



MIXGLIMITED

INFORMATION MEMORANDUM



The date of this Information Memorandum is 14th March 2019

RISK WARNING. Investors should be aware that there are risks to investing in all corporate lending. Reliance on this promotion for the purpose of engaging in any investment activity may expose an individual to a significant risk of losing all of the property or other assets invested. The text of this Document should be read in full before deciding to invest and your attention is drawn to the section entitled "Risk Factors" on page 21 of this Document. All statements regarding the Company's business, financial position and prospects should be viewed in light of these Risk Factors. Reliance on this promotion for the purpose of engaging in any investment activity may expose an individual to a significant risk of losing all the property or other assets invested. If you are in any doubt about the action you should take or the contents of this document, you should contact your stockbroker, solicitor, accountant, bank manager or other professional adviser authorised under the Financial Services and Markets Act 2000 ("FSMA"), who specialises in advising on investment in bonds, shares and other securities, including unlisted securities. This offer is not regulated by the Financial Conduct Authority. Investors will NOT have the benefit of the Financial Services Compensation Scheme and may not have access to the UK Financial Ombudsman Service. **YOUR CAPITAL IS AT RISK.**

Approved as a Financial Promotion for the purposes of Section 21 of the Financial Services and Markets Act (FSMA) 2000 by Equity for Growth (Securities) Limited who is Authorised and Regulated by the Financial Conduct Authority (FCA),
Registration number: 475953.



THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN ANY DOUBT IN RELATION TO THE CONTENTS OF THIS DOCUMENT OR WHAT TO DO IN RELATION TO IT, YOU SHOULD CONSULT WITH AN APPROPRIATELY QUALIFIED INDEPENDENT PROFESSIONAL, SUCH AS AN ACCOUNTANT, SOLICITOR, FINANCIAL ADVISER OR STOCKBROKER WHO IS APPROPRIATELY AUTHORISED AND REGULATED.

IMPORTANT NOTICE

This Information Memorandum ("this Document" or "IM") has been prepared and issued by MIXG Ltd, a private limited company incorporated on 3rd October 2018 in England and Wales under company number 11602211, registered address c/o Magna Asset Management Ltd Berkeley Square House, Berkeley Square, London, United Kingdom, W1J 6BD ("the Company") in respect of Loan Notes to be issued by the Company and is issued solely for the purpose of seeking Investors under the Offer.

The contents of this IM are not to be construed as legal, business or tax advice. Each reader of this IM should consult with their own legal, business or tax advisor as to legal, business or tax advice.

Any opinions expressed in this IM do not constitute investment advice. Independent advice should be sought from a person authorised by the Financial Conduct Authority where appropriate.

Equity for Growth (Securities) Limited ("EFGS") which is Authorised and Regulated by the Financial Conduct Authority ("FCA"), with registration number 475953 has approved the issue of this Document as a financial promotion in accordance with the provisions of section 21 of the Financial Services and Markets Act 2000 ("FSMA").

EFGS is relying on the Director regarding the content of this Document and has not made its own enquiries regarding the contents of this Document, except as to matters which have come to its attention and on which it considered it necessary to satisfy itself and except as required by the rules of the FCA to which it is subject. Unless agreed separately with a recipient, EFGS will not be offering advice to the recipients of this Document and will not be advising any person (other than the Company) in respect of any applications for the Loan Notes.

The scope of any such advice will be set out in a separate agreement. Other than as required by the FCA, EFGS accepts no liability whatsoever for the accuracy of any information or opinions contained in this Document or for the omission of any material information, for which the Director is responsible.

EFGS is acting exclusively for the Company and for no-one else in relation to the matters described in this Document and will not be responsible to anyone other than the Company for providing the protections afforded to customers of EFGS or for providing advice in relation to the contents of this Document.

EFGS is not communicating or issuing the offer or the Information Memorandum and any enquiries should be directed to the Company.

The Company accepts responsibility for the information contained herein. To the best of the knowledge and belief of the Director (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the importance of such information.

The Director has taken all reasonable care to ensure that every statement of fact or opinion included in the communication is true and not misleading given the form and context in which it appears.

The Director has not limited their liability with respect to the form and content of this document.

The Director has taken all reasonable care to ensure that any subscriber for Loan Notes (or their professional advisers) have access and can have access at all reasonable times to all information that they would reasonably require and reasonably expect to find for the purpose of making an informed assessment of the prospects of the Company and the investment opportunity in so far as it will affect the subscribers for Loan Notes, and of the rights attaching to the Loan Notes. All relevant documentation, including copies of this document, the instruments constituting the Loan Notes and any form of acceptance are available from the Director.

Distribution to investors-

The communication to which this investment relates is exempt from the general restriction in Section 21 of FSMA on making financial promotions to members of the public where the promoter is not an authorised and regulated person for the purposes of FSMA on the basis that it is made to and only to certain groups who are exempt within the meaning of the FPO namely:

- (a) to persons falling within the definition of investment professional contained in article 19 of the FPO ("**Investment professionals**") namely authorised persons; persons who are exempt in relation to the promotion of investments of this nature; persons whose ordinary activities involve them investing in unregulated schemes; governments; local authorities or international organisations; or a director, officer or employee acting for any of the entities listed in this paragraph (a) in relation to engaging in investment activity (provided that the communication is made to the director, officer or employee in this capacity and when acting in this capacity they are involved in the entities' participation in non-readily realisable securities);
- (b) to persons falling within article 49 of the FPO ("**High net worth companies, unincorporated associations etc**") namely bodies corporate with called up share capital or net assets of not less than £5 million (except where the body corporate has more than 20 members in which case the share capital or net assets should be not less than £500,000); unincorporated associations or partnerships with net assets of not less than £5 million; trustees of high value trusts; or a director, officer or employee acting for any of the entities listed in this paragraph (c) in relation to engaging in investment activity (provided that the communication is made to the director, officer or employee in this capacity and when acting in this capacity they are involved in the entities' participation in non-readily realisable securities);
- (c) to persons who fall within article 48 of the FPO ("**certified high net worth individual**") namely a person who has signed, within the period of 12 months ending on the date on which this communication is made, a statement in the terms specified in Part 1 of schedule 5 of the FPO;
- (d) to persons who fall within article 50 of the FPO ("**certified sophisticated investor**") namely a person who (1) has a written certificate within the last 36 months by a firm confirming he has been assessed by the firm as sufficiently knowledgeable to understand the risks associated with engaging in activity relating to non-readily realisable securities and (2) who has signed within the period of 12 months ending on the date on which this communication is made, a statement in the terms specified in article 50 of the FPO;
- (e) to persons who fall within article 50A of the FPO ("**self-certified sophisticated investor**") namely a person who has signed, within the period of 12 months ending on the date on which this communication is made, a statement in the terms specified in Part 2 of Schedule 5 of the FPO; and



- (f) to any other person to whom the communication may otherwise lawfully be made in accordance with the FPO or otherwise.

The Loan Notes are only available to such categories of person and any person falling outside these categories should not treat this information memorandum as a promotion to him or rely on it or act on it for any purpose whatsoever. The recipient of this communication may not reproduce, publish, forward or distribute, in whole or in part, copies of it to any persons except as permitted by FSMA.

No Distribution to overseas investors

This Information Memorandum is not being distributed to persons outside the UK as the distribution of this document in certain jurisdictions may be restricted by law and could result in violation of the laws of those jurisdictions. Any recipient of this Information Memorandum in jurisdictions outside the UK should inform themselves about and observe any applicable legal requirements. This Information Memorandum does not constitute an offer to sell or an invitation to purchase securities in the Company in any jurisdiction to whom it is unlawful to make such an offer or invitation to purchase.

The information contained in this document is confidential. It is made available only on the basis that none of the information contained in this document or subsequently supplied prior to or in connection with the proposed Offer may be published, reproduced, copied or disclosed to any person other than the recipient and its professional advisers, nor used for any purpose other than for the purpose specified above, and on the basis that the recipient shall, upon request, promptly return or destroy all material received from the Company (including without limitation this document) and associated documentation, without retaining any copies.

No person has been authorised to give any information or to make representations other than those contained in this document in connection with the Offer, and, if given or made, such other information or representations must not be relied upon as having been authorised by the Company.

This document does not constitute an offer to sell or solicitation of an offer to buy any securities other than the securities offered pursuant to the Offer, nor does it constitute an offer to sell or solicitation of an offer to buy from any person in any state or other jurisdiction in which such an offer would be unlawful.

Neither the delivery of this document at any time, nor any sales hereunder, shall under any circumstances create an implication that the information contained herein is correct as of any time subsequent to its date.

Subscribing for Loan Notes may expose an individual to risks that could result in the loss of all monies invested. Prospective investors must rely on their own examination of the legal, taxation, financial and other consequences of subscribing for Loan Notes, including the merits of subscribing and the risks involved and are advised to obtain their own advice in relation to such matters.

This document does not constitute a prospectus as defined by the Prospectus Regulation (809/2014) and has not been prepared in accordance with the requirements of the Prospectus Regulation (809/2014).

Neither the delivery of this document at any time, nor any sales hereunder, shall under any circumstances create an implication that the information contained herein is correct as of any time subsequent to its date.



This document does not constitute an offer to sell or an invitation to subscribe for, or solicitation of an offer to subscribe for or buy, securities to any person in any jurisdiction to whom it is unlawful to make such offer, invitation or solicitation. In particular, this document must not be taken, transmitted, distributed or sent, directly or indirectly, in, or into, the United States of America, Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa or transmitted, distributed or sent to, or by, any national, resident or citizen of such countries. Accordingly, the Loan Notes may not, subject to certain exceptions, be offered or sold, directly or indirectly, in, or into, the United States of America, Canada, Australia, Japan, the Republic of Ireland, New Zealand or the Republic of South Africa or in any other country, territory or possession where to do so may contravene local securities laws or regulations. The Loan Notes have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or under the securities legislation of any state of the United States of America, any province or territory of Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa and they may not be offered or sold, directly or indirectly, within the United States of America or Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa or to or for the account or benefit of any national, citizen or resident of the United States of America, Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa or to any US person (within the definition of Regulation S made under the United States Securities Act 1933 as amended).

The distribution of this document outside the UK may be restricted by law. No action has been taken by the Company that would permit a public offer of securities in any jurisdiction outside the UK or possession of this document where action for that purpose is required. Persons outside the UK who come into possession of this document should inform themselves about the distribution of this document in their particular jurisdiction. Failure to comply with those restrictions may constitute a violation of the securities laws of such jurisdiction.

Forward-looking statements

All statements of opinion and/or belief contained in this information memorandum and all views expressed and all projections and forecasts or statements relating to expectations regarding the future performance of the Company are based on the Director's assessment and interpretation of information available to them as at the date of this document. No representation is given or assurance made that such statements, views, projections or forecasts are correct or that the objectives of the Company will be achieved. Prospective subscribers must determine what reliance (if any) they should place on such statements, views, projections or forecasts.

The statements, including any forward-looking statements, contained in this Information Memorandum are made at the date of this Information Memorandum (unless some other time is specified in relation to them) and distribution of this Information Memorandum shall not give rise to any implication that there has been no change in the facts set out in this Information Memorandum since such date.

This Information Memorandum includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "expects", "intends", "anticipates", "aims", "estimates", "may", "will", "would", "could" or "should" or other variations or comparable terminology or, in each case, their negative. They include statements regarding the intentions, beliefs or current expectations of the Company concerning, amongst other things, the investment performance and prospects of the Company and the markets in which it invests and the issuing of. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future and, accordingly, forward-looking statements may, and often do, differ materially from actual results.

Investors should not place undue reliance on such forward-looking statements, and the Company does not undertake any obligation to update publicly or revise any forward-looking statements, save as required by any applicable law or regulation.



All enquiries relating to this Information Memorandum or to a possible transaction involving the Company should be directed to Chris Madelin at the address given for the Company below.

If you have not received this document directly from the Company, or via an Authorised Person, your receipt is unauthorised. Please either return this document to the Company (at its registered address) or destroy this document immediately if this is the case.

THIS DOCUMENT SHOULD BE READ IN ITS ENTIRETY AND RELIANCE SHOULD NOT BE PLACED ON ONE SECTION (WITH THE EXCEPTION OF THE RISK FACTORS) IN PREFERENCE TO ANOTHER SECTION.

All references in this document to Sterling and “£” refer to the currency of the United Kingdom.



DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

“Acceptance Form”	the acceptance form attached to the Offer Letter relating to the Offer, to be completed and returned by a Subscriber to the Company;
“Account”	the Company’s bank account with Metro Bank where the subscription monies for the Loan Notes will be held;
“Act”	the Companies Act 2006;
“Articles”	the articles of association of the Company;
“Authorised Person”	a person authorised to advise on investments of the type proposed in this information memorandum under FSMA;
“Company”	MIXG Limited (company number 11602211);
“Developer”	Magna Asset Management Limited (company number 09440715);
“Director” or the “Board”	the director of the Company, whose name appears on page 9 of this document;
“FCA”	the Financial Conduct Authority;
“FPO”	the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005;
“FSMA”	the Financial Services and Markets Act 2000 (and regulations made there under);
“GDV”	Gross Development Value
“HOT”	Heads of Terms
“Loan Note Instrument”	the instrument constituting the Loan Notes, in the form attached to this document at Appendix 1;
“Loan Notes”	the fixed rate 36-month fixed term secured loan notes which will accrue interest at 10%payable at the end of the first 12 months, 10% payable quarterly (2.5% per quarter) during the second 12 months, and 18% payable quarterly (4.5% per quarter) during the third and final 12 month fixed term;
“Magna” or “Magna Group” or “Magna Global”	is not a corporation but a brand name that encompasses the Developer (Magna Asset Management Limited) and its subsidiaries and the Company and any other Magna company



where Chris Madelin is director and shareholder of.

“Maximum Placing”	the raising of a maximum of £20,000,000 debt, being the maximum amount of Loan Notes to be issued;
“Minimum Investment”	£20,000;
“Offer”	the offer for subscription described in this document and made by the accompanying Offer Letter;
“Offer Letter”	the accompanying letter offering the Loan Notes for subscription;
“PD”	Permitted Development
“Pre App”	A pre application process done prior to full planning permission submission
“Property”	any real estate of whatsoever nature purchased by the Company with the subscription monies for the Loan Notes.
“Redemption Date”	the redemption date for a Loan Note, which is the date 36months after the Subscription Date;
“ROCE”	Return On Capital Employed
“Security Trustee Agreement”	the security trust agreement dated on or around the date of this document (as amended or supplemented from time to time) between (1) the Company and (2) the Security Trustee; as supplemented by the Security Trust Deed.
“Security Trust Deed”	the security trust deed dated on or around the date of this document (as amended or supplemented from time to time) between (1) the Company and (2) the Security Trustee;
“Security Trustee”	Equity for Growth (Securities) Limited whose registered office is at International House, 24 Holborn Viaduct, City of London, London, EC1A 2BNor such other person who shall be appointed as security trustee from time to time;
“Security”	A mixture of first and second legal charges over property assets with accompanying debentures registered against any company used to acquire the property and also a share charge against the directors shares in Magna Asset Management Ltd
“Share Charge” or “Share	the charges granted by Christopher Madelin and Oliver Mason in favour of the Security Trustee and held by the Security



Charges	Trustee for the benefit of the Subscribers pursuant to the terms of the same, over their shareholdings in Magna Asset Management Limited.
“SPV”	Special Purpose Vehicle
“Subscribers” and “Noteholders”	subscribers for Loan Notes;
“Subscription Date”	means the date that a Subscriber makes a payment in respect of the Loan Notes;
“Subscription Price”	£20,000per investment subscription.
“subsidiary” and “subsidiaries”	have the meanings respectively ascribed to them by the Act.



DIRECTORS AND ADVISERS

Director: Christopher John Madelin

Registered office: Berkeley Square House
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Mayfair
London
W1J 6BD

Company Number: 11602211

Solicitors to the Company: Mills & Reeve LLP
9th Floor
1 New York St
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M1 4HD

Security Trustee Equity for Growth (Securities) Limited
International House
24 Holborn Viaduct
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London
EC1A 2BN





PART I

INFORMATION ON THE COMPANY AND THE OFFER OF THE LOAN NOTES

INTRODUCTION

The opportunity is available only to certain specified persons and involves a subscription for the Loan Notes. The subscription funds received by the company will be used as working capital for the Company solely to purchase and develop property companies, associated companies and their assets, predominantly in the United Kingdom but not limited to the United Kingdom, including paying for acquisition of the companies, the assets and all associated development costs, professional fees, working capital and planning budgets. More detail on this is provided below.

The target raise for the series of Loan Notes is £20,000,000. The term of the Loan Notes is 36 months. The interest coupon is set at the rate of 10% PA (per annum) for the first 12 months with the interest being paid to the end of the initial 12-months. The interest coupon is set at the rate of 10% PA for the second 12 months with the interest being paid to the end of each quarter. The interest coupon is set at the rate of 18% PA for the last 12 months with the interest being paid to the end of each quarter. Therefore the principal and final quarter's interest will be repaid in one sum at the end of the 36 months.

The investment is for a Loan Note issued by the company. The company is an investment company incorporated as a special purpose vehicle (SPV). It will invest funds from the loan notes into various new projects that the management of Magna Group have identified or will identify for investment. The funds raised by the Company will be utilised for acquisition of assets, whether this be a company with assets or a land plot or building, development costs together with professional fees, planning permission and preparatory costs and any other associated fees, charges, working capital and expenses. The funds raised are expected to be deployed over a 1-9 month period into the various projects, assets or companies that Magna has identified, secured, have option over or are in pipeline of projects. A mixture of security will be placed over any acquisition, this will comprise of a debenture over the company, and then offer a mixture of first and second legal charges over the subsidiary companies that will be owned 100% by the company, the charges will be placed on the assets and registered in favour of the security trustee and will be for the benefit of the loan note holders. There will be a final security as additional to the above that will be a personal share charge of the two directors Oliver Mason and Chris Madelin over their UK based company Magna Asset Management Ltd, these will be personal share charges and be placed on Magna Asset Management Ltd by the security trustee and will be for the benefit of the loan note holders.

The Offer is in respect of the Loan Notes to be issued by the Company, with a Minimum Investment per investor of £20,000 (or twenty Loan Notes of £1,000 each). Each investor will be required to subscribe for several Loan Notes of at least the Minimum Investment and will be permitted to subscribe for Loan Notes exceeding the Minimum Investment in multiples of one Loan Note of £1,000.

The Loan Notes are non-assignable and non-transferrable and may be redeemed no earlier than the Redemption Date. However, the Company shall be entitled to redeem the Loan Notes (by written notice to the Noteholders) in accordance with the terms of the Loan Note Instrument.



The Loan Notes are a debt of the Company. They will have security by way of a mixture of (1) A first legal charge over any property asset purchased by the company or any of its subsidiaries, (2) A second legal charge over any property asset purchased by the company or any of its subsidiaries, a debenture over all the assets and business's of the Company, including any of its subsidiary interests. There will be a final security as additional to the above that will be a personal share charge of the two directors Oliver Mason and Chris Madelin over their UK based company Magna Asset Management Ltd, these will be personal share charges and be placed on Magna Asset Management Ltd. The Security Trustee Agreement incorporates these charges and will be placed by the security trustee.

The Offer is made by invitation only in the form of the Offer Letter. The Offer is made on the date of the Offer Letter and will be open for acceptance until 31 December 2020 or for such longer period as the Directors deems appropriate or until the Offer is fully subscribed.

The Directors may issue different series of loan notes at other times, either contemporaneously with the Loan Notes or following the closing of the Offer.

To apply to subscribe for the Loan Notes, prospective investors should fill in and return the Form of Acceptance which is part of the Offer Letter.

OVERVIEW OF THE INVESTMENT OPPORTUNITY

The Loan Notes will be issued by the company "MIXG Limited". The shareholders of the company are Christopher Madelin and Oliver Mason who are also shareholders of Magna Asset Management Limited, the holding company for all of the activities and also the holding company for the trading names of "Magna", "Magna Group" and "Magna Global". The Company is issuing loan notes which will be They will have security by way of a mixture of (1) A first legal charge over any property asset purchased by the company or any of its subsidiaries, (2) A second legal charge over any property asset purchased by the company or any of its subsidiaries, a debenture over all the assets and business of the Company, including any of its subsidiary interests. There will be a final security as additional to the above that will be a personal share charge of the two directors Oliver Mason and Chris Madelin over their UK based company Magna Asset Management Ltd, these will be personal share charges and be placed on Magna Asset Management Ltd. The Security Trustee Agreement incorporates these charges and will be placed by the security trustee.

MIXG Limited was incorporated on 3 October 2018, the Company's number is 11602211 and its registered office is Berkeley Square House, Berkeley Square, Mayfair, W1J 6BD. There is one director Christopher John Madelin.

The Company was incorporated as a SPV and intends to acquire commercial properties for development into residential real estate for sale and also investment purposes, new build and planning gain opportunities, hotel and leisure class real estate, income producing assets, companies and assets both within and not within the real estate sector. The investments are not limited to the UK.

The Developer is a separate limited company (owned and managed by Oliver Mason and Chris Madelin who are its directors and shareholders). It will project manage the future projects under the Deed of Appointment between (1) the Company and (2) the Developer. The Director undertakes to enter into the Deed of Appointment within 21 working days of completion of any property, company or asset acquisition.



As part of Magna Group's standard practice, the Company will produce a business plan in respect of each property acquisition, corporate acquisition, investment acquisition or development project. The details of each potential project or acquisition will be inserted into a proprietary feasibility programme and the Directors will assess the viability of the property. The main factors affecting the viability of a project are the purchase price of the property, company or asset and the expected cost of construction, refurbishment, debt restructure or sale price. Prior to the acquisition of the project the Directors and management team of Magna will have run a full financial appraisal and will have a written and signed cost report from a fully insured tier one quantity surveying firm.

The Loan Notes will be repaid after 36 months, the fixed rate 36-month fixed term secured loan notes which will accrue interest at 10% payable at the end of the first 12 months, 10% payable quarterly (2.5% per quarter) during the second 12 months, and 18% payable quarterly (4.5% per quarter) during the third and final 12 months fixed term. The principal and interest on the Loan Notes intend to be repaid by the following methods (*NB Magna have no fixed preference as to when the redemption will be made and is solely their discretion for this matter*):

- A. By way of a refinance on the asset, company or property,
- B. By the sale and/or disposal of one of the invested assets and/or an asset that falls within the Magna Group of companies or under the ownership of any one or more of the Directors of the Magna, or
- C. by way of Initial Public Offering or secondary equity listing on the public markets on any major stock market.

GROUP HISTORY

A summary including the history of Magna is provided below:

Established in 2014 Magna was set up primarily as a residential developer with a focus on maximising asset value by strategic asset purchase and then adding value through working the planning process, mix of units, specification and understanding the local market.

Magna established itself in the market place throughout 2015/2016 in the West London commuter belt purchasing circa £80 million in GDV of assets. The company formed strategic partnerships with both the central Government and Local Councils, specifically the Borough of Woking with whom Magna has a strategic PRS (Private Rented Sector) Joint Venture.

Magna's strategic relationships and proven asset purchases have enabled the fast-paced growth throughout 2016/2017 and now it seeks further partnerships to deliver the growing pipeline of projects and take advantage of the opportunities it comes across in the market place currently. As of June 2018, Magna have over £210 million GDV of sites in ownership that are either in construction and/or planning and a further immediate pipeline of £290 million in new assets.

Primarily Magna took advantage of the Permitted Development angle with the conversion of empty office buildings into residential dwellings. Magna is now developing mixed use developments, PRS (Private Rented Sector)/Build to Rent and town centre redevelopment schemes including executive hotels as the pipeline expands and the business matures.

The long-term vision for the business has always been clear from day one, a developer delivering a high quality yet accessible product, satisfying the market demand for the housing shortage and creating iconic buildings, thus establishing "the M Living" brand. The expansion within the real estate sector always included PRS, mixed use schemes, hotel and resort development, with the view to establishing Magna as a global company.



The whole concept of the M Living brand is to introduce co-living and co working to generate a real community in the heart of the real estate asset.

Below is a summary of some of the recent and current projects Magna are and/or have worked on including the returns or anticipated returns:

Magna West: West Byfleet

What did we do and achieve?

- Past Project – completed
- Acquired site 10,000 sq ft office with 14 oversized unit PD permission in place with a GDV of £4.4m
- Changed to 22 smaller sized units 350 – 420 sq ft 1 beds (GDV increase of £600k)
- Maximised the asset value with an additional planning application to add 2 additional floors as 5 duplex penthouses – GDV increase of £2.3m
- 27 units
- GDV: £7.5m
- Timeframe: 18 months
- Project returns of more than 30%

Magna VITA: Frimley

What did we do and achieve?

- Past Project – completed
- Acquired site 30,000 sq ft office with 36 oversized units PD permission in place with a GDV of £9m
- Changed to 58 smaller sized units.
- Increased the GDV to £12.5m
- Added further PD (62 units total) and reshuffled mix to add duplexes
- Increased the GDV to £14.5m
- Added further PD (91 units total) in the undercroft parking area
- Increased the GDV to £22.5m
- 91 units
- GDV: £22.5m
- Timeframe 18 months
- Project returns of more than 30%

Magna Vista: Woking

- Project in planning
- 252 units
- GDV: £72m
- Timeframe: 30 months
- Project returns of more than 35%

Magna Hotel: UAE

What did we do and achieve?

- Project in design phase
- Acquired site 138,000 sq ft with a view to develop a project for a 5 star hotel in Nov 2018
- In design currently as of March 2019 with a total BUA (Built up area) 560,000 sq ft
- Major Global operator under a signed HOT
- 446 hotel keys
- Terminal Value (Colliers UAE): \$165m
- Timeframe: 36 months total (in month 6 currently)
- Project returns of more than 30%

The business has been built on and grown with the five core brand values that drive and run throughout the senior management team and the main staff at Magna.

- Profitability
- Safety
- Quality
- Integrity
- Innovation.



THE LOAN NOTES

Subscribers will be offered the opportunity to subscribe for Loan Notes to be issued by the Company, with the following criteria and target returns:

- Fixed 36 month term
- 10% (first 12 months, paid at 12 months), 10% (second 12 months, paid quarterly) and 18% (third 12 months, paid quarterly).

The returns are illustrated in the following table based on 20 Loan Notes of £1,000 each amounting to the Minimum Investment of £20,000.

Period	Principal	Interest paid at end of term	Total received at end of term
First 12 months	£20,000	£2,000.00	£2,0000
Second 12 months	£20,000	£2,000.00	£2,0000
Third 12 months	£20,000	£3,600.00	£23,600

BANK ACCOUNT

Money raised from the Loan Note subscriptions will be paid into the Company's Bank Account with Metro Bank.

SECURITY

Security is by way of a mixture of (1) A first legal charge over any property asset purchased by the company or any of its subsidiaries, (2) A second legal charge over any property asset purchased by the company or any of its subsidiaries, a debenture over all the assets and business of the Company, including any of its subsidiary interests. There will be a final security as additional to the above that will be a personal share charge of the two directors Oliver Mason and Chris Madelin over their UK based company Magna Asset Management Ltd, these will be personal share charges and be placed on Magna Asset Management Ltd. The Security Trustee Agreement incorporates these charges and will be placed by the security trustee.

ANTICIPATED RETURNS

Income into the company is expected to be derived from sales of the following: leasehold apartments, assets sales, company sales and in the case of the retained assets the earnings before interest, tax, depreciation and amortisation of the SPV and its asset after all gross costs are deducted.

THE INVESTMENTS



The following is a list of immediate development projects, investment projects or companies that Magna either have in planning or are in the process of purchasing/developing. The Director intends to invest into Magna Hotels: Ras Al Khaimah, Magna Plaza: Woking, Magna Vista: Woking, Magna Cove: Hampshire or Magna Frimley Phase 3: Surrey. However, funds raised from the loan note issue may or may not be used in these projects, assets or companies. Any proposed investment is completely down to the discretion of the Directors of the Company and they will decide what projects the funds will be deployed into.

MAGNA Hotels: Ras Al Khaimah (RAK)

What do we intend to achieve?

Project in planning. The Directors have successfully negotiated a Sale and Purchase Agreement to buy a plot on a new manmade island in Ras Al Khaimah in the United Arab Emirates (UAE); this was executed in Nov 2018. This is an exciting project for Magna as it gives the chance to add an excellent asset to the portfolio with a long-term hold with a view for a 25+ year asset play. The Directors have engaged with an award winning architect to design the property, DSA based in Dubai. It is the Directors' intention for the property to be managed by a leading global hotel company that Magna have now signed a HOT. The projected Yield is north of 8% and the area itself houses some major brands already there like, amongst others Waldorf Astoria, Hilton, Intercontinental, Movenpick, Avani and Rixos just to name a few.

Ras Al Khaimah, 50 min from Burj Khalifa in downtown Dubai:

- New manmade island with complete infrastructure and roadways
- Immaculate, calm waters and tranquil beach front property
- Views of the Jebel Jais mountains

Statistics of the hotel:

- Total development costs circa - \$110 million
- Value of asset after 5 years - \$165million
- Projected Yield – 8% to 10%
- Room keys – 446
- Type – Beach front resort
- Anticipated opening date – Summer 2021
- Operator – A leading global hotel operator

MAGNA Plaza: Woking

What do we intend to achieve?

- Project in planning
- The site was secured and exchanged subject to planning consent for a 12-floor tower
- The planning was granted and is now back in planning to increase the volume of Magna Plaza to a 20-floor tower and mixed-use development
- The focus for the development will be Magna M Living PRS (Private Rented Sector) to include the technology and amenities such as gym and co working areas.

The Director believes that Magna Plaza will be an attractive offering for people to live. The project is intended to be designed around Magna's "M Living" concept, where co-living and co-working generates a real community in the heart of the real estate asset.

Magna Plaza, like a hotel asset, will be financed and then rented out room by room and apartment by apartment to generate the highest possible yield for the investment.



Through the Magna Plaza project, the Directors of Magna Group plan to bring cutting edge technology and stylish design to the urban heart of Woking.

MAGNA Vista: Woking

What do we intend to achieve?

- Acquired site 1 - a 12,000 sq ft office with no PD permission in place with a low vacant value.
- Purchased for £2.6m.
- Obtained PD for 31 small studio and 1 bed units – mainly to establish the residential consent.
- The GDV for this scheme is £4.6m
- Acquired site 2 - an 11,000 sq ft office with no PD permission in place with a low vacant value.
- Signed option subject to planning for £3m
- Acquired site 3, via way of a collaboration agreement a row of houses and flats that are required to deliver the maximum built up area and foot print for Magna Vista
- Designed a 17 floor tower with 252 apartment with a GDV of £72 million

Currently in planning

- Forecast profit on Land - £6m
- Forecast profit on build - £7m
- Forecast return to shareholders – 65% ROCE based on 2.5 years

MAGNA Cove: Hampshire

What do we intend to achieve?

- Acquired site that is an old unused care home with vacant possession
- Signed option subject to planning
- Strategy for this site is to have planning and build out either a residential scheme for 14 town houses with a fast build modular fabricator Ilke Homes www.ilkehomes.co.uk
- Forecast GDV of £6 million - £7 million

Currently in pre app stage

- Forecast profit on Land - £400k
- Forecast profit on build - £1.8m
- Forecast return to shareholders – 40% ROCE based on 1.2 years

MAGNA Frimley Phase 3: Surrey

What do we intend to achieve?

- Acquired an additional via option site that is landlocked and are negotiating the access rights
- In purchase contract at £650k
- Strategy for this site is to have planning and build out a residential scheme for 15 flats or houses and/or serviced apartment building
- Forecast GDV of £4.6 million - £5.6million

Currently in purchase phase

- Forecast profit on Land - £350k
- Forecast profit on build - £1.2m
- Forecast return to shareholders – 40% + ROCE



KEY STAFF AND DIRECTORS OF MAGNA GROUP

Chris Madelin Chief Executive Officer

Chris, one of the founding partners, leads Magna Group as the CEO. His career is a testament to his energy, drive and ambition. Hailing from a family of well-esteemed construction professionals he has bolstered this tradition by starting his own companies in construction, property acquisition and property development.

Starting from the foot of the construction ladder, he is a self-taught professional and has experienced most aspects of construction and residential real estate development. He has a relentless work ethic and this, combined with an outstanding knowledge of construction, real estate, raising capital, equity markets and business, gives him an excellent foundation to lead Magna Group to continued success.

Chris has remarkable leadership qualities and is adept at building and managing high performance teams. He has successfully raised tens of millions of pounds in joint venture equity for use in real estate development projects. He is an accomplished networker and an avid reader, attending many courses each year on personal development, leadership, sales, real estate funds, private equity and family offices.

Peter Malone Non – Executive Chairman

Peter Malone is the Founder & CEO of Hospitality People Group, with the HPG, Madison Mayfair and FM Recruitment brands specialising in senior search and selection focussed on hotels Worldwide. The Company had placed over 5000 executives. Prior to setting up the business in 1995, Peter was the Director of Finance EAME for Hilton International, responsible for the portfolio of 42 owned, leased and managed hotels.

Peter's earlier career includes being Managing Director of Europa Hotels which owned and operated 25 hotels in the provincial UK market. Peter was also Finance Director EAME for Holiday Inns Inc. when it was a publicly quoted corporation. Prior to this Peter worked for ITT Sheraton for twelve years in unit and area finance roles and spent two years at the Gleneagles Hotel.

Peter is a Fellow of the Institute of Hospitality and an Honorary Fellow of HOSPA and trained as an accountant. He is married with two children and lives in central London.

Oliver Mason Head of Global Acquisitions

Oliver, one of the founding partners, leads the acquisitions department within the company as the Acquisitions Director. He has worked alongside Chris in a variety of roles within the construction, property and real estate development industry prior to establishing Magna Group.

Oliver's work ethic could be described as very much hands-on. His key strengths include analysing the viability of projects and assembling the correct project team.

His sales and management skills have been vital in finding the best opportunities, initiating joint ventures and seeking and securing investments for the business. Oliver has successfully raised multiple millions in joint venture finance as well as attracting foreign investment.

In sharing the same corporate vision, he brings huge reserves of leadership and energy to his professional team.



Jonathan Beach
Head of Developments

Jonathan's career has incorporated working in major corporate environments as the Land and New Homes Director at Townends Group as well as a seven-year period as an Equity Director at Savills, where he established the largest Land and New Homes department in the South East of England. Jonathan has also successfully established his own businesses in development consultancy. He founded Homes 2 Own as a developer and new homes provider before joining forces with Magna Group in the initial stages. With a wealth of experience working within the residential real estate agency market, planning and development, Jonathan has developed an encyclopaedic geographical knowledge of London and Southern England.

Through his career as a chartered planning and development surveyor as well as quantity surveyor, Jonathan has gained extensive understanding of the procedures in house building. Jonathan's range of contacts in the industry is invaluable.

Rod Davensac
Chief Operations Officer

Rod has a wealth of experience in the construction development industry his enthusiasm, energy, knowledge and commitment which ensures a unique balance that guarantees success. Rod started his career as a trainee Carpenter/ Joiner in 1984 refurbishing properties in Kensington and progressed through to operating a UK Development business as the Construction Director responsible for the UK for a (CEE) Developer HB Reavis.

Rod moved on from HBR in May 2016 to set up his own development consultancy to provide construction solutions aligned with innovative ideas for the wider market. Rod has very hands on approach and is always willing to help others by sharing his experience to solve problems or streamline the process. Using his core skills gained as a joiner coupled with his 33 years' industry exposure he has an extremely sharp eye for quality, Rod always maintained an excellent safe culture on his projects and will never accept second best in safety or quality. Through his career he has had the opportunity to work in many sectors making him an excellent all-rounder and strives to make the construction industry a safer place to work.

His passion is to educate Clients, end users including the workforce in offsite fabrication technics utilising Smart construction solutions, this in time will see less of a need to working at height and remove unnecessary risks associated with the biggest safety issue in the industry. Since setting up his own business Rod has sat on the Construction Leadership Council and Build offsite panel focusing on three separate work streams including tackling the housing shortfall through innovation. The panels are represented both by industry leaders/ specialists and Government officials.



ADVISORS AND SERVICE PROVIDERS

Magna has been building working relationships with the following companies over the past few years and some relationships with the senior management team go back several decades. Having the right advisors is fundamental to business success and healthy growth and now as Magna prepares for its fifth year in business it has expanded its partnerships with its trusted advisors further afield.

Pinsent Masons LLP

30 Crown Place
Earl Street

London, EC2A 4ES
t: +44 (0) 20 7418 7000
f: +44 (0) 20 7418 7050

Hunter Jones

10-16 Tiller Road

CanaryWharf
London

E14 8PX

Dubai -

The Offices 1, (adjacent to the Dubai World Trade Centre), One Central
PO Box 115580, Dubai, UAE
t: +971 4 373 9700, f: +971 4 373 9701

SDI Capital

Office N1904, 19th Floor, Emirates Financial Towers, DIFC, Dubai, U.A.E

info@sdi-capital.com

t: +971 4 357 8234

Savills

33 Margaret Street
London

W1G 0JD

Mills and Reeve LLP

Monument Place

24 Monument Street
London

EC3R 8AJ

T 020 7648 9220, F 020 7648 9221

JLL

Knightsbridge Office

174 Brompton Road

London

SW3 1HP

1 New York Street

Manchester

M1 4AD(DX 14409 Manchester 2)

T 0161 235 5420, F 0161 235 5421



Equity for Growth (Securities) Limited

International House

24 Holborn Viaduct

City of London

London

EC1A 2BN

JMW Solicitors LLP

1 Byron Place

Manchester

M3 3HG

GVA

Berkeley Square House

Berkeley Square

London

W1J 6BR

Hogal Lovells

Dubai - Hogan Lovells (Middle East) LLP

19th Floor, Al Fattan Currency Tower

Dubai International Financial Centre

PO Box 506602, Dubai, United Arab Emirates



CORPORATE GOVERNANCE AND THE ROLE OF THE BOARD

The Director welcomes feedback and comments from the Noteholders at any time.

The Board retains full and effective control over the Company. The Company intends to hold regular monthly board meetings at which financial and other reports are considered and, where appropriate, voted on. Apart from regular meetings, additional meetings will be arranged when necessary.

The Board intends to establish an investment committee to advise on due diligence and on the terms of specific investments. The key factors in investment decisions will be the cash on cash return (ROCE) location, investment yield, the saleability of the product and whether it fits within the general business plan.

SETTLEMENT

The Loan Notes will be registered in the names of the Noteholders with the relevant certificate expected to be despatched by post no later than 30 days following subscription.

No temporary documents of title will be issued. All documents or remittances sent by or to a Subscriber, or as they may direct, will be sent through the post at the Subscriber's own risk.

The Company will procure the establishment and maintenance of a central register of Loan Notes which shall, in the absence of specific evidence to the contrary, be definitive as to the registration and time of subscription for the Loan Notes. Pending the dispatch of definitive Loan Note certificates (as applicable), any redemptions of Loan Notes will be certified against the Company's Loan Note register.

TO SUBSCRIBE

To subscribe, investors should read and complete the Offer Letter incorporating the Form of Acceptance and post that, together with the additional information and documents required by it, as soon as possible, to the Company as directed therein.

WAIVER

Whilst this investment opportunity will be secured by the security as listed above and throughout this document, prospective Subscribers must understand the risks associated with unregulated investment, including lending activities, and that economic factors can affect (positively and negatively) market values of the same.

As such, any person reading this Information Memorandum and considering the potential investment opportunity should carry out their own due diligence in respect of such opportunity and make their own commercial assessment of an investment opportunity after seeking the advice of an appropriately authorised or regulated financial advisor. Prospective Subscribers are also encouraged and recommended to take their own independent legal and taxation advice together with any other advice that they may consider necessary to consider the benefit and risk attached to this investment opportunity. They are also directed to the Risk Factors in Part III.

The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017



It is a term of the Offer that, in order to comply with the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017, the Company is entitled to require, at its absolute discretion, verification of the identity of any applicant.

Pending the provision of evidence satisfactory to the Company as to the identity of the applicant, the Company shall not be obliged to accept the Form of Acceptance.

If verification of identity is so required, this may result in a delay in dealing with an application and/or ultimate rejection of it. The Company reserves the right, in its absolute discretion, to reject any application in respect of which the Company considers that, having requested verification of identity, it has not received evidence of such identity satisfactory to it by such time as may be specified in the request for verification of identity or, in any event, within a reasonable period.

The making of all applications, acceptances of applications and contracts resulting there from under the Offer shall be governed by and construed in accordance with the law of England and Wales, and each party submits to the jurisdiction of the courts of England and Wales.

ADDITIONAL INFORMATION

Prospective Subscribers should read the whole of this document, which provides additional information on the Company and the Offer, and not rely on summaries or individual parts only. In particular, the attention of the prospective Subscribers is drawn to Part III which contains a summary of the risk factors considered by the Director to be relevant when considering investing in the Loan Notes.



PART III

RISK FACTORS

It is vitally important that you read and fully understand the following risks of investing.

An investment in the Loan Notes involves a high degree of risk. Accordingly, the prospective Subscribers should consider carefully all of the information set out in this document and the risks attaching to an investment in the Company, including, in particular, the risks described below, prior to making any investment decision. The information below does not purport to be an exhaustive list or summary of the risks which the Company may encounter and is not set out in any particular order of priority. Prior to making an investment decision, the prospective Subscribers should consider whether an investment in the Company through the Loan Notes constitutes a suitable investment for them in light of their circumstances, tax position and the financial resources available to them.

The Company's business, financial condition or operations could be materially and adversely affected by the occurrence of any of the risks described below. In such case, the value of the Loan Notes could decline due to any of these risks and the Subscribers could lose all or part of their investment, although it will be secured by the security as listed above and throughout this document. Additional risks and uncertainties not presently known to the Director, or that the Director currently deem immaterial, may also have an adverse effect on the Company.

General

There can be no guarantee that the Company will achieve its stated trading objectives. The value of the Company's assets may go down as well as up. Investors may therefore realise less than their original investment.

The Company is a newly incorporated SPV established for the purposes of making the investment opportunity and to utilise the experience and contacts of Magna's and the Company's Director to build a valuable and substantial portfolio. However, this does mean that the Company does not have a detailed trading history on which investors can evaluate its potential future profitability from past performance.

The Company does not have any assets currently and therefore lenders have no existing security.

The Company undertakes that it will not utilise for working capital purposes and the payment of commissions to the brokers that promote this raise of the Company and its subsidiaries (if any) more than 39% of the Loan Notes subscription. Accordingly, the value of property assets held under charge by the Security Trustee may be less than the total monies invested by way of the Loan Notes.

Risks specific to investing in Micro-Cap Companies

The Company's and Magna's core business and activities are to being a property developer. This is both speculative and non-speculative, dependant on the long term strategic associations, including value added products and assets that Magna is capable of funding. The legal arrangements to put these financings in place may vary depending on a number of factors including the nature and



features of the property development, financing process and the sums undertaken by the Company and Magna and other entities in related transactions. The Director believes the legal advisors have provided the most effective protection to the Company.

Operational Risk

The Company, Magna, its affiliates and subsidiaries (if any from time-to-time) are exposed to operational risk. Operational risk is the risk of losses that may arise as a result of system inefficiencies, breakdowns in internal processes, human error or the effect of any external negative factor. There can be no assurance that the Company will be able to prevent operational risks materialising, or mitigate the damage caused should such operational risks materialise.

Financing Risk

The Company's and Magna's core business and activities is, but is not limited to being, a property developer. Although financings are typically secured by related parties involved in the relevant transactions, there can be no absolute assurance that upon a default, the Company can recover the amount of the financing in default.

Liquidity Risk

Typically, investments into private equity, bonds, loan notes, debentures and unlisted public companies are subject to limits in the levels of liquidity which may impact the ability of the company to exit their investments within the desired time frames. Magna's and the Company's Director, and advisors do all they can to identify and plan for liquidity. However, there can be no assurance that the Company will be able to plan for and mitigate the damage caused should it find itself in circumstances of liquidity stress or shortfalls.

Execution and costs risks

Whilst the Company and/or Magna has already agreed build costs for the current and proposed properties, the Company and/or Magna may find that the costs or other risks associated with buying the Property are in excess of the sums set aside for doing so or are in excess of the amounts required to provide the returns identified in this document as being available.

Development Risk

Development of the Property carries execution risk. Unanticipated situations may arise on site or may affect builders or contractors (which may include unforeseen circumstances such as the presence of protected wildlife, inclement weather, insolvency affecting contractors, unforeseen ground conditions etc.) each of which may cause increased cost or delay or cause the project to fail (in extreme circumstances).

Value of the Property

The Subscribers are dependent upon the realisation of the value of the assets of the Company, this includes current properties and future ones yet to be purchased to get their money back and obtain a return. Whilst the acquisition and exit strategies described in this document seek to minimise risk in this regard and to maintain adequate day to day cash flow and capital expenditure funds, the market value of the Property can go down as well as up, and the Company may not get back the sums it invests in the Property. This will be likely to adversely affect the returns to the



Subscribers. The Company may not have prior arrangements in place with any potential acquirer of the Property, and accordingly there is no guaranteed exit route to recover the investment on sale of the Property (or otherwise).

Hidden Defects

Whilst the Director will take steps to survey the Property, there may be hidden defects which were not apparent or identified and which may later affect the Property's rental income and ultimate sale price achieved from the Property.

Dependence on key executives and personnel

The Company's future success is substantially dependent on the continued services and performance of its and Magna's Directors and senior management. The Director cannot give assurances that members of the senior management team and the Directors of Magna Group will continue to remain with the Company. The loss of the services of the Directors, members of senior management and other key employees of Magna Group could damage the Company's business. Further details on the Director and senior management may be found in Part I of this document.

The company will mitigate this risk by providing appropriate incentives for senior staff to have an interest in the long term success of the business.

The need to Raise Additional Capital in the Future

It is difficult for the Director to accurately predict the timing and amount of future costs and therefore of any future need to raise further capital. If the plans or assumptions set out in the Company's business plan change or prove to be inaccurate, the Company may require further financing. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or sell the Property (or any of them), and such sale may not be at the prices expected by the Director or required to give the indicative returns.

Government and legislative change and threat of litigation

Changes in Government policy (and in particular changes (namely increases) in taxation) could affect the return on any investment in the Company and/or the Company's business.

Inflation figures used internally by the Directors of Magna Group in projecting financial returns may be higher or lower than originally forecast. The core financial forecast has been prepared based on income and expenditure in real terms. It has been assumed that fees charged will be adequate to offset inflation in operating costs.

Liquidity of the Loan Notes

The Loan Notes cannot be transferred to any third party and are not listed on any stock exchange. The return on the Loan Notes is not guaranteed and prospective investors should be aware they may therefore not recover either their original investment in the Loan Notes or the levels of return stated on the face of the notes.

All investments carry an element of risk. However, investments in private limited companies can carry a significantly greater risk than, for example, investments in shares issued by FTSE 100 companies.

Property

Investment in real estate is speculative in nature and involves substantial risk of loss. The performance of the Loan Notes and the value of the underlying properties are subject to general economic conditions and risks associated with our real estate assets. Real estate investments are relatively illiquid and, as a result, there may be a limited ability to sell investment properties. Income from and the value of the properties acquired may be adversely affected by the following factors:

- downturns in international, national, regional and local economic conditions (particularly increases in unemployment);
- the attractiveness of the properties acquired to potential tenants and competition from other properties;
- increases in the supply of or decreases in the demand for similar or competing properties in our target markets;
- bankruptcies, financial difficulties or lease defaults by tenants;
- changes in interest rates, availability and terms of debt financing;
- changes in operating costs and expenses;
- changes in, or increased costs of compliance with, governmental laws, rules, regulations and fiscal policies, including changes in tax, real estate, environmental and zoning laws, and potential liability there under;
- the illiquidity of real estate investments generally;
- the ongoing need for capital improvements, particularly in older properties;
- the ability or unwillingness of residents to pay rent increases;
- civil unrest, acts of God, including earthquakes, floods and other natural disasters, which may result in uninsured losses, and acts of war or terrorism;
- rent control or rent stabilization or other housing laws, which could prevent us from raising rents; and
- increases in property-level maintenance and operating expenses.

Financial Services Compensation Scheme

Subscribers will not be able to claim under the Financial Services Compensation Scheme (FSCS) established by the Financial Conduct Authority (FCA) in the event that the Company fails, although a Security Trustee has been appointed to represent the Note Holders in the event of a default.

Forward looking statements

This Information Memorandum includes statements that are (or may be deemed to be) “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology including the words “believes”, “continues”, “expects”, “intends”, “may”, “would” or “should” or, in each case their negative or other variations or comparable terminology.

These forward-looking statements include all matters that are not historical facts.

Forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements contained in this Information Memorandum based on past trends or activities should not be taken as a representation that such trends or activities will continue in the future. They cannot provide any guarantee that the company will have sufficient assets to meet its liabilities and therefore Noteholders may not receive any of their original subscription back in the event of a Company failure.



The foregoing factors are not exhaustive and do not purport to be a complete explanation of all the risks and significant considerations involved in investing in the Loan Notes. Accordingly, and as noted above, additional risks and uncertainties not presently known to the Director, or that the Director currently deems immaterial, may also have an adverse effect on the Company's business and prospects.



PART IV

ADDITIONAL INFORMATION

1. Incorporation

- 1.1 The Company was incorporated and registered in England and Wales on 3 October 2018 as a private limited company with registered number 11602211.
- 1.2 The principal legislation under which the Company operates is the Act. The liability of the Company's members is limited.
- 1.3 The registered office of the Company is Berkeley House, Berkeley Square, Mayfair, W1J 6BD.
- 1.4 The Company's principal objects and activities are to act as a general commercial company. The objects of the Company are unrestricted, and further details are contained in the Articles.
- 1.5 Further details of the Company are set out in paragraph 5 below in this Part IV.
- 1.6 The Company has no subsidiaries.

2. Share and loan capital

- 2.1 At the date of this document, the issued share capital of the Company is 1 ordinary share of £1 held by Christopher Madelin.
- 2.2 Save as referred to in this Part IV, no share or loan capital of the Company is in issue or under an option or has been agreed, conditionally or unconditionally, to be issued or put under option.
- 2.3 Save for as disclosed in this document there are no outstanding loans granted by the Company to the Director or granted by the Director to the Company nor are there any guarantees provided by the Company for the benefit of the Director or provided by the Director for the benefit of the Company.
- 2.4 Save as otherwise disclosed in this document, the Director has no or had no interest, whether direct or indirect, in any assets which have been acquired by, disposed of by or leased to the Company or which are proposed to be acquired by or leased to, the Company.

3. Director, service agreements, letters of appointment and related details

- 3.1 The Director will have a service agreement with the Company in due course, which will be amended by the Board as required, and will provide for normal market remuneration, whilst having regard to the performance of the Company and the interests of the various stakeholders within it. The Director is interested in the share capital of the Company and thus has interests which are aligned with those of the Subscribers.
- 3.2 The aggregate of the remuneration paid and benefits in kind granted to the Director by the Company prior to the date of this document is £0.

- 3.3 There are no arrangements under which the Director has waived or agreed to waive future emoluments nor have there been any such waivers of emoluments
- 3.4 At the date of this document, the Director have not:
- 3.4.1 had any unspent convictions in relation to any indictable offences; or
 - 3.4.2 been bankrupt or entered into an individual voluntary arrangement; or
 - 3.4.3 been a director of any company at the time of or within 12 months preceding any receivership, compulsory liquidation, creditors voluntary liquidation, administration, company voluntary arrangement or any composition or arrangement with that company's creditors generally or with any class of its creditors; or
 - 3.4.4 been a partner in a partnership at the time of or within 12 months preceding any compulsory liquidation, administration or partnership voluntary arrangement of such partnership; or
 - 3.4.5 had his assets the subject of any receivership or has been a partner of a partnership at the time of or within 12 months preceding a receivership of any assets of such partnership; or
 - 3.4.6 been subject to any public criticism by any statutory or regulatory authority (including any designated professional body) nor has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of a company.

4. Taxation

- 4.1 The following statements are intended as a general rule only to current United Kingdom tax legislation and to what is understood to be the current practice of the United Kingdom taxation authorities for subscribers to loan notes who are resident or ordinarily resident in the United Kingdom for tax purposes and who hold their loan notes as an investment. Therefore, it may not apply to the Subscribers. **If the Subscribers are in any doubt as to their tax position it is strongly recommended to consult their professional advisers immediately.**

4.2 Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

The statements below summarise the current position and are intended as a general guide only to stamp duty and SDRT. Special rules apply to agreements made by broker dealers and market makers in the ordinary course of their business and to certain categories of person (such as depositories and clearance services) who may be liable to stamp duty or SDRT at a higher rate. No stamp duty or SDRT will generally be payable on the issue or on the registration of the Loan Notes (for cash) to be issued pursuant to the Offer. A transfer for value of the Loan Notes will generally be subject to stamp duty or SDRT. Stamp duty will arise on the execution of an instrument to transfer Loan Notes and is normally a liability of the purchaser or transferee. The amount of stamp duty or SDRT payable on the consideration for the transfer is generally calculated at the rate of 0.5 per cent of the consideration paid (with stamp duty rounded up to the nearest £5).

4.3 Taxation of Interest



Interest paid on the Loan Notes will be paid gross with no tax withheld. Subscribers are advised to seek tax advice.

5. The Company and its subsidiaries

- 5.1 The Company currently has no subsidiaries or subsidiary undertakings.
- 5.2 There are no exceptional factors which have influenced the Company's activities as at the date of this document.
- 5.3 There are no significant investments by the Company under active consideration except any property transactions it may/may not be carrying out due diligence on.
- 5.4 Save as disclosed in this document, there are no patents or other intellectual property rights, licences, or particular contracts which are or may be of fundamental importance to the business of the Company.

6. Working capital

The Director is of the opinion that, having made due and careful enquiries and taking into account the minimum net proceeds of the Offer receivable by the Company, the working capital available to the Company is sufficient for its present requirement, that is, for at least the next twelve months.

7. Litigation

As at the date of this document, the Company is not and has not been involved in any legal or arbitration proceedings which may have, or has had prior to the date of this document, a significant effect on the Company's financial position nor, so far as the Company is aware, are any such proceedings pending or threatened by or against any member of the Company.

8. General

- 8.1 There have been no interruptions in the Company's business since the Company's incorporation which may have or have had a significant effect on the Company's financial position.
- 8.2 The Loan Notes have not been and will not be admitted to dealings on any recognised investment exchange nor has any application for such admission been made and it is not intended to make any other arrangements for dealings in the Loan Notes on any such exchange.
- 8.3 The accounting reference date of the Company is 31st October.
- 8.4 Save as provided in the Articles and as detailed in paragraph 3 of Part IV of this document there are no specified dates on which entitlements to dividends or interest payable by the Company arise. The Company has not made any distributions since its incorporation.
- 8.5 The arrangements for payment of the Loan Notes are set out in the accompanying Form of Acceptance. Loan Note certificates will be sent to successful applicants by first class post at the risk of the applicant as described in Part 1 of this document. Loan Notes will not be issued in uncertificated form.



9. Documents Available for inspection

9.1 Copies of the following documents may be inspected at the registered office of the Company or on request by post or email to the director, at the registered office from the date of this document:

- (a) the Articles; and
- (b) the Loan Note Instruments.

14th MARCH 2019



APPENDIX 1
FORM OF LOAN NOTE INSTRUMENT

DATED 14th MARCH 2019

(see attached)