

PRAETURA
EIS
GROWTH
FUND

Welcome to the **Praetura EIS Growth Fund** Brochure. We believe in offering advisers, investors and founders more than money.

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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 with exciting potential.

Praetura Ventures, with this Fund, are aiming to provide EIS investors with access to institutional quality venture capital opportunities, whilst benefiting from the significant tax advantages that the Enterprise Investment Scheme provides.

In order to deliver on our promise to investors, we are focused on:

1. Finding and backing exceptional founders and companies;
2. Helping them build the best business they can; and
3. Developing an ongoing relationship with investors based around openness and trust.

Our investments

The Praetura EIS Growth Fund invests into the very best early-stage businesses in the technology and healthcare verticals.

Our investment focus is to back exceptional founders of scalable businesses with demonstrable evidence of momentum at the point of investment.

Attributes of exceptional founders include:

Unique and personal insight into their marketplace and solution

Humility, self-awareness and a belief in continuous learning

Team orientated with a focus on developing and enabling others

Natural communicators

Values led, with strong moral and ethical guidelines

Momentum within a business is usually demonstrated by increasing revenues and for the majority of investments, we are looking for businesses which are capable of doubling revenues each year post investment. Other indicators of momentum could include partnerships being signed, development and release of software or, in the case of healthcare businesses, regulatory hurdles being reached.

For a business to be scalable, we are looking for evidence of future operational leverage combined with minimal working capital requirements. We favour B2B businesses with recurring revenue streams generally, although we do invest in some consumer facing businesses within our Funds.

The majority of investments will be made into companies and founders located in the North of England. By focusing on the North, Praetura Ventures is able to benefit from structural imbalances in the UK Venture Capital market including:

More attractive valuations for early-stage opportunities;

Less competition to back the very best founders; and

A greater likelihood that the very best Northern founders will choose to work with Praetura due to our closer proximity and brand positioning

Our preference is to be one of the first institutional investors and to lead rounds with a £1.0-3.0m investment – with equity positions post first investment usually in the 5% to 30% range.

More than money

Once we have invested into a business, we aim to help the founders we have backed to build something great. To do this, we work with our Operational Partners and our dedicated portfolio team to provide mentorship, support, advice and services to the founders, with a goal of helping them build bigger, better and more efficient businesses.

This level of support is unique within the world of EIS investments and it is truly humbling to have been able to attract the calibre of Operational Partner that we have to work with at Praetura.

Investing into the Fund

For investors, there are two opportunities each tax year to invest in our Fund – April and October. We aim to fully deploy capital within 6 months of each relevant close date, giving relative certainty to investors over the tax year in which EIS reliefs will be available.

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 an attractive opportunity for meaningful capital growth.

Kind Regards,

David Foreman
MD, Praetura Ventures

**DAVID
FOREMAN**

M A N A G I N G D I R E C T O R

PRAETURA EIS GROWTH FUND

Invests into the very best early-stage businesses in the **technology** and **healthcare** verticals.

Our investment focus is to back exceptional founders of scalable businesses with demonstrable evidence of momentum at the point of investment.

Each diversified portfolio is curated to deliver attractive returns combined with significant downside protection.

We aim to invest each tranche of the EIS Growth Fund into 8 or more companies over the period of six to nine months from each soft close date.

Diversification is an important component of investing into early stage companies as a mechanism to manage portfolio risk to maximise potential upside and mitigate downside risk.

Each portfolio of companies includes companies at various stages of development:

- **Seed companies:** very early stage, <10 people, £0 - £500k revenues
- **Development companies:** early stage, 10-50 employees, £500k - £2m revenue
- **Growth companies:** later stage, 50+ employees, £2m+ revenues

This diversification of stage of growth is important to both maximise potential upside but also minimise potential risk for investors. At the very early stage of investment (Seed), the upside can be significant but the chance of failure is higher. Conversely, the upside available on Growth companies may be less, overall, but the likelihood of a successful exit is higher.

By curating a portfolio that includes exposure to all three stages of growth, a blended risk profile is created for each investor.

In addition, each portfolio includes companies from a range of sectors, with a range of business models.

The diversification we provide in each portfolio provides investors in the Praetura EIS Growth Fund the opportunity to access significant returns, with limited downside risk.

This asymmetric risk and reward profile is produced by combining the significant benefits of EIS tax reliefs with a curated portfolio of 8+ companies.

Access to market leading returns...

An example £100k investor portfolio of 8 companies could comprise:

- 1 superstar (10x return)
- 4 good investments (1x - 5x)
- 3 failed investments

This illustrative portfolio, excluding fees, would provide a return of the original £100k investment plus tax free gains of £150k. In addition the investor would benefit from £30k of EIS relief and a further £12k of loss relief against the investments that return zero.

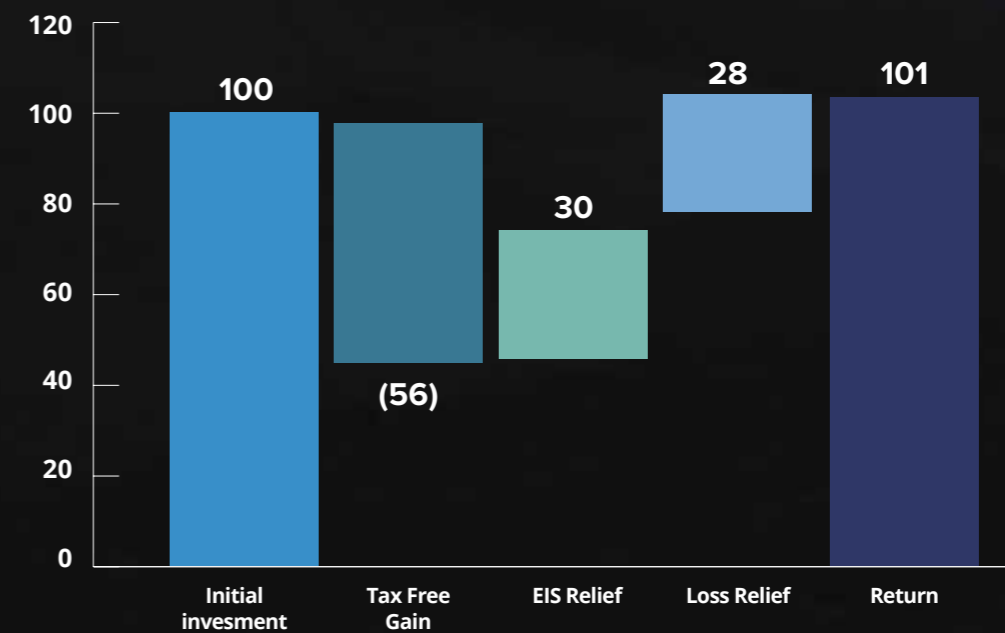
...combined with significant downside protection

In a downside scenario, an EIS investor only needs one portfolio company to return 3.5x, with the rest all returning nil, to break even on the initial investment. This illustrative downside portfolio, excluding fees, is made up of 8 companies. Seven of these are failed investments and the portfolio as a whole produces a net loss of £56k. However, that loss is reduced by £30k of EIS relief and £28k of loss relief against the investments that return zero; resulting in a £101k return on a £100k investment.

~3X RETURN



LIMITED DOWNSIDE RISK



Board Members



Steve Caunce
Non-executive Director

Steve spent 13 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.



Darren Carter
Non-executive Director

Darren is an experienced CEO and director, with significant experience in the financial services and investment sector. Formerly managing director at D.E Shaw & Co and CEO at KBC Financial Products, Darren currently sits as chairman at Peel Hunt LLP and is a non-executive director at Avoca Capital.



Jonathan Brown
Chairman

Jonathan has extensive legal experience and is currently a partner at Hill Dickinson LLP. With a range of legal and financial expertise, Jonathan has an extensive understanding of the M&A market, covering mergers, acquisitions, IPOs, joint ventures, and more. He has overseen corporate transactions across Europe, as well as America, Australia and India.



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.



Danny Summers
Group CFO

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. 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.



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.

The Praetura Group

Praetura Ventures is part of the Praetura Group, who've been supporting UK businesses with equity and debt finance since 2011. We are here to help UK entrepreneurs reach their potential and secure the right funding. What sets us apart is our commitment to providing more than money.

140

Employees

4

Offices

£660M

Transacted

£500M

AUM

£40M

FY22 Revenue

£7M+

FY22 EBITDA

kingsway
FINANCE
A Praetura Group Company

Hard asset
funding

praetura
COMMERCIAL

Asset-based
lending

praetura
INVOICE FINANCE

Invoice
finance

kingsway
FINANCE
A Praetura Group Company

Terms loans and
soft asset lending

Zodeq

Invoice finance
for recruitment
businesses

praetura
VENTURES

Venture capital arm,
specialising in
BPR and EIS

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 and most experienced in early-stage Venture Capital in the North. 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 businesses in the portfolio at a strategic level assisting them as they scale.

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 Ventures is on a mission to:



Find and back exceptional founders;



Help them build the best business they can; and



Create a lasting relationship with our investors.

Who are Praetura?



22 TEAM MEMBERS

100+ VENTURE PARTNERS

8 OPERATIONAL PARTNERS

Our investments



28 COMPANIES IN PORTFOLIO

200+ OPPORTUNITIES REVIEWED PER MONTH

45 STARTUPS INVESTED INTO

To date...



£ **125**_M RAISED SINCE 2019

£ **25.8**_M INVESTMENT MADE IN TAX YEAR 22

£ **220**_M AUM

Results



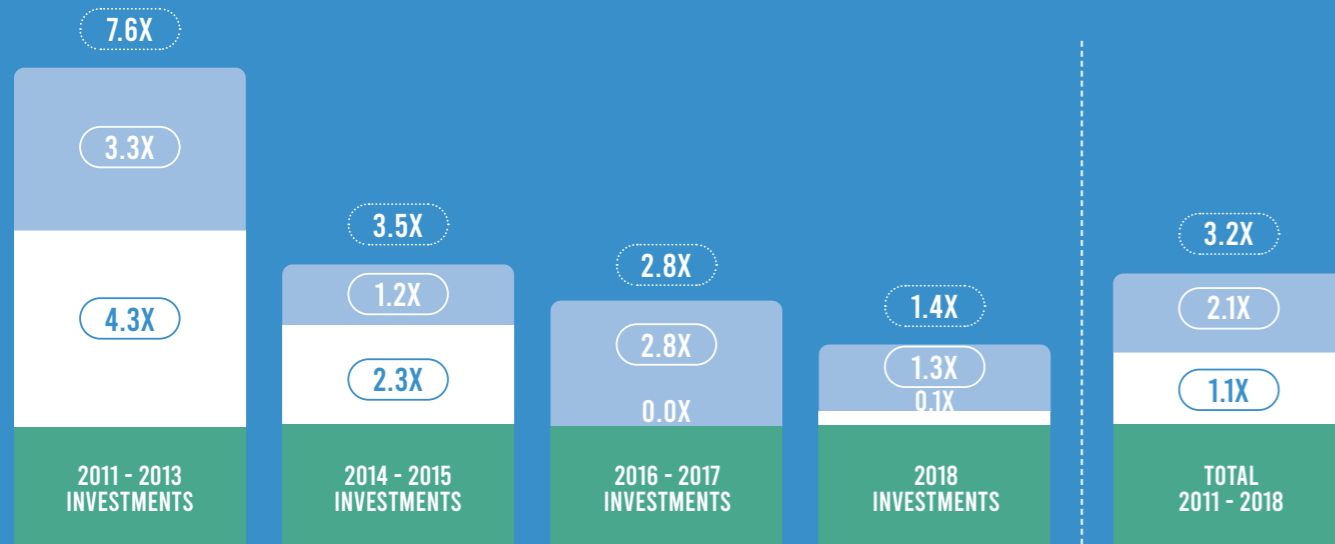
16_x RETURN ON INSPIRED ENERGY

3.7_x AVERAGE RETURN ON INVESTMENTS WITH FURTHER GAINS TO REALISE

20_x RETURN ON EC3

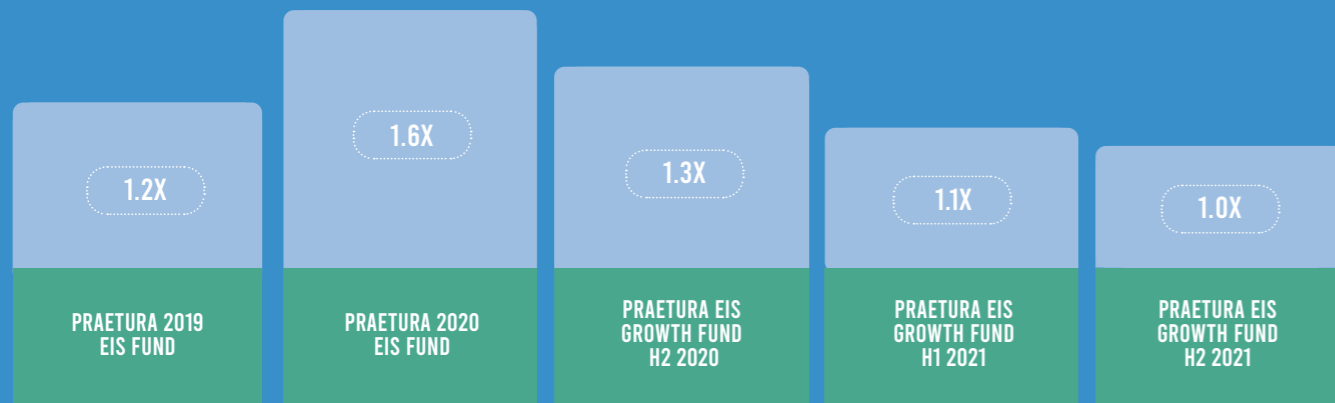


Praetura have achieved an average of 3.3x return for our investors since 2011.



Gross Returns 2011-2021 Investments

● RETURNED ● STILL HELD



Praetura Ventures recent EIS Growth Funds

● STILL HELD

EXAMPLES OF PREVIOUS INVESTMENTS

16x Return



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.

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

Past returns are not indicative of future returns



20x Return



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.

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



3x Return pib

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.

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

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.

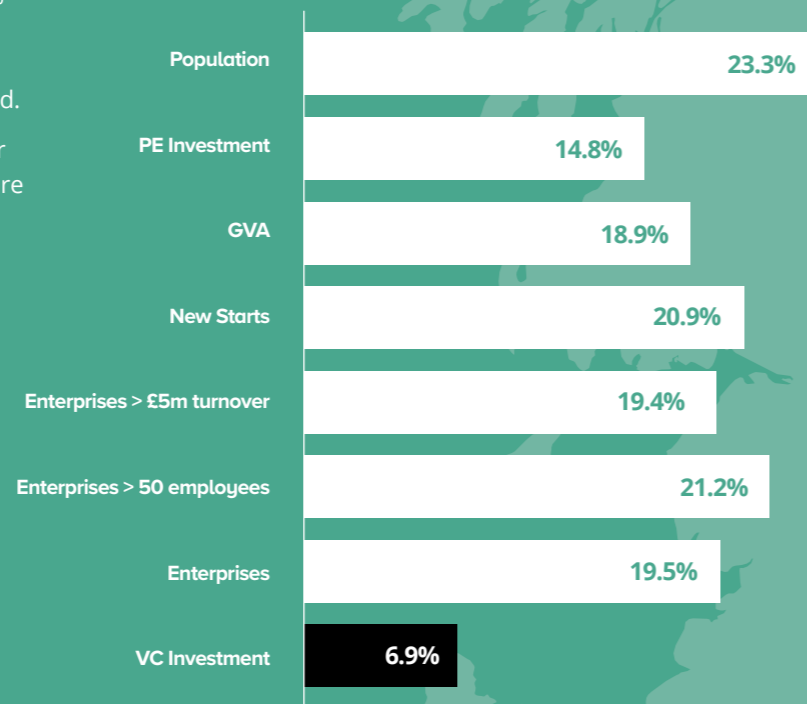
Whilst the North of England accounts for c. 20% of all the UK's economy across a wide range of indices, only 6.9% of the UK's venture capital investment is transacted in the North of England.

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.

81%
of VC investment goes to businesses in London or the South East.

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



Source: PMSI Strategy LLP and the Patient Capital Review

OUR PORTFOLIO ARE DOING GROUND-BREAKING WORK...

Patchwork

A HR tech business helping the NHS solve their staffing crisis and battle clinician burnout. Their end-to-end workforce management platform helps create better outcomes for patients, workers and managers. Founded by two doctors, their team has experienced these challenges first-hand and is now on a mission to help give healthcare workers more control of their working lives, whilst saving the NHS millions of pounds in unnecessary agency fees.

Working with

70 NHS TRUSTS

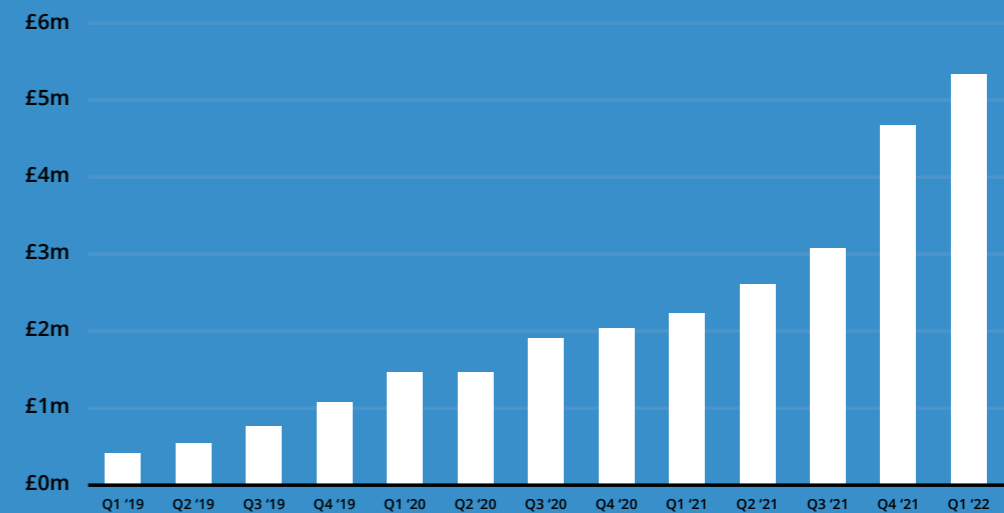
Helped manage

3M HOURS OF SHIFTS

Saved the NHS

£40M

PATCHWORK'S CONTRACTED ANNUAL REVENUE ("CARR")



BankiFi

BankiFi is a Manchester based fintech business which was founded by Mark Hartley. Mark previously scaled Clear2Pay which sold in 2014 for c\$375m. BankiFi sells its technology into banks and financial institutions to enable them to leverage open banking and compete against FinTechs. It is focused on providing technology to help banks better service their SME client base with value adding solutions. These solutions enable the SME to operate more effectively.

Launched in

**USA, AUSTRALIA,
SINGAPORE, NEW
ZEALAND**

Processed over

**£1BN OF
PAYMENTS**

Serviced over

**500,000 SME
CUSTOMERS**

Transreport

Transreport is a London-based business providing SaaS technology solutions to the travel infrastructure sector. The primary focus of the business is to make the lives of disabled passengers easier by removing the barriers to using travel. Founders Jay and Waleed have built and launched an industry leading app, that's now used by over 24 major UK-based rail operators. Their team are now looking to expand their product range, launch into other transport systems and expand into the East Asian railway market.

We have

**DOUBLED CARR
IN THE LAST 12
MONTHS**

Supported

**400,000
USER
JOURNEYS**

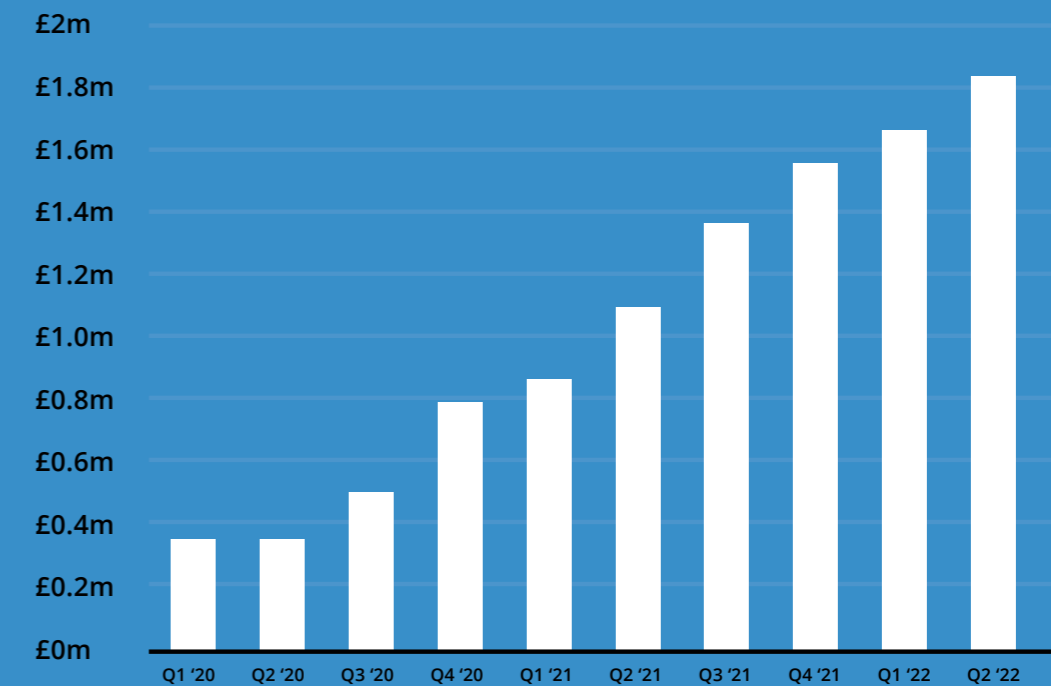
Working with

**24 MAJOR
RAIL
OPERATORS**



The Banker
Most Innovative Bank
NORTH AMERICA

TRANSREPORT'S CARR



Peak

Peak has developed an AI-based decision intelligence system which sits at the heart of a business, using machine learning algorithms to convert data into actionable insights to help drive growth, increase profitability, improve efficiencies and sustainability. Hailed as one of the North's breakout tech success stories, the business works with a number of global brands such as ASOS, KFC, Nike and PepsiCo. Their technology has been widely praised for its ability to drive commercial results and after a recent fundraising led by investment-giant SoftBank, the business is now scaling rapidly internationally. Praetura first invested in Peak when there were just three founders at idea stage, since then they've now grown their team to over 250 people around the world.

\$75M

Latest fundraise with softbank

TOP 25

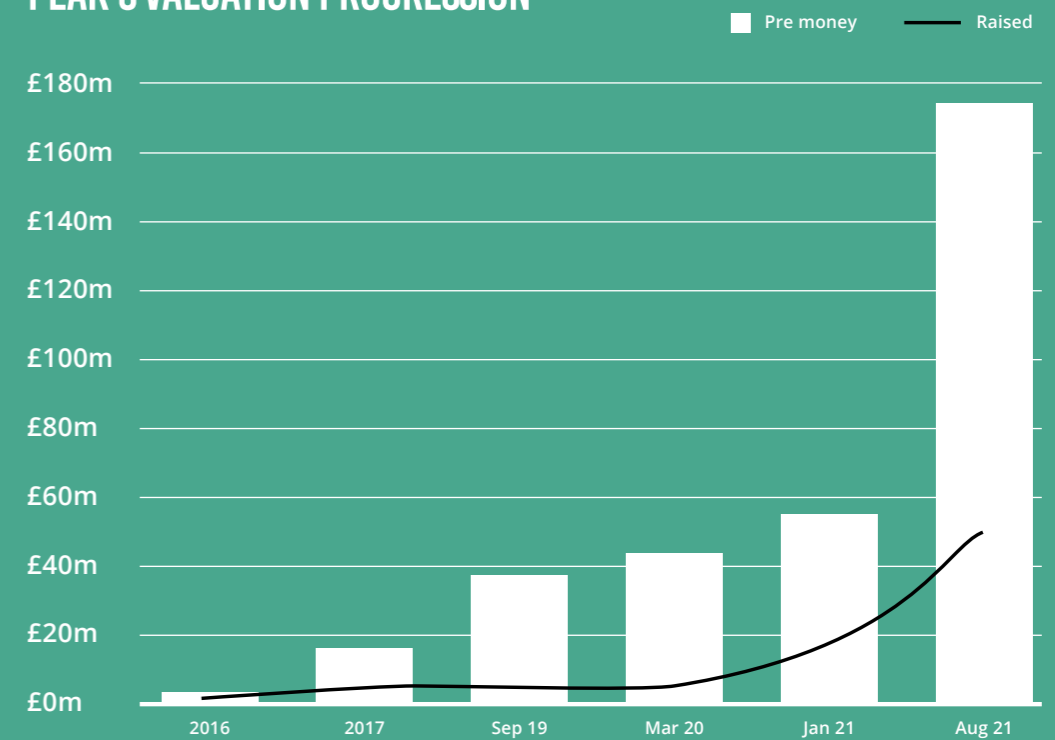
Best Mid-sized company to work for (2021) from the Sunday Times

6

Offices Worldwide



PEAK'S VALUATION PROGRESSION





Many things set Praetura Ventures apart from other investment managers. However, the main qualities for me are their more than money ethos, high-quality investor comms and the close relationship they have with their portfolio.

I trust Praetura to do the right thing wholeheartedly, and it has been both impressive and refreshing to be kept informed.

Nikhil Mankodi

Previous hedge fund manager and Investor Investing with Praetura for three years



Praetura have enabled me to have completely transparent conversations with clients and present open and informative content.

Chris Harrington

Chartered Financial Planner for Cowgills Wealth and Praetura for 3 years.

Our Investment Criteria

We have been looking for early-stage investment opportunities since 2011. And our investment criteria has evolved over that time as we have incorporated learnings from either our mistakes or our successes.

Throughout our entire investment process, we are focused on finding exceptional opportunities that align with our criteria of a great venture stage opportunity.

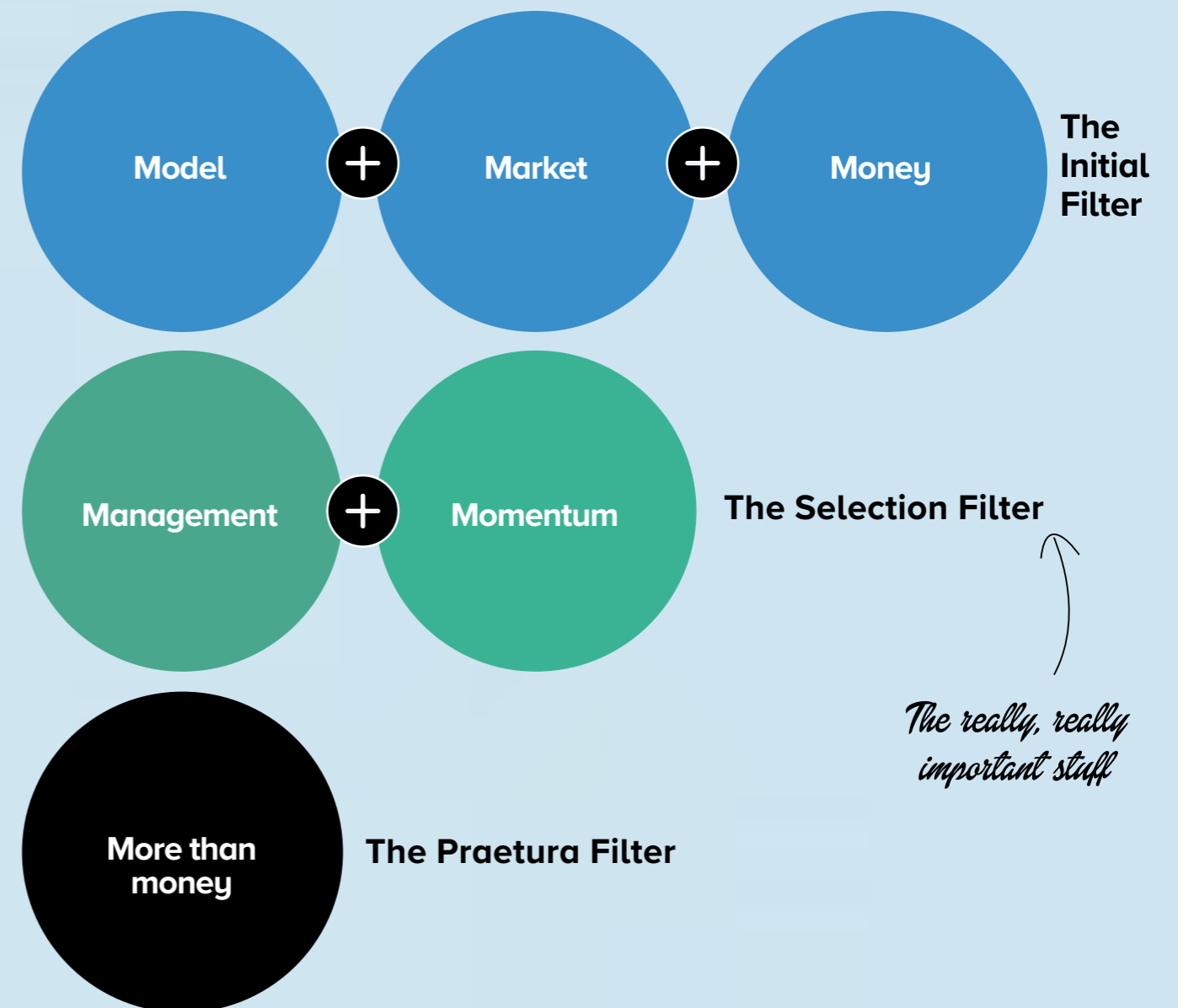
In addition to the '6M' framework we use, we also consider the mission or purpose of the business. And, whilst we are not an ESG or a tech-for-good investor, we do consider the environmental or social impact of the business when considering an investment.

Good examples of a positive mission within our portfolio include:



Providing an online platform for education and corporate clients to help mitigate the impact of bully and anti-social behaviour.

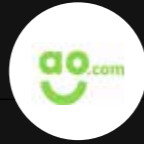
Helping the NHS deal with the staffing crisis through better use and allocation of employees that also drives higher retention rates within the NHS.



Our Investment Committee



Steve Caunce



Non Executive Chairman, Ventures

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



David Foreman

Managing Director, 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

Managing Director 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 £300m 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

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.



More than Money

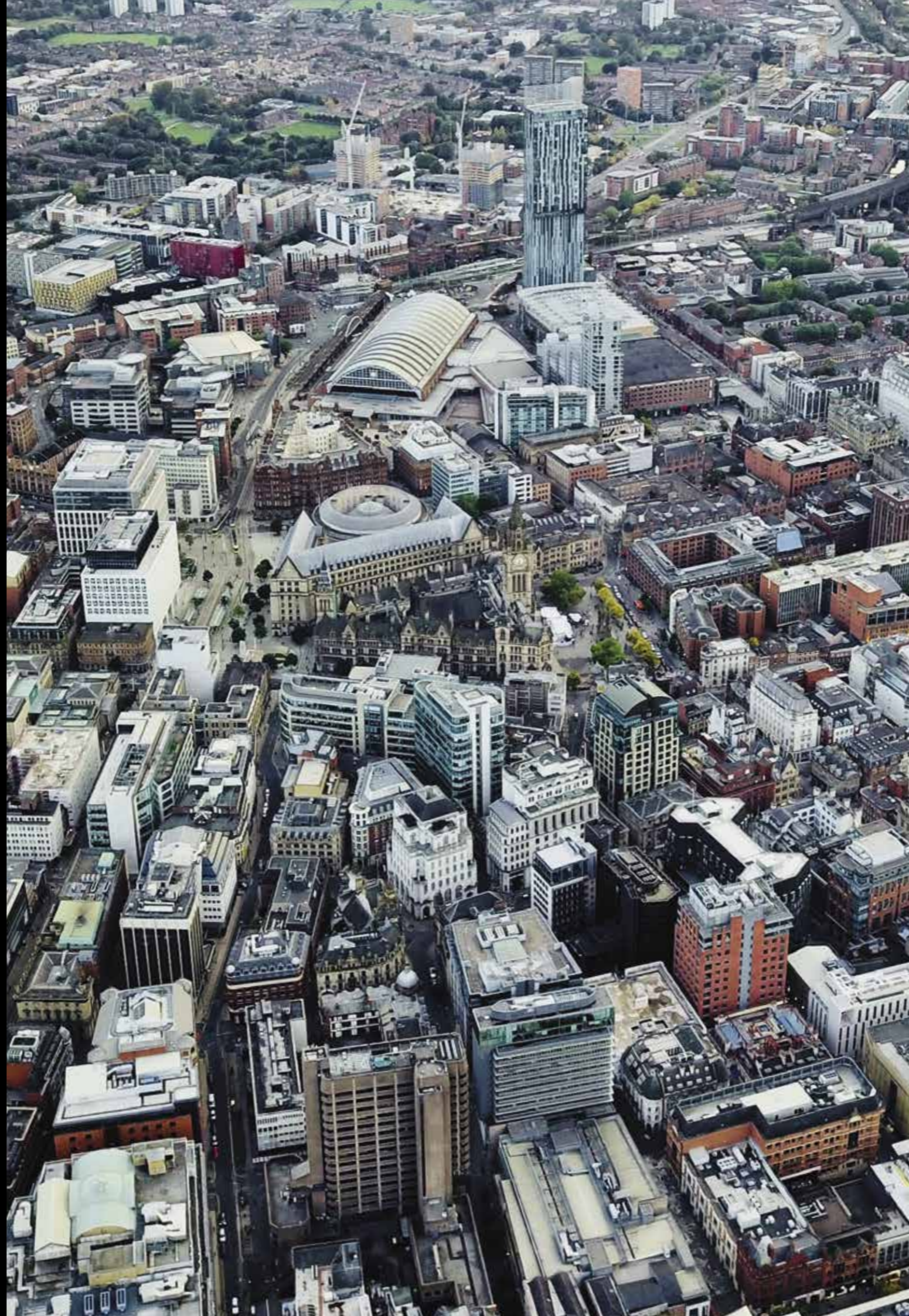
We believe that finding and backing exceptional founders is simply the beginning of a journey to provide our investors with profitable returns. The second part of that journey is in helping founders we back to build the best business they can.

The belief in helping founders post investment is why we started Praetura. It's why we've built the team we have. And in particular, it's why we've recruited the Operational Partners that we have and why we've designed our post investment processes around delivering 'More than Money'.

And, in order to deliver More than Money to founders, we must:

- **Earn their trust.**
- **Be their biggest supporter. And their most truthful critic.**
- **Add real value through the work we undertake.**
- **Be a positive influence.**
- **Help them to dream of bigger goals. And to achieve them.**
- **Do no harm.**

Our approach to post investment support is highlighted in our portfolio playbook.



Operational Partners

The principal role of the Praetura operational partners is to provide mentorship and guidance to the founders we back.

They are not employees of Praetura and are working with us because they want to help founders achieve their ambitions. They are also working with us because they believe, as we do, that there is a 'better way' for VCs to support their portfolio.

The role of the operational partners is to act as much as possible as an independent mentor to the founders and the business.

For the avoidance of doubt, there is no fixed 'job' per se that they must carry out for Praetura other than to help founders achieve their goals. However, it is expected that operational partners will be able to support, where necessary, founders to improve their businesses in respect of People, Strategy or Execution.

We will try, wherever possible, to match up founders and operational partners on the basis of 'fit'. And it is expected that we may introduce more than one operational partner throughout the life of the investment as needs change.



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.



Mark Slade

Mark is a commercially minded proven professional with experience both at CEO and Vice Chairman level in the financial services industry and as a non-executive Board member in various businesses and sectors, ranging from UK based startups to multi-geographical SMEs.

Fair, rational, and strong on risk management and governance, whilst passionate about the talent management and development of people, along with D & I and wellbeing initiatives.



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 to 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.



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.



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.



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.

We leverage the expertise and experience of industry heavyweights to help our portfolio founders build the best business they possibly can.

Assessing Company Performance



As part of our Investment Agreement, Praetura requires all companies to provide certain information.

This information includes:

- Board packs
- Budgets and reforecasts
- Management accounts
- KPIs agreed with company prior to investment
- 13 week cashflow forecasts
- CEO and CFO monthly reports

Praetura Reporting Platform

Praetura has worked with our portfolio company, Peak, to create a bespoke reporting portal for all portfolio company information.

Portfolio companies are required to upload all budgets and forecasts, monthly financial performance and all board information via the portal.

Management accounts are uploaded in a standardised Trial Balance format and the portal automatically produces management accounts and analysis against forecasts. The system also tracks all KPIs for the business, both mandatory ones specified by Praetura and any other KPIs the management team may wish to track.

In addition, we ask each management team to fill in standardised monthly questionnaires which focus on identifying areas of concern, operational highlights and areas in which Praetura may be able to better assist the company to scale.

Once information is provided into the Praetura Reporting Portal, we provide all investee companies with access to data visualisation and reporting tools to integrate within their business and reporting suite. Our reporting suite helps early-stage businesses achieve a high level of reporting capability and, in addition, the use of the Praetura Reporting Platform provides each business with an auto-populated financial data-room as and when the business is seeking an exit or further injection of capital.

By utilising the platform across the portfolio, we are able to monitor progress, assess risk and analyse performance on an individual and portfolio basis. This enables Praetura to make better use of internal resources, focusing on supporting underperforming businesses and accelerating, where possible, the growth of the best performing businesses.

In addition, the portal allows us to perform our financial analysis of the businesses within the portfolio intra-month; meaning that the Board meetings can be more focused on strategy and execution as opposed to just understanding financial performance.

Data from the portfolio is used in Investor Updates. These are sent to all investors every six months and detail the progress and performance of the portfolio.

We've built our own custom AI-driven tech platform to monitor portfolio performance, creating industry leading insights.

Praetura is committed to making investment reporting open, timely and transparent

Overview

We ensure that all communications that advisers and investors receive from Praetura Ventures are clear, accurate, concise and informative.

We share as much information with investors as we can, to provide a realistic perspective of the performance of their portfolio.

This includes sharing our investment thesis, so investors and advisers can understand why we have made an investment. We want to encourage investors and advisers to ask questions and to understand why portfolio companies are exceeding expectations or failing to meet their targets.

Accordingly, we provide all investors with the opportunity to meet with us or join investor conference calls throughout each year. We are committed to providing honest updates on our portfolio companies.

Accordingly, we provide all investors with the opportunity to meet with us or join investor calls throughout each year. We are committed to providing honest updates on our portfolio companies.

Technology

We believe that investing in an EIS fund should be simple, straightforward and transparent. Accordingly, we are constantly investing in new technologies to reduce the 'friction' of investing in the fund and in receiving information about your investments. We will, therefore, be periodically introducing new features and communications to make your experience as a Praetura investor easier or more efficient.

Accordingly, if you experience anything that is frustrating or time-consuming, we would love to hear from you so that we can try to improve our service. Contact us at salesteam@praetura.co.uk to let us know what we can improve.

Communication Timeline

All Investors will receive detailed, bi-annual updates on the companies in the Praetura EIS Growth Portfolio. These are provided in October and April of each year. The April report focuses on financial performance and valuations of the portfolio, whereas the October report focuses more on operational and strategic developments of the companies.

Investors can join conference calls following each bi-annual update so they can ask direct questions to Praetura's management and investment and portfolio teams.

Investors will also receive ad-hoc updates when each of the following happens:

-
- Fund Closes
 - Investment has been made
 - Company Exit
 - Fund Ends

Completion Memorandum

Following completion of a deal, we send investment announcements to every investor. These investment announcements contain everything an investor might want to know about the trade, including:

- Company background
- Brief management team biographies
- Deal terms
- Why we like the company

We include a transaction memorandum as part of every investment announcement. These include detailed insights into our investment theses, as well as data on the company's financial performance, critical success factors and key risks.

The Praetura Investor Portal

Every investor in the Praetura EIS Growth Fund gets access to the Praetura Investor Portal.

The Praetura Investor Portal is a web-based platform that enables investors (and their associates) to monitor their Praetura portfolio online.

It provides interactive, 24/7 access to deal details, including % ownership of the Fund, last share price of each portfolio company, and digital storage of important documents that relate to the fund.

Patchwork Investor Announcement

Dear sir/madam,

We're pleased to announce that Patchwork has successfully raised additional growth capital at a pre-money valuation of £32m.

In line with our valuation policy, this latest fundraising represents a 20% increase in the company's value since our investment from the Praetura EIS Growth Fund – H2 2020 and Praetura EIS Growth Fund – H1 2021.

Patchwork's promising growth trajectory has now seen the business go from a £10m valuation in 2019 when we first invested, £20m valuation in 2021 and now to £32m in 2022.

The investment round saw existing investors joined by private equity business Penevay and angel investors such as ex-Mozzo founder, Tom Bloomfield.

The company will use this investment to support the development and deployment of its new products.

Patchwork

Founded by two doctors, Patchwork is a HR Tech company providing software solutions to healthcare providers to address the staffing challenges they face.

Since our initial investment in January 2020, Patchwork has continued to be one of our top performing portfolio companies. The business now works with over 70 NHS trusts and has supported over 3 million hours of shifts for healthcare workers, saving the NHS over £40m. The founders have built a strong team around them with several recent significant senior hires, such as serial entrepreneur Michael Tobin OBE as chairman.

Due to the success with temporary healthcare staffing, their team has now been asked to deliver a permanent rostering solution.

For permanent healthcare staff, the Patchwork platform offers rostering software which transforms how they work. The technology enables staff to have their personal needs and preferences factored into their rota, promoting better work-life balance and stemming the flow of staff resigning due to burnout. Crucially, Patchwork makes this flexibility for clinicians compatible with safely staffed wards by giving rota managers the tools and access to data they need for effective and dynamic workforce planning. This represents a huge step-change for healthcare, where rigid rostering has long been a hallmark.

The Praetura team and Operational Partners continue to support the 100-strong Patchwork team as they enter this exciting scaling period.

Founders: Dr Anas Nader & Dr Jing Ouyang
Sector: HR Tech
Pre-money Valuation: £32m
Website: <https://www.patchwork.health/>

Investor Portal

You will be able to view your holdings in Patchwork and all other companies via the Praetura Investor Portal. Please [click here](#) to access your account.

As part of our investor communications, you will receive detailed updates of the company's financial performance, developments and challenges every six months, commencing in April 2022.

Kind regards,
Jonathan Prescott
07710 087636
jon.prescott@praetura.co.uk
jon.prescott@praetura.co.uk

Capital at risk.

Praetura Ventures, Bauhausa, Quay Street, Manchester M3 3QY
[Unsubscribe](#) [Manage preferences](#)

Orka Technology Investment Announcement

Dear sir/madam,

Praetura has agreed a £3m investment into Orka Technology (£2m has been funded in March 2022 with the remaining £1m to be funded in May 2022).

Orka Technology

Orka is tackling the problems with high-turnover recruitment and management of hourly-paid staff workers in industries such as security, cleaning and catering (collectively known as facilities management – 'FM').

Orka has three key products, the most prominent of which was the first to launch, Orka Works – A recruitment platform that connects staff with shifts, via machine learning algorithms in the FM sector. Orka Works is used by the giants of the FM sector such as G4S, ISS and Allied Universal, who provide the 'backery' side of the market and they have 4,000 registered workers who provide the 'demand' side.

The other two products are earlier in their commercialisation and are complementary to Orka Works. One is a payment solution to allow shift workers to draw down their salary earlier and the other is an online integration which allows FM companies to automatically check the credentials of employees in minutes rather than weeks. We see great long-term potential in all three products.

Completion Memorandum

Next Steps

You will be able to view your holdings in Orka and all other companies via the Fund in the Investor Portal. If you have not already, please [click here](#) to access your account.

As part of our communications with you, you will receive detailed updates of the company's financial performance, developments and challenges every six months, commencing in April 2022.

Deal Completions To Follow

The Praetura team have been working for a number of months on the follow on funding rounds for our portfolio companies Steamaco and Futr. We are expecting to complete both these transactions at the end of this year. The timing of the processes have been driven by the other funders involved.

On Futr, we started the fund raise process in October last year and agreed a term sheet with another VC in January for £1.5m. They are looking to complete their £1.5m investment next week and we will contribute £500k to this round.

Steamaco is undertaking a bridge round ahead of a larger Series C raise later this year. The Company requires additional capital to enable it to execute on the opportunities it has secured. The opportunities are larger than that envisaged in the strategy set this time last year. Staff who are a co-investor in Steamaco, received investment committee approval this week to provide £800k as part of a £1m to £1.3m bridge round. Praetura will contribute £400k to this funding round which is expected to close on 4th April.

Finally our investment in a new portfolio business, Fluid work, is set to complete shortly. The company has launched an all-in-one business management tool which has seen great traction in their market. Over the last three months they have passed through Praetura's due diligence process and we look forward to updating you on Fluid work in due course.

We will update you on deal completions in the coming weeks. If you have any questions, please feel free to reach out to one of the Praetura team.

A quick reminder

The Praetura EIS Growth Fund's next soft close takes place on the **30th April 2022**, with full deployment targeted by **31st October 2022**. If you'd like to discuss investment opportunities, please reply to this email to book in a call or get in touch with one of the team.

Kind regards,
The Praetura Ventures Team
0161 641 9475
investors@praetura.co.uk
praeturaventures.com

Capital at risk.

Praetura Ventures, Bauhausa, Quay Street, Manchester M3 3QY
[Unsubscribe](#) [Manage preferences](#)

Wi-Q Co-Investment Opportunity

Dear sir/madam,

Praetura Ventures has the option to invest alongside the Praetura EIS Growth Fund on the same terms, irrespective of whether or not they are a direct investor in the Fund.

As a Venture Partner, we would like to offer you the opportunity to co-invest in Wi-Q.

Praetura Ventures has committed £1.5m to the company's £2.5m total round, with a £200k left available for co-investors.

Wi-Q

Wi-Q is a B2B commercial analytics and insights platform for retail, fashion and home retailers. The company uses all available internal and external data to predict the correct price needed to sell all of a retailer's stock over a determined period. This avoids the need to heavily markdown prices at the end of a season, which can impact margins and cause retailers to sell items at a loss.

The founding team have extensive experience in merchandising and a solution to solve known industry issues that they have experienced in their previous careers. This gives the business an advantage over larger AI generalist businesses who Sparkbox have beaten in tender processes.

Sparkbox is, however, a relatively early-stage commercial proposition, with just two contracts to date (River Island and Matala Fashion). Nevertheless, the contracts are very significant in size, totalling £500k ARR, which is an impressive number for an early stage business. During our diligence, we were also able to validate several other large opportunities in the pipeline, including several opportunities within River Island and Matala.

The round is scheduled to complete later in September, therefore we require an expression of interest by the 27th July.

Next Steps

If you are interested in this opportunity please reply to this email to complete the short form after pressing 'Express Interest' or email jon.prescott@praetura.co.uk and we will be in touch.

The round is scheduled to complete later in September, therefore we require an expression of interest by the 27th July.

Express Interest

Kind regards,
The Praetura Ventures Team
0161 641 9475
investors@praetura.co.uk
praeturaventures.com

Capital at risk.

Praetura Ventures, Bauhausa, Quay Street, Manchester M3 3QY
[Unsubscribe](#) [Manage preferences](#)

Sparkbox Investment Announcement

Dear sir/madam,

Praetura are investing a total of £1.5m across two tranches into Sparkbox, an AI platform for fashion and home retailers. The first tranche has now completed and the second tranche will be finalised in the coming weeks. Due to the nature of this deal, your co-investor account will be fully updated after the second tranche.

Sparkbox is an early stage business but has achieved an impressive track record to date and we believe this investment will propel its growth even further. This will be the first investment from the H2 2021 Fund.

Sparkbox

Sparkbox is a price and optimisation insights platform for fashion and home retailers. The company uses all available internal and external data to predict the correct price needed to sell all of a retailer's stock over a determined period. This avoids the need to heavily markdown prices at the end of a season, which can impact margins and cause retailers to sell items at a loss.

The founding team have extensive experience in merchandising and a solution to solve known industry issues that they have experienced in their previous careers. This gives the business an advantage over larger AI generalist businesses who Sparkbox have beaten in tender processes.

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Founder: Lindsay Fisher, Matthew Wong & Kevin Blackmore
Sector: AI SaaS
Pre-money Valuation: £1.5m
Pre-money Valuation: £1.5m
Website: <https://www.sparkbox.ai/>

Completion Memorandum

SPARKBOX

Next Steps

You will be able to view your holdings in Sparkbox and all other companies via the Praetura Investor Portal. While your account will currently reflect the first tranche, the final holding will be shown in the coming weeks after the second tranche has completed. Please [click here](#) to access your account.

As part of our communications with you, you will receive detailed updates of the company's financial performance, developments and challenges every six months, commencing in April 2022.

Kind regards,
The Praetura Ventures Team
0161 641 9475
investors@praetura.co.uk
praeturaventures.com

Capital at risk.

Praetura Ventures, Bauhausa, Quay Street, Manchester M3 3QY
[Unsubscribe](#) [Manage preferences](#)

Co-Investment Opportunity Arctic Shores

Dear sir/madam,

Praetura Ventures has the option to invest alongside the Praetura EIS Growth Fund on the same terms, irrespective of whether or not they are a direct investor in the Fund.

As a Venture Partner, we would like to offer you the opportunity to co-invest in Arctic Shores.

Praetura Ventures has committed £2.5m to the company's £7m total round, with £500k available for co-investors.

Arctic Shores

Arctic Shores is a provider of behavioural based assessments which are used in the hiring process primarily to reduce unconscious bias when offering candidates. It is a high-value hiring. Arctic Shores has delivered 8 years' worth of data with 2.7 million on the product (business). Each has a targeted to assess a candidate's cognitive ability and emotional stability. The company was founded by Robert Henry and Sids Hammett who have previously worked together in a business Robert founded and successfully exited in 2017. They founded Arctic Shores as a result of a collective frustration with the traditional hiring process believing it to be biased, time consuming and being far less experience rather than future potential. The founding team are highly synergistic with Robert having a strong commercial background and Sids being more technical and product focused.

The psychometric and behavioural based assessment market is estimated to be worth at £2.2bn, or which £1.2bn is expected to be taken by the area Arctic Shores focuses on. The market is also forecast to grow at 15% to 20% per annum driving the need for better hiring process, a widening skills gap and increased pressure of an individual to change careers.

As of June 22, Arctic Shores had £3.8m in ARR which represents an 80% increase on their 2021. Given the strength of the pipeline (which includes contracts for Airbus, Bupa & the AA), we believe Arctic Shores is on track to achieve its £4.2m year-end revenue target. This 25% growth rate is above the 20% targeted for top performing SaaS businesses in the same stage as the company.

The pre-money valuation for the business is £25m which represents a 5.6x multiple against their 2021. Given the strength of the team, product and macroeconomic growth in the sector, the investment team believe this represents good value.

Total Fundraise: £7m
Praetura Commitment: £2.5m
Pre-money Valuation: £25m
Available Co-investment Pool: additional £500k

View Investment Overview

Next Steps

If you are interested in this opportunity please reply to this email to complete the short form after pressing 'Express Interest' or email jon.prescott@praetura.co.uk and we will be in touch.

The round is scheduled to complete later in September, therefore we require an expression of interest by the 2nd September.

Express Interest

We are grateful for your support as a Venture Partner and are committed to ensuring your experience is enjoyable as well as financially rewarding.

Should you have any questions regarding the co-investment process, or wish to book in a call, please contact us.

Capital at risk.

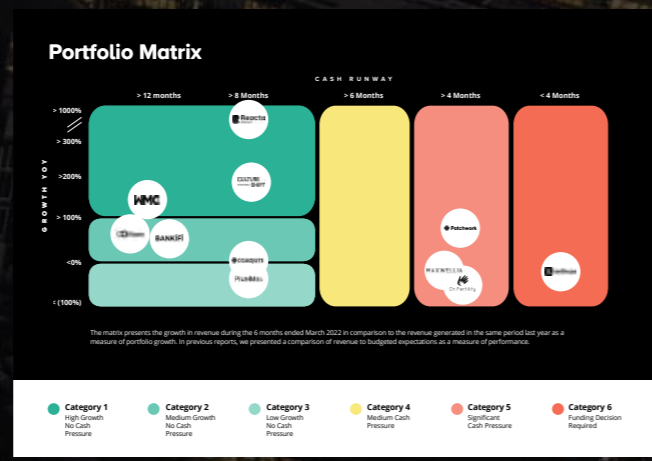
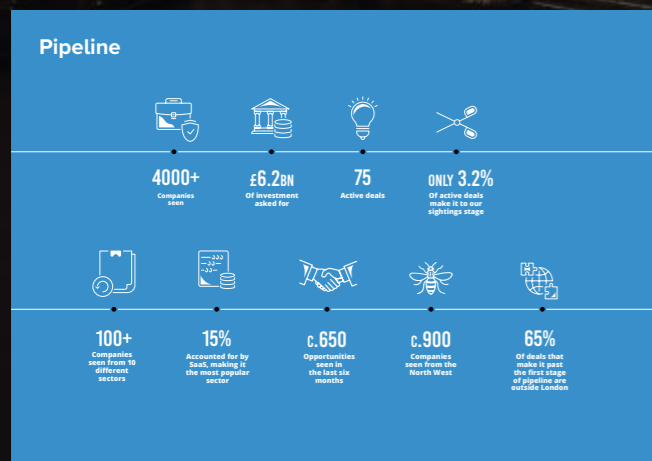
Praetura Ventures, Bauhausa, Quay Street, Manchester M3 3QY
[Unsubscribe](#) [Manage preferences](#)

Bi-annual Investor Update

All Praetura investors receive custom portfolio updates every six months.

Our team collaborate with dedicated investment directors and collate data through our bespoke portfolio monitoring platform to produce industry-leading fund reports.

These reports provide you with real insight into how the businesses in your portfolio are performing. They will detail both positive and negative news to give you a balanced outlook.



Invest in exciting early-stage businesses doing ground-breaking work in the North and beyond.

Application Process?

Application

- ✓ Read our Fund literature
- ✓ 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

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 emailed after each and every deal and posted online on the investor portal.
- ✓ 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

Speak to the 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 of Praetura Ventures

Jon has over 25 years experience within the financial services sector. Having spent 15 years at AJ Bell in a Business Development role Jon subsequently joined Octopus Investments as Regional Sales Director for the North of England, Scotland and Northern Ireland. 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. 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



Mo Hussain Business Development Manager

Mo is a highly knowledgeable BDM with over two decades of experience in the financial sector. Mo mainly focuses on the southern region in his role as a BDM for Praetura Ventures.

✉ mo.hussain@praetura.co.uk
☎ 07548 759 491



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.

✉ mike.mannion@praetura.co.uk
☎ 07816 860 906

140+ team of experts

4 OFFICE LOCATIONS IN THE NORTH WEST



Key Facts

We will make selective investments in early-stage companies with high growth potential. The Fund will have a geographical bias towards the North of England, targeting a minimum 2x return on capital from a diverse portfolio of innovative ventures.

Fund Manager	Praetura Ventures Limited
Fund Type	Alternative Investment Fund
Soft Close	30th April and 31st October thereafter
Minimum Subscription	£25,000
Capital Deployment Horizon	Targeting 100% deployment within 6 months of the relevant soft close
Investment Focus	Early-stage businesses with potential for high growth and scalability
Geographical Focus	Predominantly North of England
Exit Aspirations	5-7 years
Investment Quantum	£1m - £3m
Target Returns	2x return on capital
Solicitors	Gateleys
Tax Advisers	KPMG
EIS Advisers	Phillip Hare & Associates
Custodian	Mainspring Nominees Limited

The date of the relevant soft closes of a half yearly fund raise, during the 2021 calendar year, will fall on the 30th of June and the 30th of November. This will be the 31st of March and the 30th of September in the following years (or such other dates as the fund manager may determine). If any such dates should fall on a non-business day, the relevant close will be on the next business day.

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.

Charges payable by the Investee Company. A one-time arrangement fee of up to 4% of funds invested will be payable to the Fund Manager by the Investee Companies upon investment. An annual monitoring fee of up to £36k p.a. will be payable by an investee company.

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

Illustrative Example

Example Fees

	Individual Investor	Advised Client	Venture Partner
Subscription Amount	£100,000	£100,000	£250,000
Initial Charge	(£2,500)	(£1,000)	(£2,500)
Annual Management Charge ("AMC")	(£2,000)	(£1,500)	(£3,750)
Annual Custodian Fee	(£85)	(£85)	(£85)
Maximum Available for Investment Into Companies	£95,425	£97,425	£243,675
Adviser Initial Charge (If Applicable)	-	(£1,500)	(£3,750)
Adviser AMC (If Applicable)	-	(£500)	(£1,250)
Maximum Available for Investment into Companies (Post Optional Charges)	£95,425	£95,425	£238,675
Minimum Investment into Companies	£90,000	£90,000	£225,000

Praetura Ventures commit to investing a minimum of 90% of an Investor's net subscription after the deduction of any Advisor initial charge (where applicable) into EIS Qualifying Companies, with a maximum investment into EIS Qualifying companies of c. 95%. The exact amount invested is subject to the amounts required by each investment. Total amounts will be confirmed once the Fund is fully invested (pursuant to each soft close date). Investors should note that the EIS relief available will be determined by the net amount invested into EIS Qualifying Companies and not by the Subscription Amount. Accordingly, investors will not receive 30% of the Subscription Amount in respect of EIS relief. To the extent that an Investor's funds remain uninvested (but above the 90% minimum), Praetura Ventures will use these funds to pay ongoing Fund charges, such as the Annual Management Charges and Annual Custodian Fees and any customer agreed ongoing Advisor remuneration.

All fees and charges levied by the Fund are subject to VAT.

EIS Scenarios

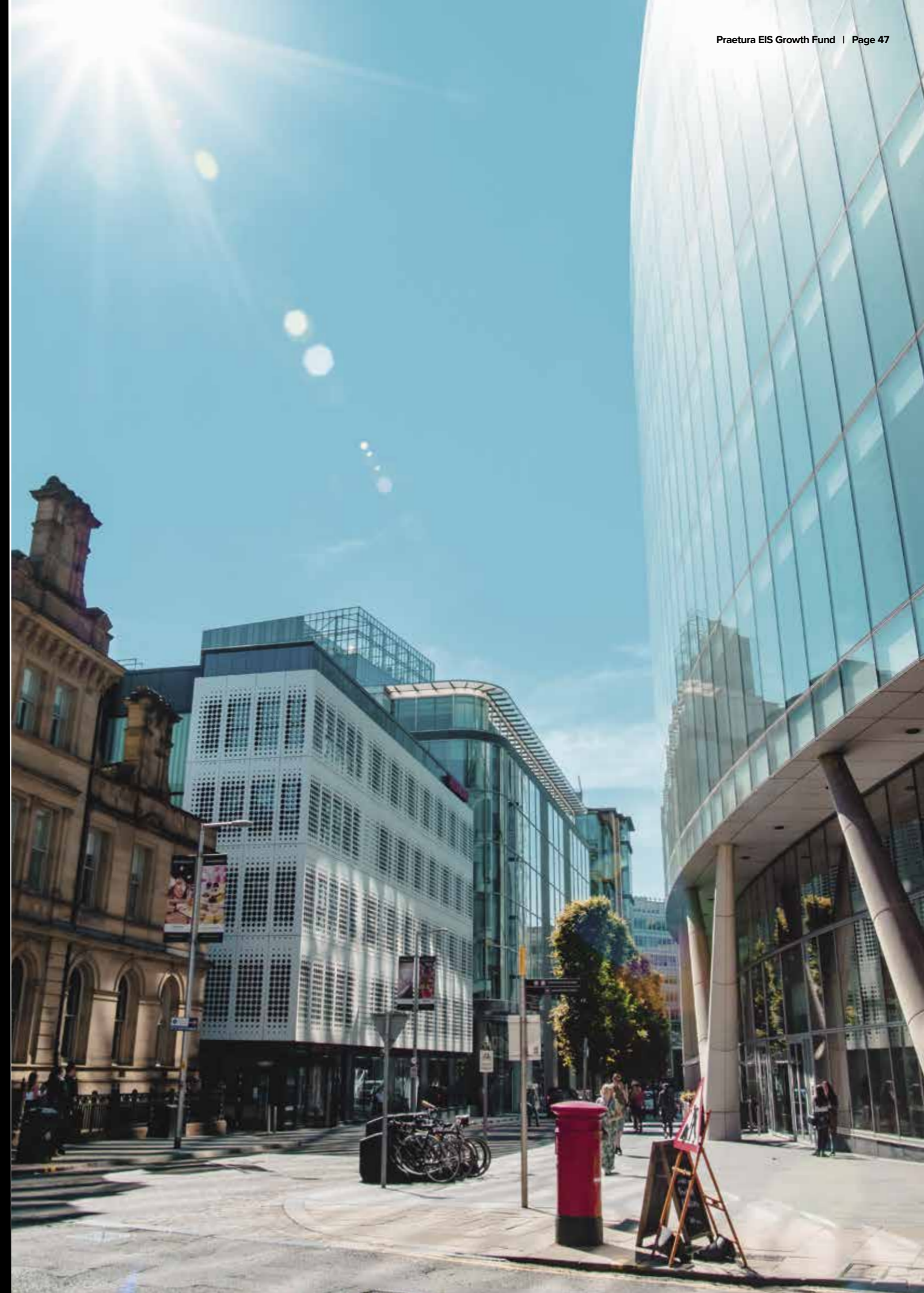
Performance	2x Value	1x Value	Loses all value
Total Investment	£100,000	£100,000	£100,000
Net Investment*	£95,000	£95,000	£95,000
Less: Income Tax Relief	(£28,500)	(£28,500)	(£28,500)
Net Cost of Investment	£71,500	£71,500	£71,500

Performance	2x Value	1x Value	Loses all value
Sale of Shares	£190,000	£95,000	£-
Less: Net Cost of Investment	(£71,500)	(£71,500)	(£71,500)
Total Gain / (Loss)	£118,500	£23,500	(£71,500)
Capital Gains Tax*	£-	£-	£-
Loss Relief**	£-	£-	£32,175
Net Gain / Loss	£118,500	£23,500	(£39,325)
Percentage Gain / (Loss)	166%	33%	(39.3)%

*This assumes that 95% of the initial investment is invested into the underlying investee businesses. It is assumed that charges amounting to 5% of the initial investment are deducted from the initial investment amount prior to investment into the underlying

**Investee companies.

***Loss relief is assumed to be available at 45%.
No capital gains is paid as long as the shares are held for a minimum of 3 years.



EIS Taxation Reliefs

It is recommended that prospective Investors seek independent advice to ensure that they fully understand how any tax advantages may apply to their situation and circumstances. Tax treatment depends on the individual circumstances of each investor and may be subject to legislative or other change in the future. Praetura Ventures does not give tax advice and prospective Investors should consult a tax or other suitably qualified adviser to discuss their personal circumstances.

EIS Tax Reliefs

To obtain the tax reliefs described below, it is necessary to subscribe for shares in EIS Qualifying Companies and claim the relief. The summary below is based on current law and gives only a brief outline of the tax reliefs. It does not set out all the rules which must be met by EIS-Qualifying Companies and an Investor. The tax reliefs will only be relevant to Investors who pay UK income tax and/or wish to defer a capital gain.

Loss Relief against income or gains

Loss relief, which is additive to income tax relief, provides tax reliefs on a failed EIS company of up to 61.5%, including the initial 30% income tax relief (subject to the relevant caps). A loss on any qualifying investment in the portfolio, irrespective of the overall performance of the portfolio, can be offset by individuals against income of the tax year of the loss, or of the previous tax year, or against capital gains (including against the tax liability that arises on the revival of any deferred gain) of the tax year of the loss and future years. This relief is available at any time in respect of any loss realised upon a disposal of shares in an EIS-Qualifying Company on which EIS income tax relief or CGT Deferral has been given and not withdrawn. If the circumstances are such that EIS tax reliefs have been withdrawn, it may still be possible for an investor to claim loss relief, on the amount equal to the economic loss sustained.

The Finance Act 2013 introduced a cap on reliefs which may be claimed for income tax purposes. The cap restricts reliefs in any tax year to either £50,000 or 25% of income, whichever is greater. EIS income tax reliefs are not subject to the cap, nor are losses on the disposal of shares on which EIS income tax relief has been claimed and retained. However, losses arising on the disposal of shares where EIS CGT deferral relief only has been claimed come within the cap on reliefs. The cap applies to losses that arise after 5 April 2013. Losses offset against capital gains are not restricted.

Income Tax Relief

Individuals can obtain up to 30% income tax relief on the amount subscribed for shares in EIS Qualifying Companies (up to an annual maximum limit of £1.0m for the tax year or £2.0m provided that the additional £1.0m is invested into Knowledge Intensive Companies), although relief will be denied for investment into an EIS Qualifying Company with which the investor is connected. Spouses and civil partners can each separately subscribe up to £1.0m, or £2.0m provided that the additional £1.0m is invested into Knowledge Intensive Companies. The relief is given against the individual's income tax liability for the tax year in which investment into the underlying companies is made, unless the individual makes a carry back relief claim. Relief is limited to an amount which reduces the individual's income tax liability to nil.

Capital Gains Tax Deferral

Capital gains tax may be deferred on unlimited gains invested in qualifying companies, in respect of gains that arise within three years before and 12 months after the date of issue of the shares. To the extent to which a UK resident Investor (including individuals and certain trustees) subscribes for shares, they can claim to defer paying tax on all or part of a chargeable gain. The gain may have arisen on the disposal of any asset, or a previously deferred gain may have been brought back into charge.

Capital Gains Tax Exemption

Any capital gains realised on a disposal of shares in an EIS-Qualifying Company after the Three Year EIS Period, and on which EIS relief has been given and not withdrawn, will be capital gains tax free. Any capital gains realised on a disposal within the Three Year EIS Period will be subject to CGT at the rate applicable at disposal.

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 document and its contents relate to the Praetura EIS Growth Fund. This document is for distribution to and for use only by individuals defined as an 'investment professional' in accordance with article 19(5) of the Financial Promotion Order (in relation to a financial promotion).

The purpose of this document is to give investment professionals an overview of the service and structure of the product. This document does not contain all of the important information required to assess the suitability of the service. This document is not the Information Memorandum. Any decision to invest must be made after careful review of the Information Memorandum and consideration of an individual's knowledge and experience in this type of investment, financial situation; investment objectives and attitude to risk. We draw your attention to the Risk Factors section in the Information Memorandum which highlights important but not an exhaustive list of the risks of investing in the Praetura EIS Growth Fund.

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:
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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.

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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.

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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 full Information Memorandum document which gives you further detail on non-exhaustive list of risks.



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