCardle, Co-founder



Dr. Fertility

"The management team at LCC were keen to work with Praetura because we were extremely impressed by the business acumen of Praetura's leadership, who clearly also believe in the business case and potential for the company to succeed."

Paul Colbon, CEO



"For the next part of our journey it was really important to find the right type of support for Futr., and so we're delighted that Praetura Ventures have come on board. With their experience and backing we'll continue to deliver exceptional products and solve some of our customers' most meaningful problems."

Andy Wilkins, CEO

Futr.

"Having the team at Praetura Ventures behind us has been an enormous help. We were very early-stage as a business when our partnership started, and the guidance that came with the investment was as key as the money itself. We'd join monthly board meetings to update on what's happened and how we can navigate the tricky times. The whole team was available to us throughout and were great sounding boards, something that's been invaluable in uncertain times."

Gemma McCall, CEO

**CULTURE
SHIFT**

"We found Praetura's experience in scaling businesses extremely attractive. We wanted an understanding investor that can provide more than money, so they were the obvious choice for us. The hands-on support they provide is fantastic without being overbearing. We have extremely ambitious plans for the next 18 months, and Praetura Ventures will play a big role in turning them into reality."

Harrison Leaf, CEO



Approach to Governance

Strong governance is at the core of Praetura.

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

Committee Compositions

We ensure the appointed members of each committee;

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

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

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



Important notice

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

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

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

For further information on the Praetura EIS Growth Fund please go to **www.praetura.co.uk** and download the Information Memorandum.

The risks of investing

Your capital is at risk

The value of your investments may go down as well as up, and you may not get back the full amount you invested.

Tax reliefs are not guaranteed

The rates of tax, tax benefits and allowances that are described in this brochure are based on current legislation and HMRC practice. They are not guaranteed, are subject to change, and depend on personal circumstances.

Please note

This is a summary of the key risks associated with the Praetura EIS Growth Fund. Please refer to the Information Memorandum for a full list of risks.



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

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

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

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

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

This Brochure and any associated documents and the information contained within them are not for publication or distribution to persons outside the United Kingdom. They do not constitute and should not be considered as an offer to buy or sell, or as a solicitation of an offer to buy or sell, any security or share.

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

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

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

These forward-looking statements do not guarantee positive future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future.

Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation.

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

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

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

Prospective Investors must rely on their own investigation of the Fund and examination of the risks involved, including the legal, taxation, financial and other consequences of investing in the Fund. This Brochure is dated 16th March 2020.

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

What are the fees and charges?

Praetura Ventures Charges

Fee	Individual Investor	Advised Client	Venture Partner	Description
Initial Charge	2.5%	1.0%	1.0%	An initial fee, as a % of Subscription Amount, will be charged by Praetura on acceptance into the Fund. This fee is to cover all initial legal, professional and transaction costs.
Annual Management Charge	2.0%	1.5%	1.5%	An annual management charge (AMC), as a % of the Subscription Amount, will be charged and taken one year in advance for each year of the life of the Fund. This fee is to cover ongoing management of the portfolio and the costs of administering the Fund. In circumstances where there are insufficient monies available to meet the AMC, these will roll up and will be deducted at a later date when sufficient monies are available from the sale of shares in portfolio businesses.
Performance Fee	20% of profits above a hurdle of 120% of Subscription Amount (+ VAT, if applicable)			In order to align interests between the Fund Manager and the investor, Praetura will be entitled to a performance fee of 20% of the profits above the hurdle rate of 120% of the Subscription Amount.

What are the fees and charges?

Adviser & Custodian Charges

Fees	Individual Investor	Advised Client	Venture Partner	Description
Adviser Initial Charge	n/a	Up to 3%	Up to 3%	For advised clients only, if an Investor requests that a payment is made to their financial adviser or intermediary for advice received, this will be deducted from the Investor's Subscription Amount.
Adviser AMC	n/a	Up to 1% for 4 years		For advised clients only, if an Investor requests that a payment is made to their financial adviser or intermediary for advice received, this will be deducted from the Investor's account and paid to the Adviser.
Annual Custodian Fees	£85 per annum, charged quarterly			An annual fee of £85 is charged quarterly in arrears which covers all custodian and administration duties. In addition there may be peripheral fees payable by the investor in accordance with the current Mainspring Nominees Limited tariff. Interest on uninvested cash is paid (gross) by the custodian at 2% below Bank of Scotland base rate.
Custodian Dealing Charge	0.35% of monies paid by Investors on sale of shares			A 0.35% charge paid to the custodian by the investor upon each sale of shares in Investee Companies.

All fees and charges are subject to VAT

What tax reliefs are available?

30% income tax relief

CGT free gains

Up to 45% Income tax relief on losses

CGT deferral available

Inheritance Tax Relief qualifying

Income Tax Relief

Investors can obtain income tax relief up to a maximum of 30% on the amount invested in EIS Qualifying Companies. The claimable amount is capped at £1,000,000 p.a. This equates to a maximum relief of £300,000 and is limited to the investor's tax liability in the tax year in which the funds are invested into each investee company. Shares must be held for at least three years from the date of issue or the tax relief will be withdrawn.

Capital Gains Tax Exemption

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

Inheritance Tax Relief

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

Loss Relief

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

Claiming Gains Tax Relief

Investors will be able to claim tax relief with an effective date matching the date the funds are invested into the individual investee companies. It is the Fund Manager's intention to invest 100% of the funds raised within 6 months of the relevant close date. In order to claim the reliefs, the Fund Manager will provide all investors, via the Praetura Ventures client portal, an EIS3 certificate in respect of each investment completed.

Claiming Tax Relief

Investors will be able to claim tax relief with an effective date matching the date the funds are invested into the individual investee companies. It is our intention to fully deploy the funds following six months of the relevant soft close date. In order to claim the reliefs, the Fund Manager will provide all investors, via the Praetura Investor portal, an EIS3 certificate in respect of each investment completed.

What is the Application Process?



Application

- ✓ Read our Information Memorandum
- ✓ Complete an application

Account

- ✓ We will confirm acceptance of your application
- ✓ We will create your Investor account
- ✓ You will be given access to your personalised investor portal

Deposit

- ✓ Deposit subscription amounts via bank transfer or cheque
- ✓ Investor portal will be updated with subscription details

Investing with us is simple,
transparent and efficient.



Investment

- ✓ We aim to invest 100% of funds within six months of each relevant close date, subject to the size of funds raised and availability of investment opportunities.
- ✓ Investments will be made across EIS qualifying investee companies



Tax Relief

- ✓ EIS3 certificates will be made available online after each trade
- ✓ Certificates will also be posted to investors bi-annually
- ✓ Certificates can be filed with tax returns



Monitor

- ✓ We will actively monitor and work with the investee companies
- ✓ You can review your investments and our portfolio monitoring reports online via the investor portal



What to do next

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

When you are ready to invest:

- Complete and follow the instructions within the Application Form.

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

After we receive an Application we will send an investor:

- An acknowledgement that we have received your application (typically within seven business days).
 - EIS3 certificates will be made available on the Praetura Investor Portal to enable you to claim your reliefs (expected within four to six months of investment).
 - half yearly valuation statement and portfolio update (once your funds have been invested). Available via the Praetura Investor Portal.
-

Business Development Team •

As one of the largest independent finance companies in the UK, we've attracted incredible talent with expertise spanning finance, wealth management and entrepreneurship. Meet the people who will be helping with your plans.

BUSINESS DEVELOPMENT TEAM



Jonathan Prescott
Director

Jon has over 20 years experience within the financial services sector. Jon spent over 15 years at AJ Bell as business development manager, forging links with advisers across the country. More recently, as Area Sales Director at Octopus Investments for the North, Scotland and Northern Ireland, he was responsible for a team of business development managers and for implementation of the group's sales strategy across the region. Jon has a thorough understanding of the VCT, EIS and BPR arena.

✉ jon.prescott@praetura.co.uk

☎ 07710 087 636



Stephen Green
Business Development Manager

Steve has over 30 years experience in financial services. His time was spent at Standard Life Aberdeen as business development manager and strategic account manager supporting adviser relationships in the North of England. Steve has thorough knowledge of tax wrapper planning, personal taxation and the use of appropriate investment solutions.

✉ stephen.green@praetura.co.uk

☎ 07838 506 800



Mike Mannion
Business Development Consultant

Having worked in financial services for 17 years, including consultant roles at AJ Bell, Mike is a specialist in pensions, ISAs, GIAs and tax advantaged solutions. His experience and knowledge contributes to his ability to work with advisers, understand the challenges they face and guide investors through the Praetura journey.

✉ mike.mannion@praetura.co.uk

☎ 07816 860 906

100+ team of experts

3 OFFICE LOCATIONS IN
THE NORTH WEST



Praetura Ventures Limited

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EIS Growth Fund FPRN: FPMAR20200310546

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Praetura Ventures Limited is authorised and regulated by the Financial Conduct Authority (FRN 817345)