

THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take you are recommended to seek your own financial advice immediately from your stockbroker, bank, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000 (the "FSMA") if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

This Prospectus comprises a prospectus relating to Chrysalis Investments Limited (the "**Company**") in connection with the issue of Shares, prepared in accordance with the Prospectus Regulation Rules of the Financial Conduct Authority made pursuant to section 73A of the FSMA. This Prospectus has been approved by the Financial Conduct Authority for the purposes of the UK version of Regulation (EU) 2017/1129 (the "**EU Prospectus Regulation**") which forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"). The Financial Conduct Authority only approves this Prospectus, as the competent authority under the Prospectus Regulation Rules, as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Company that is the subject of this Prospectus or of the quality of the Shares. This Prospectus has been drawn up and published in accordance with the UK Prospectus Regulation.

Investors should make their own assessment as to the suitability of investing in the Shares. The Shares are only suitable for investors: (i) who understand and are willing to assume the potential risks of capital loss and that there may be limited liquidity in the underlying investments of the Company; (ii) for whom an investment in the Shares is part of a diversified investment programme; and (iii) who fully understand and are willing to assume the risks involved in such an investment. If you are in any doubt about the contents of this Prospectus, you should consult your accountant, legal or professional adviser or financial adviser.

The Company is an investment company registered with the Guernsey Financial Services Commission ("**GFSC**") under the Registered Collective Investment Scheme Rules 2018 (the "**RCIS Rules**") and the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended (the "**POI Law**"). The GFSC, in granting registration, has not reviewed this Prospectus but has relied upon specific warranties provided by Maitland Administration (Guernsey) Limited, the Company's designated administrator.

chrysalis investments

CHRYSLIS INVESTMENTS LIMITED

(Incorporated in Guernsey under the Companies (Guernsey) Law, 2008, as amended, with registered number 65432)

Initial Placing, Intermediaries Offer, Offer for Subscription and Open Offer for a target issue of 116,771,687 Ordinary Shares¹ of no par value each at an Initial Issue Price of £2.05 per Ordinary Share

and

Placing Programme for Ordinary Shares and/or C Shares for up to 600 million Ordinary Shares and/or C Shares (inclusive of the Ordinary Shares issued pursuant to the Initial Placing, Intermediaries Offer, Offer for Subscription and Open Offer)

and

Admission of Ordinary Shares and C Shares to the premium segment of the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange's Main Market

Investment Adviser

JUPITER INVESTMENT MANAGEMENT LIMITED

*Sponsor, Global Co-ordinator
and Joint Bookrunner*

LIBERUM CAPITAL LIMITED

Joint Bookrunner

NUMIS SECURITIES LIMITED

¹ The Directors have reserved the right, in consultation with the Joint Bookrunners, to increase the size of the Initial Issue to a maximum of 146,341,463 Ordinary Shares if overall demand exceeds 116,771,687 Ordinary Shares, with any such increase being announced through an RNS announcement.

The GFSC does not take any responsibility for the financial soundness of the Company or for the correctness of any of the statements made or opinions expressed with regard to it.

The Company and each of the Directors, whose names appear on page 39 of this Prospectus, accept responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Company and the Directors, the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

Prospective investors should read the entire Prospectus and, in particular, the section headed “Risk Factors” beginning on page 12 when considering an investment in the Company.

Applications will be made for the Shares to be admitted to listing on the premium segment of the Official List and to trading on the London Stock Exchange’s Main Market. It is expected that Initial Admission will become effective and that dealings in the Ordinary Shares issued pursuant to the Initial Issue will commence at 8.00 a.m. on 30 March 2021 in respect of the Initial Issue. Dealings on the London Stock Exchange before Initial Admission will only be settled if Initial Admission takes place. The Shares will not be dealt in on any other recognised investment exchange and no other such applications have been made or are currently expected.

The Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the “**Securities Act**”), or under the securities laws or with any securities regulatory authority of any state or other jurisdiction of the United States. Accordingly, the Shares may not be offered or sold within the United States or to, or for the account or benefit of US persons (as defined in Regulation S under the Securities Act (“**Regulation S**”)), except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the Securities Act. The Shares are being offered and sold (i) outside the United States to non-US-persons in reliance on Regulation S and (ii) within the United States only to persons reasonably believed to be qualified institutional buyers (“**QIBs**”), as defined in Rule 144A under the Securities Act, that are also qualified purchasers (“**QPs**”), as defined in Section 2(a)(51) of the US Investment Company Act of 1940, as amended (the “**Investment Company Act**”) and who deliver to the Company and Liberum or Numis Securities (as applicable) a signed Investor Representation Letter. The Company has not been, and will not be, registered under the Investment Company Act, and investors will not be entitled to the benefit of that Act. No offer, purchase, sale or transfer of the Shares may be made except under circumstances which will not result in the Company being required to register as an investment company under the Investment Company Act.

The Shares have not been approved or disapproved by the US Securities and Exchange Commission, any State securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of Shares or the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

This document does not constitute a prospectus for the purposes of any offer of shares in any EEA Member State (“**EEA Member State**”) and has not been approved by a competent authority in any EEA Member State for the purposes of the EU Prospectus Regulation. Accordingly, the Shares may only be offered to persons in any EEA Member State who are “qualified investors” within the meaning of EU Prospectus Regulation or in other circumstances in which a prospectus is not required by the EU Prospectus Regulation and, in any event, subject to compliance with the requirements of the AIFMD as implemented in that EEA Member State.

Liberum and Numis Securities, each of which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, are acting exclusively for the Company and for no one else in relation to (as applicable) Initial Admission, the Initial Placing, the Intermediaries Offer, the Offer for Subscription, the Open Offer, each Subsequent Placing and/or the Placing Programme and the other arrangements referred to in this Prospectus. Neither Liberum nor Numis Securities will regard any other person (whether or not a recipient of this Prospectus) as its client in relation to Initial Admission, the Initial Placing, the Intermediaries Offer, the Offer for Subscription, the Open Offer, each Subsequent Placing and/or the Placing Programme and the other arrangements referred to in this Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing any advice in relation to Initial Admission, Initial Placing, the Intermediaries Offer, the Offer for Subscription, the Open Offer, each Subsequent Placing and/or the Placing Programme, the contents of this Prospectus or any transaction or arrangement referred to in this Prospectus. Apart from the responsibilities and liabilities, if any, which may be imposed on Liberum and/or Numis Securities by the FSMA or the regulatory regime established thereunder, neither Liberum nor Numis Securities makes any representation express or implied in relation to, nor accepts any responsibility whatsoever for, the contents of the Prospectus or any other statement made or purported to be made by it or on its behalf in connection with the Company, the Shares, Initial Admission, the Initial Placing, the Intermediaries Offer, the Offer for Subscription, the Open Offer, each Subsequent Placing and/or the Placing Programme. Each of the Joint Bookrunners (and each of their respective affiliates) accordingly, to the fullest extent permissible by law, disclaims all and any responsibility or liability (save for any liability imposed on them under FSMA or the regulatory regime established thereunder) whether arising in tort, contract or otherwise which it might have in respect of the contents of the Prospectus or any other statement made or purported to be made by it or on its behalf in connection with the Company, the Shares, Initial Admission, the Initial Placing, the Intermediaries Offer, the Offer for Subscription, the Open Offer, each Subsequent Placing and/or the Placing Programme.

This Prospectus is dated 10 March 2021.

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Summary

Section A – Introduction, containing warnings

The securities offered under the Initial Issue and Placing Programme are Ordinary Shares and/or C Ordinary Shares, each of no par value in the capital of Chrysalis Investments Limited (formerly known as Merian Chrysalis Investment Company Limited) (the “**Company**”). The International Securities Identification Number (ISIN) of the Ordinary Shares is GG00BGJYPP46 and the ISIN of any class of C Shares that may be issued under the Placing Programme is not known at the date of this Prospectus and will be announced by way of RNS announcement at the appropriate time.

The Company can be contacted by writing to the Directors at its registered office at 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey, GY1 1WD, or by calling, within business hours, +44 (0)1481 749 360. The Company’s Legal Entity Identifier (LEI) number is 213800F9SQ753JQHSW24.

The competent authority, which approved this prospectus on 10 March 2021, is the Financial Conduct Authority, 12 Endeavour Square, London E20 1JN. Contact information relating to the FCA can be found at <http://www.fca.org.uk/contact>.

This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on consideration of this Prospectus as a whole by the investor.

The price of the Shares may fluctuate in response to a number of factors, many of which may be out of the Company’s control, and investors could lose all or part of their investment. Investors should consider carefully whether an investment in the Shares is suitable for them in light of the information in this document and their personal circumstances.

Where a claim relating to the information contained in a prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the prospectus before the legal proceedings are initiated.

Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the prospectus, or it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities.

You are about to purchase a product that is not simple and may be difficult to understand.

Section B – Key Information on the Issuer

Section B(1) – Who is the issuer of the securities?

Following the passing of a special resolution of the members of the Company on 18 December 2020, the legal and commercial name of the Company, formerly known as Merian Chrysalis Investment Company Limited, is now Chrysalis Investments Limited. Its Legal Entity Identifier (LEI) is 213800F9SQ753JQHSW24. The Company is a limited company registered and incorporated in Guernsey under the Companies Law and domiciled in Guernsey and operates under Guernsey law in accordance with its Articles.

The Company’s principal activities are to generate long-term capital growth through investing in a portfolio consisting primarily of equity or equity related investments in unquoted companies.

As at the date of this Prospectus, in so far as it is known to the Company, the following persons held directly or indirectly 5 per cent. or more of the Company’s voting rights¹:

Name	Number of voting rights held	% of voting rights held
Jupiter Fund Management plc	96,195,521	23.99
Quilter plc	27,258,565	6.80
Rathbones Investment Management Ltd	26,959,069	6.72
Brooks Macdonald Asset Management Limited	24,956,889	6.22
Brewin Dolphin Ltd	24,444,214	6.10

¹ Jupiter UK Mid Cap Fund, Jupiter UK Smaller Companies Fund, Jupiter UK Smaller Companies Focus Fund, Jupiter UK Specialist Equity Fund and Jupiter Fund of Investment Trusts, each of which is a fund managed on a discretionary basis by the Investment Adviser, together hold a total of 23.99% of the issued share capital and voting rights in the Company.

All Shareholders have the same voting rights in respect of each Share of the Company.

As at the date of this Prospectus, the Company and the Directors are not aware of any person who, directly or indirectly, jointly or severally, exercises or could exercise control over the Company.

The Company has no managing directors. The Directors, all of whom are non-executives, are Andrew Haining (Chairperson), Stephen Coe, Simon Holden, Anne Ewing and Tim Cruttenden.

The Company's auditor is KPMG Channel Islands Limited.

Section B(2) – What is the key financial information regarding the issuer?

The selected historical financial information, which has been extracted from the Company's audited financial statements, which summarise the Company's financial condition for the financial year ending 30 September 2020 and financial period ending 30 September 2019 is summarised in the following tables:

Statement of Comprehensive Income

	For the period from 1 October 2019 to 30 September 2020 (audited)	For the period from incorporation on 3 September 2018 to 30 September 2019 (audited)
Total income (£'000)	560	430
Net gains on investments held at fair value through profit or loss (£'000)	197,426	12,449
Losses on currency movements (£'000)	(985)	(15)
Investment management fees (£'000)	(34,692)	(517)
Other expenses (£'000)	(1,897)	(1,082)
Gain before finance costs and taxation (£'000)	160,412	11,265
Withholding tax expense (£'000)	—	—
Finance costs (£'000)	—	(1)
Total gains and comprehensive income for the year/period (£'000)	160,412	11,264
Gain per Ordinary Share (pence)	47.64	7.59

Statement of Financial Position

	30 September 2020 (£'000) (audited)	30 September 2019 (£'000) (audited)
<u>Non-current assets</u>		
Investments held at fair value through profit or loss	606,287	170,040
<u>Current assets</u>		
Other receivables	267	82
Cash and cash equivalents	15,559	212,665
Total assets	622,113	382,787
<u>Current liabilities</u>		
Total liabilities	(80,070)	(1,157)
Net assets	542,043	381,630
<u>Equity attributable to equity shareholders</u>		
Share capital	370,366	370,366
Capital reserve	176,810	12,704
Revenue reserve	(5,134)	(1,440)
Total equity	542,043	381,630
Net asset value per Ordinary Share (pence)	160.97	113.33
Number of Ordinary Shares in issue	336,742,424	336,742,424

Statement of Cash Flows

	For the period from 1 October 2019 to 30 September 2020 (£'000) (audited)	For the period from incorporation on 3 September 2018 to 30 September 2019 (£'000) (audited)
Cash flows from operating activities	(197,107)	(157,686)
<u>Adjustments for:</u>		
Effect of foreign exchange	(985)	(15)
<u>Cash flows from financing activities</u>		
Issue of Ordinary Shares	—	375,000
Expenses of Ordinary Share issuance	—	(4,634)
Net cash flow from financing activities	—	370,366
Net increase in cash and cash equivalents	(197,106)	212,680
Cash and cash equivalents at beginning of the year/period	212,665	—
Cash and cash equivalents at the end of the year/period	15,559	212,665
<u>Cash and cash equivalents comprise of the following:</u>		
Cash at bank	15,559	189,670
Cash equivalents – UK treasury bills	—	22,995

Neither *pro forma* financial information nor any qualified audit report has been included in this Prospectus.

Performance

As at 30 September 2019 (audited)

<u>Share Class</u>	<u>Total NAV (£'000)</u>	<u>No. of shares in issue</u>	<u>NAV/share (p)</u>
Ordinary Shares	381,630	336,742,424	113.33

As at 30 September 2020 (audited)

<u>Share Class</u>	<u>Total NAV (£'000)</u>	<u>No. of shares in issue</u>	<u>NAV/share (p)</u>
Ordinary Shares	542,043	336,742,424	160.97

Since 30 September 2020, on 9 October 2020 the Company issued a total of 64,189,189 Ordinary Shares at an issue price of 148p per Ordinary Share, raising gross proceeds of approximately £95 million. It has also incurred borrowings of £15 million under the Revolving Credit Facility. In addition, the Net Asset Value per Ordinary Share as at 31 December 2020 rose 12.3% as compared to Net Asset Value per Ordinary Share at 30 September 2020.

On 1 March 2021, one of the Company's investments, Klarna, announced a funding round valuing the company at \$31 billion post-money, which it is estimated would result in a gross increase in the Net Asset Value per Ordinary Share of approximately 32 pence (based on Swedish Krona foreign exchange rates as of 26 February 2021) as compared to the Company's Net Asset Value per Ordinary Share as at 31 December 2020.

On 8 March 2021, Starling Bank announced the completion of a major funding round, conducted at a post new-money valuation of £1.3 billion. It is estimated that this will lead to a gross increase in the Net Asset Value per Ordinary Share of approximately 6p as compared to the Company's Net Asset Value per Ordinary Share as at 31 December 2020 (calculated on the basis that the achieved valuation on the funding round is applied to revalue the Company's holding of the asset).

Section B(3) – What are the key risks that are specific to the issuer?

The key risks that are specific to the Company are:

- There can be no guarantee that the future performance of the Company will reflect the historic performance of the Company, and adverse market conditions could have a significant impact on the Company and the value of its investment portfolio.
- There can be no guarantee that the basis of calculation of the value of the Company's investments will reflect the actual value achievable on realisation of those investments.
- The Company invests in late-stage private growth companies which are likely to depend on the management talents of an individual founder or a small group of key individuals.
- The Company historically has not taken, and it is expected that the Company will not take, majority shareholder interests in its investments, notwithstanding that the Company shall not be restricted from doing so. Therefore, the Company may have a limited ability to protect its position in such investments. The Company's portfolio includes significant investments in which the Company is a minority investor with relatively little ability to influence the operation of such investee companies.
- The Company is not constrained to specific weightings to any sector.
- The Company relies on key individuals at the Investment Adviser to identify and select investment opportunities and to manage the day-to-day affairs of the Company. There can be no assurance as to the continued service of these key individuals at the Investment Adviser.
- The Investment Adviser is entitled to a Performance Fee under the terms of the Portfolio Management Agreement. Subject to the satisfaction of certain requirements needed to earn a Performance Fee, the Investment Adviser is entitled to be paid that Performance Fee based on, among other things, the value of an investment (less cost) at the IPO of an investee company. The Company may need to liquidate investments in its portfolio (or utilise borrowings under any debt facility available to it) to realise sufficient cash resources to pay the Performance Fee, although the Company may defer payment of the Performance Fee for a period of three months (or such other time period as may be agreed with the Investment Adviser) in order to realise sufficient cash resources
- The Company does not follow any benchmark and, therefore, the Shares are an unsuitable investment for those who seek investments in some way correlated to a stock market index.
- Any changes to the tax status or tax residence of the Company or any of its underlying investments, the tax rates (or availability of reliefs) applicable to the Company or any of its underlying investments or the dividend, tax or accounting practice (in Guernsey, the UK or elsewhere) of the Company or any of its underlying investments may have an adverse effect on the value of investments held by the Company and/or returns available on an investment in the Company.

Section C – Key Information on the Securities

Section C(1) – What are the main features of the securities?

The securities to be admitted to trading are: (i) Ordinary Shares of the Company of no par value, whose ISIN is GG00BGJYPP46, and whose SEDOL is BGJYPQ5 and (ii) C Shares of the Company of no par value, the ISIN and SEDOL of any such class of which is not known at the date of this Prospectus. The ISIN and SEDOL of any class of C Shares that may be issued under the Placing Programme will be announced by way of RNS announcement at the appropriate time. The Shares are denominated in pounds sterling.

As at the date of this Prospectus, the Company has 400,931,613 fully paid Ordinary Shares of no par value in issue.

Subject to any special rights, restrictions or prohibitions regarding voting for the time being attached to any Shares, holders of Shares shall have the right to receive notice of and to attend, speak and vote at general meetings of the Company. For Shareholder resolutions in respect of a winding-up of the Company, each class of Shares will vote as a separate class. For all other resolutions, the holders of Ordinary Shares and each class of C Shares shall vote as one class.

No variation of the rights attaching to a class of Shares shall be effective unless the consent of the holders of a class of Shares has been obtained by way of special resolution.

Holders of Ordinary Shares are entitled to receive and participate in any dividends or other distributions of the Company other than in relation to assets attributable to any class of C Shares. Holders of any class of C Shares will be entitled to participate in any dividends and other distributions of the Company as the Directors may resolve to pay to holders of that class of C Shares out of the assets attributable to that class of C Shares (as determined by the Directors).

Upon winding-up of the Company:

- (a) subject to paragraph (b) below, the surplus assets of the Company available for distribution to holders of Ordinary Shares (after payment of all other debts and liabilities of the Company) shall be distributed *pro rata* amongst the holders of the Ordinary Shares according to their holdings of Ordinary Shares; and
- (b) the assets attributable to a class of C Shares shall be divided amongst the holders of the C Shares of such class *pro rata* according to their holdings of that class of C Shares.

The Company has no fixed life but, pursuant to the Articles, an ordinary resolution for the continuation of the Company will be proposed at the first annual general meeting of the Company following the fifth anniversary of IPO (being 6 November 2023) and, if passed, at the annual general meeting every three years thereafter. Upon any such resolution not being passed, proposals will be put forward to Shareholders for the reconstruction, reorganisation or winding-up of the Company within six months.

Each Ordinary Share and each C Share ranks equally with other Shares of the same class.

There are no restrictions on the free transferability of the Shares, subject to compliance with the applicable securities laws.

The Directors intend to manage the Company's affairs to achieve Shareholder returns through capital growth rather than income. Therefore, it should not be expected that the Company will pay a significant annual dividend, if any.

Section C(2) – Where will the securities be traded?

Applications will be made to the Financial Conduct Authority and the London Stock Exchange for all of the Shares to be issued pursuant to the Initial Issue and the Placing Programme to be admitted to the premium segment of the Official List and to trading on the London Stock Exchange's Main Market respectively. The existing Ordinary Shares are already traded there.

Section C(3) – What are the key risks that are specific to the securities?

The key risks that are specific to the Shares are:

- The value of the Shares and the income derived from those Shares (if any) can fluctuate and may go down as well as up. The Shares may trade at a discount to NAV.
- It may be difficult for Shareholders to realise their investment and there may not be a liquid market in the Shares.
- If the Directors decide to issue further Shares, the proportions of the voting rights held by Shareholders may be diluted.
- Sales of Shares by members of the Board or other funds managed for advised by the Investment Adviser, or the possibility of such sales, may affect the market price of the Shares.
- The Shares are subject to certain provisions that may cause the Board to refuse to register, or require the transfer of, Shares.
- Pending conversion of the C Shares into Ordinary Shares, the portfolio of assets attributable to the C Shares may be less diversified than that attributable to the Ordinary Shares.

Section D – Key information on the Offer and Admission

Section D(1) – Under which conditions and timetable can I invest in this security?

General terms and conditions

The Company intends to issue up to 600 million Ordinary Shares and/or C Shares pursuant to the Initial Issue and Placing Programme. 80,186,322 Ordinary Shares are being reserved under the Open Offer under which Shareholders will be entitled to subscribe for 1 Ordinary Share(s) for every 5 Ordinary Shares held on the Record Date and the balance of the Ordinary Shares available under the Initial Issue will be allocated to the Initial Placing, the Intermediaries Offer, the Offer for Subscription and/or the

Excess Application Facility. The Initial Issue and Placing Programme were announced on 10 March 2021. The Initial Issue will close on 25 March 2021 and the Placing Programme will close on 9 March 2022 (or any earlier date on which it is fully subscribed).

The Placing Programme is flexible and may have a number of closing dates in order to provide the Company with the ability to issue Shares on appropriate occasions over a period of time. The size and frequency of each Subsequent Placing will be determined jointly by the Company, Liberum and Numis Securities. The Initial Issue and Subsequent Placings will not be underwritten.

The issuance of Shares pursuant to the Initial Issue and the Placing Programme is conditional upon, *inter alia*:

- a) Initial Admission (in respect of the Initial Issue) and Programme Admission (in respect of each Subsequent Placing) occurring;
- b) the Placing Agreement becoming otherwise unconditional in respect of the Initial Issue or a Subsequent Placing (as applicable) and not being terminated in accordance with its terms, in each case before Initial Admission or the relevant Programme Admission becomes effective (as applicable); and
- c) if a supplementary prospectus is required to be published in accordance with FSMA, such supplementary prospectus being approved by the FCA and published by the Company in accordance with the UK Prospectus Regulation.

If any of these conditions are not met, the relevant issue of Shares pursuant to the Initial Issue or the Placing Programme (as applicable) will not proceed. There is no minimum amount required to be raised under the Initial Issue or any Subsequent Placing in order for the Initial Issue or Subsequent Placing to proceed.

The Initial Issue (other than the Open Offer) and each Subsequent Placing is not being made on a pre-emptive basis and existing Shareholders may participate in the Initial Issue or a Subsequent Placing on the same terms as any other new investor. Therefore, Shareholders who choose not to participate in the Initial Placing, the Intermediaries Offer, the Offer for Subscription or a Subsequent Placing for an amount at least *pro rata* to their holding will have their percentage holding diluted following Initial Admission or a Programme Admission (as applicable).

If 600 million Shares are issued pursuant to the Initial Issue and Placing Programme and, of which, 80,186,322 Ordinary Shares are issued in the Open Offer (representing the full Open Offer Entitlement): (i) Shareholders that only participate up to their respective share of the Open Offer Entitlement will experience a dilution of approximately 51.9 per cent. in their interest in the Company; and (ii) Shareholders that do not participate in the Open Offer or otherwise in the Initial Issue or Placing Programme will experience a dilution of approximately 59.9 per cent. in their interest in the Company.

The Company, the Investment Adviser, Liberum and Numis Securities have entered into the Placing Agreement, pursuant to which the Joint Bookrunners have agreed, subject to certain conditions, to use their respective reasonable endeavours to procure Placees for the Shares made available in the Initial Placing or any Subsequent Placing (as applicable).

Initial Issue

Ordinary Shares to be issued at the issue price of £2.05 each are available to the public in the United Kingdom under the Offer for Subscription and Intermediaries Offer. 80,186,322 Ordinary Shares are being reserved for Shareholders under the Open Offer under which Shareholders will be entitled to subscribe for 1 Ordinary Share for every 5 Ordinary Shares held on the Record Date. The Offer for Subscription and Intermediaries Offer is only being made in the UK but, subject to applicable law, the Company may allot Ordinary Shares on a private placement basis to applicants in other jurisdictions.

Applications under the Offer for Subscription must be for a minimum subscription amount of £1,000. All applications for Ordinary Shares under the Offer for Subscription will be payable in full, in Sterling, by a cheque or banker's draft drawn on a UK clearing bank.

The Company is targeting the issue of 116,771,687 Ordinary Shares pursuant to the Initial Issue at the Initial Issue Price of £2.05 per Ordinary Share. Assuming this target is met, the Initial Issue will raise total gross proceeds of approximately £239.4 million, which is subject to commissions and other estimated fees and expenses of approximately £4.8 million, resulting in total net proceeds from the offer of approximately £234.6 million, assuming the Initial Issue is fully subscribed at the target amount.

Open Offer

Under the Open Offer, new Ordinary Shares will be made available to Qualifying Shareholders at the Initial Issue Price *pro rata* to their holdings of Existing Ordinary Shares, on the terms and subject to the conditions of the Open Offer, on the basis of:

1 Ordinary Share(s) for every 5 Existing Ordinary Shares held at close of business on 8 March 2021

Subject to availability, Qualifying Shareholders who take up all of their Open Offer Entitlements may also apply under the Excess Application Facility for additional new Ordinary Shares in excess of their Open Offer Entitlement. The Excess Application Facility will comprise such number of new Ordinary Shares, if any, which, in their absolute discretion (in consultation with the Joint Bookrunners and the Investment Adviser), the Directors determine to make available under the Excess Application Facility, which may include any new Ordinary Shares which are not taken up by Qualifying Shareholders pursuant to their Open Offer Entitlements, fractional entitlements under the Open Offer which have been aggregated and any new Ordinary Shares which would otherwise have been available under the Initial Placing, Initial Offer for Subscription or Intermediaries Offer but which the Directors determine to allocate to the Excess Application Facility (including any additional new Ordinary Shares which may be made available under the Initial Issue if the Directors exercise their discretion to increase the size of the Initial Issue). The Directors may exercise their discretion not to make any new Ordinary Shares available under the Excess Application Facility and there can be no guarantee that applications under the Excess Application Facility will be met in full, in part or at all.

The Record Date for entitlement under the Open Offer is close of business on 8 March 2021. The Initial Issue and Placing Programme opens on 10 March 2021. Latest time and date for receipt of completed application forms under the Open Offer, the Offer for Subscription and Intermediaries Offer will be at 11.00 a.m. on 24 March 2021 and the Placing Programme will close on 9 March 2022. Initial Admission to the premium listing segment of the Official List and commencement of dealings in the new Ordinary Shares on the London Stock Exchange's Main Market is anticipated to occur at 8.00 a.m. on 30 March 2021.

Section D(2) – Why is this prospectus being produced?

The Company is implementing the Initial Issue and a new Placing Programme for up to 600 million Shares. Following completion of the Initial Issue, the Company may raise additional capital in the period from 10 March 2021 to 9 March 2022 (inclusive) should the Board determine that market conditions are appropriate.

The Directors intend to use the Gross Issue Proceeds (and the net proceeds of any Subsequent Placing) to pay down amounts drawn under the Revolving Credit Facility (or any equivalent facility entered into by the Company from time to time) and fund investments in accordance with the Company's investment policy as well as to fund any associated costs. It is possible, therefore, that for a period following the Initial Issue, any Programme Admission and at certain other times, the Company may hold cash awaiting investment, although the Directors and the Investment Adviser are confident that the amounts raised pursuant to the Initial Issue and any Subsequent Placing will be invested promptly. The net proceeds of the Placing Programme are dependent, among other things, on the Directors determining to proceed with an issue of Shares under the Placing Programme and the number of Shares issued.

No issue of Shares under the Initial Offer or the Placing Programme is being underwritten.

There are no conflicting interests that are material to the Initial Issue or the Placing Programme.

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Risk Factors

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

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

Prospective investors should note that the risks relating to the Company, its industry and the Shares summarised in the section of this Prospectus headed "Summary" are the risks that the Directors believe to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Shares. However, as the risks which the Company faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this Prospectus headed "Summary" but also, among other things, the risks and uncertainties described below.

The past performance of the Company and of investments which are referred to in this Prospectus are for information or illustrative purposes only and should not be interpreted as an indication, or as a guarantee, of future performance.

Risks relating to the Company

Past performance of the Company and the Investment Adviser is not a guarantee of the future performance of the Company

The past performance of the Company is not indicative, or intended to be indicative, of the future performance or results of the Company for several reasons. For example, the future performance and results of the Company are subject to fluctuating market conditions, changes in macro-economic factors and the availability of financing. Accordingly, there can be no guarantee that the future performance of the Company will reflect the historic performance of the Company. The past performance of other funds managed by the Investment Adviser (which have a markedly different risk profile from the Company) and its key individuals is not indicative, or intended to be indicative, of future performance or results of the Company.

There can be no assurance that the Investment Adviser will be successful in achieving the Company's investment objectives

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

The Company is dependent upon the Investment Adviser's successful implementation of the Company's investment policy and its investment strategies, and ultimately on its ability to create an investment portfolio capable of generating capital growth. This implementation is in turn subject to a number of factors, including market conditions and the timing of investments relative to market cycles, many of which are beyond the control of the Company and the Investment Adviser and difficult to predict. There can be no assurance that the Company or the Investment Adviser (on behalf of the Company) will be successful in sourcing suitable investment opportunities.

Adverse market conditions could have a significant impact on the Company and the value of its investment portfolio

The value of the equity securities in the Company's investment portfolio may fluctuate and there is no guarantee that the amounts invested in the Company's investment portfolio will be returned in whole or in part. Such investments entail a certain degree of risk and are subject to adverse macroeconomic conditions, political instability and uncertainty, inflation, adverse weather events, war, terrorism, civil disturbances and other unpredictable factors. The value of the Company's

investments could be significantly reduced by such factors. Adverse macroeconomic conditions or the materialisation of one or more of the above factors could have a material adverse effect on the Company's results of operations and the value of the Shares.

Epidemics, pandemics, outbreaks of disease and public health issues

The Company's operations and investments could be materially adversely affected by epidemics, pandemics, outbreaks of disease, and public health issues, such as COVID-19. In particular, COVID-19 has spread rapidly around the world since its emergence in December 2019 and had negatively affected (and may continue to negatively affect or materially impact) the global economy, global equity markets and supply chains (including as a result of quarantines and other government-directed or mandated measures or actions to stop the spread of outbreaks).

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

Delays in deployment of the proceeds of the Initial Issue or the Placing Programme may have an impact on the performance of the Company's portfolio and cash flows

The Company's investment objective requires it to invest in instruments which may be both illiquid and scarce and the success of the Company's investment objective depends on the ability of the Investment Adviser to identify and execute suitable investments for the Company. Market conditions may increase illiquidity and scarcity and have a generally negative impact on the Investment Adviser's ability to identify and execute suitable equity or equity-related investments in primarily unquoted companies that might generate acceptable returns. The Company may also face competition in respect of investment opportunities and/or the available investment opportunities may be reduced by alternative financing options, for example special purpose acquisition companies. Pending deployment of the Net Proceeds and the net proceeds of any Subsequent Placing, the Company intends to invest cash held in cash deposits, gilts, money market funds and/or tradeable debt securities. Interim cash management is likely to yield lower returns than the expected returns from equity or equity-related investments in unquoted companies and other investments in the Company's portfolio. There can be no assurance as to how long it will take for the Company to invest all of the Net Proceeds of the Initial Issue and the net proceeds of the Placing Programme, and the longer the period the greater the likelihood that the Company's results of operations will be materially adversely affected. To the extent that there is a delay in investing the Net Proceeds (or the proceeds from any Subsequent Placing), the Company's aggregate return on investments will be reduced.

The Company may borrow in connection with its investment activities which subjects it to interest rate risk and additional losses when the value of its investments fall

Borrowings may be employed at the level of the Company. The Company may incur indebtedness of up to a maximum of 20 per cent. of its Net Asset Value, calculated at the time of drawdown, for investment and for working capital purposes. As at the date of this Prospectus, the Company has entered into the Revolving Credit Facility which allows it to draw down a maximum of £32 million and it has drawn down £15 million of that amount.

Prospective investors should be aware that, whilst the use of borrowings should enhance the Net Asset Value of the Shares when the value of the Company's underlying assets is rising, it will, however, have the inverse effect where the underlying asset value is falling. In addition, in the event that the Company's income falls for whatever reason, the use of borrowings will increase the impact of such a fall on the net revenue of the Company and accordingly will have an adverse effect on the Company's ability to pay dividends to Shareholders.

The Company (and/or any future subsidiary of it that incurs borrowings) will pay interest on any borrowing it incurs. As such, the Company is exposed to interest rate risk due to fluctuations in the

prevailing market rates. Interest rate movements may affect the level of income receivable on cash deposits and the interest payable on the Company's variable rate cash borrowings. In the event that interest rate movements lower the level of income receivable on cash deposits or raise the interest required to be paid by the Company, returns to investors will be reduced.

The Company may be subject to the creditworthiness of the Depositary and its sub-custodian

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

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

Risks related to the Company's investment objective and strategy

There can be no guarantee that the basis of calculation of the value of the Company's investments will reflect the actual value achievable on realisation of those investments

A significant proportion of the Company's portfolio comprises unquoted securities. Such investments can be more difficult to value than quoted securities. The Company's investments in unquoted securities are valued in accordance with the valuation policy adopted by the Board from time to time. As at the date of this Prospectus, the Company has adopted a valuation policy for unquoted securities to provide an objective, consistent and transparent basis for estimating the fair value of unquoted equity securities in accordance with International Financial Reporting Standards (as adopted by the European Union, as amended from time to time) as well as International Private Equity and Venture Capital Valuation Guidelines. Independent third-party valuation firms are used to obtain assistance, advice, assurance, and documentation in relation to the ongoing valuation process. Certain independent valuation agents retained by the Company from time to time also have pre-existing contractual arrangements with the Investment Adviser and/or other funds managed or advised by the Investment Adviser or another member of its group. Valuations are submitted to the portfolio managers and the Investment Adviser's Fair Value Pricing Committee for review. Such valuations may be conducted on an infrequent basis, are subject to a range of uncertainties and involve the Investment Adviser exercising judgement. There can be no guarantee that the basis of calculation of the value of the Company's investments used in the valuation process reflects the actual value achievable on realisation of those investments. This may lead to volatility in the valuation of the unquoted proportion of the Company's portfolio and, as a result, volatility in the price of Shares. Furthermore, the Investment Adviser is entitled to receive a performance fee for its services to the Company which is based, in part, on the value of the Company's investments. This creates a potential conflict of interest as the Investment Adviser will have involvement in the valuation of the Company's investments, although the deferral of the payment of the Performance Fee until there are realised gains and/or positions in liquid investments is designed to mitigate this risk.

Late-stage private growth companies are typically reliant on key individuals and senior management

The Company invests in late-stage private growth companies which are likely to depend on the management talents of an individual founder or a small group of key individuals. If any such key individuals were to cease to be involved in the management or support of a portfolio company, this could have a material adverse impact on the business, prospects and value of such portfolio company and result in a reduction of the Company's aggregate return on investments.

The Company does not, and does not expect to take, majority shareholder interests in its investments and may, therefore, have limited ability to protect its position in such investments

The Company historically has not taken, and it is expected that the Company will not take, majority shareholder interests in its investments, notwithstanding that the Company shall not be restricted from doing so. Therefore, the Company may have a limited ability to protect its position in such

investments. The Company's portfolio includes significant investments in which the Company is a minority investor with relatively little ability to influence the operation of such investee companies.

In particular, investment documentation may include finance, shareholder and other agreements and may contain certain minority or other restrictions that may impact on the ability of the Company to have control over the underlying investments, to access information which may be relevant to the investments made by the Company and/or expose the Company to the risk that other investors may individually or collectively act in a way that is contrary to the Company's interests (including in circumstances where the Investment Adviser has board observer status).

The foregoing factors may reduce the investment returns generated by portfolio companies, the ability of the Company to correctly anticipate the value of such investment returns and have a material adverse effect on the Company's financial position and returns for investors.

Greater concentration of investments in any one sector may result in greater volatility in the value of the Company's investments

The Company is not constrained to specific weightings to any sector. Although the Company's portfolio is diversified across a number of sectors, the lack of such a constraint may lead to the Company having significant exposure (or no exposure) to portfolio companies from certain business sectors from time to time. Greater concentration of investments in any one sector may result in greater volatility in the value of the Company's investments and consequently its Net Asset Value and may materially and adversely affect the performance of the Company and returns to the Shareholders.

Greater concentration of investments of a similar vintage may result in greater volatility in the value of the Company's investments

The Company is not constrained by specific restrictions on which funding round of a portfolio company it may participate in. The lack of such a constraint may lead to the Company having significant exposure (or no exposure) to investments of a similar vintage. Greater concentration of investments of a similar vintage may result in greater volatility in the value of the Company's investments and consequently its Net Asset Value and may materially and adversely affect the performance of the Company and returns to the Shareholders.

Greater concentration of investments in any one geographical location may result in greater volatility in the value of the Company's investments

The Company currently has a material exposure to companies with a substantial presence in the UK but the portfolio also has exposure to investments in companies located or predominately operating in other geographical locations. As a result, the Company has had, and may have again in the future, significant exposure to portfolio investments from certain geographical areas from time to time. Greater concentration of investments in any one geographical location is generally considered a higher risk investment strategy than that with a more diversified geographic focus, as it exposes investors to the fluctuations of a single geographic market and currency. The Company does not currently intend to hedge any currency movements attributable to the investment in any underlying portfolio company that has an operating currency other than sterling. This may result in greater volatility in the value of the Company's investments and consequently its Net Asset Value, and could affect the value of the Shares.

Cash management may affect opportunities to increase the Company's Net Asset Value

There is no restriction on the amount of cash or cash equivalent investments that the Company may hold. It is expected that the Company will hold an appropriate value of its Gross Assets in cash or cash equivalent investments, for the purpose of making follow-on investments in accordance with the Company's investment policy and to manage the working capital requirements of the Company. In addition, the net proceeds received by the Company pursuant to the Initial Issue or any Subsequent Placing may not be deployed within the periods anticipated by the Directors.

This may affect opportunities to increase the Company's Net Asset Value. The Company's returns are reliant on the amount of capital invested in, and the performance of, the Company's portfolio of investments in accordance with its investment policy. There can be no guarantee that the Company will deploy its capital in the manner anticipated. Any delays in the speed of capital deployment and

any material cash or cash equivalent holdings may have an adverse impact on the Company's financial position, results of operations and returns to investors.

The Company may not be able to obtain additional capital on acceptable terms, or at all

The Company may require additional capital in the future to fund the expansion activity and/or business development and/or potential follow-on investments in existing investee companies, whether from equity or debt sources, especially if the Company's equity realisations from investee companies are not significant. If the Company is not able to obtain additional capital on acceptable terms, or at all, it may be forced to curtail or abandon such planned investment. This may mean that the Company will not be able to participate in subsequent funding rounds carried out by portfolio companies which would result in the interest which the Company holds in such businesses being diluted which may have a material adverse effect on the Company's financial position and returns for investors.

Investment in publicly traded equity securities are subject to risks associated with such investments

The Company currently has a holding in equity securities issued by THG that are traded on a recognised exchange and it expects to have additional publicly traded security investments in the future (subject to the limitations set out in the Company's investment policy). Publicly traded equity securities are subject to risks associated with such investments, including fluctuations in market prices, adverse issuer or market information and the fact that equity securities are subordinate in the right of payment to other corporate securities, including debt securities. The value of these securities varies with the performance of the respective issuers and movements in equity markets generally. As a result, the Company may suffer losses if it invests in equity securities of issuers where performance falls below market expectations or if equity markets in general decline or the Company has not hedged against such a general decline.

Investments may be difficult to realise

The Company invests a significant proportion of its assets in securities that are not publicly listed. There may not be purchasers for a particular investment and even where there are potential purchasers, sales of investments made by the Company in unquoted interests in portfolio companies may require the consent or cooperation of other interested parties. A failure or delay to obtain consent or cooperation of other interested parties may restrict the ability of the Company to realise unquoted interests in portfolio companies prior to an IPO by the relevant portfolio company or other corporate transactions.

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

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

The Company mainly invests in companies with a substantial presence in the UK, however, the Company's investment portfolio has expanded to become exposed to companies established, or undertaking a substantial part of their operations, in other geographical locations. The laws and regulations of various jurisdictions in which the Company may invest may impose restrictions that would not exist in the UK. Such jurisdictions may have their own legal, economic, political, social, cultural, business, industrial and labour and environmental risks and investments made in such jurisdictions may require significant government approvals under corporate, securities, exchange control, foreign investment and other similar laws and may require financing and structuring alternatives that differ significantly from those customarily used in the UK. The risk of class action law suits against portfolio companies located outside of the UK may be higher than the risk of equivalent action against portfolio companies located in the UK.

In addition, governments may from time to time impose restrictions intended to prevent capital flight, which may, for example, involve punitive taxation (including high withholding taxes) on certain securities or transfers or the imposition of exchange controls, making it difficult or impossible to exchange or repatriate foreign currency. These and other restrictions may make it impracticable for the Company to receive and/or distribute the amounts realised from such investments (in whole or in part) or may force the Company to receive such amounts other than in Sterling and therefore a

portion of the distribution may be made in foreign securities or currency. It also may be difficult to obtain and enforce a judgment in a local court. No assurance can be given that a given political or economic climate, or particular legal or regulatory risks, will not adversely affect an investment by the Company.

The Company does not follow any benchmark

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

Risks related to the Investment Adviser

The Company is reliant on the performance and retention of key personnel of the Investment Adviser

The Company relies on key individuals at the Investment Adviser to identify and select investment opportunities and to manage the day-to-day affairs of the Company. There can be no assurance as to the continued service of these key individuals at the Investment Adviser. The death or departure of any of these from the Investment Adviser without adequate replacement may have a material adverse effect on the Company's business prospects and results of operations. Accordingly, the ability of the Company to achieve its investment objective depends heavily on the experience of the Investment Adviser's team, and more generally on the ability of the Investment Adviser to attract and retain suitable staff. The Board will have broad discretion to monitor the performance of the Investment Adviser or to appoint a replacement but the performance of the Investment Adviser or that of any replacement cannot be guaranteed.

Due diligence may not reveal all facts and circumstances that may be relevant in connection with an investment

The due diligence process that the Investment Adviser undertakes in connection with the Company's investments may not reveal all facts and circumstances that may be relevant in connection with an investment.

When conducting due diligence, the Investment Adviser will typically evaluate a number of business, financial, tax, accounting, environmental and legal issues in determining whether or not to proceed with an investment. Outside consultants, legal advisers and accountants may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, the Company is required to rely on resources available to it, including information provided by the target of the investment and, in some circumstances, third party investigations. The due diligence process may at times be subjective, especially with respect to companies for which only limited information is available. Accordingly, there can be no assurance that due diligence investigations with respect to any investment opportunity will reveal or highlight all relevant facts and circumstances that may be necessary or helpful in evaluating such investment opportunity.

Any failure by the Investment Adviser to identify relevant facts and circumstances through the due diligence process may lead to unsuccessful investment decisions, which could have a material adverse effect on the Company's financial position, results of operations and returns for investors.

Any accrued and unpaid Performance Fees will crystallise and become payable to the Investment Adviser upon termination

The Investment Adviser is entitled to a Performance Fee from the Company under the terms of the Portfolio Management Agreement. Subject to the satisfaction of certain requirements needed to earn a Performance Fee, the payment of a Performance Fee will generally be deferred until there are net realised profits or unrealised gains attributable to liquid investments available to pay the outstanding Performance Fee. Under the terms of the Portfolio Management Agreement, any accrued and unpaid Performance Fees will crystallise and become payable to the Investment Adviser upon certain termination events where the Investment Adviser will cease to provide portfolio management services going forwards, rather than the date on which there are available net realised profits and/or

unrealised gains attributable to liquid investments. In such circumstances, the Company will have to pay any accrued performance fee and this may affect the Company's redeployment of capital arising from its portfolio or require it to realise investments, which may have an adverse impact on the Company's financial position and returns to investors.

The Company may need to liquidate investments in its portfolio to realise sufficient cash resources to pay the Performance Fee

The Investment Adviser is entitled to a Performance Fee under the terms of the Portfolio Management Agreement. Subject to the satisfaction of certain requirements needed to earn a Performance Fee, the Investment Adviser is entitled to be paid that Performance Fee based on, among other things, the value of an investment (less cost) at the IPO of an investee company. Although such amounts trigger the payment of a Performance Fee earned in that calculation period, the Company may not have available cash resources from which to pay such accrued and payable Performance Fee. The Company may need to liquidate investments in its portfolio (or utilise borrowings under any debt facility available to it) to realise sufficient cash resources to pay the Performance Fee, although the Company may defer payment of the Performance Fee for a period of three months (or such other time period as may be agreed with the Investment Adviser) in order to realise sufficient cash resources. The realisation of any such investments may result in their sale at a level below the value of such investment estimated by the Company and may adversely affect the performance of the Company's portfolio and returns to the Shareholders.

Cybersecurity Risk

The Company and/or one or more of its service providers, including the Investment Adviser, may be prone to operational, information security and related risks resulting from failures of or breaches in cybersecurity.

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

Cyber incidents may cause disruption and impact business operations, potentially resulting in financial losses, interference with the ability to calculate the Net Asset Value, impediments to trading, the inability of Shareholders to subscribe for, or sell Shares, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs.

While the Investment Adviser has established business continuity plans in the event of, and risk management strategies, systems, policies and procedures to seek to prevent, cyber incidents, there are inherent limitations in such plans, strategies, systems, policies and procedures, including the possibility that certain risks have not been identified. Furthermore, none of the Company, the Investment Adviser and/or the service providers can control the cybersecurity plans, strategies, systems, policies and procedures put in place by the entities in which the Company invests.

Risks related to the Shares

The market price of the Shares may fluctuate widely in response to different factors and there can be no assurance that the Shares will be repurchased by the Company even if they trade at a price materially below their Net Asset Value

The market price of the Shares may not reflect the value of the underlying investments of the Company and may be subject to wide fluctuations in response to many factors, including, *inter alia*, additional issuances or future sales of the Shares or other securities exchangeable for, or convertible into, its Shares in the future, the addition or departure of Board members or key individuals at the Investment Adviser, divergence in financial results from stock market expectations, changes in stock market analyst recommendations regarding the Company or any of its assets, or the sector, a perception that other market sectors may have higher growth prospects, general

economic conditions, prevailing interest rates or difficulties valuing equity or equity-related investments in primarily unquoted companies and other events and factors within or outside the Company's control. Stock markets experience extreme price and volume volatility from time to time, and this, in addition to general economic, political and other conditions, may materially adversely affect the market price for the Shares. The market value of the Shares may vary considerably from their underlying Net Asset Value per Share. There can be no assurance, express or implied, that Shareholders will receive back the amount of their investment in the Shares.

As at the date of this Prospectus, the Company has Shareholder approval to make market purchases of 60,099,648 Ordinary Shares and the Directors intend to seek annual (or, if required, more frequent) renewal of this authority from Shareholders. Subject to the requirements of the Listing Rules, the Companies Law, the Articles and other applicable legislation, the Company may thus purchase Ordinary Shares in the market with the intention of, amongst other things, enhancing the Net Asset Value per Ordinary Share. The Company's decision to make any such purchases (and the timing of such purchases) is, however, at the absolute discretion of the Directors. There can be no assurance that any purchases will take place or that any purchases will have the effect of narrowing any discount to Net Asset Value at which the Ordinary Shares may trade.

The market for the Shares may cease to be liquid

The Company does not have a fixed winding-up date and therefore, unless the Shareholders vote to wind up the Company, Shareholders will only be able to realise their investment through the market. Although the Ordinary Shares are listed on the Official List and traded on the Main Market, it is possible that there may not be a liquid secondary market for the existing Ordinary Shares and any new Shares issued. Over the twelve months to 8 March 2021 (being the latest practicable date prior to the publication of this Prospectus), the average daily trading volume for the Company has been 646,797 Ordinary Shares, representing 0.18 per cent. of the average number of Ordinary Shares in issue, as compared to a sector average of 0.20 per cent. There is no guarantee that an active trading market in the Company's Ordinary Shares will be sustained. If an active trading market is not sustained, the liquidity and trading price of the Shares may be adversely affected. Even if an active trading market continues, the market price of the Shares may not reflect the value of the underlying investments of the Company.

The Shares issued pursuant to the Initial Issue and Placing Programme or any future share issuance programme will dilute existing Shareholders' voting rights

Although the Directors intend to issue the Shares pursuant to the Initial Issue and Placing Programme at a price which is accretive to the prevailing NAV, the Shares (and potentially any Shares issued pursuant to future share issuance programmes) will be issued on a non-pre-emptive basis. To the extent they choose not to participate in the Initial Issue and each Subsequent Placing under the Placing Programme (or any future share issuance programme) *pro rata* to their existing shareholding, existing Shareholders will experience dilution in their overall proportion of ownership and voting interests in the Company. By way of example, if 600 million Shares are issued pursuant to the Initial Issue and Placing Programme and, of which, 80,186,322 Ordinary Shares are issued in the Open Offer (representing the full Open Offer Entitlement): (i) Shareholders that only participate up to their respective share of the Open Offer Entitlement will experience a dilution of approximately 51.9 per cent. in their interest in the Company; and (ii) Shareholders that do not participate in the Open Offer or otherwise in the Initial Issue or Placing Programme will experience a dilution of approximately 59.9 per cent. in their interest in the Company.

Sales of Shares by members of the Board or other funds managed for advised by the Investment Adviser, or the possibility of such sales, may affect the market price of the Shares

Sales of Shares or interests in Shares by the Board or other funds managed or advised by the Investment Adviser could cause the market price of the Shares to decline. Whilst the Directors or other funds managed by the Investment Adviser may sell their Shares in the market, a substantial amount of Shares being sold, or the perception that sales of this type could occur, could cause the market price of the Shares to decline. This may make it more difficult for Shareholders to sell the Ordinary Shares at a time and price that they deem appropriate.

The Shares are subject to certain provisions that may cause the Board to refuse to register, or require the transfer of, Shares

Although the Shares are freely transferable, there are certain circumstances in which the Board may, under the Articles and subject to certain conditions, compulsorily require the transfer of the Shares.

These circumstances include where a transfer of Shares would cause, or is likely to cause: (i) the assets of the Company to be considered “plan assets” under the Plan Asset Regulations; (ii) the Company to be required to register under the Investment Company Act, or members of the senior management of the Company to be required to register as “investment advisers” under the Investment Advisers Act; (iii) the Company to be required to register under the US Exchange Act or any similar legislation, amongst others; or (iv) the Company to be unable to comply with its obligations under the Foreign Account Tax Compliance Provisions (commonly known as FATCA).

The terms of the trade deal entered into in relation to the UK’s withdrawal from the EU could have a material adverse effect on the value of the Shares

Political instability or uncertainty could have a material adverse effect on the Company’s results of operations and the value of the Shares. In particular, the Company considers that the United Kingdom’s departure from the EU will create an uncertain political and economic environment in the UK and other EU member states that could potentially last for a number of months or years. The terms of the trade deal entered into between the UK and the EU, and the political and economic uncertainty surrounding the UK’s withdrawal from the EU, could result in currency movements, volatility in the UK and global markets, regulatory changes and other unpredictable and ultimately unfavourable economic circumstances that may have a materially adverse effect on the Company.

Risks relating specifically to the C Shares

C Shares will be issued in separate tranches and will convert into Ordinary Shares at the Conversion Time. Pending conversion of such C Shares into Ordinary Shares, the portfolio of assets attributable to the C Shares (the “**C Share Portfolio**”) will differ from the portfolio of assets attributable to the Ordinary Shares (the “**Ordinary Share Portfolio**”) in terms of both performance (the assets in the portfolios may be different) and diversification (the C Share Portfolio may be more concentrated than the Ordinary Share Portfolio pending Conversion).

Risks related to regulation and taxation

The Company has not registered and does not intend to register as an investment company under the Investment Company Act

The Company is not, and does not intend to become, registered in the United States as an investment company under the Investment Company Act and related rules and regulations. The Investment Company Act provides certain protections to investors and imposes certain restrictions on companies that are registered as investment companies.

As the Company is not so registered and does not plan to register, none of these protections or restrictions is or will be applicable to the Company. In addition, to avoid being required to register as an investment company under the Investment Company Act, the Board may, under the Articles and subject to certain conditions, compulsorily require the transfer of Shares held by a person to whom the sale or transfer of Shares may cause the Company to be classified as an investment company under the Investment Company Act. These procedures may materially affect certain Shareholders’ ability to transfer their Shares.

The assets of the Company could be deemed to be “plan assets” that are subject to the requirements of ERISA or Section 4975 of the Internal Revenue Code, which could restrain the Company from making certain investments, and result in excise taxes and liabilities

Under the current Plan Asset Regulations, if interests held by Benefit Plan Investors are deemed to be “significant” within the meaning of the Plan Asset Regulations (broadly, if Benefit Plan Investors hold 25 per cent. or greater of any class of equity interest in the Company) then the assets of the Company may be deemed to be “plan assets” within the meaning of the Plan Asset Regulations. After Shares have been issued, the Company may be unable to monitor whether Benefit Plan Investors or investors acquire Shares and therefore, there can be no assurance that Benefit Plan Investors will never acquire Shares or that, if they do, the ownership of all Benefit Plan Investors will

be below the 25 per cent. threshold discussed above or that the Company's assets will not otherwise constitute "plan assets" under Plan Asset Regulations. If the Company's assets were deemed to constitute "plan assets" within the meaning of the Plan Asset Regulations, certain transactions that the Company might enter into in the ordinary course of business and operation might constitute non-exempt prohibited transactions under ERISA or the Internal Revenue Code, resulting in excise taxes or other liabilities under ERISA or the Internal Revenue Code. In addition, any fiduciary of a Benefit Plan Investor or an employee benefit plan subject to Similar Law that is responsible for the Plan's investment in the Shares could be liable for any ERISA violations or violations of such Similar Law relating to the Company.

Overseas taxation

The Company may be subject to tax (including withholding taxes) under the tax rules of the jurisdictions in which it invests. Although the Company will endeavour to mitigate any such taxes where appropriate this may affect the level of returns to Shareholders.

Changes in the Company's tax status, accounting standards or tax treatment may adversely affect the Company

Any change in the Company's tax status, in tax legislation, the withholding regime or tax practice in Guernsey and the UK and any jurisdiction in which portfolio companies are held to be tax resident, or in the Company's tax treatment may affect the value of the investments held by the Company or the Company's ability to successfully pursue and achieve its investment objective, or alter the after-tax returns to Shareholders. Statements in this Prospectus concerning the taxation of Shareholders are based upon current United Kingdom and Guernsey tax law and published practice, any aspect of which law and practice is, in principle, subject to change (potentially with retrospective effect) that may adversely affect the ability of the Company to successfully pursue its investment policy or meet its investment objective, and which may adversely affect the taxation of Shareholders.

The investment objective included in this Prospectus is based on the Company not being treated as resident outside Guernsey for tax purposes. A non-UK incorporated company will generally be regarded as tax resident in the UK if its central management and control is exercised in the UK. However, section 363A Taxation (International and Other Provisions) Act 2010 provides an override to the general law so that a company that would otherwise be tax resident in the UK will not be so resident if it is an AIF (within the meaning of the Alternative Investment Fund Managers Regulations 2013 (SI 2013/1773)) that meets certain conditions. The Company is considered an AIF that falls within this override. However, if the Company were to be tax resident in another territory, the Company may be subject to additional taxes which could adversely impact the returns available for distribution to Shareholders.

Prospective investors should consult their tax advisers with respect to their own tax position before deciding whether to invest in the Company.

Risk that the Company is treated as an "offshore fund" for the purposes of UK taxation

The Directors have been advised that the Company should not be an "offshore fund" for the purposes of UK taxation and that the provisions of Part 8 of the Taxation (International and Other Provisions) Act 2010 should not apply. However, the Company has not obtained confirmation of its position under the offshore fund rules from HMRC. If the Company were to be treated as an "offshore fund" for the purposes of UK taxation, and assuming that "reporting fund" status was not obtained by the Company, then any gains accruing to UK resident Shareholders upon the disposal of their Shares would be taxed at the time of such disposal as income (an "**offshore income gain**") and not as a capital gain. In computing the offshore income gain, amounts re-invested which have been subject to UK tax as income can, to the extent that they have not been distributed to UK resident Shareholders, be added to the cost of the Shares disposed of and, as a result, reduce any liability to taxation arising on that disposal.

US Foreign Account Tax Compliance Act ("FATCA") and Common Reporting Standard

The governments of the United States and Guernsey have entered into an intergovernmental agreement (the "**US-Guernsey IGA**") related to implementing FATCA which is implemented through Guernsey's domestic legislation. FATCA imposes certain information reporting requirements on a foreign financial institution ("**FFI**") or other non-US entity and, in certain cases, US federal withholding tax on certain US source payments and gross proceeds from a sale of assets

generating US source payments. The Company is likely to be considered an FFI, and will therefore have to comply with certain registration and reporting requirements in order not to be subject to US withholding tax under FATCA. In addition, the Company may be required to withhold US tax at the rate of 30 per cent. on “withholdable payments” or certain “foreign passthru payments”, to persons that are not compliant with FATCA or that do not provide the necessary information or documents, to the extent such payments are treated as attributable to certain US source payments.

Guernsey has also implemented the Common Reporting Standard or “CRS” regime with effect from 1 January 2016. Accordingly, reporting in respect of periods commencing on or after 1 January 2016 is required in accordance with the CRS (as implemented in Guernsey).

Under the CRS and legislation enacted in Guernsey to implement the CRS, certain disclosure requirements are imposed in respect of certain investors who are, or are entities that are controlled by one or more natural persons who are, residents of any of the jurisdictions that have also adopted the CRS, unless a relevant exemption applies. Where applicable, information to be disclosed will include certain information about investors, their ultimate beneficial owners and/or controllers, and their investment in and returns from the Company. The CRS has been implemented through Guernsey’s domestic legislation in accordance with guidance issued by the OECD as supplemented by guidance notes in Guernsey. Under the CRS, disclosure of information will be made to the Director of Revenue Service in Guernsey for transmission to the tax authorities in other participating jurisdictions.

In addition, other jurisdictions are also party to international agreements which provide for the exchange of information in order to combat tax evasion and improve tax compliance. The requirements under FATCA, the Common Reporting Standard and similar regimes and any related legislation, intergovernmental agreements and/or regulations may impose additional burdens and costs on the Company or Shareholders. There is no guarantee that the Company will be able to satisfy such obligations and any failure to comply may materially adversely affect the Company’s business, financial condition, results of operations, NAV and/or the market price of the Ordinary Shares, and the Company’s ability to deliver returns, or pay dividends, to Shareholders. In addition, there can be no guarantee that any payments in respect of the Shares will not be subject to withholding tax under FATCA. To the extent that such withholding tax applies, the Company is not required to pay any additional amounts.

In subscribing for or acquiring Shares, each Shareholder is agreeing, upon the request of the Company or its delegate, to provide such information as is necessary to comply with FATCA, the Common Reporting Standard and other similar regimes and any related legislation and/or regulations. In particular, prospective investors should be aware that certain forced transfer provisions contained in the Articles may apply in the case that the Company suffers any pecuniary disadvantage as a result of the Company’s failure to comply with FATCA as a result of a Non-Qualified Holder failing to provide information as requested by the Company in accordance with the Articles.

Investors should consult with their respective tax advisers regarding the possible implications of FATCA, the Common Reporting Standard and similar regimes concerning the automatic exchange of information and any related legislation, intergovernmental agreements and/or regulations.

Mandatory disclosure rules for cross-border arrangements (“DAC 6”)

The EU has introduced a new pan-European mandatory tax disclosure regime in respect of cross-border arrangements which possess certain features. These new rules (widely referred to as “DAC 6”) have a broad scope and have the potential to require disclosure of information in a wide range of circumstances.

On 31 December 2020, having previously legislated to implement DAC 6 in the UK, the UK government published legislation to narrow the scope of mandatory reporting under DAC 6 in the UK. The first disclosures to the UK tax authorities under DAC 6 are required from 30 January 2021 or 28 February 2021 (depending on when the relevant reportable arrangement was implemented). The rules apply retrospectively to any arrangements put in place on or after 25 June 2018. In the coming year, the UK will consult on and implement the OECD’s mandatory disclosure rules to replace DAC 6 and transition from European to international rules. Whilst the new UK legislation will significantly reduce the number of arrangements that need to be reported to the UK tax authorities,

reporting under full DAC 6 is already required in some member states of the EU (“**EU Member States**”), and will be required elsewhere in the EU in the coming months.

Whilst the DAC 6 rules do not apply in Guernsey, Shareholders resident in the UK or EU Member States may be subject to disclosure obligation under these new rules in respect of their investment in the Company. All Shareholders should seek guidance from their own tax advisers in respect of the potential application of these rules.

Risk relating to packaged retail and insurance-based investment products (“PRIIPs”)

Investors should be aware that the UK PRIIPs Regulation requires the Company, as a PRIIP manufacturer, to prepare a key information document (“**KID**”) in respect of the Ordinary Shares and each tranche of C Shares. The KID must be made available by the Company to retail investors in the UK prior to them making any investment decision and is available on the Company’s website at <http://chrysalisinvestments.co.uk/>. The content of KID is highly prescriptive, both in terms of the calculations underlying the numbers and the narrative, with limited ability to add further context and explanations, and therefore the KID should be read in conjunction with other material produced by the Company including the annual report and the Prospectus which are available on the Company’s website.

Organisation for Economic Co-operation and Development (“OECD”) tax reforms

Prospective investors should be aware that the OECD undertook a project, known as the BEPS Project, which has resulted in major recent changes to the tax rules applying to a number of OECD jurisdictions. Depending on the particular jurisdiction in question, these changes may, for example, have resulted in the restriction or loss of existing access to tax relief under applicable double taxation agreements or restrictions on permitted levels of deductibility of expenses (such as interest) for tax purposes. Such measures could lead to additional tax being suffered by the Company or its underlying investments which may adversely affect the value of investments held by investors in the Company. There could also be additional tax reporting and disclosure requirements.

In addition, the OECD proposes to take forward work on fundamental changes to the international tax system. The proposed programme of work is considering, among other matters, the allocation of taxing rights between jurisdictions and the potential for a global minimum rate of taxation for multi-national enterprises. The OECD’s stated aim is to achieve a consensus solution by mid-2021. Depending on how the proposals are developed and implemented by various jurisdictions, there may be a material impact on the taxation of the Company, its underlying investments and/or the taxation of returns to Shareholders.

EU list of non-cooperative tax jurisdictions

The EU has developed an agreed list of non-cooperative tax jurisdictions as part of its work to fight tax evasion and avoidance (sometimes referred to as the “EU blacklist”). The list aims to assess jurisdictions against agreed criteria for good governance, including in relation to tax transparency, fair taxation, the implementation of BEPS and substance requirements for zero-tax jurisdictions. This list is regularly reviewed and updated.

Jurisdictions listed as non-cooperative for tax purposes may be subjected to a number of administrative measures by EU Member States. These could include measures such as increased monitoring and audits, withholding taxes, special documentation requirements and anti-abuse provisions. In addition, financing from the European Fund for Sustainable Development is not available to such jurisdictions and further defensive measures are likely to be developed in future.

During the development of the EU’s list of non-cooperative jurisdictions, the EU raised concerns that Guernsey did not have an economic substance requirement for entities doing business in or through the jurisdiction. Guernsey (together with the Governments of Jersey and the Isle of Man) made a commitment to address the European Union’s concerns by December 2018. On 1 January 2019, new economic substance rules were introduced in Guernsey and as a result the European Union affirmed that Guernsey was a co-operative jurisdiction for these purposes.

As at the latest practicable date prior to the publication of this Prospectus, Guernsey is not on the EU’s list of non-cooperative jurisdictions for tax purposes.

If this position were to change and Guernsey were added to the EU’s list of non-cooperative jurisdictions for tax purposes, there could be tax implications and/or additional compliance

requirements for the Company which could reduce returns to investors in the Company or result in other adverse tax consequences.

Prevention of the Criminal Facilitation of Tax Evasion

In the United Kingdom, offences may be committed for failure to prevent the facilitation of tax evasion (“**FTP offences**”) under the Criminal Finances Act 2017. The FTP offences impose criminal liability on a company or a partnership (a “**relevant body**”) if it fails to prevent the criminal facilitation of tax evasion by a “person associated” with the relevant body. There is a defence to the charge if the relevant body can show that it had in place “reasonable prevention procedures” at the time the facilitation took place.

The Investment Adviser is required to comply with the Criminal Finances Act 2017 in order to assist in having reasonable prevention procedures in place. The Company may also be within the scope of FTP if conduct constituting part of a foreign tax evasion facilitation takes place in the United Kingdom or if United Kingdom tax evasion is facilitated. Such persons may also be required to comply with other applicable laws regarding the prevention of the facilitation of tax evasion (together with the FTP offences, “**FTP Laws**”). In order to comply with FTP Laws, the Company and/or the Investment Adviser may require additional information from Shareholders or prospective Investors in the Company regarding their tax affairs.

UK AIFMD and AIFMD

The UK AIFMD and the AIFMD seek to regulate alternative investment fund managers (“**AIFMs**”) and imposes obligations on AIFMs who market shares in such funds to UK and EEA investors respectively. In order to obtain authorisation under the UK AIFMD and/or the AIFMD, an alternative investment fund manager needs to comply with various organisational, operational and transparency obligations, which may create significant additional compliance costs, some of which may be passed to investors in the alternative investment funds they manage (“**AIFs**”) and may affect returns.

The Shares can only be marketed by the AIFM to professional investors (within the meaning assigned to this term under the UK AIFMD) in the UK in accordance with Regulation 57 of the UK AIFM Regulations. The AIFM has filed with the FCA a notification pursuant to Regulation 57 of the UK AIFM Regulations to market the Shares to professional investors in the UK under the UK AIFM Regulations.

The Shares can only be marketed by the AIFM to professional investors (within the meaning assigned to this term under the AIFMD) in members states of the EEA if it is authorised by a relevant EEA regulator or if it complies with national private placement regimes. The Company has been notified to the Central Bank of Ireland (the “**Central Bank**”) for offer or distribution under Regulation 43 of the European Union (Alternative Investment Fund Managers) Regulations 2013 as amended (the “**EU AIFM Regulations**”), meaning it may be marketed in Ireland to prospective eligible investors domiciled or with a registered office in an EEA Member State. The AIFM may make additional national private placement applications in other EEA Member States from time to time.

The AIFM is an authorised AIFM and is subject to the full requirements of the UK AIFMD. In the event that the AIFM is no longer able to be the AIFM of the Company and a suitable replacement cannot be found, the Company may be required to become authorised itself, rendering the Company a self-managed AIF under the UK AIFMD. This would place a significant cost and administrative burden on the Company and may therefore reduce returns for investors.

Any regulatory changes arising from the UK AIFMD and/or AIFMD (or otherwise) that limits the Company’s ability to market future issues of its Shares may materially adversely affect the Company’s ability to carry out its investment policy successfully and to achieve its investment objective, which in turn may adversely affect the Company’s business, financial condition, results of operations, Net Asset Value and/or the market price of the Shares.

Risk relating to sustainability disclosure requirements

Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (the “**SFDR**”) entered into force on 29 December 2019. The majority of its provisions will apply in EU Member States from 10 March 2021. The SFDR, among other things, requires certain AIFMs to

make detailed disclosures linked to financial products that have sustainable investment as their objective.

Whilst the SFDR does not form part of Guernsey or UK law, the FCA has indicated that the UK will adopt a UK-specific regime. It is currently unclear to what extent the UK regime will adopt the SFDR's requirements regarding the content of these disclosures. As a result, there is a degree of uncertainty around the extent of the disclosures that will need to be made. Whilst the Company intends to procure that it complies with any UK-specific or Guernsey-specific regime brought into force in due course, compliance with its terms may create significant additional compliance costs for the Company.

General regulatory risks

The regulatory environment for investment funds and the managers of investment funds is evolving. Any change in the laws and regulations affecting the Company, or in the laws and regulations affecting companies or investment companies incorporated in England and Wales generally or any change in the regulations affecting investment funds or investment fund managers generally may have a material adverse effect on the ability of the Company and the AIFM to carry on their respective businesses which in turn could have a material adverse effect on the Company's performance and returns to holders of Shares.

Important Information

Prospective Shareholders should rely only on the information contained in this Prospectus. No person has been authorised to give any information or make any representations other than as contained in this Prospectus and, if given or made, such information or representations must not be relied on as having been authorised by the Company, the Investment Adviser, Administrator, Liberum, Numis Securities or any of their respective affiliates, officers, directors, employees or agents. Without prejudice to the Company's obligations under the Prospectus Regulation Rules, the Listing Rules, the Disclosure Guidance and Transparency Rules and the UK Market Abuse Regulation, neither the delivery of this Prospectus nor any subscription made under this Prospectus shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Prospectus or that the information contained herein is correct as at any time subsequent to its date.

Prospective Shareholders must not treat the contents of this Prospectus or any subsequent communications from the Company, the Investment Adviser, the Administrator, Liberum, Numis Securities or any of their respective affiliates, officers, directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

In connection with the Initial Placing and any Subsequent Placing, Liberum, Numis Securities or any of their affiliates acting as an investor for its or their own account(s) may subscribe for the Shares and, in that capacity, may retain, purchase, sell, offer to sell or otherwise deal for its or their own account(s) in such securities of the Company, any other securities of the Company or related investments in connection with the Initial Placing, any Subsequent Placing or otherwise. Accordingly, references in this Prospectus to the Shares being issued, offered, subscribed or otherwise dealt with, should be read as including any issue or offer to, or subscription or dealing by, Liberum, Numis Securities or any of their respective affiliates acting as an investor for its or their own account(s). Neither Liberum nor Numis Securities intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

If you are in doubt about the contents of this Prospectus you should consult your stockbroker, bank manager, solicitor, accountant, legal or professional adviser or other financial adviser.

Intermediaries

The Company consents to the use of this Prospectus by financial intermediaries in connection with any subsequent resale or final placement of securities by financial intermediaries in the UK, the Channel Islands and the Isle of Man on the following terms: (i) in respect of the Intermediaries who have been appointed by the Company prior to the date of this Prospectus, as listed in paragraph 15 of Part IX of this Prospectus, from the date of this Prospectus; and (ii) in respect of Intermediaries who are appointed by the Company after the date of this Prospectus, a list of which appears on the Company's website, from the date on which they are appointed to participate in connection with any subsequent resale or final placement of securities and, in each case, until the closing of the period for the subsequent resale or final placement of securities by financial intermediaries at 11.00 a.m. on 24 March 2021, unless closed prior to that date. The Company and each of the Directors accept responsibility for the content of this Prospectus with respect to the resale or final placement of Shares in connection with the Intermediaries Offer by Intermediaries given consent by the Company to use this Prospectus.

The offer period within which any subsequent resale or final placement of securities by financial intermediaries can be made and for which consent to use this Prospectus is given commences on 7.00 a.m. on 10 March 2021 and closes at 11.00 a.m. on 24 March 2021, unless closed prior to that date (any such prior closure to be announced via a Regulatory Information Service).

Information on the terms and conditions of any subsequent resale or final placement of securities by any financial intermediary is to be provided at the time of the offer by the financial intermediary. Any financial intermediary using this Prospectus is required to state on its website that it uses this Prospectus in accordance with the consent and conditions as set out above.

The Company consents to the use of this Prospectus and accepts responsibility for the content of this Prospectus also with respect to subsequent resale or final placement of securities by any financial intermediary given consent to use this Prospectus.

Any new information with respect to financial intermediaries unknown at the time of approval of this Prospectus will be available on the Company's website, <http://chrysalisinvestments.co.uk/>.

Information to Distributors

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Requirements**") and/or (where applicable to EEA investors and EEA firms) the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**Directive 2014/65/EU**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing Directive 2014/65/EU; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any manufacturer (for the purposes of the UK MiFIR Product Governance Requirements or MiFID II Product Governance Requirements, as applicable) may otherwise have with respect thereto, the Shares the subject of the Initial Issue and the Placing Programme have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as respectively defined in paragraphs 3.5 and 3.6 of the FCA Handbook Conduct of Business Sourcebook or the MiFID II Product Governance Requirements, as applicable; and (ii) eligible for distribution through all permitted distribution channels (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, Distributors should note that: (i) the price of the Shares may decline and investors could lose all or part of their investment; (ii) the Shares offer no guaranteed income and no capital protection; and (iii) an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Initial Issue.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook or the MiFID II Product Governance Requirements, as applicable; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Data protection: Personal Data Collection Notice

Each investor acknowledges that it has been informed that, pursuant to applicable DP Legislation and regulatory requirements in the UK, Guernsey and/or the EEA, as appropriate, the Company, the Administrator and/or the Registrar hold their personal data. Personal data will be retained on record for a period exceeding six years after which it is no longer used (subject always to any limitations on retention periods set out in the DP Legislation). The Registrar and the Administrator will process such personal data at all times in compliance with DP Legislation and shall only process such information for the purposes set out in the Company's privacy notice (the "**Purposes**") which is available for consultation on the Company's website <http://chrysalisinvestments.co.uk/> (the "**Privacy Notice**").

Where necessary to fulfil the Purposes, the Company will disclose personal data to:

- (a) third parties located either within, or outside of the EEA, for the Registrar and the Administrator to perform their respective functions, or when it is within its legitimate interests, and in particular in connection with the holding of Ordinary Shares and/or C Shares; or
- (b) its affiliates, the Registrar, the Administrator or the Investment Adviser and their respective associates, some of which are located outside of the EEA.

Any sharing of personal data between parties will be carried out in compliance with DP Legislation and as set out in the Company's Privacy Notice.

In providing the Registrar with personal data, each investor hereby represents and warrants to the Company, the Registrar and the Administrator that: (i) it complies in all material aspects with its data controller obligations under DP Legislation, and in particular, it has notified any data subject of the Purposes for which personal data will be used and by which parties it will be used and it has provided a copy of the Company's Privacy Notice to such relevant data subjects; and (ii) where consent is legally competent and/or required under DP Legislation, the investor has obtained the consent of any data subject to the Company, the Administrator and the Registrar and their respective Affiliates and group companies, holding and using their personal data for the Purposes (including the explicit consent of the data subjects for the processing of any sensitive personal data for the Purposes).

Each investor acknowledges that by submitting personal data to the Registrar (acting for and on behalf of the Company) where the investor is a natural person he or she (as the case may be) represents and warrants that (as applicable) he or she has read and understood the terms of the Company's Privacy Notice.

Each investor acknowledges that by submitting personal data to the Registrar (acting for and on behalf of the Company) where the investor is not a natural person it represents and warrants:

- (a) it has brought the Company's Privacy Notice to the attention of any underlying data subjects on whose behalf or account the investor may act or whose personal data will be disclosed to the Company and the Administrator as a result of the investor agreeing to subscribe for Ordinary Shares and/or C Shares under the Initial Issue and/or Placing Programme; and
- (b) the investor has complied in all other respects with all applicable data protection legislation in respect of disclosure and provision of personal data to the Company.

Where the investor acts for or on account of an underlying data subject or otherwise discloses the personal data of an underlying data subject, he/she/it shall, in respect of the personal data it processes in relation to or arising in relation to the Initial Issue and/or Placing Programme:

- (a) comply with all applicable data protection legislation;
- (b) take appropriate technical and organisational measures against unauthorised or unlawful processing of the personal data and against accidental loss or destruction of, or damage to the personal data;
- (c) if required, agree with the Company, the Administrator and the Registrar (as applicable), the responsibilities of each such entity as regards relevant data subjects' rights and notice requirements; and
- (d) immediately on demand, fully indemnify the Company, the Administrator and the Registrar (as applicable) and keep them fully and effectively indemnified against all costs, demands, claims, expenses (including legal costs and disbursements on a full indemnity basis), losses (including indirect losses and loss of profits, business and reputation), actions, proceedings and liabilities of whatsoever nature arising from or incurred by the Company, the Administrator and/or the Registrar in connection with any failure by the investor to comply with the provisions set out above.

Regulatory information

This Prospectus does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, Shares in any jurisdiction in which such offer or solicitation is unlawful. The issue or circulation of this Prospectus may be prohibited in some countries.

Investment considerations

The contents of this Prospectus are not to be construed as advice relating to legal, financial, taxation, accounting, regulatory, investment decisions or any other matter. Prospective investors must inform themselves as to:

- the legal requirements within their own countries for the purchase, holding, transfer, redemption or other disposal of the Shares;
- any foreign exchange restrictions applicable to the purchase, holding, transfer, redemption or other disposal of the Shares which they might encounter; and

- the income and other tax consequences which may apply to them as a result of the purchase, holding, transfer, redemption or other disposal of the Shares.

Prospective investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, accounting, regulatory, investment or any other related matters concerning the Company and an investment therein.

An investment in the Company should be regarded as a long-term investment. There can be no assurance that the Company's investment objectives will be achieved.

It should be remembered that the price of the Shares, and the income from such Shares (if any), can go down as well as up.

This Prospectus should be read in its entirety before making any investment in the Shares. All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Articles which investors should review. A summary of the Articles is contained in Part IX of this Prospectus under the section headed "Articles".

Forward looking statements

This Prospectus 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", "estimates", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements relate to matters that are not historical facts. They appear in a number of places throughout this Prospectus and include statements regarding the intentions, beliefs or current expectations of the Company and the Directors concerning, amongst other things, the investment strategy, financing strategies, investment performance, results of operations, financial condition, prospects and the dividend policies of the Company and the instruments in which it will invest. 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. Forward-looking statements are not guarantees of future performance. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. These factors include, but are not limited to, changes in general market conditions, legislative or regulatory changes, changes in taxation regimes or development planning regimes, the Company's ability to invest its cash and the proceeds of the Initial Issue and the Placing Programme in suitable investments on a timely basis and the availability and cost of capital for future investments.

Potential investors are advised to read this Prospectus in its entirety, and, in particular, the section of this Prospectus entitled "Risk Factors" for a further discussion of the factors that could affect the Company's future performance. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this Prospectus may not occur or may not occur as foreseen.

These forward-looking statements speak only as at the date of this Prospectus. Subject to its legal and regulatory obligations (including under the Listing Rules, the Prospectus Regulation Rules, the DTRs, the UK Market Abuse Regulation and the Takeover Code), the Company expressly disclaims any obligations to update or revise any forward-looking statement contained herein to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based.

No statements in this Prospectus, including forward-looking statements, in any way seek to qualify the working capital statement made in paragraph 10 of Part IX of this Prospectus.

Presentation of financial information

All financial information for the Company is prepared in accordance with IFRS and, unless otherwise indicated, the financial information in this Prospectus has been prepared in accordance with IFRS. In making an investment decision, prospective investors must rely on their own examination of the Company from time to time and the terms of the applicable issue.

Presentation of industry, market and other data

Information regarding markets, market size, market share, market position, growth rates and other industry data pertaining to the Company's portfolio investments and target pipeline contained in this Prospectus consists of estimates based on data and reports compiled by professional organisations and analysts, or data from other external sources and on the Company's, the Directors' and Investment Adviser's knowledge of the unquoted and quoted equities sector. Information regarding the macroeconomic environment has been compiled from publicly available sources. In many cases, there is no readily available external information (whether from trade associations, government bodies or other organisations) to validate market-related analyses and estimates, requiring the Company to rely on internally developed estimates. The Company takes responsibility for compiling, extracting and reproducing market or other industry data from external sources, including third parties or industry or general publications, but none of the Company, the Investment Adviser, Liberum or Numis Securities has independently verified that data. The Company gives no assurance as to the accuracy and completeness of, and takes no further responsibility for, such data. Similarly, while the Company believes its and the Investment Adviser's internal estimates to be reasonable, they have not been verified by any independent sources and the Company cannot give any assurance as to their accuracy.

Currency presentation

Unless otherwise indicated, all references in this Prospectus to "GBP", "pounds sterling", "£", "pence" or "p" are to the lawful currency of the UK.

Governing law

Unless otherwise stated, statements made in this Prospectus are based on the law and practice currently in force in England and Wales and Guernsey (as appropriate) and are subject to changes therein.

In this Prospectus, any reference any EU directive, EU regulation, EU tertiary legislation or provision of the EEA agreement (an "EU Matter") which is to form part of UK law by application of section 3 of the European Union (Withdrawal) Act 2018 shall be read as a reference to that EU Matter as it forms (by virtue of section 3 of the European Union (Withdrawal) Act 2018) part of UK law and as modified by UK law from time to time, and the words and expressions used in this paragraph shall have the meanings given to them respectively in the European Union (Withdrawal) Act 2018.

No incorporation of website

The contents of the Company's website, <http://chrysalisinvestments.co.uk/>, or the contents of any website accessible from hyperlinks on the Company's website or any other website referred to in this Prospectus, do not form part of this Prospectus. Investors should base their decision whether or not to invest in the Shares on the contents of this Prospectus and any supplementary prospectus published by the Company prior to Initial Admission alone and should consult their professional advisers prior to making an application to acquire Shares.

UK PRIIPs Regulation

In accordance with the UK PRIIPs Regulation, a key information document in respect of an investment in the Shares has been prepared by the Company and is available to investors at <http://chrysalisinvestments.co.uk/>. If a new class of C Shares is issued under the Placing Programmes, the Company will make available a key information document in relation to such class of C Shares as required under the UK PRIIPs Regulation.

Notice to prospective investors in the European Economic Area

In relation to each EEA Member State, no Shares have been offered or will be offered pursuant to the Initial Issue or the Placing Programme to the public in that EEA Member State prior to the publication of a prospectus in relation to the Shares which has been approved by the competent authority in that EEA Member State or, where appropriate, approved in another EEA Member State and notified to the competent authority in that EEA Member State, all in accordance with the EU Prospectus Regulation, except that offers of the Shares may be made to the public in that EEA Member State at any time under the following exemptions under the EU Prospectus Regulation:

- a) to any legal entity which is a qualified investor as defined under Article 2 of the EU Prospectus Regulation;
- b) to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of the EU Prospectus Regulation) subject to obtaining the prior consent of the Joint Bookrunners for any such offer; or
- c) in any other circumstances falling within Article 1(4) of the EU Prospectus Regulation,

provided that no such offer of the Shares shall result in a requirement for the publication of a prospectus pursuant to Article 3 of the EU Prospectus Regulation or a supplement to a prospectus pursuant to Article 23 of the EU Prospectus Regulation and each person who initially acquires any Shares or to whom any offer is made will be deemed to have represented, warranted and agreed to and with each of the Joint Bookrunners and the Company that it is a qualified investor.

For the purpose of this provision, the expression an “offer to the public” in relation to any Shares in any relevant member state means the communication in any form and by any means of sufficient information on the terms of the offer and the Shares to be offered so as to enable an investor to decide to subscribe for or purchase the Shares and the expression “EU Prospectus Regulation” means Regulation (EU) 2017/2019.

In the case of any Shares being offered to a financial intermediary, as that term is used in Article 5(1) of the EU Prospectus Regulation, such financial intermediary will also be deemed to have represented, that the Shares acquired by it in the Initial Issue or the Placing Programme have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Shares to the public other than their offer or resale in a EEA Member State to qualified investors as so defined or in circumstances in which the prior consent of the Joint Bookrunners has been obtained to each such proposed offer or resale. The Company, the Joint Bookrunners and their respective affiliates and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement. Notwithstanding the above, a person who is not a qualified investor and who has notified the Joint Bookrunners of such fact in writing may, with the prior consent of the Joint Bookrunners, be permitted to acquire Shares in the Initial Issue or Placing Programme.

The AIFM has made the notifications or applications and received, where relevant, approvals for the marketing of the Shares to “professional investors” (as defined in the AIFMD) in the Republic of Ireland. The AIFM may make additional national private placement applications in other EEA Member States from time to time. Notwithstanding any other statement in this Prospectus, this Prospectus should not be made available to any investor domiciled in any EEA Member State other than professional investors in the Republic of Ireland. Prospective investors domiciled in the EEA that have received the Prospectus in any EEA Member State other than the Republic of Ireland should not subscribe for Issue Shares (and the Company reserves the right to reject any application so made, without explanation) unless: (i) the Company has confirmed that the AIFM has made the relevant notification or applications in that EEA Member State and are lawfully able to market Shares into that EEA Member State; or (ii) such investors have received the Prospectus on the basis of an enquiry made at the investor’s own initiative.

The Shares may not be marketed to retail investors (as this term is defined in the AIFMD as transposed in the relevant EEA Member State) in any EEA Member State unless the Shares have been qualified for marketing to retail investors in that EEA Member State in accordance with applicable local laws. At the date of this Prospectus, the Shares are not eligible to be marketed to retail investors in any EEA Member State. Accordingly, the Shares may not be offered, sold or delivered and neither this document nor any other offering materials relating to such Shares may be distributed or made available to retail investors in any EEA Member State.

Notice to prospective investors in the Republic of Ireland

Unless stated otherwise herein, Shares in the Company can only be marketed to those investors that are considered to be a professional client or may, on request, be treated as a professional client, within the meaning of European Communities (Markets in Financial Instruments) Regulations, 2017, as amended (“MiFIR”) (hereinafter “eligible investors”).

The Company has been notified to the Central Bank for offer or distribution under Regulation 43 of the EU AIFM Regulations 2013 as amended, meaning it may be marketed in Ireland to prospective eligible investors domiciled or with a registered office in an EEA Member State.

This Prospectus and the information contained herein is confidential and has been prepared and is intended for use on a confidential basis solely by those eligible investors in the Republic of Ireland to whom it is sent. This Prospectus may not be reproduced, redistributed or passed on to any other person in the Republic of Ireland or published in whole or in part for any purpose. No person receiving a copy of this Prospectus, other than the addressee, may treat it as constituting an invitation or a solicitation to them to subscribe for or purchase Shares in the Company. Any and all offers made by or contained in this Prospectus to eligible investors in the Republic of Ireland will be restricted to an offer of securities which is an excluded offer within the meaning of the EU Prospectus Regulation. Accordingly, any such offer is an excluded offer within the EU Prospectus Regulation.

This Prospectus does not constitute a Prospectus under any Irish law or regulations and has not been authorised by the Central Bank or any stock exchange in the Republic of Ireland. The Company is not supervised by the Central Bank and is not otherwise supervised or authorised in the Republic of Ireland. Shares may not be offered or placed, directly or indirectly by or to any person in the Republic of Ireland other than to eligible investors in conformity with the provisions of the Regulations and the requirements of the Central Bank.

If any advice is given to residents of the Republic of Ireland in relation to any offer made by or contained in this Prospectus by any intermediary, such intermediary should be authorised or exempted under MiFIR.

Nothing in this Prospectus implies any representation, recommendation or advice (including investment advice under Directive 2014/65/EU on markets in financial instruments, as amended) of any kind by the Company, the AIFM, the Investment Adviser, Liberum or Numis Securities their management, employees or affiliates with respect to its contents.

Notice to prospective investors in Guernsey

This Prospectus may not be distributed or circulated, directly or indirectly, to any person in the Bailiwick of Guernsey other than:

- (a) by persons licensed to do so by the GFSC under the POI Law; or
- (b) by a person that is not a Bailiwick of Guernsey body or individual ordinarily resident in the Bailiwick of Guernsey and that person:
 - (i) carries on that activity in or from within the Bailiwick of Guernsey in a manner in which it is permitted to carry it on in or from within, and under the law of, a designated country or territory which, in the opinion of the States of Guernsey Policy and Resources Committee, affords in relation to activities of that description adequate protection to investors (a “**Designated Territory**”);
 - (ii) has its main place of business in that Designated Territory and does not carry on any restricted activity from a permanent place of business in the Bailiwick of Guernsey;
 - (iii) is recognised as a national of that Designated Territory by its law (and has provided evidence of the same); and
 - (iv) has given prior written notice to the GFSC of the date from which it intends to carry on that activity in or from within Guernsey (by completion of a “Form EX” and submission of the requisite documentation) and complied with certain requirements applicable to an applicant for a licence and the GFSC has issued confirmation of the exemption; or
- (c) to those persons regulated by the GFSC as licensees under the POI Law, the Banking Supervision (Bailiwick of Guernsey) Law, 1994 (as amended), the Insurance Business (Bailiwick of Guernsey) Law, 2002 (as amended), the Insurance Managers and Insurance Intermediaries (Bailiwick of Guernsey) Law, 2002 (as amended) or the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc. (Bailiwick of Guernsey) Law, 2000 (as amended) and the person carrying on such activity satisfies items (b)(i) to (iii) above and has given written notice to the GFSC of the date from which it intends to carry out the promotional activity.

The offer referred to in this Prospectus and this Prospectus are not available in or from within the Bailiwick of Guernsey other than in accordance with the above paragraphs and must not be relied upon by any person unless made or received in accordance with such paragraphs.

Notice to prospective investors in Jersey

The offering of Shares is “valid in the United Kingdom” (within the meaning given to that expression under Article 8(5) of the Control of Borrowing (Jersey) Order 1958 (the “**Jersey COBO**”)) and is circulated in Jersey only to persons similar to those to whom, and in a manner similar to that in which, it is for the time being circulated in the United Kingdom. The Company has no “relevant connection with Jersey” for the purposes of Articles 8(7) and 8(8) of the Jersey COBO. Accordingly, the consent of the Jersey Financial Services Commission under Article 8(2) of the Jersey COBO to the circulation of this Prospectus in Jersey is not required and has not been obtained.

Notice to prospective investors in Hong Kong

The contents of this Prospectus have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Initial Issue and the Placing Programme. If you are in any doubt about any of the contents of this Prospectus, you should obtain independent professional advice.

The Company is not authorised by the Securities and Futures Commission in Hong Kong. The Shares may not be offered or sold in Hong Kong by means of this Prospectus or any other document other than in circumstances which do not constitute an offer to the public for the purposes of the Securities and Futures Ordinance (Cap. 571) of Hong Kong or any other applicable legislation in Hong Kong. This Prospectus is distributed on a confidential basis and may not be reproduced in any form or transmitted to any person other than the person to whom it has been sent. No interest in the Company will be issued to any person other than the person to whom this Prospectus has been sent.

Notice to Prospective Investors in Switzerland

This Prospectus and any accompanying supplement does not constitute an issue prospectus within the meaning of, and has been prepared without regard to the disclosure standards for issue prospectuses under, article 652a or article 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under article 27 ff. of the SIX Swiss Exchange Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland.

The Shares will not be listed on the SIX Swiss Exchange Ltd. or on any other stock exchange or regulated trading facility in Switzerland. The Shares will not be distributed in or from Switzerland as defined by the Swiss Federal Act on Collective Investment Schemes (“**CISA**”) and neither this Prospectus nor any other offering materials relating to the Company will be made available from this time through distribution in or

from Switzerland. This Prospectus may only be freely circulated and the Shares may only be freely offered, distributed or sold to regulated financial intermediaries, such as banks, securities dealers, fund management companies, asset managers of collective investment schemes and central banks as well as to regulated insurance companies. As such, subscribers for Shares do not benefit from protection under the CISA or supervision by the Swiss Financial Market Supervisory Authority (“**FINMA**”).

Circulating this Prospectus and offering, distributing or selling Shares to other persons or entities including qualified investors as defined in the CISA may trigger, in particular, (i) licensing/ prudential supervision requirements for the distributor, (ii) a requirement to appoint a representative and paying agent in Switzerland and (iii) the necessity of a written distribution agreement between the representative in Switzerland and the distributor. Accordingly, legal advice should be sought before providing this Prospectus to and offering, distributing or selling Shares to any other persons or entities.

Neither this Prospectus (including any accompanying supplement) nor any other offering or marketing material relating to the offering nor the Company or the Shares have been or will be filed with, registered or approved by any Swiss regulatory authority. In particular, the Company has not registered, and will not register itself with FINMA as a foreign collective investment scheme.

This Prospectus does not constitute investment advice. It is personal to each specific offeree and does not constitute an offer to any other person. This Prospectus (and any other offering or marketing material relating to the Shares, the Initial Issue or any Subsequent Placing) may only be used by those persons to whom it has been handed out in connection with the offer described therein and may neither be copied nor be distributed or otherwise made available to other persons, directly or indirectly, without the express consent of the Company.

Expected Timetable of Principal Events

All references to times in this Prospectus are to London time.

THE INITIAL ISSUE

Record Date for entitlement under the Open Offer	close of business on 8 March 2021
Announcement of Initial Issue and Placing Programme, publication and posting of the Prospectus and Open Offer Application Forms	7.00 a.m. on 10 March 2021
Initial Placing, Open Offer, Initial Offer for Subscription and Intermediaries Offer open	10 March 2021
Ex-entitlement date for the Open Offer	8.00 a.m. on 10 March 2021
Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to stock accounts of Qualifying CREST Shareholders in CREST	11 March 2021
Recommended latest time for requesting withdrawal of Open Offer Entitlements and Excess Crest Open Offer Entitlements from CREST	4.30 p.m. on 18 March 2021
Latest time for depositing Open Offer Entitlements and Excess CREST Open Offer Entitlements from CREST	3.00 p.m. on 19 March 2021
Latest time and date for splitting Open Offer Application Forms to satisfy <i>bona fide</i> market claims only.	3.00 p.m. on 22 March 2021
Latest time and date for receipt of completed application forms from the Intermediaries in respect of the Intermediaries Offer ¹	11.00 a.m. on 24 March 2021
Latest time and date for receipt of Offer for Subscription Applications under the Offer for Subscription ¹	11.00 a.m. on 24 March 2021
Latest time and date for receipt of completed Open Offer Application Forms and payment in full under the Open Offer (including the Excess Application Facility) or settlement of relevant CREST instruction	11.00 a.m. on 24 March 2021
Latest time and date for receipt of commitments under the Initial Placing ¹	12.00 p.m. on 25 March 2021
RNS announcement of the results of the Initial Issue	26 March 2021
Shares issued pursuant to the Initial Placing on T+2 basis	8.00 a.m. on 30 March 2021
Admission to the premium listing segment of the Official List and commencement of dealings in the new Ordinary Shares on the London Stock Exchange's Main Market ²	8.00 a.m. on 30 March 2021
CREST accounts credited in respect of new Ordinary Shares in uncertificated form	as soon as practicable on 30 March 2021
Despatch of definitive share certificates for new Ordinary Shares (where applicable) ³	Week commencing 12 April 2021

PLACING PROGRAMME

Placing Programme opens	10 March 2021
Admission to the premium listing segment of the Official List and commencement dealings in Shares issued pursuant to the Placing Programme to the London Stock Exchange's Main Market	8.00 a.m. on each day Shares are issued pursuant to the Placing Programme
CREST accounts credited in respect of issued pursuant to the Placing Programme in uncertificated form	As soon as possible after 8.00 a.m. on each day Shares are issued in uncertificated form pursuant to the Placing Programme
Dispatch of definitive share certificates for shares issued pursuant to the Placing Programme in certificated form (where applicable)	Approximately one week following the relevant Placing Programme Admission
Latest date for Shares to be issued pursuant to the Placing Programme	9 March 2022

Times and dates are subject to change.

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1. The Company, Liberum and Numis Securities may agree to extend such date and thereby extend any of the Initial Placing, the Intermediaries Offer and/or the Offer for Subscription periods, to a time and date no later than 5.00 p.m. on 30 May 2021. If any such periods are extended, the Company will notify investors of such change by publishing an RNS announcement.
 2. In respect of the Initial Issue, there will be no dealings on a conditional basis prior to the commencement of unconditional dealings.
 3. Underlying Applicants who apply under the Intermediaries Offer for Ordinary Shares will not receive share certificates.

Initial Issue Statistics

Ordinary Shares available under the Initial Issue	up to 146,341,463
Issue price per Ordinary Share for the Initial Issue	£2.05
Target estimated Net Proceeds receivable by the Company	up to £234.6 million

Placing Programme Statistics

Maximum number of Ordinary Shares and/or C Shares to be issued and allotted in aggregate pursuant to the Placing Programme (inclusive of the number of Ordinary Shares issued pursuant to the Initial Issue)	Up to 600 million
Placing Programme Price per Ordinary Share to be issued under the Placing Programme	To be determined in respect of each Subsequent Placing by the Company (following consultation with Liberum and Numis Securities) at the time of the relevant Subsequent Placing
Placing Programme Price per C Share to be issued under the Placing Programme	£1

146,341,463 Ordinary Shares are available under the Initial Issue, with the actual size of the Initial Issue being subject to investor demand. The number of Ordinary Shares to be issued pursuant to the Initial Issue, and therefore the amount of the Gross Issue Proceeds, is not known at the date of this Prospectus but will be notified by the Company via an RNS announcement prior to Initial Admission. 80,186,322 Ordinary Shares are being reserved for Shareholders under the Open Offer under which Shareholders will be entitled to subscribe for 1 Ordinary Share for every 5 Ordinary Shares held on the Record Date.

It is also assumed for this purpose that 116,771,687 Ordinary Shares are issued pursuant to the Initial Issue and that the costs and expenses of the Initial Issue payable by the Company are equal to approximately 2 per cent. of the Gross Issue Proceeds.

To the extent that less than 116,771,687 Ordinary Shares are issued pursuant to the Initial Issue, additional Shares will be available for issue pursuant to the Placing Programme provided that the maximum number of Shares to be issued pursuant to the Initial Issue and each Subsequent Placing (in aggregate) shall be 600 million Ordinary Shares and/or C Shares.

Dealing Codes

ISIN for the Ordinary Shares	GG00BGJYPP46
SEDOL for the Ordinary Shares	BGJYPQ5
ISIN for the Open Offer Entitlement of Ordinary Shares	GG00BMH40C04
SEDOL for the Open Offer Entitlement of Ordinary Shares	BMH40C0
ISIN for the Excess Shares	GG00BMH40D11
SEDOL for the Excess Shares	BMH40D1
Legal Entity Identifier (LEI) of the Company	213800F9SQ753JQHSW24

Directors, Investment Adviser and Advisers

Directors	Andrew Haining (Chairperson) Stephen Coe Simon Holden Anne Ewing Tim Cruttenden <i>all of the registered office below</i>
Registered Office	3rd Floor 1 Le Truchot St Peter Port Guernsey GY1 1WD Telephone: +44 (0)1481 749 360
AIFM	Maitland Institutional Services Ltd Hamilton Centre Rodney Way Chelmsford CM1 3BY
Investment Adviser	Jupiter Investment Management Limited The Zig Zag Building 70 Victoria Street London SW1E 6SQ Telephone: +44 (0)20 3817 1077
Sponsor, Global Co-ordinator and Joint Bookrunner	Liberum Capital Limited Ropemaker Place Level 12 25 Ropemaker Street London EC2Y 9LY
Joint Bookrunner	Numis Securities Limited 10 Paternoster Square London EC4M 7LT
Administrator and Company Secretary	Maitland Administration (Guernsey) Limited 3rd Floor 1 Le Truchot St Peter Port Guernsey Channel Islands GY1 1WD
Registrar	Computershare Investor Services (Guernsey) Limited c/o 13 Castle Street St Helier Jersey JE1 1ES

Depository	Citibank Europe plc, UK Branch Citigroup Centre Canada Square Canary Wharf London E14 5LB Telephone: +44 (0)20 7986 4000
Receiving Agent	Computershare Investor Services PLC Corporate Actions Projects The Pavilions, Bridgwater Road Bristol BS99 6AH
English and US Legal Adviser to the Company	Travers Smith LLP 10 Snow Hill London EC1A 2AL
Guernsey Legal Adviser to the Company	Ogier (Guernsey) LLP Redwood House St Julian's Avenue St Peter Port GY1 1WA
English and US Legal Adviser to the Joint Bookrunners	Hogan Lovells International LLP Atlantic House 50 Holborn Viaduct London EC1A 2FG
Reporting Accountant	KPMG Channel Islands Limited Gategny Court Gategny Esplanade St Peter Port Guernsey GY1 1WR
Auditors	KPMG Channel Islands Limited Gategny Court Gategny Esplanade St Peter Port Guernsey GY1 1WR

Part I

The Company and its Investment Portfolio²

Introduction to the Company

Chrysalis Investments Limited (formerly known as Merian Chrysalis Investment Company Limited) (LEI: 213800F9SQ753JQH5W24) was incorporated as a limited company in Guernsey under the Companies Law on 3 September 2018, with registration number 65432 with an unlimited life and with its registered address at 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey, GY1 1WD. The Company is making available 116,771,687 Ordinary Shares pursuant to the Initial Issue comprising the Initial Placing, the Intermediaries Offer, the Offer for Subscription and the Open Offer. 80,186,322 Ordinary Shares are being reserved under the Open Offer under which Shareholders will be entitled to subscribe for 1 Ordinary Share(s) for every 5 Ordinary Shares held on the Record Date. The Company may issue and allot further Shares pursuant to the Placing Programme provided that the aggregate number of Shares issued pursuant to the Initial Issue and the Placing Programme shall not exceed 600 million Ordinary Shares and/or C Shares. The Ordinary Shares are listed on the premium segment of the Official List and traded on the Main Market of the London Stock Exchange.

The Company is registered with the GFSC as a registered closed-ended collective investment scheme under the RCIS Rules and the POI Law. The Company is not authorised or regulated as a collective investment scheme by the Financial Conduct Authority but is subject to the Listing Rules, the Disclosure Guidance and Transparency Rules and the UK Market Abuse Regulation. The Listing Rules include a listing principle that a listed company must ensure that it treats all holders of the same class of shares that are in the same position equally in respect of the rights attaching to such shares.

The Company operates as an externally managed non-EEA domiciled AIF. The AIFM is authorised to act as a UK full scope alternative investment fund manager under the UK AIFM Regulations and is a non-EEA domiciled alternative investment fund manager for the purposes of the AIFMD. The AIFM has delegated portfolio management services to the Investment Adviser. The Company currently intends to appoint a member of the Investment Adviser's group as its alternative investment fund manager during the first half of 2021. The existing AIFM's appointment will terminate on such transition taking effect and this change will not impact the provision of services to the Company by the existing management team at the Investment Adviser.

Rationale for the Initial Issue and Investment Case

The Company has a long-stated aim to look to grow its size, commensurate with the scale of the opportunity in the crossover market, which both it and the Investment Adviser believe will be beneficial to investors on a number of fronts. In this regard, it recognises there is a trade-off between efficiency of scaling, which involves realising investments and using internally generated revaluation gains to fund new investments, and speed. A focus on efficiency requires time for investments to mature and realisation events, such as an IPO, to emerge. Raising fresh capital for investment offers a relatively fast way to scale, and allows the Investment Adviser to time the Company's realisations to ensure full maximisation of an investment case.

To date, the investible assets of the Company have grown via a combination of revaluation and capital raises. As of December 2020, the Company's total invested capital stood at approximately £743.3 million, with approximately £34.9 million of cash, to give total investible assets of approximately £778.2 million. Due to further follow-ons and payment of fees and expenses, as of 8 March 2021 cash balances were approximately £2.6 million (with the £15 million drawn under the Revolving Credit Facility expected to settle shortly after publication of this Prospectus). Since its IPO, the Company has raised £470 million of capital from Shareholders which means that the implied revaluation performance has contributed approximately £308.2 million, or roughly 39.6 per cent. of total asset growth. The Investment Adviser has identified substantial investment opportunities which meet the Company's investment criteria which have significant growth potential. Raising additional capital will not only allow the Investment Adviser to pursue new and diversifying investments, but also to drive the performance of existing assets through certain follow-on investments, to the benefit of Shareholders. In addition this will mean that realisation events in the

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Company's existing portfolio of investments will be driven by the investment case of the relevant investment rather than seeking to recycle capital.

The Company also believes that the following factors support the raising of further capital at this stage:

- certain of the Company's investments are late-stage in nature, implying the Company may see further IPOs by its portfolio companies, following THG in September 2020. This belief is supported by the recent strong performance of a number of tech-enabled comparable peers of the Company's investments and the apparent buoyant IPO market conditions;
- the Investment Adviser currently has an active pipeline of over ten potential new investments totalling up to circa £1 billion;
- the Company has had significant success over the last two years through follow-on investments, and continues to see significant opportunities in this regard. The Investment Adviser has identified up to circa £250 million of potential follow-on opportunities for the coming months; and
- the Revolving Credit Facility of £32 million, which was put in place on 8 March 2021, currently has £15 million drawn to facilitate investment activity and proceeds of the raise are expected to be used to repay it. In accordance with the Company's investment policy, any leverage adopted by the Company is not expected to be structural, and it will target to repay it within 12 months of drawdown.

Given the Company's active new investment pipeline, and its expectations surrounding follow-on prospects, the Investment Adviser believes it has a realistic opportunity to deploy fresh capital in a value accretive way for Shareholders in a timely manner.

Investment Highlights

Prospective IPOs from the existing portfolio

In certain cases, the Investment Adviser's acquisition (through other funds under its management) of some assets predates their ownership by the Company, but the Investment Adviser's aspirations to target private, late-stage companies typically two to five years in advance of their IPOs, remains relevant regardless of investment date. The passage of time naturally brings any potential IPO events into closer focus. So far one investment in the Company's portfolio (THG) has successfully obtained a public market listing raising c.£1.9 billion (including £920 million through the issue of new shares) in the process and indeed this was the earliest private asset acquired by the Investment Adviser.

Duration since first investment to March 2021 or IPO³

	Date of first investment	Duration of investment (years)
THG	13/10/2017	3.4
Wise	28/10/2017	3.4
Secret Escapes	12/07/2018	2.6
Graphcore	17/12/2018	2.2
Starling	12/02/2019	2.1
Embark	03/07/2019	1.7
Klarna	05/08/2019	1.6
Sorted	15/08/2019	1.6
wefox	05/12/2019	1.2
Featurespace	13/05/2020	0.8
You & Mr Jones	30/09/2020	0.4

Source: Investment Adviser, as at 5 March 2021

³ First investment for THG, Wise and Secret Escapes is their inclusion in other funds managed by the Investment Adviser and predates the formation of Chrysalis Investments. Excluding Growth Street that is currently being wound down. THG duration of ownership runs to its IPO on 15 September 2020.

As and when any further companies in the portfolio do choose to seek a public listing, the Company is well positioned as an existing investor to either participate in any pre-IPO rounds, or to look to maximise its allocation by acting in its crossover capacity as a “cornerstone” investor, typically alongside the Investment Adviser’s range of open-ended investment companies operating in listed markets. The Company’s participation in the THG IPO is a case in point, where the Investment Adviser’s prior engagement with that company and commitment to materially back its IPO, across a range of funds, led it to being appointed as one of only five global cornerstone investors in an IPO that transpired to be significantly oversubscribed. This cornerstone status allowed the Company to secure a strong allocation and ensure participation in the subsequent share price performance of THG in the aftermarket.

Strong market for tech-enabled names; IPO market buoyant

One of the outcomes of the COVID-19 pandemic has been an acceleration in the previously established trend of society moving from “offline” business models to “online” ones. This has typically driven strong new user growth for tech-enabled companies over the course of 2020, and has enhanced their revenue potential in future years.

Investors have recognised this dynamic, and this has led to strong demand for the shares of companies exposed to this trend, both in private and public markets, and has triggered strong valuation growth. For the Company, this has manifested itself in high profile funding rounds in holdings such as Klarna, Wise and culminating in the IPO of THG.

Elsewhere, a wide variety of listed comparable companies for a number of the Company’s holdings have seen strong share price performances, hopefully underpinning the valuations the public market will pay at a potential IPO for existing private companies.

Finally, the IPO market has seen strong participation by listed market investors. In the UK, the THG IPO was significantly oversubscribed and has performed well in the aftermarket and has been followed by strong showings from names such as Dr Martens, Moonpig and Auction Technology Group.

In the US, tech names such as AirBnB, Snowflake and Affirm have all debuted and performed strongly recently, with a simple average share price performance of 134 per cent. since listing (to 1 March 2021).

In combination, the Investment Adviser believes persistence of these developments bode well if any companies within the Company’s portfolio choose to list over the coming 12 to 18 months.

Developed pipeline of new investment opportunities

The Investment Adviser has a long-held ambition to continue to diversify the Company’s portfolio via new additions. At the time of the Company’s launch, the initial aim was to reach a portfolio of seven to fifteen investments; given the current portfolio of twelve, this has duly been achieved.

The Investment Adviser has always looked to strike a balance between the potency of the investment theses in the portfolio, and seeking diversification. It believes the optimum way to deliver superior returns for Shareholders is by finding the best ideas available, even if it takes longer to build out the number of units, rather than to drive quickly for broader diversification, and risk diluting aggregate returns with potentially less compelling investments.

Over the course of the financial year to September 2020, three new investments were made – wefox, Featurespace and You & Mr Jones – building on the nine made in the Company’s first year post IPO. It is the Investment Adviser’s aspiration to add a small number of investments each year, at a level which will allow it to pursue only the best ideas presented to it.

With an extensive origination channel now in place, the Investment Adviser currently has a pipeline of over ten companies with which it has had in discussions and it believes there is a realistic chance of the Company being able to invest in certain of these opportunities over the coming months, subject to further due diligence. The aggregate total capital these businesses are looking to raise is estimated at c.£1 billion.

Follow on investment opportunities

Since inception, the Company has been very active in deploying capital via follow-on investments. As of December 2020, of the £434 million invested, approximately £210 million went into follow-on investments and the balance into new investments.

The Investment Adviser sees several benefits to follow-on investments, including:

- an ability to validate investment performance and thesis, before increasing the position size; and
- using follow-on investments to help investee companies develop and thus contribute towards their success, which in turn drives NAV growth for Shareholders.

The table below details the extent of the follow-on investments undertaken to December 2020 by asset, as well as the relevant internal rate of return (“**IRR**”). As can be seen, despite a short period for many of the assets to perform in, follow-ons have achieved a blended IRR of more than 80%.

Follow-ons undertaken over year to December 2020

	1st follow-on date	Follow-on quantum £m	IRR[#]
THG*	Oct-19	34	185%
Wise*	Oct-19	36	80%
Klarna	Sep-20	23	101%
Starling	Oct-19	34	38%
Graphcore*	Dec-19	29	27%
Embark	Nov-19	12	134%
wefox	May-20	26	NM
Sorted	Oct-20	5	0%
Secret Escapes	May-20	3	103%
Growth Street	Jun-19	7	-78%
Total		210	81%

* includes transfers from certain open-ended investment companies advised by the Investment Adviser.

Blended IRR is weighted by follow-on quantum and excludes wefox due to short duration of recent follow-ons.

Given the Investment Adviser typically views follow-on investments as an efficient way to deploy capital, due to the background knowledge of the performance of the investment case, it believes IRRs of this magnitude offer compelling evidence of the Company’s ability to generate NAV growth for investors. The ability of follow-ons to accelerate investments cases is also very valuable.

Good examples of this would be Embark, where the Company’s follow-on capital enabled Embark to acquire the Zurich platform and considerably expand its assets under administration.

Opportunities afforded by increased scale

The Investment Adviser believes the Company has been successful in accessing many high-profile deals, based on the attractiveness of its crossover proposition to its target group of companies. The Company’s current and potential investments are typically building their own “equity stories” towards IPO and recognise the role a credible and material public market participant can play on their shareholder register in the latter stages of private ownership.

Increasingly, the investments targeted by the Investment Adviser on behalf of the Company are large, late-stage private businesses, with commensurately significant funding requirements. The ability to credibly provide that funding, over a sometimes prolonged period, is an important consideration when these targets look to select which investors to partner with.

As a result, the Investment Adviser believes combining its strong crossover pedigree with increased scale, such that the Company can compete in terms of ticket size with many of the global growth investors, will further enhance its offering in the market.

It will also allow the Company to be more proactive in pre-empting potential funding rounds by leading more deals on terms that are beneficial to investors.

As at 31 December 2020, the Company's gross assets (calculated as described under the heading "Portfolio Overview" below) stood at £778.2 million. Given investment restrictions that limit a single holding to 20% of gross assets at point of purchase, this implies a maximum initial ticket size of approximately £155 million is achievable. Based on an Initial Issue of £250 million, this would increase the single available investment size to approximately £205 million.

Scale is important to access global winners

No	Company (Location)	Date	Size \$m
1	Klarna (Stockholm)	September 2020	\$650m Growth Equity
2	Revolut (London)	February 2020	\$500m Series D
3	KI Insurance (London)	September 2020	\$500m Growth Equity
4	Wise (London)	July 2020	\$319m Secondary
5	Mirakl (London)	September 2020	\$300m Growth Equity
6	UI Path (Bucharest)	July 2020	\$225m Series E
7	Graphcore (Bristol)	December 2020	\$222m Series E
8	Gymshark (Solihull)	August 2020	£200m Growth Equity
9	Snyk (London)	September 2020	\$200m Series D
10	MessageBird (Amsterdam)	October 2020	\$200m Series C
Average			\$332m

Top European transactions in 2020 (From select tech sectors: software; fintech; security; semiconductors; gaming; and robotics)
Source: Dealroom and Pitchbook

Across a variety of sectors that the Investment Adviser focuses on, the top ten deals in Europe in 2020 raised approximately \$3.3 billion, at an average ticket size of approximately £332 million. Often, the lead investor's investment size is not disclosed, however in the Investment Adviser's experience, it is reasonable to expect a lead investor might commit 50 per cent. to 75 per cent. of these major raises, suggesting an average investment size, based on the data from 2020, of approximately between \$170 million to \$250 million.

The ability to write significant tickets can assist in opening the door to investment, even where active processes are not underway, and in achieving deals on the best possible terms. In addition, greater capital gives potential investee companies comfort that the Company can support them via follow-on investments if required, which is often a critical factor when potential investee companies look to select a funding partner.

Portfolio Overview

Overview

As at 8 March 2021 (being the latest practicable date prior to the publication of this Prospectus), the Company's portfolio is made up of the following investments:

	<u>£m</u>	<u>% investible</u>
Klarna	117,811,424	15.1%
THG	113,184,950	14.5%
Wise	93,635,287	12.0%
wefox	84,643,868	10.9%
Starling	82,060,027	10.5%
Embark	69,004,687	8.9%
Graphcore	61,727,894	7.9%
You & Mr Jones	43,891,734	5.6%
Featurespace	38,841,552	5.0%
Secret Escapes	22,291,269	2.9%
Sorted	15,000,200	1.9%
Growth Street	1,256,482	0.2%
Cash	34,931,983	4.5%
Total	<u>778,281,358</u>	<u>100.0%</u>

In respect of portfolio information given as at 8 March 2021 (being the latest practicable date prior to the publication of this Prospectus), this information uses portfolio company valuations as at 31 December 2020 without adjustment for subsequent foreign exchange movements. The holding value of THG is based on a closing share price of 780p as at 31 December 2020. The percentage of investible assets is calculated using the Company's cash balance as at 31 December 2020. These are the latest valuations undertaken prior to the publication of this Prospectus.

It is noted that one of the Company's investments, Klarna, announced on 1 March 2021 a funding round valuing the company at \$31 billion post-money, which it is estimated would result in a gross increase in the Net Asset Value per Ordinary Share of approximately 32 pence (based on Swedish Krona foreign exchange rates as of 26 February 2021) as compared to the Company's Net Asset Value per Ordinary Share as at the date of this Prospectus. Further, Starling Bank's announcement on 8 March 2021 of the completion of a major funding round, conducted at a post new-money valuation of £1.3 billion, is anticipated to lead to a gross increase in the Net Asset Value per Ordinary Share of approximately 6p as compared to the Company's Net Asset Value per Ordinary Share as at the date of this Prospectus (calculated on the basis that the achieved valuation on the funding round is applied to revalue the Company's holding of the asset). The gross increases described above do not factor in fees that may accrue as a result of such increases.

These increases are not shown in any of the portfolio information or analysis set out in this Prospectus but will be included in future Net Asset Value calculations undertaken by the Company on a quarterly basis.

Portfolio valuation information is unaudited.

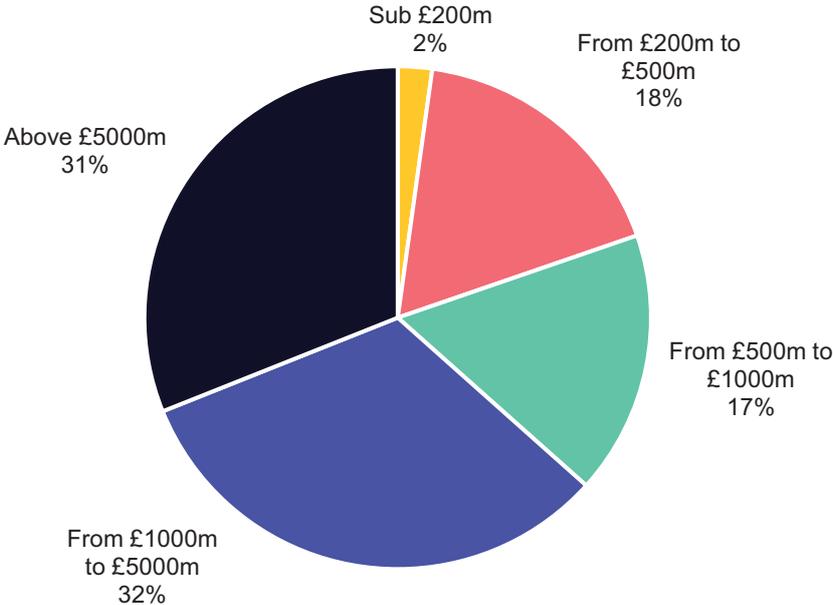
Portfolio diversification and follow-on investments

Since acquisition of the initial portfolio following the launch of the Company, the Investment Adviser has sought to increase the diversification of the portfolio. Given the strength of the Company's portfolio, there is a balance to be struck between increasing diversification and not diluting the potency of the investment thesis. The Company has chosen to focus on the latter, believing that this is the route to superior returns for shareholders, rather than rapidly increasing the number of investments for the sake of it.

Late-stage investments

The types of business the Company invests in are typically late-stage and well-established. This can be clearly seen in the diagram below that splits the investee companies' underlying valuations into groupings. As can be seen, nearly 70 per cent. of the portfolio is invested in unicorns

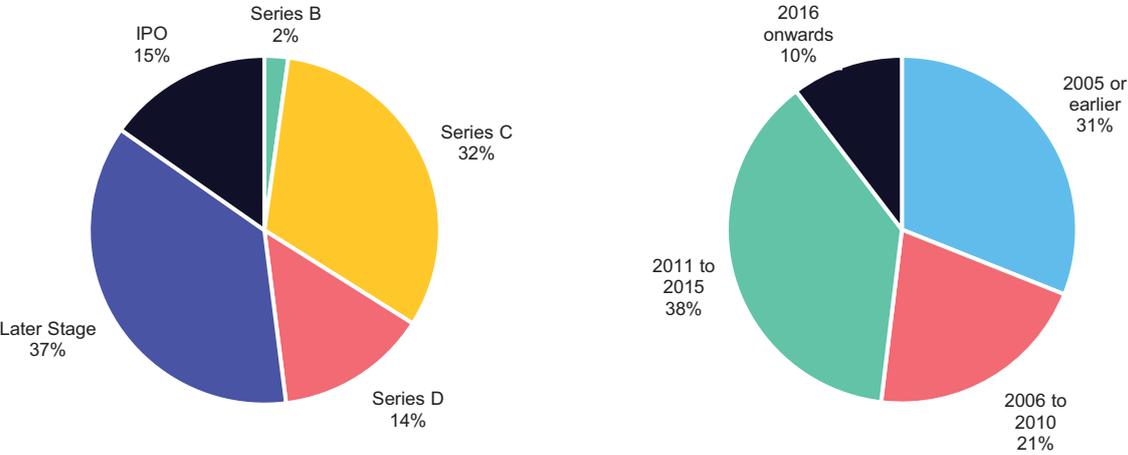
(expressed here as valuations of more than £1 billion). Klarna, recently valued at \$31 billion post its \$1 billion primary raise in March 2021, would qualify for inclusion in the FTSE 100 if it were listed in the UK.



Source: Portfolio company data

This can also be demonstrated in the maturity of portfolio companies, both in terms of funding round and in terms of age since formation.

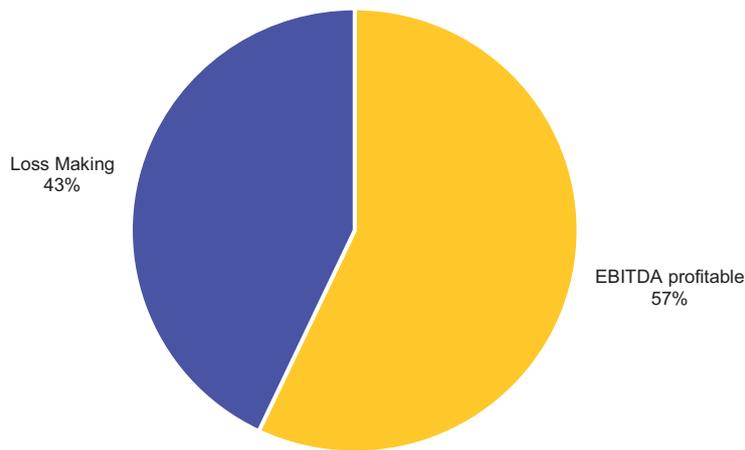
The graphs below show 98 per cent. of the portfolio is Series C or later, and half of the portfolio is in companies that were formed more than ten years ago.



Source: Portfolio company data

Profitability of portfolio companies

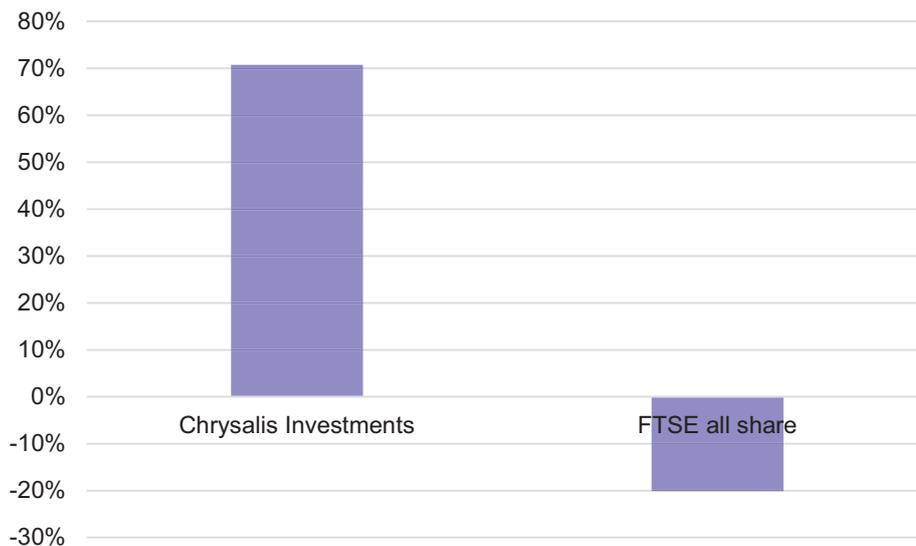
Following news that Starling has achieved break even, nearly 60 per cent. of the portfolio is now profitable on an EBITDA basis.



Source: Portfolio company data

While typically it is the younger businesses that are loss-making, some of the more established companies, such as Klarna with its proven unit economics, are choosing to invest aggressively to continue their rapid expansion. The Company and its Investment Adviser believe this is entirely economically rational, and one of the reasons that these late-stage private companies look to raise further funding.

Investment like this supports on-going rapid sales growth in the portfolio. Over the 12 months to December 2020, year-on-year sales growth was approximately 70 per cent. on an asset-weighted basis. This is substantially faster than that available in the UK market, where the comparable figure for the UK All Share index was -20 per cent.



Source: Portfolio company data and Peel Hunt for FTSE All Share 12 month trailing sales to 31 December 2020. Portfolio blended revenue growth based on year end weightings and trailing twelve months sales growth year-on-year to 31 December 2020.

Further Information on Portfolio Investments

THG plc (“THG”)

E-commerce has been a feature of modern life for many years now, albeit it is still capturing a growing proportion of customers’ wallets versus the offline equivalent. However, the complexities of integrating a full e-commerce proposition can be daunting, even for multinationals. Considerations include: warehouse management; parcel sortation optimisation; global logistics capability; website creation, translation and near-customer hosting; returns capability; and data capture.

THG is an e-commerce business that operates a highly scalable, end-to-end proprietary technology platform (Ingenuity) powering the sale of both its own brands and third-party brands. Accessing Ingenuity provides a cost-effective solution for companies to begin distributing their products online.

The firm has invested significantly in its infrastructure, technology platform and brands and is one of the world's largest online beauty and well-being businesses.

In March 2020, THG reported a surge in demand for its health, beauty and nutrition products across its world-leading brands, including MyProtein.com and Lookfantastic.com. This led the group to bring forward its recruitment plans from later this year, with the creation of 500 permanent positions across manufacturing, fulfilment and logistics. Most roles (c.350) will be created at THG's 1m sq. ft. manufacturing and fulfilment centre in Warrington, Cheshire.

Ingenuity is also gaining significant traction. In April 2020, the company announced the signing of a £100 million, 10-year contract with Nestle Health Science under which THG will deliver a fully serviced, global e-commerce platform, to internationally scale several of Nestle's brands. THG has now partnered with several international retailers, including Procter & Gamble, Walgreens Boots Alliance, Johnson & Johnson, Groupe L'Occitane and Nintendo, and this enables the group to dispatch over 68 million items to customers globally.

The most notable achievement during the year was THG's successful IPO. THG listed on the main market of the London Stock Exchange in September, raising gross new money of £920 million and achieving a market capitalisation of approximately £5.4 billion. THG's flotation is a significant and exciting moment in the development of the Company. It represents the portfolio's first IPO and clearly demonstrates the strength of the Company's crossover proposition, with the Investment Adviser's group named as one of only five global cornerstone investors.

The financial performance of the business has been impressive over 2020. Group revenue increased to £559 million in Q4 2020, which represented a +51% rate of growth year-on-year and acceleration versus the reported first half 2020 revenue growth rate of +36%. Direct-to-Consumer (D2C) online revenues increased to £469 million (+54% year-on-year) and high margin Ingenuity revenues grew +144% year-on-year, albeit from a small base. Following the IPO, the company had a positive net cash position of approximately £420 million with over £900 million of liquidity.

Date of Initial Investment: 17 December 2018

Total Investment: £40.6 million

Carrying Value: £113.2 million

Last Reported Financials: Y/E December 2019: £1.1 billion Revenue (+24% YoY); £111 million EBITDA

Klarna Holding AB ("Klarna")

Online shopping is not always frictionless for consumers. Examples range from having to fill in multiple personal detail fields, particularly when using a new website, and also around returns. Having paid immediately, consumers can often wait several weeks for returned goods to be checked and the cost credited back to their account, leaving them out of pocket. This friction results in abandoned baskets and slower purchase velocity, which lowers retailers' revenues.

Founded in Stockholm in 2005, Klarna is a leading global payments provider that is revolutionising the online payment experience by removing friction from customers' website journeys and allowing them to control how they pay for goods. To that end, Klarna offers direct payment, payment after delivery options and instalment plans in a smooth one-click purchase experience that allows users across Europe and North America to phase their spending. Its technology also allows returned goods to be credited back to customers' accounts as soon as it is accepted by the logistics company.

The company announced in March 2020 that Ant Financial Services Group, owner and operator of the world's leading payments and lifestyle platform Alipay, has taken a minority stake. This investment supports the further developments of its strategic cooperation, bringing more of Klarna's innovative solutions to consumers and merchants within the broader Alibaba ecosystem. The Alipay investment highlights the company's desire to enter new territories, and immediate traction was made in Australia, Belgium, Canada and Spain.

Klarna has typically generated a 30%+ rate of sales growth per annum in recent years but this accelerated over 2020 with gross merchandise volume and total net operating income increasing by +46% and +40% respectively. Klarna now has a network of more than 250,000 retailers and has 87 million active customers globally. Achieving market leadership in the US and UK is a key part of the Company's investment thesis and the Company has been particularly encouraged by growth in

those territories as evidenced by active customer number growth of 200% over the year in the US. In September, Klarna had 1.7 million monthly active users in the US, which had grown to 3.5 million by December, with the app being downloaded nearly 4 million times more than its closest competitor.

The business is currently loss making but has demonstrated in the past that it can operate a profitable model through the cycle. The company has currently chosen to run at a loss in order to maximise customer and merchant growth in new territories overseas; this ultimately leads to higher customer acquisition and impairment charges in the near term but increases long-term potential. The Company is confident this is the correct decision and strategy for the business, given the value that could be created if market leadership is established in geographies such as the US, Canada and Asia.

Klarna continues to innovate and develop new payment solutions and the Klarna card, app and in-store solution in combination with the core offering enables consumers to shop and pay with Klarna where, when and how they prefer; in many markets the consumer can now use the app at any online retailer. The Klarna app powers the whole shopping and post purchase experience with features such as overview of all purchases with pictures, price drop notifications, delivery tracking, connecting to other bank accounts, upcoming payment alerts and 24/7 chat functions recently launched. New features get instant traction with consumers, create a smoother end to end shopping experience, improve brand loyalty and drive repeat usage.

Klarna completed a \$1 billion funding round in March 2021 at a valuation of \$31 billion post new-money, making it the second most valuable fintech globally. This followed the \$650 million primary funding round over the summer in 2020, which valued Klarna at \$10 billion pre new money, and compares with the valuation of \$5.5 billion achieved in 2019 when the Company first invested.

Klarna is a major position for the Company. Looking forward, the Company and its Investment Adviser see considerable potential for its recent strong growth to continue, and believe its current valuation looks favourable versus a range of listed peers.

Date of Initial Investment: 5 August 2019

Total Investment: £64.4 million

Carrying Value: £117.8 million*

Last Reported Financials: Y/E December 2020: SEK 10 billion Net Revenue (+40% YoY); (SEK -1.4 billion) Net Income

*This does not include impact on valuation as a result of the further funding round described under the heading of "Portfolio Overview" above.

TransferWise Ltd ("Wise")

Every year, more than \$10 trillion is transferred internationally. However, traditional bank networks are local, making international money transfers slow, expensive and inconvenient. The cost of transfers to both individuals and businesses continues to be far too high across the industry and transactions are typically advertised with zero or low fees despite hidden charges in the exchange rate mark-up. As of March 2020, the World Bank estimated the global average total cost of remittance to be 6.8% of the transfer value.

Wise (formerly known as "TransferWise") is a global technology company that was founded with the aim of reducing the fees associated with sending money across borders. With a simple money transfer platform and borderless accounts, Wise makes it quick and easy for individuals who travel, live and work internationally to manage their money. Businesses can also use Wise to pay suppliers or employees overseas, request payments from customers and transfer funds between their own accounts in different countries.

Wise's pricing is always transparent, with the full cost of the transaction shown upfront. On average it costs 0.68% of the transfer value to move money across borders and for some established currency routes like GBP-EUR, the fee is less than 0.4%.

In the year ended March 2020, £67 billion in customer payments were processed by Wise – an uplift of c.86% from the previous year – and it was the fourth consecutive year that the company has been profitable whilst continuing to scale rapidly. Revenues during the year increased approximately 70% to £302.6 million and EBITDA increased from approximately £18 million to approximately £42 million with the implied EBITDA margin increasing by about 3.7 percentage

points to 14.0%. Over 100,000 new business customers were acquired in the financial year and total customer numbers increased from five million to seven million.

In the year, Wise continued to expand globally and services were launched in the UAE, Malaysia and Japan. Wise is now live in over 85 countries and customers can hold money in more than 50 different currencies, with local account numbers in five currencies – for the UK, Eurozone, Australia, New Zealand and US. Customers are increasingly using their accounts for a growing range of needs, rather than simply sending money and receiving funds from abroad.

New products include direct debits, Send Money to Friends, and Apple Pay. Wise for Business continues to gain traction with SMEs and larger companies. Several API partnerships were signed during the year which expands the use of the company's payment rails to solve a range of problems.

Partnerships with accounting software provider Xero and payment collection company GoCardless have been formed which will enable business customers to pay suppliers and other providers via the platform and collect overseas payments at the real exchange rate.

There has also been increased demand for Wise for Banks. In Q1 2020, Wise announced a partnership with ActivoBank, its first Portuguese banking customer. Wise now works with partners across three continents, including Monzo in the UK, Bunq in the Netherlands, N26 in Germany, LVH in Estonia, Novo and Stanford Federal Credit Union in the US and EQ in Canada. Partnerships with BPCE, France's second largest bank, and Up! in Australia have also been announced.

During the year, Wise did not raise any primary capital but it did complete a \$319 million secondary share sale in July that valued the business at \$5 billion, which resulted in a material mark-up to the Company's carrying value. The Company participated in this round and sold approximately £20 million of stock, which represented the Company's first realisation, and was undertaken for position size control purposes.

Wise has been a consistent performer for the Company over its period of ownership. Despite its strong valuation progression over recent years, the Company continues to be optimistic regarding the outlook for this position. With a small share in a massive market and a compelling offering, the outlook for ongoing growth looks favourable, as does its valuation against listed peers.

Date of Initial Investment: 7 November 2018

Total Investment: £44.0 million

Carrying Value: £93.6 million

Last Reported Financials: Y/E March 2020: £303 million Revenue (+70% YoY); £42.4 million EBITDA

Starling Bank Limited (“Starling”)

Banking has traditionally been dominated by the branch model, with technology added on an ad hoc basis. Branches add cost, particularly as consumers' demands shift more towards online access, which is an issue for banks facing ever growing regulatory and shareholder pressure. In addition, the application of technology piecemeal typically results in lower functionality, a poor customer experience, and an inability to scale the bank's architecture.

Founded by banking executive Anne Boden in 2014, Starling has built a cloud-native, mobile first, scalable platform that delivers a wide range of financial services to customers. Core products include bank accounts for both retail and SME customers, which allow users to bank via a mobile app, offering digital sign-up; instant notification of transactions; insights into spending habits; and 24/7 support. Starling has also been successful in providing its technology to other financial services businesses and users via its “Banking-as-a-Service” offering, which allows customers to access its state-of-the-art payments systems and infrastructure.

2020 has been a transformational year for the company with COVID-19 driving an accelerating take up by new customers, as many branch-based models stumbled. Starling ended its financial year to November 2019 with 926,000 retail accounts, 82,000 business accounts and just over £1 billion held on deposit.

As at July 2020, Starling had 1.25 million retail accounts, 200,000 business accounts and more than £3 billion on deposit. Starling is now the fastest growing SME bank in Europe and holds a more than 3% share of the UK's SME banking market. The employee base has increased by 352

over this year, with a net increase of 147 people since the start of lockdown, bringing the total number of employees to 958.

Starling is beginning to demonstrate that it has built a sustainable, and likely highly profitable, business model. Annualised revenue run rate has increased to £80 million and the business remains on track to hit break even by the end of the year; few neobanks have been able to achieve this milestone. The biggest development over the course of the last year has been the extraordinary growth of the loan book from less than £100 million to more than £1 billion. Starling participated in both the Coronavirus Business Interruption Loan Scheme (CBILS) and Bounce Bank Loan Scheme (BBL) through the pandemic and supported over 25,000 SMEs.

During the year Starling continued to innovate and launch new functionality, such as:

- a business toolkit aimed at Small and Medium Enterprises (“**SMEs**”) was released that assists with invoice and cash flow tracking and helps submit VAT returns to Her Majesty’s Revenue and Customs (“**HMRC**”);
- a new ‘Connected Card’ – a second, secure debit card attached to the customer’s account for use by trusted friends, family or carers;
- Cheque imaging, so that customers can pay in cheques from home; and
- An online eligibility checker so businesses and individuals can find out what support and services they are entitled to.

High levels of customer service and account functionality led to Starling winning Best British Bank for a third year in a row at the British Bank Awards.

The company raised a further £100 million of primary capital from existing investors, including the Company, in February and May 2020 to continue its rapid growth, with European expansion expected to commence in 2021.

Starling’s performance in 2020 to date has been phenomenal. Growth has materially exceeded the Company’s expectations and the Company and its Investment Adviser believe there is an excellent opportunity for the bank to substantially disrupt the established banking market in the UK and beyond.

Date of Initial Investment: 12 February 2019

Total Investment: £53.2 million

Carrying Value as at: £82.1 million

Last Reported Financials: Y/E November 2019: £24 million Total Income (+69% YoY); (£49 million) Loss after Taxation

*Graphcore Limited (“**Graphcore**”)*

The application of machine learning (“**ML**”) and artificial intelligence (“**AI**”) continues to gain traction across society, from seemingly mundane tasks like directing call centre chat bots, to understanding voice commands and autonomous driving. Work the Investment Adviser commissioned about a year ago predicted the ML/AI chip market would grow to approximately \$10.7 billion by 2023, from approximately \$5.3 billion in 2018, illustrating the market’s substantial growth potential.

ML/AI programmes have traditionally been run on graphics processing units (“**GPUs**”), which are the best architecture available to accelerate the huge workloads these models require. However, GPUs require algorithms to be optimised to suit their modus operandi to gain maximum efficiency. This means data scientists can be restricted in their model choice: the model is chosen to fit the hardware, rather than the problem it is trying to address.

Graphcore is a leading machine intelligence semiconductor business, which has developed the Intelligence Processing Unit (“**IPU**”). The IPU is completely different from today’s Central Processing Unit (“**CPU**”) and GPU processors. It is a highly flexible, easy to use, parallel processor that has been designed from the ground up to deliver state of the art performance on today’s machine intelligence models for both training and inference. The IPU has been designed to allow new and emerging machine intelligence workloads to be realised. As well as designing one of the world’s most sophisticated silicon processor, Graphcore has also built the world’s very first graph tool chain specifically designed for machine intelligence – the Poplar software stack.

Graphcore achieved a significant milestone during the year when it introduced its second-generation IPU platform (“**MK2**”) in July 2020. This has greater processing power, more memory and built-in scalability for handling extremely large MI workloads. The initial performance benchmarks that Graphcore has publicly released are impressive and demonstrate state of the art performance and accuracy across several complex AI models such as BERT and ResNeXt.

Graphcore secured an additional \$222 million of primary capital in December 2020 as part of a Series E funding round. This funding round was completed at a pre-money valuation of \$2.5 billion and saw participation from new and existing investors. The business is now extremely well capitalised, with cash of \$440 million, which will support its continuing, major R&D investment and global expansion.

Customer engagement is growing rapidly across a range of corporations, organisations and research institutions, with users of Graphcore systems including Microsoft, Oxford Nanopore, Citadel and Qwant. The past twelve months have been transformational for Graphcore as the business has transitioned from development to prepare for volume production. Demand for IPU products is increasing among new and existing customers, and the Company and its Investment Adviser believe the outlook for the business is extremely positive.

Date of Initial Investment: 17 December 2018

Total Investment: £50.4 million

Carrying Value: £61.7 million

Last Reported Financials: December 2019: \$10 million Revenue (+767% YoY); (\$82 million) Loss after Taxation

Embark Group Limited (“Embark”)

In recent years, the Wrap Platform Market has continued to invest in Technology while the traditional Self-Invested Personal Pension (“**SIPP**”) and Small Self Administrated Schemes (“**SSAS**”) players have relied on product knowledge. Embark was formed to combine the technology strengths of the Wrap Platforms with the extensive pensions expertise of the typical SIPP and SSAS providers in order to deliver specialist and tech-enabled solutions to both retail and corporate customers.

Embark is a full-scale retirement solutions provider, with platform, investment wrap, e-SIPP, SIPP, SSAS, fund research and employee benefits consulting capabilities. The Group trades under the subsidiary brands Embark, Vested, Rowanmoor, EBS, The Adviser Centre, DISCUS and Hornbuckle. It also operates a wide portfolio of white-label technology solutions for businesses such as RBS Coutts, Standard Life, Nutmeg, BestInvest, Charles Stanley, Moneyfarm and Wealthsimple.

Embark is one of the fastest growing digital retirement and savings businesses in the UK market. The Group is experiencing strong demand for its digital services and the capital it has raised recently will enable it to take full advantage of its disruptive position in the UK savings sector, through continued technological innovation and selective expansion opportunities.

Embark completed its acquisition of Zurich’s Investment and Retail Platform during the year. This transferred circa £11 billion of assets under administration, and circa £0.6 billion of multi-asset assets under management to Embark, along with an advised client book of more than 130,000, largely dominated by SIPP clients. This takes Embark’s AuA to over £33 billion, serving more than 365,000 consumer clients across all its channels and brands, up from approximately £16 billion at the time of the Company’s initial investment. These transactions position Embark as the seventh largest player in the advised platform market in the UK.

Embark has been recognised in the WealthTech 100 as one of the most innovative Wealth Tech companies in 2019 and 2020.

The company raised primary capital during the year (November 2019) to fund the acquisition of the Zurich’s Investment and Retail Platform, with the Company contributing £12.2 million of this funding.

Date of Initial Investment: 3 July 2019

Total Investment: £27.1 million

Carrying Value: £69.0 million

Last Reported Financials: Y/E December 2019: £34 million Revenue (+5% YoY); £1 million Profit After Tax

*You & Mr Jones Inc. (“**You & Mr Jones Inc.**”)*

Along with other industries, the world of marketing is adjusting to the impact of technology on its consumers.

In particular, the rise of the mobile phone has meant digital marketing now accounts for nearly half of the \$640 billion total annual media spend. While marketers have perfected the television marketing playbook, the ones for digital marketing are immature. Consumers create their own content and discuss brands online, requiring companies to have a much more responsive marketing product. In addition to this speed, they need to create, curate and disseminate product across multiple platforms and deal with the resulting huge quantities of data. All of this causes efficiency problems.

You & Mr Jones is at the forefront of digital marketing or “Brandtech”. Its offering is based around the OMG technology platform, which allows marketers to plan, create and distribute digital campaigns seamlessly. This operating system offers a significant productivity boost to clients and has enabled some to make material cost savings.

The company is headquartered in New York (US), employs approximately 3,000 people across 40 countries and has made seven acquisitions and 20 strategic investments to date to build out its product offering. Clients include Unilever, Adidas, Microsoft, Danone, Diageo, Reebok, Reckitt Benckiser, PayPal and Google.

Despite the pandemic, Q3 2020 was another strong quarter for the group with net revenue organic growth for the nine months to September 2020 of 27%.

Date of Initial Investment: 6 October 2020

Total Investment: £46.4 million

Carrying Value: £43.9 million

Last Reported Financials: Not publicly disclosed

*Featurespace Limited (“**Featurespace**”)*

Fraud is an occupational hazard for banks and other financial institutions. In areas such as card fraud, models are deployed that look for suspicious activity and block it before illegal transactions can occur. Fraudulent behaviour can change very quickly, particularly in an online world, and rules-based models are non-adaptive. This means that the rulebook goes out of date rapidly, resulting in rising fraud unless more rules are written. If the rules are too tight, then the financial institution receives too many false positives, resulting in lost revenue through lower lending or transaction volumes. Typically, this also increases the number of in-bound calls to customer service agents in the form of complaints, requiring higher levels of staffing. If too many rules are written, the rulebook becomes unwieldy and time consuming to manage.

Featurespace has invented Adaptive Behavioural Analytics and created the ARIC Risk Hub, which utilises real-time machine learning software to risk score events in more than 180 countries to prevent fraud and financial crime. By analysing anomalies in individuals’ transactions, ARIC Risk Hub can automatically identify emerging fraud attacks and suspicious activity in real-time, without requiring constant retraining.

Over 30 major global financial institutions use ARIC Risk Hub to protect their businesses and customers, including four of the five largest banks in the UK. Included in the 30 are white-labelled payment sector partnerships where Featurespace’s technology is distributed to an extensive additional customer base.

Given its partial exposure to transactional revenues, the initial impact of lockdown did see a reduction in revenue versus forecast; the Company’s investment occurred in May 2020, the Company had already factored in this likely effect. As economies have normalised, so this element of revenues has begun to recover and is an increasing contributor to Featurespace’s recurring revenues.

Pleasingly, Featurespace’s risk models adapted automatically to the pandemic related shift in spending patterns – most notably a move from “card present” transactions to “card not present”. The Company and its Investment Adviser believe COVID-19 has clearly demonstrated the power of the company’s adaptive technology.

Customer traction continues to be strong. The major news since investment is the record-breaking volume of new business, including the consummation of a partnership with global payments giant, Fiserv, and continued recurring revenue growth.

Date of Initial Investment: 13 May 2019

Total Investment: £20.0 million

Carrying Value: £38.8 million

Last Reported Financials: Y/E December 2019: £17.7 million Revenue (+78% YoY); (£10.2 million) Loss After Tax

FinanceAPP AG (“wefox”)

The vast majority of insurance policies across Europe are still sold via brokers. These brokers typically operate from a high-street store and do not enjoy the benefits of scale or technology. Customers are also often dissatisfied with their current insurance experience as customer service is poor and insurance products are not tailored to fit their particular needs or behaviour.

wefox is looking to solve these problems by aggregating insurance brokers onto a digital platform and then enabling them to distribute fully digital and customised insurance products to their customers, resulting in market leading prices and service.

wefox was founded in Berlin in 2015 and has already established itself as one of Europe’s largest and fastest growing InsureTech assets. The wefox Group consists of two subsidiaries: wefox and ONE.

wefox is Europe’s largest digital insurance platform with significant existing scale in Germany, Austria and Switzerland. The wefox platform enables over 350,000 customers, 1,500 insurance broker agents and 300 insurance providers to transact and manage insurance products digitally. The wefox app and website acts as a digital wallet, where consumers can store details of their insurance policies, and allows third-party insurance companies and brokers to achieve efficiencies through a high degree of automation.

ONE was launched in February 2018 and is a fully digital insurance company distributing private liability and household policies in Germany. ONE is fully integrated with wefox and leverages the platform’s distribution capability and data sets to deliver best-in-class loss ratios and customer acquisition cost. The company has performed well over the year and now generates more than €100 million in sales.

The company raised over €200 million in 2019 and additional primary capital in 2020, more than any other European InsureTech asset, and the proceeds will be used to expand across Europe and into Asia.

Date of Initial Investment: 5 December 2019

Total Investment: £39.1 million

Carrying Value: £84.6 million

Last Reported Financials: Not publicly disclosed

Sorted Holdings Limited (“Sorted”)

Integration with a logistics carrier and its services is one of the most complex and difficult connections for an e-commerce site to develop, especially on a global basis. Providing an easy-to-use API connection requires specialist knowledge to build and continual maintenance. This can be time consuming and expensive. Retail is also becoming increasingly global and building APIs to carriers worldwide and managing different commercial terms and pricing models is an increasingly complex problem.

Sorted is a Manchester-based, global Software as a Service (SaaS) company that has developed a delivery management platform that allows retailers (both digital and physical) to effectively manage their delivery and returns proposition. This enables retailers to increase conversion rates, reduce abandoned baskets and maintain customer loyalty. Sorted has developed three highly innovative products:

- SortedHERO, an application programming interface solution, allowing retailers to display real-time delivery options at checkout;

- SortedPRO, a ground-breaking delivery management platform for carrier and shipping management; and
- SortedREACT, a powerful AI driven tracking platform that aggregates carrier and delivery communications post purchase.

Sorted is one of the UK's fastest growing and most disruptive SaaS companies. It has invested over £30 million to date in its technology and provides global retailers with a best-in-class solution. Sorted now operates in 14 countries across Europe and the US and works with several leading companies, including: ASOS, Farfetch, JD Sports, N Brown, Wincanton and Clipper Logistics.

Sorted had a very strong start to the current accounting period, winning several material new clients. Sorted has signed JD Sports with two distinct projects covering UK and Europe; Insight, a Fortune 500 business IT reseller with US\$7 billion turnover; George at ASDA; and a global contract with a British multi-brand enterprise retailer. The company also went live in Australia, Japan and South Korea.

Sorted's carrier library, which represents a material barrier to entry for new entrants to the market, continues to expand with new carriers in Europe, US and Australia recently added.

Generally, the impact of COVID-19 has seen retailers increasingly relying on their digital capabilities and this has led to increased focus and spending on their online propositions, including with Sorted.

Date of Initial Investment: 15th August 2019

Total Investment: £15.0 million

Carrying Value: £15.0 million

Last Reported Financials: Not publicly disclosed

Secret Escapes Limited ("**Secret Escapes**")

Every year hotels struggle to manage their capacity and are often left with unoccupied rooms that impact yield. They are often unwilling to market these rooms at discounted prices in case that affects their brand and ability to price in the future.

Secret Escapes Limited is a members-only online travel company. Its digital marketplace uses innovative technology to connect travellers with discounts on luxury hotels and travel experiences. It helps hotels minimise unsold inventory by allowing them to discreetly market to its members who are seeking luxury travel at affordable prices.

The firm operates in many countries around the world and is a market-leading membership-based travel company in Germany, UK, Czech Republic, Poland, Slovakia and the Nordics.

As an online travel business, the company has seen a significant impact from the pandemic and related restrictions to travel. As previously announced, the Company made a £2.6 million follow-on investment, as part of a wider funding round in May 2020, in order to support Secret Escapes navigate through a variety of COVID-19 stressed trading scenarios, as well as allowing it to benefit from expectations of accelerated channel shift and less competition post-lockdown.

Recent trading has been correlated with local lockdown laws, and typically has seen a rebound when restrictions have been lifted. The business continues to trade better than its COVID-19 downside scenario budget.

Date of Initial Investment: 7 November 2018

Total Investment: £21.5 million

Carrying Value: £22.3 million

Last Reported Financials: Y/E December 19: £169.5 million Revenue (+39% YoY); £12.1 million EBITDA

Growth Street Holdings Limited ("**Growth Street**")

Growth Street was set up to provide innovative and flexible revolving credit lines to SMEs. As previously reported, two large loans defaulted early in the financial year. In combination with changes to the peer-to-peer funding market and accentuated by the pandemic, a decision was taken to wind down the company during the year. The Investment Adviser worked with other shareholders to support the business through this difficult time and, post period end, a decision was taken to accelerate returns to investors that funded the Growth Street platform, such that they received full recoveries. While this decision modestly increases the risk of a lower wind-down value

for the Company, the Company and its Investment Adviser believe ensuring no losses for retail customers was the responsible course of action.

Given it was relatively early stage at the time of investment, compared with other portfolio companies, Growth Street was a small position in the portfolio. It is currently held at a nominal amount, reflecting a reasonable estimation of its wind-down value.

Date of Initial Investment: 24 January 2019

Total Investment: £12.6 million

Carrying Value: £1.3 million

Last Reported Financials: Not publicly disclosed

Part II

Company Structural Information

Investment Objective and Overview

The Company's investment objective is to generate long-term capital growth through investing in a portfolio consisting primarily of equity or equity-related investments in unquoted companies.

Investment Policy

The Company's investment policy is to invest in a diversified portfolio consisting primarily of equity and equity-related securities issued by unquoted companies.

Investments will be primarily in equity and equity-related instruments (which shall include, without limitation, preference shares, convertible debt instruments, equity-related and equity-linked notes and warrants) issued by portfolio companies. The Company will also be permitted to invest in partnerships, limited liability partnerships and other legal forms of entity where the investment has equity like return characteristics.

For the purposes of this investment policy, unquoted companies shall include companies with a technical listing on a stock exchange but where there is no liquid trading market in the relevant securities on that market (for example, companies with listings on The International Stock Exchange and the Cayman Stock Exchange). Further, the Company shall be permitted to invest in unquoted subsidiaries of companies whose parent or group entities have listed equity or debt securities.

The Company may invest in publicly traded companies (including participating in the IPO of an existing unquoted company investment), subject to the investment restrictions below. In particular, unquoted portfolio companies may seek IPOs from time to time following an investment by the Company, in which case the Company may continue to hold its investment without restriction.

The Company is not expected to take majority shareholder positions in portfolio companies but shall not be restricted from doing so. Further, there may be circumstances where the ownership of a portfolio company exceeds 50 per cent. of voting and/or economic interests in that portfolio company notwithstanding an initial investment in a minority position. While the Company does not intend to focus its investments on a particular sector, there is no limit on the Company's ability to make investments in portfolio companies within the same sector if it chooses to do so.

The Company will seek to ensure that it has suitable investor protection rights through its investment in portfolio companies where appropriate.

The Company may acquire investments directly or by way of holdings in special purpose vehicles, intermediate holding vehicles or other fund or similar structures.

Investment restrictions

The Company will invest and manage its assets with the object of spreading risk.

No single investment (including related investments in group entities) will represent more than 20 per cent. of Gross Assets, calculated as at the time of that investment.

The Company's aggregate equity investments in publicly traded companies that it has not previously held an investment in prior to that company's IPO will represent no more than 20 per cent. of the Gross Assets, calculated as at the time of investment.

Subject in all cases to the Company's cash management policy as described below, the Company's aggregate investment in notes, bonds, debentures and other debt instruments (which shall exclude for the avoidance of doubt convertible debt, equity-related and equity-linked notes, warrants or equivalent instruments) will represent no more than 20 per cent. of the Gross Assets, calculated as at the time of investment.

The Company will not be required to dispose of any investment or rebalance its portfolio as a result of a change in the respective value of any of its investments.

Hedging and derivatives

Save for investments made using equity-related instruments as described above, the Company will not employ derivatives of any kind for investment purposes.

The Company may, from time to time, enter into such hedging or other derivative arrangements as may be considered appropriate for the purposes of efficient portfolio management and managing any exposure through its investments to currencies other than Sterling. The Company shall not be required to hedge against non-Sterling exposure in its portfolio.

Borrowing policy

The Company may incur indebtedness of up to a maximum of 20 per cent. of its Net Asset Value, calculated at the time of drawdown, for investment and for working capital purposes. Where indebtedness is incurred for investment purposes, the Company will target repayment of such indebtedness within 12 months of it being drawn down provided that any failure to repay in whole or in part shall not constitute a breach of the investment policy.

Where the Company invests in portfolio companies indirectly (whether through special purpose vehicles as holding entities or otherwise), notwithstanding the previous paragraph, indebtedness in such holding entity will not be included in the calculation of indebtedness of the Company provided that the provider of such debt only has recourse to the assets of the holding entity and does not have recourse to the other assets of the Company or other investments made by the Company.

Cash management

The Company may hold cash on deposit and may invest in cash equivalent investments, which may include but shall not be limited to, short-term investments in money market funds, gilts, and tradeable debt securities.

There is no restriction on the amount of cash or cash equivalent investments that the Company may hold or where it is held. When fully invested, the Company will hold an appropriate value of its Gross Assets in cash or cash equivalent investments for the purposes of making follow-on investments and to manage working capital requirements of the Company.

Investment Restrictions

The Company will comply with the investment restrictions set out below and will continue to do so for so long as they remain requirements of the FCA:

- neither the Company nor any of its subsidiaries will conduct any trading activity which is significant in the context of the group as a whole;
- the Company must, at all times, invest and manage its assets in a way which is consistent with its object of spreading investment risk and in accordance with the published investment policy; and
- not more than 10 per cent. of the Gross Assets at the time an investment is made will be invested in other closed-ended investment funds which are listed on the Official List, except that this restriction shall not apply to investments in listed closed-ended investment funds which themselves have stated investment policies to invest no more than 15 per cent. of their gross assets in other listed closed-ended investment funds.

The Directors do not currently intend to propose any material changes to the Company's investment policy, save in the case of exceptional or unforeseen circumstances. As required by the Listing Rules, any material change to the investment policy of the Company will be made only with the approval of Shareholders.

In the event of any breach of the investment restrictions applicable to the Company, Shareholders will be informed of the remedial actions to be taken by the Company through an RNS announcement.

Dividend Policy

The Directors intend to manage the Company's affairs to achieve Shareholder returns through capital growth rather than income. Therefore, it should not be expected that the Company will pay a significant annual dividend, if any.

Net Asset Value publication and calculation

The Net Asset Value of the Company, and the Net Asset Value per Ordinary Share (and C Share) are expressed in pounds sterling and are determined in accordance with the valuation principles and procedures from time to time adopted by the Board and notified to Shareholders, and in the absence of such adoption as aforesaid, the following valuation principles and procedures will apply.

The Administrator calculates the Net Asset Value, the Net Asset Value per Ordinary Share and (where applicable) the Net Asset Value per C Share quarterly and reports such calculation to the Board and the Investment Adviser. Valuations of the unlisted securities are also completed quarterly (generally at the end of March, June, September and December or other such date should the release of company data dictate that a valuation date is outside of a calendar quarter end) each year.

The Administrator communicates the quarterly unaudited Net Asset Value and Net Asset Value per Share to Shareholders through an RNS announcement and such announcement is generally made within two months of the relevant quarter end. In addition, the Investment Adviser prepares and publishes a quarterly portfolio summary.

The Net Asset Value is the value of all assets of the Company less its liabilities to creditors (including provisions for such liabilities) determined in accordance with applicable accounting standards.

The value of the assets of the Company is calculated on the following bases:

- securities trading on a stock exchange are valued generally at the latest available mid-market price quoted on such exchange or, in the absence of such mid-market price, the last known price quoted on such exchange;
- unlisted equity securities are valued in accordance with the policy described below, as amended by the Board from time to time, further detail of which is provided below;
- listed securities (other than equities) for which there is an ascertainable market value are valued generally at the last known mid-market price quoted on the principal market on which the securities are traded;
- unlisted securities (other than equities) for which there is no ascertainable market value are valued at cost plus interest (if any) accrued from purchase to (but excluding) the relevant valuation date plus or minus the premium or discount (if any) from par value written off over the life of the security;
- any value otherwise than in pounds sterling shall be converted into pounds sterling at the rate (whether official or otherwise) which the Directors shall in their absolute discretion deem appropriate to the circumstances having regard, *inter alia*, to any premium or discount which they consider may be relevant and to the costs of exchange; and
- the value of any cash in hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest accrued and not yet received is deemed to be the full amount thereof, unless it is unlikely to be paid or received in full, in which case the value thereof is arrived at after making such discount as the Directors may consider appropriate to reflect the true value thereof.

If in any case a particular value is not ascertainable as above provided, or if the Directors consider that some other method of valuation better reflects the fair value of the relevant investments, then in such case the method of valuation of the relevant investment shall be such as the Directors shall determine. For the purposes of ascertaining or obtaining any price, quotation, rate or other value referred to in the preceding paragraphs for use in determining the value of any asset, the Investment Adviser shall be entitled to use the services of any reputable information or pricing service but only to the extent designated by the Directors.

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

The Directors may temporarily suspend the calculation, and publication, of the Net Asset Value during a period when, in the opinion of the Directors:

- there are political, economic, military or monetary events or any circumstances outside the control, responsibility or power of the Board, and disposal or valuation of investments of the Company or other transactions in the ordinary course of the Company's business is not reasonably practicable without this being materially detrimental to the interests of Shareholders or if, in the opinion of the Board, the Net Asset Value cannot be fairly calculated;
- there is a breakdown of the means of communication normally employed in determining the calculation of the Net Asset Value; or
- it is not reasonably practicable to determine the Net Asset Value on an accurate and timely basis.

Details of any suspension in making such calculations will be announced through a Regulatory Information Service.

Unquoted Securities Valuation Policy

The Company has adopted a valuation policy for unquoted securities to provide an objective, consistent and transparent basis for estimating the fair value of unquoted equity securities in accordance with International Financial Reporting Standards as well as International Private Equity and Venture Capital Valuation Guidelines.

The unquoted securities valuation policy and the associated valuation procedures are subject to review on a regular basis, and updated as appropriate, in line with industry best practice. In addition, the Company works with independent third-party valuation firms, to obtain assistance, advice, assurance, and documentation in relation to the ongoing valuation process.

The Company considers it impractical to perform an in-depth valuation analysis for every unquoted investment on a daily basis (whether internally or with the assistance of an independent third party). Therefore, an in-depth valuation of each investment is performed by an independent third-party valuation firm: (i) on a quarterly basis; and (ii) where it is determined that a Triggering Event has occurred.

A "***Triggering Event***" may include any of the following:

- a subsequent round of financing (whether *pro rata* or otherwise) by the relevant investee company;
- a significant or material milestone achieved by the relevant investee company;
- a secondary transaction involving the relevant investee company on which sufficient information is available;
- a change in the makeup of the management of the relevant investee company;
- a material change in the recent financial performance or expected future financial performance of the relevant investee company;
- a material change in the market environment in which the relevant investee company operates; or
- a significant movement in market indices or economic indicators.

The Company does not intend to produce a revised NAV following a valuation of a portfolio company arising out of a Trigger Event but will make an announcement regarding such valuation to the extent it is required to do so pursuant to its obligations under MAR.

Once completed, the valuations are submitted to the portfolio managers and the Investment Adviser's Fair Value Pricing Committee for review. Any specific considerations that arise are discussed with the portfolio manager's team. If an adjustment to the valuation is proposed, the Investment Adviser will inform the Board and the AIFM of the nature and reasons for the adjustment and seek approval for the adjustment.

Once a valuation review has been established, fair value will be assumed to be representative of fair value each Business Day until the next valuation review is performed by an independent third-party valuation firm.

Corporate Governance

The Listing Rules require that the Company must “comply or explain” against the UK Corporate Governance Code (the “**Governance Code**”). In addition, the Disclosure Guidance and Transparency Rules require the Company to: (i) make a corporate governance statement in its annual report and accounts based on the code to which it is subject, or with which it voluntarily complies; and (ii) describe its internal control and risk management arrangements.

The Directors have considered the principles and recommendations of the AIC Code. The AIC Code addresses all the principles set out in the Governance Code, as well as setting out additional principles and recommendations on issues that are of specific relevance to the Company as an investment company.

The Board considers that reporting against the principles and recommendations of the AIC Code provides better information to Shareholders.

The Company complies, so far as is possible given the Company’s size and nature of business, with the AIC Code. The areas of non-compliance by the Company with the AIC Code are as follows:

The Governance Code includes provisions relating to the role of the chief executive, executive directors’ remuneration and the need for an internal audit function. For the reasons set out in the AIC Code, the Board considers that these provisions are not relevant to the position of the Company, being an externally managed investment company, and the Company will not therefore comply with them.

Guernsey Code

On 1 January 2012, the GFSC’s “Finance Sector Code of Corporate Governance” (the “**GFSC Code**”) came into effect, which applies to all companies that hold a licence from the GFSC under the regulatory laws or which are registered or authorised as collective investment schemes. The GFSC has stated in the GFSC Code (the latest version of which is dated February 2016) that companies which report against the UK Corporate Governance Code or the AIC Code are deemed to meet the requirements of the GFSC Code.

ESG

The Company provides shareholders with exposure to some of the most innovative, entrepreneurial and creative private companies in Europe, the US and the UK. After rigorous analysis, portfolio holdings are selected on the basis of their customer offering and growth potential. This approach is not directed towards the achievement of short-term financial metrics, rather companies are partnered because of their strength and the sustainability of the business model. Therefore, understanding corporate culture and the factors that uphold long-term success is at heart of the Company’s stewardship approach.

The integration of material environmental, social and governance factors is applied throughout the investment process and is assessed in terms of both risks and opportunities that drive long-term value. The Company believes this contributes to astute investment decision-making by partnering with companies that are aligned to shareholder and stakeholder interests. The Company, through the Investment Adviser, is actively engaged with portfolio holdings by providing challenge and support to management. The Investment Adviser receives additional assistance from Jupiter’s Governance & Sustainability team with respect to research and monitoring of companies. The overall approach is also underpinned by the internal governance and oversight provided by Jupiter’s CIO Office.

The Company is active in private markets but the ESG and ownership approach is differentiated from a normal private equity model. Although in certain instances the Company may hold a board seat, the Company’s investments will typically constitute a minority holding, and the Company’s ESG framework reflects that.

The Company believes that its approach to exiting positions, which it expects to mainly be via IPO, also distinguishes the Company from private equity peers and further reinforces the Company’s stewardship commitment. A key feature of the Company is its dual capability as a ‘crossover investor’ which means the Company can provide funding in both private and public arenas. Therefore, on occasions, the Company may continue to hold companies once they are listed and

this shapes the manner in which the Company considers ESG risks and impart expectations to businesses at this stage of their development.

Another important aspect of the exit stage is the experience of the investment team within public markets. The fund managers and the associated Jupiter UK Small and Mid-cap team have decades of experience between them and currently manage £6.4 billion in listed equities (as at 26 February 2021 and excluding the Company's listed investment – THG). In addition, the support offered by the Governance and Sustainability team means the Company are able to help companies through the journey from IPO to established listed status and consider best practice and governance reforms.

The Company is in a privileged position to be able to work with cutting edge companies that harness technology to disrupt the marketplace and empower consumers. These types of companies are an engine of growth that create further opportunities in the modern economy. As the Company looks ahead to a world that seeks to rebuild from the COVID-19 crisis, it is clear that private capital will play a pivotal role in this regard. The decline of listed markets is a theme that has been debated since the 2008 crisis. The Company is of the view that the economy needs a healthy private market but supports the view that public markets should be a desirable destination for dynamic growth companies so a wider population of savers can share in this growth.

The Company's and Investment Adviser's stewardship approach is guided by a commitment to consider ESG within investment decisions, but the Company also see a wider role in contributing to a well-functioning market. In addition to dialogue with companies, the Investment Adviser will also engage with policy makers and regulators where it is considered relevant. The overall stewardship approach is also guided by Jupiter's commitment to the UK Stewardship Code and PRI signatory status.

ESG factors

The overall ESG integration process is described below but it is important to highlight the areas of focus when material risks are considered.

Investments are typically made in late-stage, tech-enabled companies and this influences the type of ESG information that is sought. Although there is an underlying tech influence it should be noted that the businesses themselves may operate in different sectors e.g. e-commerce or banking and this will bring additional scrutiny on a case by case basis. For independent reference, the SASB materiality map is also used to consider sector

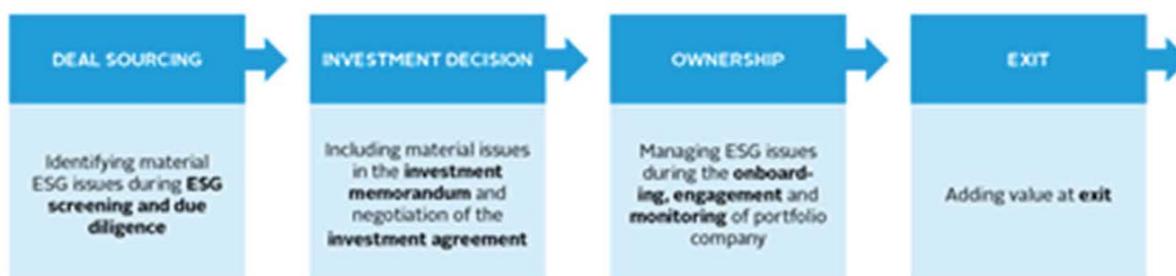
specific issues. However, the following themes are typically incorporated in the Company's general approach

- **CORPORATE GOVERNANCE:** Considering the quality of the management team, succession, shareholder alignment and incentivisation.
- **HUMAN CAPITAL:** Given the competitive and evolving nature of technology dominated companies the Company consider how businesses are attracting and retaining talent. This also includes developing and training employees and diversity and inclusion.
- **CYBER & DATA SECURITY:** Assessing policies on data security and use of customer information and relationship with third parties. Better understanding the company's cyber security policies and mechanisms and updates on breaches.
- **BUSINESS ETHICS:** Scrutiny around sales practices and regulatory matters.

A review on whether a company has violated the UN Global Compact principles is also undertaken. The investment team may also use external ESG advisers to assist with due diligence and monitoring of ESG issues.

Implementation

The Company recognises distinct phases as it looks to implement the ESG framework, set out below.



The following apply to the respective phases:

- EXCLUSIONS:** The Company will not invest in companies that manufacture controversial weapons, or utilise forced or child labour.
- DUE DILLIGENCE:** The Company aims to identify material ESG issues prior to investment. This may include:
 - A review of a company's own ESG policies, goals and reporting
 - An assessment of director backgrounds
 - An assessment of the impact of megatrends e.g. climate change, e-commerce
 - A review of legal requirements relating to ESG issues.
- PARTNERSHIP:** The Company looks to monitor ESG matters through regular dialogue to understand how ESG goals are being met and whether new challenges have arisen. These can include:
 - A focus on customer and employee issues
 - A consideration of how management are handling ESG risks.
- PRE IPO:** This is a significant milestone and means the company has reached a level of maturity commensurate for listing. The key consideration is whether governance structures and policies have matured in line with the company's growth and are suitable for a listed environment. Each situation is treated on its own merits and if it is not possible to fully implement governance best practice at IPO, the Investment Adviser will work with companies to communicate the Company's expectations and set a framework that delivers on this goal. This process will typically consider issues such as:
 - Board composition
 - Remuneration structures
 - Shareholder rights
 - ESG reporting.

Meetings and reports

The Company held its first annual general meeting on 28 February 2020 and its subsequent annual general meetings are expected to be held in the first quarter of each calendar year. The Company's audited annual report and accounts are prepared to 30 September each year. The Company's audited annual report and accounts for the period from 3 September 2018 (the date of incorporation) to 30 September 2019 were sent to Shareholders on 23 January 2020, and it is expected that going forward copies will be sent to Shareholders within four months of the year end to which they relate. Shareholders also received unaudited interim reports in respect of the periods from: (i) 3 September 2018 (the date of incorporation) to 31 March 2019; and (ii) 1 October 2019 to 31 March 2020. It is expected that Shareholders will continue to receive an unaudited interim report each year in respect of the period to 31 March, expected to be published within three months of

that date. The Company's audited annual report and accounts and interim reports are available on the Company's website: <http://chrysalisinvestments.co.uk/>.

The Company's accounts and the annual report are drawn up in sterling and in accordance with IFRS.

Discount and Premium Management

Further Issues

The Company has been granted authority at an extraordinary general meeting held on 8 March 2021 by way of a special resolution to disapply pre-emption rights in respect of up to 600 million Ordinary Shares and/or C Shares to be issued under the Initial Issue and Placing Programme (the "**Authority**").

Under this Authority, Shareholders' pre-emption rights will be disapplied so that the Board will not be obliged to offer any such new Ordinary Shares and/or C Shares to Shareholders *pro rata* to their existing holdings. Such authority shall last until 30 April 2022. The reason for this is to retain flexibility, following Initial Admission, to issue new Ordinary Shares and/or C Shares (including Ordinary Shares and/or C Shares issued in accordance with the Authority) to investors.

Except where authorised by Shareholders, no Ordinary Shares will be issued at a price which is less than the Net Asset Value per existing Ordinary Share at the time of their issue unless they are first offered *pro rata* to Shareholders on a pre-emptive basis.

The Company's Articles contain provisions that permit the Directors to issue C Shares from time to time. C Shares are shares which convert into Ordinary Shares only when a specified proportion of the net proceeds of the issue of such C Shares have been invested in accordance with the Company's investment policy (prior to which the assets of the Company attributable to the C Shares are segregated from the assets of the Company attributable to the Ordinary Shares). A C Share issue would therefore permit the Board to raise further capital for the Company whilst avoiding any immediate dilution of investment returns for existing Shareholders which may otherwise result.

The Ordinary Shares carry the right to receive all dividends declared by the Company, subject to the right of the C Shares (if any have been issued by the Company) to receive dividends that the Directors resolve to pay out of the net assets attributable to the C Shares and from income received and accrued which is attributable to the C Shares.

Purchase of own Ordinary Shares

The Company may seek to address any significant discount to NAV at which its Ordinary Shares may be trading by purchasing its own Ordinary Shares in the market on an ad hoc basis.

The Directors have the authority to purchase in the market up to 60,099,648 Ordinary Shares. The authority will expire at the annual general meeting of the Company to be held in 2022 or, if earlier, 15 months from the date on which the resolution conferring the authority was passed. The Directors intend to seek annual renewal of this authority from Shareholders at each annual general meeting. Whether the Company purchases any such Ordinary Shares, and the timing and the price paid on any such purchase, will be at the discretion of the Directors and subject to the Company passing the solvency test contained in the Companies Law at the relevant time. Ordinary Shares which are bought back may be cancelled or held in treasury.

It is the current intention of the Directors to hold any Ordinary Shares which have been bought back in treasury. This would give the Company the ability to re-issue Ordinary Shares quickly and cost effectively, thereby improving liquidity and providing the Company with additional flexibility in the management of its capital base. Ordinary Shares held in treasury may be sold by the Company at prices equal to or above the prevailing Net Asset Value per Ordinary Share.

Continuation vote

The Directors will propose an ordinary resolution that the Company continues its business as a closed-ended investment company (a "**Continuation Resolution**") at the first annual general meeting of the Company following the fifth anniversary of IPO (being 6 November 2023). If the Continuation Resolution is passed, the Directors will put a further Continuation Resolution to Shareholders at the annual general meeting of the Company every three years thereafter.

If a Continuation Resolution is not passed, the Directors are required to put forward proposals for the reconstruction, reorganisation or winding-up of the Company to the Shareholders for their approval within six months following the date on which the relevant Continuation Resolution is not passed. These proposals may or may not involve winding-up the Company or liquidating all or part of the Company's then existing portfolio of investments and, accordingly, failure to pass a Continuation Resolution will not necessarily result in the winding-up of the Company or liquidation of all or some of its investments.

Hedging Policy

The Company does not currently intend to seek to hedge currency exposure between Sterling and any other currency in which the Company's assets may be denominated.

The Company may, to the extent it is able to do so on terms that the Investment Adviser considers to be commercially acceptable, seek to arrange suitable hedging contracts in the future, such as currency swap agreements, futures contracts, options and forward currency exchange and other derivative contracts (including, but not limited to, interest rate swaps and credit default swaps) in a timely manner and on terms acceptable to the Company.

The Company does not intend to hedge interest rate risk on a regular basis. However, where it enters floating-rate liabilities against fixed-rate loans, it may at its sole discretion seek to hedge out the interest rate exposure, taking into consideration amongst other things the cost of hedging and the general interest rate environment.

UK AIFMD and AIFMD

Under the UK AIFMD and the AIFMD, certain conditions must be met to permit the marketing of shares in AIFs to prospective and existing investors in the UK and the EEA respectively, including that prescribed disclosures are made to such investors. The UK AIFMD and AIFMD require certain reports and disclosures to be made to the FCA and relevant EEA regulators respectively. Such reports and disclosures may become publicly available.

Under the UK AIFMD, the AIFM may only market the Shares to UK investors if it is authorised by the FCA or complies with the UK's national private placement regime and, under the AIFMD, the AIFM may only market the Shares to EEA investors if it is authorised by a relevant EEA regulator or if it complies with national private placement regimes. As at the date of this Prospectus, the AIFM has filed with the: (i) FCA a notification in accordance with Regulation 57 of the UK AIFM Regulations to market the Shares in the UK; and (ii) Central Bank a notification pursuant to Regulation 43 of the Regulations to market the Shares in the Republic of Ireland to prospective eligible investors domiciled or with a registered office in an EEA Member State. The AIFM may make additional national private placement applications in other EEA Member States from time to time.

The Company cannot guarantee that any relevant conditions to marketing will be satisfied. In cases where any such conditions are not satisfied, the ability of the Company to market Ordinary Shares and/or C Shares or raise further equity capital in the UK may be limited or removed.

Any regulatory changes relating to the UK AIFMD and/or the AIFMD may limit the Company's ability to market future issues of its Ordinary Shares and/or C Shares may materially adversely affect the Company's ability to carry out its investment policy successfully and to achieve its investment objective, which in turn may adversely affect the Company's business, financial condition, results of operations, Net Asset Value and/or the market price of the Ordinary Shares and/or C Shares.

On 2 March 2021, notice was given to terminate the appointment of the current AIFM as a result of the Company and the Investment Adviser having determined that it would be operationally efficient to transfer the portfolio management and risk management functions for the Company to an FCA-authorized affiliate of the Investment Adviser which is authorised to act as a full-scope AIFM under the UK AIFMD. Such transfer shall occur no later than 2 September 2021 and is not expected to impact the role of the Company's existing management team at the Investment Adviser.

NMPI Status

The Unregulated Collective Investment Schemes and Close Substitutes Instrument 2013 (the "**NMPI Regulations**") extend the application of the existing UK regime restricting the promotion of

unregulated collective investment schemes by FCA authorised persons (such as independent financial advisers) to other “non-mainstream pooled investments” (or “**NMPIs**”). With effect from 1 January 2014, financial advisers, including authorised independent financial advisers, are restricted from promoting NMPIs to retail investors who do not meet certain high net worth tests or who cannot be treated as sophisticated investors.

Although consultations on this subject by the FCA had suggested the Company and entities like it would be excluded from the scope of the NMPI Regulations (and thereby capable of promotion to all retail investors), the final NMPI Regulations and guidance from the FCA means that in order for the Company to be outside of the scope of the NMPI Regulations, the Company will need to issue an excluded security for the purposes of the NMPI Regulations or rely on the exemptions set out in the NMPI Regulations.

The Company has been advised that the Shares will not be a non-mainstream pooled investment as they will be an “excluded security” for the purposes of the NMPI Regulations. That is, the Company’s ability to fulfil its payment obligations to the investor, or the investment returns received in connection with the Shares, are wholly or predominantly linked to, contingent on, highly sensitive to or dependent on, *inter alia*, the performance of or changes in the value of shares provided the relevant shares are not themselves issued by special purpose vehicles.

If the Shares fail to be an “excluded security” for the purposes of the NMPI Regulations in the future, for any reason, and the Company cannot otherwise rely on an exemption set out in the NMPI Regulations, consideration would be given to applying to the FCA for a waiver of the application of the NMPI Regulations in respect of the Shares. If the FCA does not otherwise grant a waiver, the ability of the Company to raise further capital from retail investors may be affected. In this regard, it should be noted that, whilst the publication and distribution of a prospectus (including this Prospectus) is exempt from the NMPI Regulations, other communications by “approved persons” could be restricted (subject to any exemptions or waivers).

Eligibility for investment by UCITS or NURS

The Company has been advised that the Shares are “transferable securities” and, therefore, should be eligible for investment by UCITS or NURS on the basis that: (i) the Company is a closed-ended investment company limited by shares incorporated in Guernsey; (ii) the Ordinary Shares are admitted to the premium segment of the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange’s Main Market; and (iii) each of the Investment Adviser and the AIFM is authorised and regulated by the FCA. The manager of a UCITS or NURS should, however, satisfy itself that the Shares are eligible for investment by that UCITS or NURS, including the factors relating to that UCITS or NURS itself, specified in the Collective Investment Schemes Sourcebook of the FCA Handbook.

Taxation

Potential investors are referred to Part VIII of this Prospectus for details of the taxation of the Company and Shareholders in Guernsey and in the UK. Investors who are in any doubt as to their tax position or who are subject to tax in jurisdictions other than the UK are strongly advised to consult their professional advisers prior to making a subscription for Shares.

Risk Factors

The Company’s performance is dependent on many factors and potential investors should read the whole of this Prospectus and, in particular, the section entitled “Risk Factors” on pages 12 to 25 of this Prospectus.

Part III

The Investment Adviser, Process and Strategy

The Investment Adviser

On 1 July 2020, Merian Global Investors Limited (“MGI”), the parent company of the Investment Adviser, was acquired by Jupiter Fund Management plc (“Jupiter”). The Company held discussions with the senior management of Jupiter on the implications of the change in control. During these discussions, the Board was able to gain this necessary comfort on how the investment advisory contract would be managed under Jupiter’s ownership of MGI. The Company is pleased that the entire Chrysalis investment team, led by Richard Watts and Nick Williamson, have moved to Jupiter and continue to provide the same services to the Company going forward.

Jupiter Investment Management Limited (formerly known as Merian Global Investors (UK) Limited until 16 February 2021) serves as the portfolio manager of the Company and is registered as a private limited company. The Investment Adviser was incorporated in England and Wales on 18 July 1994, with registration number 02949554 and with its registered address at The Zig Zag Building, 70 Victoria Street, London, England, SW1E 6SQ.

The Investment Adviser’s LEI is: 5493006XRZFH1KWTY04.

The Investment Adviser’s website is <https://www.jupiteram.com/>. The information on the Investment Adviser’s website does not form part of this Prospectus.

The principal legislation under which the Investment Adviser operates is the Companies Act 2006.

Biographies of the key personnel of the Investment Adviser involved in the provision of services to the Company are as follows:

Richard Watts, Head of Strategy – UK Small & Mid-Cap

Richard joined the Investment Adviser in 2002 and manages the Jupiter UK Mid Cap Fund. He initially joined the UK mid- and small-cap team as an analyst before assuming full portfolio management responsibilities in 2009. He joined from Orbis Investment Advisory where he spent two years as an equity analyst, before which he was a senior associate in the investment management division of PWC. Richard has a degree in mathematical sciences from the University of Oxford, is IIMR qualified and is a CFA charterholder. Richard is co-manager of Chrysalis Investments with Nick Williamson.

Nick Williamson, Fund Manager

Nick has worked at the Investment Adviser since 2008, covering a variety of sectors for the wider UK equities team. Prior to his appointment as manager of the Jupiter UK Smaller Companies Focus Fund in January 2016, Nick acted as deputy manager on both the onshore and offshore UK smaller companies funds. Before joining the Investment Adviser, he was a sell-side analyst for more than 10 years, with a broad range of analytical responsibilities, latterly at Citigroup. Nick has an Economics degree from Durham University and is a CFA charterholder. Nick is co-manager of Chrysalis Investments with Richard Watts.

Mike Stewart, Research Analyst

Mike joined the Investment Adviser in 2019, having previously worked at the private equity firm 8c Capital. He predominantly focuses on deal origination and the analysis of private companies for Chrysalis Investments. Mike has a degree in Business Finance from Durham University.

James Simpson, Legal Counsel

James was seconded to the Investment Adviser in July 2017, before joining permanently in July 2019, and moving roles to become the dedicated legal counsel for the Investment Adviser’s UK Small and Mid-Cap equities desk to help advise on equity investments made by Chrysalis Investments. James trained at Baker McKenzie LLP and was previously an associate solicitor in the Private Equity and M&A team at Travers Smith LLP. He has a degree in Economics from the University of Strathclyde in Glasgow and completed his post-graduate legal studies at the College of Law in Moorgate, London.

Other members of the Investment Adviser Smaller and Mid-Cap team include:

Dan Nickols, Head of Strategy – UK Small & Mid-Cap

Dan joined the Investment Adviser in 2001 and leads the Investment Adviser's UK small- and mid-cap team. Dan's involvement with smaller companies began in specialist sales at Albert E Sharp from September 1995. He switched from the sell side to the buy side in May 1997, working on the Albert E Sharp Smaller Companies Fund. After graduating from the University of Cambridge in 1992 with a degree in modern and medieval languages, he joined Deloitte & Touche, before moving to the European equities division of Morgan Stanley in June 1994. He is IIMR qualified.

Luke Kerr, Fund Manager

Luke joined the Investment Adviser in 2001 and manages the Jupiter UK Dynamic Equity Fund and Jupiter UK Specialist Equity Fund as part of the Investment Adviser's highly-rated and multi-award winning UK small- and mid cap team. He was previously a consultant at Arthur Andersen. Luke has a BA in chemistry from the University of Oxford, is ACA qualified and is a CFA charterholder.

Tim Service, Fund Manager

Tim joined the Investment Adviser in 2007 and manages the Jupiter UK Specialist Equity Fund. He joined from JP Morgan, where he was an analyst covering the European food producers and home and personal care sectors. Prior to this he was an analyst at ABN Amro, covering the food retail sector. Tim has a BA in modern history from the University of Oxford and is a CFA charterholder.

Matt Cable, Fund Manager

Matt joined Jupiter in 2019 and manages the Jupiter UK Smaller Companies Fund. Prior to Jupiter, Matt worked at M&G for 12 years where he held a number of commercial roles before joining the UK Smaller Companies team in 2010. After a stint as an analyst, Matt was responsible for the management of a number of UK small-cap portfolios. Before M&G, Matt worked for a range of financial service firms in commercial and operational roles. He has a degree in Natural Sciences from Cambridge and is a CFA charterholder.

David Cameron-Mowat, Deputy Fund Manager

David joined the Investment Adviser in 2015 and is a member of the UK small- and mid-cap team. He joined from UBS, where he was an associate director for UK small and mid-cap equity sales and also advised UK companies within the investment banking division. Prior to this, David worked at PwC in audit and assurance before moving to a corporate finance, debt advisory role. David holds a BA (hons) in economics from Durham University and is a qualified chartered accountant.

James Gilbert, Deputy Fund Manager

James joined the Investment Adviser in 2013 and is an analyst in the UK equity team. He joined from Canaccord, where he was a support services analyst and was a member of the team ranked in the top three in the Extel survey (2013). He started his career at Deutsche Bank as a graduate trainee. James holds a BA in economics & management from the University of Oxford and is a CFA charterholder.

Claudia Ho, Research Analyst

Claudia joined the Investment Adviser in 2018 and is a research analyst in the UK small- and mid-cap team. She joined from Pelham Capital, where she worked for five years. Prior to that, she worked at Morgan Stanley for two years. Claudia has a biochemistry degree and a MA in biochemical research from Imperial College. She has passed all three levels of CFA.

Investment Process

Sourcing and Access

Having committed approximately £717 million to unlisted investments since September 2017, there has been considerable interest in the Investment Adviser's presence in the private UK small- and mid-cap market. This has generated significant incoming enquiries from potential investee companies. In addition, industry events, word of mouth among entrepreneurs (which is proving to be a key channel) and a growing network of investment banks and other intermediaries have provided

sourcing opportunities for the Investment Adviser. The Investment Adviser believes that knowledge of its presence in the market has become widespread due to its relevance to potential investee companies as a crossover investor. As a result, sourcing of potential investments by the Investment Adviser has become easier over time.

Of the unlisted investments undertaken to date, the funds managed or advised by the Investment Adviser have participated in the late-stage funding rounds of investee companies. Participation has typically been between the sixth and eighth round of investee companies' equity fundraising programmes. The Investment Adviser targets businesses that are typically past the "concept" phase and either have, or are well on their way to, proving their business models. As a result, they represent a substantially lower investment risk than early funding round, private company investments. The Investment Adviser believes these companies are analogous to those in which the Investment Adviser and its group currently include within their listed portfolios.

Investment Characteristics

The Investment Adviser will look to identify compelling opportunities for minority, private investments in companies displaying some or all of the following characteristics:

- the ability to generate growth rates substantially better than the average UK plc;
- the ability to protect these growth rates for a substantial period of time. Usually, this involves either being able to protect a competitive advantage, for example via technology or scale, and/or by virtue of operating in a market of considerable scale;
- where valuation appears attractive, particularly against a listed market backdrop, giving the investment an ability to generate a return of a multiple of the entry valuation;
- the ability to earn superior returns at scale as compared to the net margins of the average, listed, UK sector peer group of that investment, and so have the potential to generate significant profits; and
- typically to have demonstrated proof of concept, which usually implies revenue generation credentials.

Other considerations of the Investment Adviser when looking to identify an investment include the following:

- the timetable to IPO or realisation of value;
- likely capital consumption;
- possible secondary liquidity; and
- a strong management team which the Investment Adviser can support to achieve their goals.

The Investment Adviser views management as crucial to deliver the long-term ambitions of investee companies and will look to align itself with founders and/or management teams where it shares their longer-term vision and believes it can support them to realise the potential of the investee company.

The Investment Adviser will conduct an analysis of each investment. Typically, this involves the construction of multi-year financial forecasts to assess the likely trajectory of sales, profits and cash flows. This not only enables the Investment Adviser's growth assumptions to be stress tested, but also helps to assess likely future valuation multiples to frame the offered price. Where appropriate, external due diligence will be employed to verify items such as financial, legal, regulatory or technology issues that may arise.

The Investment Adviser's typical timeframe from initial engagement to investment has ranged from two to three months, which the Investment Adviser views as rapid in comparison to its competitors for investment opportunities. This is due to all key investment decisions being the responsibility of the individual portfolio managers. The Investment Adviser will run multiple investment processes at any one time to ensure timely investment of available capital.

Management Strategy

Post investment, the Investment Adviser aims to maintain consistent dialogue with the management of investee companies to assess how the investment thesis is developing. Where appropriate, dependent on holding size, the Investment Adviser requests "board observer" status. The Investment

Adviser currently holds this status in respect of 8 investments made by the Company. The Investment Adviser typically receives financial statements on a monthly basis, with meetings on request. Due to its experience, the Investment Adviser is also able to offer advice and guidance to investee companies. Given the maturity of investee companies to date, there may also be secondary market opportunities to buy and sell.

While the Company does not typically expect to make listed company investments, it retains the right to continue to hold investments post IPO in accordance with the terms of the investment policy, provided the investment remains compelling, and may choose to make follow-on investments at IPO or thereafter. The Investment Adviser will consider retention of an investment (and potentially increasing an investment position) following IPO on a case by case basis, having regard to:

- whether there is a clear, ongoing positive investment thesis from the IPO valuation level;
- the liquidity requirements of the company; and
- overall Company portfolio construction considerations.

Conflicts of Interest

The Investment Adviser and its officers and employees may from time to time act for other clients or manage other funds, which may have similar investment objectives and policies to that of the Company. Circumstances may arise where investment opportunities will be available to the Company which are also suitable for one or more of such clients of the Investment Adviser or such other funds. The Directors have satisfied themselves that the Investment Adviser has procedures in place to address potential conflicts of interest and that, where a conflict arises, the Investment Adviser will allocate the opportunity on a fair basis.

No preference is given to any of the Investment Adviser's broad groups of clients or any one client over another in respect of unquoted equity and equity-related investments or listed equity and equity-related investments.

The Investment Adviser has a conflicts of interest policy and supporting control framework which identifies the details of conflicts or potential conflicts of interest and the controls in place to avoid or manage such conflicts or potential conflicts.

If circumstances arise such that the Investment Adviser's arrangements for avoiding and managing conflicts of interest are not sufficient to ensure with reasonable confidence that the risks of damage to the interests of the Company or its Shareholders will be prevented, the senior management of the Investment Adviser must act to ensure that appropriate action is taken to enhance the controls in place to manage any such conflicts.

The conflicts of interest policy is reviewed by senior management of the Investment Adviser at least once a year or whenever there are material changes in the business services to be offered by the Investment Adviser.

The actual or potential conflicts of interest identified across the Investment Adviser and the controls in place to avoid or manage these conflicts are reviewed and assessed on a regular basis.

Part IV

Directors and Administration

The Directors

The Directors are responsible for managing the business affairs of the Company in accordance with the Articles and the investment policy and have overall responsibility for the Company's activities including its investment activities and reviewing the performance of the Company's portfolio. Each Director has served in office continuously since 4 October 2018.

The Directors may delegate certain functions to other parties such as the AIFM, the Investment Adviser, the Administrator, the Company Secretary, the Depositary and the Registrar. In particular, the Directors have delegated responsibility for day to day management of the investments comprised in the Company's portfolio to the Investment Adviser. The Directors have responsibility for exercising supervision of the Investment Adviser.

Andrew Haining (Chairperson) (independent)

Andrew has had a 30-year career in banking and private equity with Bank of America, CDC (now Bridgepoint) and Botts & Company. During his career, Andrew has been responsible for over 20 private equity investments with transactional values in excess of \$1 billion.

Andrew holds several Guernsey and UK board positions.

Stephen Coe (independent and Senior Independent Director)

Stephen serves as Chairman of the Audit Committee. He is currently a Director and Chairman of the Audit Committee of Weiss Korean Opportunities Fund Limited, and a Non-Executive Director of River and Mercantile UK Micro Cap Investment Company Limited. Stephen has been involved with offshore investment funds and managers since 1990, with significant exposure to property, debt, emerging markets and private equity investments. Stephen qualified as a Chartered Accountant with Price Waterhouse Bristol in 1990 and remained in audit practice, specialising in financial services, until 1997. From 1997 to 2003 Stephen was a director of the Bachmann Group of fiduciary companies and Managing Director of Bachmann Fund Administration Limited, a specialist third party fund administration company. From 2003 to 2006 Stephen was a director with Investec in Guernsey and Managing Director of Investec Trust (Guernsey) Limited and Investec Administration Services Limited. Stephen became self-employed in August 2006, providing services to financial services clients.

Simon Holden (independent)

Simon, a Guernsey resident, brings broad experience from both private equity and portfolio company operations roles at Candover Investments and then Terra Firma Capital Partners. Since 2015, Simon has become an independent director to listed alternative investment companies (Hipgnosis Songs Fund Limited, HICL Infrastructure plc., Trian Investors 1 Limited and the Company), private equity funds and trading company boards including pro-bono roles to the States of Guernsey overseeing infrastructure critical to the Island including the airport, harbours and two maritime fuel supply vessels.

Simon is a Chartered Director (CDir) accredited by the UK Institute of Directors, graduated from the University of Cambridge with an MEng and MA in Manufacturing Engineering and is an active member of UK and Guernsey fund management interest groups.

Anne Ewing (independent)

Anne has over 35 years of financial services experience in banking, asset and fund management, corporate treasury, life insurance and the fiduciary sector. Anne has an MSc in Corporate Governance and is a Chartered Fellow of the Securities Institute and a Fellow of ICSA. Anne has held senior roles in Citibank, Rothschilds, Old Mutual International and KPMG and latterly has been instrumental in the start-ups of a Guernsey fund manager and two fiduciary licensees.

Anne is self-employed and has several non-executive Directorships and chairman roles in investment companies and a banking and trust company group in the Channel Islands and in London.

Tim Cruttenden (independent)

Tim is Chief Executive Officer of VenCap International plc, a UK-based asset management firm focused on investing in venture capital funds. He joined VenCap in 1994 and is responsible for leading the strategy and development of the firm. Prior to joining VenCap, Tim was an economist and statistician at the Association of British Insurers in London. He received his Bachelor of Science degree (with honours) in Combined Science (Economics and Statistics) from Coventry University and is an Associate of the CFA Society of the UK. Tim is a non-executive director of Polar Capital Technology Trust.

Audit Committee

The Company's Audit Committee, comprising all the independent Directors of the Company (other than the Chairperson) (which as at the date of this Prospectus includes all the Directors of the Company (other than the Chairperson)) meets formally at least twice a year for the purpose, amongst other things, of considering the appointment, independence and remuneration of the auditor and to review the annual accounts and interim accounts. Where non-audit services are to be provided by the auditor, full consideration of the financial and other implications on the independence of the auditor arising from any such engagement is considered before proceeding. Stephen Coe acts as chairperson of the Audit Committee. The principal duties of the Audit Committee are to consider the appointment of external auditors, to discuss and agree with the external auditors the nature and scope of the audit, to keep under review the scope, results and cost effectiveness of the audit and the independence and objectivity of the auditor, to review the external auditors' letter of engagement and management letter and to analyse the key procedures adopted by the Company's service providers.

Management Engagement Committee

The Company's Management Engagement Committee, comprising all the independent Directors of the Company (which as at the date of this Prospectus includes all the Directors of the Company), meets formally at least once a year for the purpose, amongst other things, of reviewing the actions and judgments of the Investment Adviser and also the terms of the Portfolio Management Agreement. Simon Holden acts as chairperson of the Management Engagement Committee.

Remuneration and Nomination Committee

The Company's Remuneration and Nomination Committee, comprising all the independent Directors of the Company (which as at the date of this Prospectus includes all the Directors of the Company), meets formally at least once a year for the purpose of, amongst other things, considering the framework and policy for the remuneration of the Directors pursuant to the Articles and to review the structure, size and composition of the Board. No Director is involved in any decisions as to their own remuneration. Anne Ewing acts as chairperson of the Remuneration and Nominations Committee.

Matters reserved for the Board

The Board has overall responsibility for the Company's activities, including reviewing its investment activity, performance, business conduct and policy and, unless required to be performed by the Investment Adviser as a matter of law, certain matters have been reserved for consideration by the Board, including (but not limited to):

- approving the Company's long-term objective and any decisions of a strategic nature including any change in investment objective, policy and restrictions, including those which may need to be submitted to Shareholders for approval;
- reviewing the performance of the Company in light of the Company's strategy objectives and budgets ensuring that any necessary corrective action is taken;
- the appointment, overall supervision and removal of key service providers and any material amendments to the agreements or contractual arrangements with any key delegates or service providers;
- approving any interim dividends, any recommendation to shareholders in respect of final dividends and the Company's dividend policy;

- the review of the Company's corporate governance arrangements; and
- approving any actual or potential conflicts of interest.

Directors' share dealings

The Directors have adopted a share dealing code that is compliant with the UK Market Abuse Regulation. The Board is responsible for taking all proper and reasonable steps to ensure compliance with the share dealing code by the Directors and PDMRs.

Administrator

Maitland Administration (Guernsey) Limited has been appointed as Administrator to the Company pursuant to the Master Services Agreement (further details of which are set out in paragraph 9 of Part IX of this Prospectus).

The Administrator is responsible for the maintenance of the books and financial accounts of the Company and the calculation, in conjunction with the Investment Adviser, of the Net Asset Value of the Company and the Shares.

Company Secretary

Maitland Administration (Guernsey) Limited provides company secretarial services to the Company pursuant to the Master Services Agreement (further details of which are set out in paragraph 9 of Part IX of this Prospectus).

The Company Secretary is responsible for production of the Company's accounts, regulatory compliance and providing support to the Board's corporate governance process and its continuing obligations under the Listing Rules and the Disclosure Guidance and Transparency Rules. In addition, the Company Secretary is responsible for liaising with the Company, the Investment Adviser, the Registrar and the Administrator in relation to the payment of any dividends, as well as general secretarial functions required by the Companies Law (including but not limited to the maintenance of the Company's statutory books).

Depositary

Citibank Europe plc, UK Branch has been appointed as the Company's Depositary pursuant to the Depositary Agreement (further details of which are set out in paragraph 9 of Part IX of this Prospectus). The Depositary is a branch of Citibank Europe plc and is authorised in the United Kingdom by the Prudential Regulation Authority. It is subject to regulation by the Financial Conduct Authority and the Prudential Regulation Authority.

The Depositary of the Company is a public limited company incorporated in the Republic of Ireland on 9 June 1988 with registration number 132781 and has its registered office at 1 North Wall Quay, Dublin 1. The Depositary was established in the UK on 20 August 2015 with UK company number FC032763 and UK establishment number BR017844 and has its registered establishment office at Citigroup Centre Canada Square, Canary Wharf, London, E14 5LB.

The Depositary's LEI is: N1FBEDJ5J41VKZLO2475.

The Depositary's website is <https://www.citibank.co.uk/citicentre.htm>. The information on the Depositary's website does not form part of this Prospectus.

The principal legislation under which the Depositary operates is the Companies Act 2014.

Registrar

Computershare Investor Services (Guernsey) Limited has been appointed as the Company's Registrar pursuant to the Registrar Agreement (further details of which are set out in paragraph 9 of Part IX of this Prospectus).

Auditor

KPMG Channel Islands Limited provides audit services to the Company. KPMG Channel Islands Limited is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales and has been the only auditor of the Company since its incorporation.

Fees and expenses

Initial expenses

The costs and expenses of the Initial Issue which will be paid by the Company are estimated to be approximately 2 per cent., assuming Gross Issue Proceeds are approximately £239.4 million.

The costs and expenses of the Initial Issue will be paid out of Gross Issue Proceeds and will therefore be borne indirectly by the investors.

The costs and expenses of the Initial Issue will be paid on or around Initial Admission and will include, without limitation, placing fees and commissions; registration, listing and admission fees; printing, advertising and distribution costs; legal fees, and any other applicable expenses. All such expenses will be immediately written off.

On the assumption that the Company achieves its target issue size of approximately £239.4 million, the Net Asset Value of the Company immediately following Initial Admission is expected to increase by approximately £234.6 million (in other words, 98 per cent. of Gross Issue Proceeds) assuming initial expenses of the Initial Issue are 2 per cent. of the Gross Issue Proceeds.

Ongoing expenses

Placing Programme

The costs and expenses of the Placing Programme will depend on subscriptions received in respect of individual Subsequent Placings.

Investment Adviser's fees

Under the terms of the Portfolio Management Agreement, the Investment Adviser is entitled to a management fee and a performance fee together with reimbursement of reasonable expenses incurred by it in the performance of its duties.

Management Fee

The management fee is equal to 1/12 of 0.5 per cent. of the Net Asset Value (the "**Management Fee**"). The Management Fee is calculated and paid monthly in arrears.

If at any time the Company invests in or through any other investment fund or special purpose vehicle and a management fee or advisory fee is charged to such investment fund or special purpose vehicle by the Investment Adviser or any of its Associates and is not waived, the value of such investment will be excluded from the calculation of Net Asset Value for the purposes of determining the Management Fee.

In respect of a period where there are C Shares in issue, the Management Fee will be charged on the net assets attributable to the Ordinary Shares and the C Shares respectively.

Performance fee

The Investment Adviser is entitled to receive a performance fee, the sum of which equals 20 per cent. of the amount by which the Adjusted Net Asset Value at the end of a Calculation Period exceeds the higher of: (i) the Performance Hurdle; and (ii) the High Water Mark (the "**Performance Fee**").

For the purposes of this paragraph:

"Adjusted Net Asset Value at the end of a Calculation Period" shall be the audited NAV in Sterling at the end of the relevant Calculation Period: (i) plus an amount equal to any accrued or paid performance fee in respect of that Calculation Period or any prior Calculation Period; (ii) plus an amount equal to all dividend or other income distributions paid to Shareholders that have been declared and paid on or prior to the end of the relevant Calculation Period; (iii) minus the amount of any distribution declared in respect of the Calculation Period but which has not already reduced the audited NAV; (iv) minus the Net Capital Change where the Net Capital Change is positive or, correspondingly, plus the Net Capital Change where such Net Capital Change is negative (which for this purpose includes the Net Capital Change in the relevant Calculation Period and each preceding Calculation Period); and (v) minus any increase in NAV during the Calculation Period attributable to Investments attributable to C Shares prior to conversion of those C Shares.

“Performance Hurdle” means, in relation to each Calculation Period, (“A” multiplied by “B”) + C where:

“A” is 8 per cent. (expressed for the purposes of this calculation as 1.08) (calculated as an annual rate and adjusted to the extent the Calculation Period is greater or shorter than one year);

“B” is:

- (i) in respect of the first Calculation Period, the Net Issue Proceeds; or
- (ii) in respect of each subsequent Calculation Period, the sum of this calculation as at the end of the immediately preceding Calculation Period: (a) excluding any changes made pursuant to paragraphs (x) and (y) below in that preceding Calculation Period; and (b) plus (where such sum is positive) or minus (where such sum is negative) the Net Capital Change attributable to Share issues and repurchases in all preceding Calculation Periods (the amount in this paragraph (b) being the **“Aggregate NCC”**),

in each case, plus (where such sum is positive) or minus (where such sum is negative) the sum of:

- (x) in respect of each Share issue undertaken in the relevant Calculation Period being assessed, an amount equal to the Net Capital Change attributable to that Share issue multiplied by the sum of the number of days between admission to trading of the relevant Shares and the end of the relevant Calculation Period divided by 365 (such amount being the **“issue adjustment”**); minus
- (y) in respect of each repurchase or redemption of Shares undertaken in the relevant Calculation Period being assessed, an amount equal to Net Capital Change attributable to that Share purchase or redemption multiplied by the number of days between the relevant disbursement of monies to fund such repurchase or redemption and the end of the relevant Calculation Period divided by 365 (such amount being the **“reduction adjustment”**); and

“C” is the sum of: the issue adjustment for the Calculation Period; the reduction adjustment for the Calculation Period; and the Aggregate NCC multiplied by -1.

“Net Capital Change” equals I minus R where:

“I” is the aggregate of the net proceeds of any Share issue over the relevant period (other than the first issue of Ordinary Shares),

“R” is the aggregate of amounts disbursed by the Company in respect of Share redemptions or repurchases over the relevant period;

“High Water Mark” means the Adjusted Net Asset Value as at the end of the Calculation Period in respect of which a Performance Fee was last earned or if no Performance Fee has yet been earned, an amount equal to the Net Issue Proceeds; and

“Calculation Period” means each twelve-month period ending on 30 September, except that the first Calculation Period shall be the period commencing on Initial Admission and ending on 30 September 2019.

Subject to the below, the Performance Fee will be payable to the Investment Adviser in arrears within 30 calendar days of the publication of the Company’s audited accounts for the date on which each Calculation Period ends unless, within such period the Company has given notice in writing to the Investment Adviser of any error in relation to the calculation, in which case, the due date for payment will be delayed until 30 calendar days after such error is resolved. To the extent that the Company does not have available cash to pay the Performance Fee on the date on which such amount becomes payable (having taken into account the Company’s reasonable working capital requirements) the payment date shall be deferred by three months (or such shorter or longer period as may be agreed in writing by the Company and the Investment Adviser).

The accrued Performance Fee shall be payable by the Company to the extent that the Payment Amount is greater than the Performance Fee Amount (which shall both be calculated as at the end of each Calculation Period) and, to the extent that the Payment Amount is less than the Performance Fee Amount, an amount equal to the difference shall be carried forward and included in the “Performance Fee Amount” calculated as at the end of the next Calculation Period (and such amount shall be paid before any Performance Fee accrued at a later date). Save for in limited

circumstances, no accrued but unpaid Performance Fees carried forward in accordance with this paragraph will be able to be cancelled by the Company once they become payable.

For the purposes of this paragraph:

“Payment Amount” means the sum of: (i) aggregate net realised profits on Investments since the start of the relevant Calculation Period; plus (ii) an amount equal to each IPO Investment Unrealised Gain where the IPO of the relevant Investment takes place during the relevant Calculation Period; plus or minus (as applicable) (iii) an amount equal to the Listed Investment Value Change attributable to that Calculation Period; plus (iv) the aggregate amount of all dividends or other income received from Investments of the Company in that Calculation Period (other than Investments made pursuant to the cash management policy of the Company as stated in the investment policy);

“Investments” means all unquoted equity and equity equivalent investments and all other securities, currencies, shares, equity, futures, options, warrants, forward contracts, contracts for differences, derivatives, convertible or exchangeable debt, bonds, notes, cash, interests in businesses, joint ventures, syndicated investments, consortiums, partnerships or limited partnerships or the like, and any other property whatsoever (quoted or traded on an investment exchange or not), including income derived therefrom, procured by the Investment Adviser for the Company in accordance with the investment policy, from time to time;

“IPO Investment Unrealised Gain” means the unrealised gain attributable to each Investment in a private portfolio company that subsequently conducts an IPO in the relevant Calculation Period. The unrealised gain of the Company for this purpose shall be calculated using the issue price set as part of the IPO of the relevant shares comprising the Investment and the investment costs attributable to the corresponding shares. For the purposes of this calculation an Investment in listed shares that is held following the IPO but disposed of prior to the end of the relevant Calculation Period in which the IPO took place shall not be included in the calculation of the IPO Investment Unrealised Gain (and, to the extent that part of the Investment is disposed of prior to the end of the relevant Calculation Period, the amount of the relevant IPO Investment Unrealised Gain shall be reduced by a corresponding proportion to the percentage of the total holding sold);

“Listed Investment Value Change” means the aggregate price increase or decrease attributable to each Investment in listed shares that is held as at the end of the relevant Calculation Period and shall be calculated as follows:

- (a) in respect of a Calculation Period in which the shares are first listed or acquired by the Company, the Listed Investment Value Change shall be calculated in respect of the period from the date of admission or acquisition (as applicable) of those shares to the end of the relevant Calculation Period and shall be calculated using the mid-market closing price on the date of the admission or acquisition of those shares (as applicable) and the mid-market closing price as at the last Business Day of the relevant Calculation Period; or
- (b) in respect of each other Calculation Period, the Listed Investment Value Change shall be calculated using the closing mid-market price as at the first and last Business Day of the relevant Calculation Period using the closing mid-market price on such dates provided that if the Listed Investment Value Change attributable to such shares is positive but the mid-market closing price as at the end of the Calculation Period is less than the higher of (i) the price of such shares on admission (in respect of shares held by the Company on the date of their admission to trading) and (ii) the highest mid-market closing price as at the end of any prior Calculation Period when such shares were held by the Company, the Listed Investment Value Change in respect of such shares shall be deemed to be zero; and

“Performance Fee Amount” means the sum of the Performance Fee calculated in respect to the relevant Calculation Period as provided for in this paragraph plus any amount of Performance Fees payable in respect of prior Calculation Periods but which were deferred and remain unpaid as at the end of the relevant Calculation Period.

The Performance Fee will be calculated in respect of each Calculation Period. If at the end of a Calculation Period no Performance Fee has been earned in respect of that period, the Calculation Period shall be extended for an additional twelve-month period and will be deemed to be the same Calculation Period and this process shall continue until a Performance Fee is next earned at the end of the relevant period.

In the event of termination of the Investment Adviser's appointment the Company will: (a) pay the accrued Management Fees on a *pro rata* basis to the date of termination; (b) save for in limited circumstances, pay (i) a Performance Fee in respect of the Calculation Period ending on the date of termination; and (ii) to the extent applicable, any accrued but unpaid Performance Fees, regardless of whether or not the Company has an available Payment Amount equal to such accrued and unpaid Performance Fees; and (c) promptly reimburse to the Investment Adviser all of its out of pocket expenses incurred in the performance of its services up to the date of termination. No additional payment will be required to be made to the Investment Adviser by the Company.

Subject to the paragraph above, if the Investment Adviser's appointment is terminated before 30 September in any year, the Performance Fee in respect of the then Calculation Period will be calculated and paid as though the date of termination were the end of the relevant period. If the Company enters into liquidation and the Investment Adviser's appointment has not yet been terminated, the Performance Fee in respect of the then Calculation Period will be calculated and paid as though the Business Day prior to the date on which the Company enters into liquidation were the end of the relevant period.

Other fees and expenses

The Company also incurs further on-going annual fees and expenses, which will include the following:

- **AIFM**

Maitland Institutional Services Ltd has been appointed as the alternative investment fund manager of the Company. The AIFM is responsible for portfolio management services and risk management services of the Company in accordance with the terms of the AIFM Agreement.

Under the terms of the AIFM Agreement, the AIFM is entitled to an annual fee, being the sum of an amount equal to:

 - (i) 0.04 per cent. of the published Net Asset Value between zero and £150,000,000;
 - (ii) 0.03 per cent. of the published Net Asset Value in excess of £150,000,000 and less than or equal to £500,000,000;
 - (iii) 0.02 per cent. of the published Net Asset Value in excess of £500,000,000 and less than or equal to £1,000,000,000; and
 - (iv) 0.01 per cent. of the published Net Asset Value in excess of £1,000,000,000,

subject to a minimum annual fee of £30,000, plus VAT and together with reimbursement of reasonable expenses incurred by it in the performance of its duties.
- **Administrator**

Under the terms of the Master Services Agreement, the Administrator is entitled to a fee in respect of fund valuation, accounting and investment operations:

 - if the NAV is less than or equal to £150,000,000, the sum of £75,000 per annum; or
 - if the NAV is more than £150,000,000 but less than or equal to £500,000,000, the sum of 0.03 per cent. per annum of the NAV; or
 - if the NAV is more than £500,000,000 but less than or equal to £1,000,000,000, the sum of 0.02 per cent. per annum of the NAV; or
 - if the NAV is more than £1,000,000,000, the sum of 0.01 per cent. per annum on the NAV.

The Administrator is, in addition, be entitled to recover third party expenses and disbursements.
- **Company Secretary**

Under the terms of the Master Services Agreement, the Company Secretary is entitled to an annual fee of £35,000 per annum in respect of the company secretarial services it will provide, including corporate governance, regulatory compliance and Listing Rule continuing obligations. The Company Secretary will, in addition, be entitled to recover reasonable third party expenses and disbursements.

- **Depository**
The Depository is entitled to a fee equal to 0.8 basis points of the published Net Asset Value of the Company. Additional services, as agreed from time to time, will incur additional charges on the applicable hourly rate. The Depository is entitled to reimbursement of all reasonable out-of-pocket expenses.
- **Registrar**
The Registrar is entitled to an annual fee from the Company equal to £7,500 in respect of maintaining the share register in respect of the Ordinary Shares and an annual fee of £2,000 in respect of maintaining the share register in respect of the C Shares. The Registrar is also entitled to:
 - (i) an annual fee of £5,000 for the Registrar carrying out know-your-client and anti-money-laundering checks and other due diligence procedures on new Shareholders;
 - (ii) additional customary charges, on a per-item or per-transaction basis; and
 - (iii) reimbursement of all reasonable out-of-pocket expenses incurred in connection with its duties.
- **Receiving Agent**
The fees payable to the Receiving Agent are based on a fixed project fee plus a fee for the number of applications received. The agreement contains certain standard indemnities from the Company in favour of the Receiving Agent and from the Receiving Agent in favour of the Company. The Receiving Agent's liability under the agreement is subject to a financial limit.
- **Directors**
The Directors are remunerated for their services at a fee of £45,000 per annum (£70,000 for the Chairperson, £55,000 for the Chairperson of the Audit Committee and £50,000 for the Chairperson of the Management Engagement Committee). Further information in relation to the remuneration of the Directors is set out in Paragraph 7 of Part IX of this Prospectus.
- **Other operational expenses**
In addition to the foregoing fees and expenses paid to service providers, all other ongoing operational expenses of the Company are borne by the Company including, without limitation, the incidental costs of making its investments and the implementation of its investment objective and policy (including any fees or commissions payable to intermediaries in respect of the sourcing of investments to the extent that the Investment Adviser is unable to source such investments directly and any fees or commissions payable to any due diligence agents or other specialists engaged by the Investment Adviser in connection with the implementation of the investment policy); travel, accommodation and printing costs; the cost of directors' and officers' liability insurance and website maintenance; audit and legal fees; annual listing fees and maintaining the Company's status as a registered closed-ended collective investment scheme. All out of pocket expenses that are reasonably and properly incurred, of the Investment Adviser, the Administrator, the Company Secretary, the Depository, the Receiving Agent and the Registrar and the Directors relating to the Company are borne by the Company. No fees or expenses, including those listed above, will be borne by Investors.

The ongoing charges expense ratio of the Company, including VAT where applicable, is estimated to be approximately 0.65 per cent. of Net Asset Value following the Initial Issue (assuming Net Proceeds of approximately £234.6 million). This is an estimate only and is not, and is not intended to be, a profit forecast. This figure assumes that the Net Proceeds are fully invested in accordance with the investment policy.

Part V

Historic Financial Information

Introduction

The Company's accounting reference date is 30 September and statutory audited financial statements were published on 29 January 2021 for the period from 1 October 2019 to 30 September 2020. Audited accounts were also published on 23 January 2020 for the period from incorporation to 30 September 2019 ("**2019 Report and Accounts**").

Historical Financial Information

The published report and financial statements of the Company for the period from 1 October 2019 to 30 September 2020 ("**2020 Report and Accounts**") included, on the pages specified in the table below, the following information:

Information incorporated by reference into this prospectus	Page Numbers
Chairman's statement	2 to 4
Portfolio Statement	5
Investment Adviser's Report	6 to 24
Principal Risks	42
Independent Auditor's Report	53 to 57
Statement of Comprehensive Income	58
Statement of Financial Position	59
Statement of Changes in Equity	60
Statement of Cash Flows	61
Notes to the Financial Statements	62 to 87

Selected Financial Information

The key audited figures that summarise the financial condition of the Company in respect of the period from 1 October 2019 to 30 September 2020, which have been extracted without material adjustment from the 2020 Reports and Accounts (unless otherwise indicated in the notes below the following tables), and in respect from 3 September 2018 (incorporation) to 30 September 2019, which have been extracted without material adjustment from the 2019 Reports and Accounts, are set out in the following tables. Investors should read the whole of such report and not rely solely on the key or summarised information set out below:

Statement of Comprehensive Income

	For the period from 1 October 2019 to 30 September 2020 (audited)	For the period from incorporation on 3 September 2018 to 30 September 2019 (audited)
Total income (£'000)	560	430
Net gains on investments held at fair value through profit or loss (£'000)	197,426	12,449
Losses on currency movements (£'000)	(985)	(15)
Investment management fees (£'000)	(34,692)	(517)
Other expenses (£'000)	(1,897)	(1,082)
Gains before finance costs and taxation (£'000)	160,412	11,265
Withholding tax expense (£'000)	—	—
Finance costs (£'000)	—	(1)
Total gains and comprehensive income for the year/period (£'000)	160,412	11,264
Gain per Ordinary Share (pence)	47.64	7.59

Statement of Financial Position

	30 September 2020 (£'000) (audited)	30 September 2019 (£'000) (audited)
<u>Non-current assets</u>		
Investments held at fair value through profit or loss	606,287	170,040
<u>Current assets</u>		
Other receivables	267	82
Cash and cash equivalents	15,559	212,665
Total assets	622,113	382,787
<u>Current liabilities</u>		
Total liabilities	(80,070)	(1,157)
Net assets	542,043	381,630
<u>Equity attributable to equity shareholders</u>		
Share capital	370,366	370,366
Capital reserve	176,810	12,704
Revenue reserve	(5,134)	(1,440)
Total equity	542,043	381,630
Net asset value per Ordinary Share (p)	160.97	113.33
Number of Ordinary Shares in issue	336,742,424	336,742,424

Statement of Changes in Equity

For the period from 1 October 2019 to 30 September 2020 (audited)

	Share capital (£'000)	Capital Reserve (£'000)	Revenue Reserve (£,000)	Total (£'000)
Balance at 1 October 2019	370,366	12,704	(1,440)	381,630
Total gains/(losses) and comprehensive income for the period	—	164,106	(3,694)	160,412
Issue of Management Share	—	—	—	—
Redemption of Management Share	—	—	—	—
Issue of Ordinary Shares	—	—	—	—
Expenses of share issue	1	—	—	1
Balance at 30 September 2020	370,367	176,810	(5,134)	543,043

For the period from incorporation on 3 September 2018 to 30 September 2019 (audited)

	Share capital (£'000)	Capital Reserve (£'000)	Revenue Reserve (£,000)	Total (£'000)
Balance at 3 September 2018	—	—	—	—
Total gains/(losses) and comprehensive income for the period	—	12,704	(1,440)	11,264
Issue of Management Share	—	—	—	—
Redemption of Management Share	—	—	—	—
Issue of Ordinary Shares	375,000	—	—	375,000
Expenses of share issue	(4,634)	—	—	(4,634)
Balance at 30 September 2019	370,366	12,704	(1,440)	381,630

Statement of Cash Flows

	For the period from 1 October 2019 to 30 September 2020 (£'000) (audited)	For the period from incorporation on 3 September 2018 to 30 September 2019 (£'000) (audited)
Cash flows from operating activities	(197,107)	(157,686)
<u>Adjustments for:</u>		
Loss on foreign exchange	(985)	(15)
<u>Cash flows used in financing activities</u>		
Proceeds from issue of new shares	—	375,000
Issue costs relating to new shares	—	(4,634)
Net cash flow from financing activities	—	370,366
Net increase in cash and cash equivalents	(197,106)	212,680
Cash and cash equivalents at start of the period	212,665	—
Cash and cash equivalents at the end of the period	15,559	212,665
Comprised of: Cash at bank	15,559	189,670

Operating and Financial Review

The 2020 Report and Accounts (which are incorporated in this Prospectus by reference) included, on the pages specified in the table below, descriptions of the Company’s financial condition (in both capital and revenue terms), changes in its financial condition and details of the Company’s portfolio of investments for that period:

	<u>Page Numbers</u>
Chairman’s Statement	2
Portfolio Statement	5
Investment Adviser’s Report	6

Documents Incorporated by Reference

The parts of the 2019 Report and Accounts and 2020 Report and Accounts, which have been previously published, referenced in this Part V of the Prospectus shall be deemed to be incorporated in, and form part of, this Prospectus. The parts of the 2019 Report and Accounts and 2020 Report and Accounts not referenced in this Part V are either not relevant for investors or are covered elsewhere in this Prospectus. Copies of the 2019 Report and Accounts and 2020 Report and Accounts are available for inspection at the Company’s registered office, set out on <http://chrysalisinvestments.co.uk/>.

Part VI

The Initial Issue

The Initial Issue

The Company is targeting raising approximately £239.4 million through the Initial Issue. New Shares will be available for issue under the Initial Issue from 10 March 2021 until 25 March 2021 (or any earlier date on which all the new Shares the subject of the Initial Issue are issued).

80,186,322 Ordinary Shares are being reserved for Shareholders under the Open Offer under which Shareholders will be entitled to subscribe for 1 Ordinary Share(s) for every 5 Ordinary Shares held on the Record Date and the balance of the new Ordinary Shares available under the Initial Issue will be allocated to the Initial Placing, the Initial Offer for Subscription, the Intermediaries Offer and/or the Excess Application Facility.

Assuming Gross Issue Proceeds are approximately £239.4 million and on the basis the costs and expenses of the Initial Issue are approximately 2 per cent. of the Gross Issue Proceeds, the Net Proceeds will be approximately £234.6 million.

The total number of Ordinary Shares issued under the Initial Issue will be determined by the Company and the Joint Bookrunners after taking into account demand for the Ordinary Shares, subject to a maximum of 146,341,463 Ordinary Shares being issued under the Initial Issue in aggregate.

The actual number of Ordinary Shares to be issued pursuant to the Initial Issue is not known as at the date of this Prospectus but will be notified by the Company via an RNS announcement and published on the Company's website, <http://chrysalisinvestments.co.uk/>, prior to Initial Admission.

The Directors have determined that the Ordinary Shares under the Initial Issue will be issued at a price equal to £2.05 per Ordinary Share, which represents a premium of 13.4 per cent. in excess of the Net Asset Value per Ordinary Share as at 31 December 2020 (being the last published Net Asset Value per Ordinary Share as the latest practicable date prior to the publication of this Prospectus).

The Initial Issue is not being underwritten.

The Initial Issue is designed to be suitable for professional investors and professionally-advised retail investors seeking exposure to a portfolio consisting primarily of equity or equity-related investments in unquoted companies. The Ordinary Shares may also be suitable for investors who are financially sophisticated, non-advised retail investors who are capable of evaluating the risks and merits of such an investment and who have sufficient resources to bear any loss which may result from such an investment. Such investors may wish to consult an independent financial adviser who specialises in advising on the acquisition of shares and other securities before investing in Ordinary Shares.

The Initial Placing

Each of the Joint Bookrunners has agreed to use its reasonable endeavours to procure Places to subscribe for Ordinary Shares in the Initial Placing on the terms and subject to the conditions set out in the Placing Agreement. Details of the Placing Agreement are set out in paragraph 9 of Part IX of this Prospectus.

The terms and conditions which shall apply to any subscription for Ordinary Shares procured by Liberum or Numis Securities pursuant to the Initial Placing are contained in Part IX of this Prospectus.

Each of Jupiter UK Mid Cap Fund, Jupiter UK Smaller Companies Fund, Jupiter UK Smaller Companies Focus Fund and Jupiter UK Specialist Equity Fund, funds managed on a discretionary basis by the Investment Adviser, have indicated to the Company that they intend to subscribe for Ordinary Shares.

The Intermediaries Offer

Investors may also subscribe for Shares at the Initial Issue Price pursuant to the Intermediaries Offer. Only the Intermediaries' retail investor clients in the United Kingdom, Guernsey and Jersey

are eligible to participate in the Intermediaries Offer. Investors may apply to any one of the Intermediaries to be accepted as their client. No Ordinary Shares allocated under the Intermediaries Offer will be registered in the name of any person whose registered address is outside the United Kingdom, Guernsey and Jersey. A minimum application of 1,000 Ordinary Shares per Underlying Applicant will apply. Allocations to Intermediaries will be determined by the Company and Liberum. An application for Ordinary Shares in the Intermediaries Offer means that the Underlying Applicant agrees to acquire the Ordinary Shares applied for at the Initial Issue Price. Each Underlying Applicant must comply with the appropriate money laundering checks required by the relevant Intermediary and all other laws and regulations applicable to their agreement to subscribe for Ordinary Shares. Where an application is not accepted or there are insufficient Ordinary Shares available to satisfy an application in full, the relevant Intermediary will be obliged to refund the Underlying Applicant as required and all such refunds shall be made without interest. None of the Company, the Investment Adviser, Liberum or Numis Securities accept any responsibility with respect to the obligation of the Intermediaries to refund monies in such circumstances.

Each Intermediary has agreed, or will on appointment agree, to the intermediaries terms and conditions, which regulate, *inter alia*, the conduct of the Intermediaries Offer on market standard terms and provide for the payment of a commission and/or fee (to the extent permissible by the rules of the FCA) to Intermediaries from Liberum acting on behalf of the Company if such Intermediary elects to receive a commission and/or fee. Pursuant to the intermediaries terms and conditions, in making an application, each Intermediary will also be required to represent and warrant that they are not located in the United States and are not acting on behalf of anyone located in the United States or any US Person. In addition, the Intermediaries may prepare certain materials for distribution or may otherwise provide information or advice to retail investors in the United Kingdom, subject to the terms of the intermediaries terms and conditions. Any such materials, information or advice are solely the responsibility of the relevant Intermediary and will not be reviewed or approved by any of the Company, the Investment Adviser or Liberum. Any liability relating to such documents shall be for the relevant Intermediaries only. The intermediaries terms and conditions provide for the Intermediaries to have an option (where the payment of such commission and/or fee is not prohibited) to be paid a commission and/or fee by Liberum where it has elected to receive such commission and/or fee in respect of the Ordinary Shares allocated to and paid for by them pursuant to the Intermediaries Offer.

The Company consents to the use of this Prospectus by financial intermediaries in connection with the subsequent resale or final placement of securities by financial intermediaries.

The offer period within which any subsequent resale or final placement of securities by Intermediaries can be made and for which consent to use this Prospectus is given commences on 10 March 2021 and closes at 11.00 a.m. on 24 March 2021, unless closed prior to that date.

Any financial intermediary that uses this Prospectus must state on its website that it uses this Prospectus in accordance with the Company's consent. Intermediaries are required to provide this Prospectus to any prospective investor who has expressed an interest in participating in the Intermediaries Offer to such Intermediary. Information on the terms and conditions of any subsequent resale or final placement of securities by any financial intermediary is to be provided at the time of the offer by the Intermediary.

The Offer for Subscription

Ordinary Shares are available to certain categories of investor under the Offer for Subscription. The Offer for Subscription is only being made in the UK but, subject to applicable law, the Company may allot Ordinary Shares on a private placement basis to Offer for Subscription Applicants in other jurisdictions.

The terms and conditions of application under the Offer for Subscription are set out in Part XI of this Prospectus and an Offer for Subscription Application Form is set out at the end of this Prospectus. These terms and conditions should be read carefully before an Offer for Subscription Application is made. Investors should consult their respective stockbroker, bank manager, solicitor, accountant or other financial adviser if they are in any doubt about the contents of this Prospectus.

Offer for Subscription Applications must be for a minimum subscription amount of £1,000 and thereafter in multiples of £100.

Completed Offer for Subscription Application Forms, accompanied by a cheque or banker's draft in Sterling made payable to "CIS PLC re: Chrysalis Investments Limited – OFS A/C" and crossed "A/C payee" for the appropriate sum must be posted to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH so as to be received by no later than 11.00 a.m. on 24 March 2021. The Offer for Subscription will, unless extended, be closed at that time.

For Offer for Subscription Applicants sending subscription monies by electronic bank transfer (CHAPS), payment must be made for value by 11.00 a.m. on 24 March 2021. Please contact Computershare Investor Services PLC by email at OFSPaymentQueries@computershare.co.uk (quoting MCIC OFS) and the Receiving Agent will then provide applicants with a unique reference number and bank account details which must be used when sending payment.

Offer for Subscription Applicants choosing to settle via CREST, that is "delivery versus payment" ("DVP"), will need to input their instructions to Computershare Investor Services PLC's participant account 8RA28 by no later than 11.00 a.m. on 24 March 2021, allowing for the delivery and acceptance of Ordinary Shares to be made against payment of the Initial Issue Price per Ordinary Share, following the CREST matching criteria set out in the Offer for Subscription Application Form.

The Open Offer

Under the Open Offer, up to an aggregate amount of 80,186,322 new Ordinary Shares will be made available to Qualifying Shareholders at the Issue Price *pro rata* to their holdings of Existing Ordinary Shares, on the terms and subject to the conditions of the Open Offer, on the basis of:

1 Ordinary Share(s) for every 5 Existing Ordinary Shares held at the Record Date (being the close of business on 8 March 2021)

The balance of the new Ordinary Shares to be made available under the Initial Issue, together with any new Ordinary Shares not taken up pursuant to the Open Offer, will be made available under the Excess Application Facility, the Initial Placing, the Initial Offer for Subscription and/or the Intermediaries Offer.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue and Open Offer Application Forms cannot be traded.

Fractional entitlements under the Open Offer will be rounded down to the nearest whole number of Ordinary Shares and will be disregarded in calculating Open Offer Entitlements. All fractional entitlements will be aggregated and allocated at the absolute discretion of the Directors (after consultation with the Joint Bookrunners and the Investment Adviser) to the Initial Placing, the Offer for Subscription, the Intermediaries Offer and/or the Excess Application Facility.

The latest time and date for acceptance and payment in full in respect of the Open Offer will be 11.00 a.m. on 24 March 2021. If the Initial Issue proceeds, valid applications under the Open Offer will be satisfied in full up to applicants' Open Offer Entitlements. Qualifying Shareholders are also being offered the opportunity to subscribe for new Ordinary Shares in excess of their Open Offer Entitlements under the Excess Application Facility, described below.

The terms and conditions of application under the Open Offer are set out in Part XII. These terms and conditions should be read carefully before an application is made. Investors who are in any doubt about the issue arrangements should consult their stockbroker, bank manager, solicitor, accountant or other financial advisor if they are in doubt.

Excess Application Facility under the Open Offer

Subject to availability, Qualifying Shareholders who take up all of their Open Offer Entitlements may also apply under the Excess Application Facility for additional new Ordinary Shares in excess of their Open Offer Entitlement. The Excess Application Facility will comprise such number of new Ordinary Shares, if any, which in their absolute discretion (in consultation with the Joint Bookrunners and the Investment Adviser) the Directors determine to make available under the Excess Application Facility, which may include any new Ordinary Shares which are not taken up by Qualifying Shareholders pursuant to their Open Offer Entitlements, fractional entitlements under the Open Offer which have been aggregated and any new Ordinary Shares which would otherwise have been available under the Initial Placing, the Initial Offer for Subscription or the Intermediaries Offer but which the Directors determine to allocate to the Excess Application Facility (including any additional new Ordinary Shares which may be made available under the Initial Issue if the Directors exercise

their discretion to increase the size of the Initial Issue). No assurance can be given that any new Ordinary Shares will be allocated to, and made available under, the Excess Application Facility.

Qualifying Non-CREST Shareholders who wish to apply to subscribe for more than their Open Offer Entitlement should complete the relevant sections on the Open Offer Application Form.

Qualifying CREST Shareholders will have Excess CREST Open Offer Entitlements credited to their stock account in CREST and should refer to paragraph 4.2(c) of the “Terms and Conditions of the Open Offer” in Part XII for information on how to apply for Excess Shares pursuant to the Excess Application Facility.

To the extent that Qualifying Shareholders choose not to take up their entitlements under the Open Offer or that applications from Qualifying Shareholders are invalid, unallocated new Ordinary Shares may be allocated to the Initial Placing, the Initial Offer for Subscription, the Intermediaries Offer and/or the Excess Application Facility, at the absolute discretion of the Directors (after consultation with the Joint Bookrunners and the Investment Adviser).

There is no limit on the amount of new Ordinary Shares that can be applied for by Qualifying Shareholders under the Excess Application Facility, save that the maximum amount of new Ordinary Shares to be allotted under the Excess Application Facility shall be limited by the maximum size of the Initial Issue (as may be determined by the Directors and announced by way of a Regulatory Information Service in the event that the Directors exercise their right to increase the size of the Initial Issue, as described above) less new Ordinary Shares issued under the Open Offer pursuant to Qualifying Shareholders’ Open Offer Entitlements that are taken up and any new Ordinary Shares that the Directors determine to issue under the Initial Placing, the Initial Offer for Subscription and/or the Intermediaries Offer. However, there is no assurance that any new Ordinary Shares will be allocated to the Excess Application Facility and applications under the Excess Application Facility shall be allocated in such manner as the Directors may determine in their absolute discretion. Accordingly, no assurance can be given that the applications by Qualifying Shareholders under the Excess Application Facility will be met in full, or in part or at all.

Action to be taken under the Open Offer

Non-CREST Shareholders

Qualifying Non-CREST Shareholders will be sent an Open Offer Application Form giving details of their Open Offer Entitlement.

Persons that have sold or otherwise transferred all of their Existing Ordinary Shares should forward the Prospectus, together with the Open Offer Application Form, if and when received, at once to the purchaser or transferee, or the bank, stockbroker or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee, except that such documents should not be sent to any jurisdiction where to do so might constitute a violation of local securities laws or regulations including, but not limited to, the United States and any of the other Excluded Territories.

Any Qualifying Shareholder that has sold or otherwise transferred only some of their Existing Ordinary Shares held in certificated form on or before the close of business on 8 March 2021, should refer to the instructions regarding split applications in the “Terms and Conditions of the Open Offer” in Part XII and in the Open Offer Application Form.

CREST Shareholders

Qualifying CREST Shareholders will not be sent an Open Offer Application Form. Instead, Qualifying CREST Shareholders will receive a credit to their appropriate stock accounts in CREST in respect of their Open Offer Entitlements and their Excess CREST Open Offer Entitlements as soon as practicable on 11 March 2021.

In the case of any Qualifying Shareholder that has sold or otherwise transferred only part of their holding of Existing Ordinary Shares held in uncertificated form on or before close of business on 8 March 2021 (being the ex-entitlement date under the Open Offer), a claim transaction will automatically be generated by Euroclear which, on settlement, will transfer the appropriate Open Offer Entitlement and Excess CREST Open Offer Entitlement to the purchaser or transferee.

Full details of the Open Offer are contained in the “Terms and Conditions on the Open Offer” in Part XII. If you have any doubt as to what action you should take, you should seek your own financial advice from your stockbroker, solicitor or other independent financial adviser duly

authorised under FSMA who specialises in advice on the acquisition of shares and other securities immediately.

The ISIN number for new Ordinary Shares applied for under a Qualifying Shareholder's basic entitlement under the Open Offer is GG00BMH40C04.

The ISIN number for Excess Shares under the Excess Application Facility is GG00BMH40D11.

Conditions

The Initial Issue is conditional, *inter alia*, on:

- i. the Placing Agreement becoming wholly unconditional (save as to Initial Admission) and not having been terminated in accordance with its terms prior to Initial Admission; and
- ii. Initial Admission occurring by 8.00 a.m. on 30 March 2021 (or such later date, not being later than 30 May 2021, as the Company and Liberum may agree) in respect of the Initial Issue.

Pricing

All Ordinary Shares issued pursuant to the Initial Issue will be issued at the Initial Issue Price.

Subscriber warranties

Each subscriber of Ordinary Shares in the Initial Issue and each subsequent investor in the Ordinary Shares will be deemed to have represented, warranted, acknowledged and agreed to the representations, warranties, acknowledgments and agreements set out in paragraphs 4 and 5 in Part IX to this Prospectus.

The Company, the Investment Adviser, Liberum, Numis Securities and their respective directors, officers, members, agents, employees, advisers and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgments and agreements.

If any of the representations, warranties, acknowledgments or agreements made by the investor are no longer accurate or have not been complied with, the investor will immediately notify the Company.

Scaling back and allocation

The Directors are authorised to allot aggregate Shares pursuant to the Placing Programme (together with the Initial Issue) not to exceed 600 million Ordinary Shares and/or C Shares and the maximum size of the Initial Issue shall be 146,341,463 million Ordinary Shares should the target issue size be exceeded.

The Open Offer is being made on a pre-emptive basis to Qualifying Shareholders and is not subject to scaling back in favour of the Initial Placing, the Initial Offer for Subscription, the Intermediaries Offer and/or the Excess Application Facility. Any new Ordinary Shares that are available under the Open Offer and that are not taken up by Qualifying Shareholders pursuant to their Open Offer Entitlements may be reallocated to the Initial Placing, the Initial Offer for Subscription, the Intermediaries Offer and/or the Excess Application Facility and made available thereunder.

The Directors have absolute discretion (after consultation with the Joint Bookrunners and the Investment Adviser) to determine the basis of allocation of new Ordinary Shares within and between the Initial Placing, the Initial Offer for Subscription, the Intermediaries Offer and the Excess Application Facility and applications under the Initial Placing, the Initial Offer for Subscription, the Intermediaries Offer and/or the Excess Application Facility may be scaled back accordingly. The Company reserves the right to decline in whole or in part any application for Ordinary Shares pursuant to the Initial Issue (with the exception of applications made pursuant to the Open Offer). Accordingly, applicants for Ordinary Shares may, in certain circumstances, not be allotted the number of Ordinary Shares for which they have applied.

There is no over-allotment facility.

The results of the Initial Issue are expected to be announced on 26 March 2021.

The Company and/or the Joint Bookrunners will notify investors of the number of Ordinary Shares in respect of which their application has been successful and the results of the Initial Issue will be announced by the Company on or around 26 March 2021 via an RNS announcement.

Subscription monies received in respect of unsuccessful applications (or to the extent scaled back) will be returned by post at the risk of the applicant without interest at the risk of the applicant to the bank account from which the money was received if the applicant applied online. Alternatively a cheque will be sent to the address provided on the relevant application form, as applicable.

Initial Issue arrangements

The Placing Agreement contains provisions entitling Liberum or Numis Securities to terminate the Initial Placing, the Intermediaries Offer, the Offer for Subscription and the Open Offer (and the arrangements associated with them) at any time prior to Initial Admission in certain circumstances. If this right is exercised, the Initial Issue and these arrangements will lapse and any monies received in respect of the Initial Issue will be returned to applicants without interest.

The Placing Agreement provides for each of the Joint Bookrunners to be paid commissions in respect of the Ordinary Shares to be allotted pursuant to the Initial Issue. Any commissions received by Liberum and/or Numis Securities may be retained, and any Ordinary Shares subscribed for by Liberum and/or Numis Securities may be retained, or dealt in, by them for their own benefit.

Further details of the terms of the Placing Agreement are set out in paragraph 9 of Part IX of this Prospectus.

General

The Net Proceeds, assuming target Gross Issue Proceeds of approximately £239.4 million and that the costs and expenses of the Initial Issue are equal to approximately 2 per cent. of the Gross Issue Proceeds, to the Company will amount to approximately £234.6 million, after the deduction of commissions relating to the Initial Issue and the other fees and expenses payable by the Company which are related to the Initial Issue.

Pursuant to anti money laundering laws and regulations with which the Company must comply in the UK and Guernsey, any of the Company and its agents, including the Administrator, the Depositary, the Registrar, the Receiving Agent, Liberum and Numis Securities may require evidence in connection with any application for Ordinary Shares, including further identification of the Applicant(s), before any Ordinary Shares are issued.

In the event that there are any significant changes affecting any of the matters described in this Prospectus or where any significant new matters have arisen after the publication of the Prospectus and prior to Initial Admission, the Company will publish a supplementary prospectus. The supplementary prospectus will give details of the significant change(s) or the significant new matter(s). In the event that a supplementary prospectus is published prior to Initial Admission, potential investors in the Initial Issue will have a statutory right of withdrawal.

Clearing and settlement

Payment for the Ordinary Shares, in the case of the Initial Placing, should be made in accordance with settlement instructions to be provided to Placees by Liberum or Numis Securities (as applicable). Payment for Ordinary Shares applied for under the Offer for Subscription should be made in accordance with the instructions contained in the Offer for Subscription Application Form set out at the end of this Prospectus. Payment for Ordinary Shares applied for under the Intermediaries Offer should be made in accordance with the instructions provided by the relevant Intermediary. Payment for Ordinary Shares under the Open Offer should be made in accordance with the instructions in Part XII. To the extent that any application for Ordinary Shares is rejected in whole or in part (whether by scaling back or otherwise), monies received will be returned without interest at the risk of the applicant.

Ordinary Shares will be issued in registered form and may be held in either certificated or uncertificated form and settled through CREST following Initial Admission. In the case of Ordinary Shares to be issued in uncertificated form pursuant to the Initial Issue, these will be transferred to successful applicants through the CREST system. Accordingly, settlement of transactions in the

Ordinary Shares following Initial Admission may take place within the CREST system if any Shareholder so wishes.

CREST

CREST is a paperless settlement procedure operated by Euroclear enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. Upon Initial Admission, the Articles will permit the holding of Ordinary Shares under the CREST system. The Company has applied for the Ordinary Shares to be admitted to CREST with effect from Initial Admission in respect of the Ordinary Shares issued under the Initial Issue and it is expected that the Ordinary Shares will be admitted with effect from that time. Accordingly, settlement of transactions in the Ordinary Shares following Initial Admission may take place within the CREST system if any Shareholder so wishes.

It is expected that the Company will arrange for Euroclear to be instructed on 11 March 2021 to credit the appropriate CREST accounts of the subscribers concerned or their nominees with their respective entitlements to Ordinary Shares. The names of subscribers or their nominees investing through their CREST accounts will be entered directly on to the share register of the Company.

The transfer of Ordinary Shares out of the CREST system following the Initial Issue should be arranged directly through CREST. However, an investor's beneficial holding held through the CREST system may be exchanged, in whole or in part, only upon the specific request of the registered holder to CREST for share certificates or an uncertificated holding in definitive registered form.

CREST is a voluntary system and Shareholders who wish to receive and retain share certificates will be able to do so. An investor applying for Ordinary Shares in the Initial Issue may elect to receive Ordinary Shares in uncertificated form if such investor is a system-member (as defined in the Regulations) in relation to CREST. If a Shareholder or transferee requests Ordinary Shares to be issued in certificated form and is holding such Ordinary Shares outside CREST, a share certificate will be despatched either to the Shareholder or the Shareholder's nominated agent (at the Shareholders' risk) within 21 days of completion of the registration process or transfer, as the case may be, of the Ordinary Shares. Shareholders holding definitive certificates may elect at a later date to hold such Ordinary Shares through CREST or in uncertificated form provided they surrender their definitive certificates.

Initial Admission and dealings

Initial Admission is expected to take place and unconditional dealings in the Ordinary Shares are expected to commence on the London Stock Exchange at 8.00 a.m. on 30 March 2021 in respect of the Initial Issue. There will be no conditional dealings in the Ordinary Shares.

The ISIN number of the Ordinary Shares is GG00BGJYPP46 and the SEDOL code is BGJYPQ5.

The Company does not guarantee that at any particular time market maker(s) will be willing to make a market in the Ordinary Shares, nor does it guarantee the price at which a market will be made in the Ordinary Shares. Accordingly, the dealing price of the Ordinary Shares may not necessarily reflect changes in the Net Asset Value per Ordinary Share.

Where applicable, definitive share certificates in respect of the Ordinary Shares are expected to be despatched, by post at the risk of the recipients, to the relevant holders, approximately two weeks following Initial Admission. The Ordinary Shares are in registered form and can also be held in uncertificated form. Prior to the despatch of definitive share certificates in respect of any Ordinary Shares which are held in certificated form, transfers of those Ordinary Shares will be certified against the register of members of the Company. No temporary documents of title will be issued.

Use of proceeds

The Directors intend to use the Gross Issue Proceeds of the Initial Issue, after paying the expenses (including the Initial Issue commissions) of the Initial Issue, to fund investments in accordance with the Company's investment policy, to repay drawn amounts from time to time under the Revolving Credit Facility as well as to fund the Company's operational expenses. Such expenses include: (i) acquisition costs and expenses (such as due diligence costs, legal, tax advice and taxes); (ii) the Management Fee; (iii) Directors' fees; and (iv) other operational costs and expenses. Following the Initial Issue, suitable acquisition opportunities may not be immediately available. It is

likely, therefore, that for a period following Initial Admission and at certain other times, the Company will have surplus cash.

Withdrawal rights

Subject to their statutory right of withdrawal pursuant to section 87(Q)(4) of FSMA in the event of the publication of a supplementary prospectus prior to Initial Admission, applicants under the Open Offer, the Initial Offer for Subscription and the Intermediaries Offer may not withdraw their applications for new Ordinary Shares after the date of this Prospectus without the written consent of the Directors.

Applicants under the Open Offer, the Initial Offer for Subscription and the Intermediaries Offer wishing to exercise their statutory right of withdrawal pursuant to section 87(Q)(4) of FSMA after the publication by the Company of a prospectus supplementing the Prospectus prior to Initial Admission must do so by lodging a written notice of withdrawal (which shall include a notice sent by any form of electronic communication) which must include the full name and address of the person wishing to exercise statutory withdrawal rights and, if such person is a CREST member, the Participant ID and the Member Account ID of such CREST Member by post with the Receiving Agent, or by email to OFSPaymentQueries@computershare.co.uk so to be received not later than two Business Days after the date on which the supplementary prospectus is published. Notice of withdrawal given by any other means or which is deposited with or received by the Receiving Agent after expiry of such period will not constitute a valid withdrawal. The Company will not permit the exercise of withdrawal rights after payment by the relevant applicant of his subscription in full and the allotment of new Ordinary Shares to such applicant becoming unconditional. In such event, Shareholders are recommended to seek independent legal advice.

Purchase and transfer restrictions

This Prospectus does not constitute an offer to sell, or the solicitation of an offer to acquire or subscribe for, Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements on the Company, the Investment Adviser, Liberum or Numis Securities.

The Company has elected to impose the restrictions described below on the Initial Issue and on the future trading of the Ordinary Shares so that the Company will not be required to register the offer and sale of the Ordinary Shares under the Securities Act and will not have an obligation to register as an investment company under the Investment Company Act and related rules and also to address certain ERISA, Internal Revenue Code and other considerations.

The Ordinary Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any State or other jurisdiction of the United States and the Ordinary Shares may not be offered, sold, exercised, resold, transferred or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, US Persons (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of the Ordinary Shares in the United States. The Ordinary Shares are being offered and sold: (i) outside the United States to non-US Persons in reliance on Regulation S; and (ii) within the United States only to persons reasonably believed to be QIBs, as defined in Rule 144A under the Securities Act, that are also QPs, as defined in Section 2(a)(51) of the Investment Company Act, and who deliver to the Company and Liberum or Numis Securities (as applicable) a signed Investor Representation Letter.

Moreover, the Company has not been and will not be registered under the Investment Company Act and investors will not be entitled to the benefits of the Investment Company Act. No offer, purchase, sale or transfer of the Ordinary Shares may be made except under circumstances which will not result in the Company being required to register as an investment company under the Investment Company Act.

The attention of potential investors is also drawn to the notices to potential investors set out under the heading "Important Information" above which shall apply in respect of the Initial Issue.

These transfer restrictions, which will remain in effect until the Company determines in its sole discretion to remove them, may adversely affect the ability of holders of the Ordinary Shares to trade such securities. The Company and its agents will not be obligated to recognise any resale or

other transfer of the Ordinary Shares made other than in compliance with the restrictions described below.

Part VII

The Placing Programme

1. The Placing Programme

The Placing Programme is being implemented to satisfy market demand and to enable the Company to raise additional capital in the period from 10 March 2021 to 9 March 2022 should the Board determine that market conditions are appropriate. The Placing Programme is intended to be flexible and may have a number of closing dates in order to provide the Company with the ability to issue and allot Ordinary Shares and/or C Shares over a period of time.

The Directors are authorised to allot aggregate Shares pursuant to the Placing Programme (together with the Initial Issue) not to exceed 600 million Ordinary Shares and/or C Shares, without having to offer those Shares to existing Shareholders first (to the extent that Ordinary Shares are issued at a Placing Programme Price equal to or greater than the applicable Net Asset Value per Ordinary Share). The total number of Shares issued under the Placing Programme will be determined by the Company, in consultation with the Joint Bookrunners, after taking into account demand for the Shares.

The net proceeds of the Placing Programme are dependent on: (i) the aggregate number of Ordinary Shares and/or C Shares issued pursuant to the Placing Programme; and (ii) the applicable Placing Programme Price at which any Ordinary Shares and/or C Shares are issued pursuant to the Placing Programme.

Under the Placing Programme, each Ordinary Share will be made available to investors at a price calculated by reference to the prevailing cum-income Net Asset Value per Ordinary Share and a premium to cover the costs and expenses of the relevant Subsequent Placing (including without limitation, any placing commissions) and having regard to prevailing market conditions.

The Placing Programme Price of any Ordinary Shares to be issued pursuant to the Placing Programme will be notified by the Company via an RNS announcement prior to the relevant Subsequent Placing.

Any C Shares issued pursuant to the Placing Programme will be issued at a fixed price of £1.00 per C Share. The expected expenses to be borne by the holders of C Shares in relation to any Subsequent Placing will be notified by the Company via an RNS announcement prior to the relevant Subsequent Placing.

The number of Shares available under the Placing Programme is intended to provide flexibility and should not be taken as an indication of the number of Shares to be issued. The maximum size of the Placing Programme has been set at a level to allow the flexibility for an issue of C Shares if determined appropriate to do so by the Company. Any issues of Shares under the Placing Programme will be notified by the Company through an RNS announcement and the Company's website, <http://chrysalisinvestments.co.uk/>, prior to each Programme Admission.

The Placing Programme is not being underwritten. The terms and conditions which shall apply to any subscription for Shares pursuant to the Placing Programme are contained in Part X of this Prospectus.

Each Subsequent Placing is designed to be suitable for institutional, professional and highly knowledgeable investors (including those who are professionally advised) seeking exposure to a portfolio consisting primarily of equity or equity-related investments in unquoted companies. Such investors may wish to consult an independent financial adviser who specialises in advising on the acquisition of shares and other securities before investing in Shares issued under the Placing Programme.

2. C Shares

The Directors may, if they consider it appropriate, issue further shares as "C Shares" which shall constitute a temporary and separate class of shares which shall be issued at a fixed price of £1.00 per C Share.

The Company will issue a maximum of four classes of C Shares pursuant to the Placing Programme. Subsequent Placings of C Shares will have security identification numbers issued in consecutive order, namely class 1 to class 4 (such that the first class of C Shares to be issued

after the Initial Issue will be identified as “C1 Shares”, the second class will be “C2 Shares” and so on). The announcement of each allotment and issue will contain details of the relevant security identification numbers of the class of C Share being issued. The Company may, at its discretion, issue additional classes of C Shares prior to the Conversion of any previously issued classes of C Shares.

Each class of C Shares will form a distinct and separate class of Shares from other classes of C Shares. Each class of C Shares will have the same rights and characteristics as any other class of C Shares. A new class of C Shares may be issued prior to the Conversion of any existing class(es) of C Shares in a number of circumstances. Further details of the rights attaching to the C Shares and the mechanism for converting them into Ordinary Shares are set out in paragraph 3.23 of Part IX.

As set out above, the Directors are authorised to allot aggregate Shares pursuant to the Placing Programme (together with the Initial Issue) not to exceed 600 million Ordinary Shares and/or C Shares. The result of this is that each Subsequent Placing of C Shares may be for up to 600 million C Shares, less any number of Shares (whether C Shares or Ordinary Shares) issued pursuant to the Initial Issue and any Subsequent Placings, such that if 200 million Ordinary Shares were issued pursuant to the Initial Issue and 200 million “C1 Shares” (and no Ordinary Shares) were issued pursuant to the first Subsequent Placing, the maximum number of “C2 Shares” that could be issued pursuant to the following Subsequent Placing (assuming no Ordinary Shares had been issued between such Subsequent Placings) would be 200 million. Save for this cap, there are no fixed or target numbers of Shares that can be issued pursuant to a Subsequent Placing, though the Directors would expect (but make no assurances) for there to be a number of smaller Subsequent Placings, rather than one Subsequent Placing.

Pursuant to the Articles and absent any Force Majeure Circumstances, a class of C Shares issued pursuant to a Subsequent Placing will convert to New Ordinary Shares within one month of the Calculation Time, being the next NAV Calculation Date (or such other valuation point as may be determined by the Directors in their absolute discretion) immediately following the earlier of: (i) the close of business on the date on which the Board becomes aware or is notified by the Investment Adviser that at least 80 per cent. of the relevant net proceeds of the relevant Subsequent Placing have been invested in accordance with the Company’s investment objective and policy; (ii) the date that is 12 months following the relevant Subsequent Admission; or (iii) the close of business on such date as the Board may determine to enable the Company to comply with its obligations in respect of Conversion of that class of C Shares. Specific details of the Conversion process (such as the relevant back-stop for Conversion) will be set out in the RNS announcement relating to a Subsequent Placing of a new class of C Shares.

On the relevant Calculation Time, the net assets attributable to the Ordinary Shares then in issue, the net assets attributable to the relevant class of C Shares issued pursuant to the relevant Subsequent Placing and the resultant Conversion Ratio applicable to that class of C Shares will be calculated.

Holders of a class of C Shares will receive such number of New Ordinary Shares as results from applying the Conversion Ratio to their holdings in that class of C Shares on the relevant Conversion Time, with fractions of New Ordinary Shares being dealt with by the Directors in such manner as they see fit.

Within 20 days of the relevant Calculation Time, the Directors shall procure that the relevant Conversion Ratio and the number of New Ordinary Shares due to each holder of the relevant class of C Shares is calculated and that fair valuations of the assets attributable to the Company’s Ordinary Shares and the relevant class of C Shares are prepared in accordance with the Company’s latest published valuation methodology.

Pursuant to the Articles, the holders of any class of C Shares to be issued pursuant to a Subsequent Placing will be entitled to participate in any dividends and other distributions of the Company in relation to assets attributable to that class of C Shares. The Board may, subject to such terms and in such manner as they may determine, issue shares in lieu of dividends and other distributions. C Shareholders will be informed of any dividends and other distributions declared by the Company in respect of the relevant class of C Shares to be issued pursuant to the Subsequent Placing by way of an RNS announcement.

As part of the terms of issuance of any class of C Shares, no dividend or other distribution shall be made or paid by the Company on such class of C Shares between the Calculation Time and the Conversion Time (both dates inclusive) and no dividend or other distribution shall be declared with a record date falling between the relevant Calculation Time and the relevant Conversion Time (both dates inclusive). Any terms relating to the timing of declaration or payment of dividends or other distributions on a class of C Shares will be announced in the relevant RNS announcement.

3. Conditions

The Placing Programme is conditional, *inter alia*, on:

- (i) the Placing Agreement becoming wholly unconditional and not having been terminated in accordance with its terms prior to Programme Admission;
- (ii) the applicable Placing Programme Price being determined by the Company (following consultation with Liberum) (to the extent that Ordinary Shares are to be issued) as described below;
- (iii) Programme Admission occurring in respect of the relevant issue of Shares under the Placing Programme; and
- (iv) to the extent required under the Prospectus Regulation Rules and the FSMA, a valid supplementary prospectus being published by the Company.

In circumstances where these conditions are not met, the relevant issue of Shares pursuant to the Placing Programme will not take place.

4. Pricing

The Placing Programme Price will be determined by the Company (following consultation with the Joint Bookrunners). To the extent that Ordinary Shares are to be issued, the Placing Programme Price will be determined by reference to the cum-income NAV per Ordinary Share and premium to cover the costs and expenses of the relevant Subsequent Placing). In determining the Placing Programme Price, the Directors will also take into consideration, *inter alia*, the prevailing market conditions at that time.

The Placing Programme Price in respect of Ordinary Shares will be notified via an RNS announcement as soon as practicable in conjunction with each issue.

C Shares issued under the Placing Programme will be issued at a Placing Programme Price of £1.00 per C Share.

5. Voting dilution

If 600 million Shares are issued pursuant to the Initial Issue and Placing Programme and, of which, 80,186,322 Ordinary Shares are issued in the Open Offer (representing the full Open Offer Entitlement): (i) Shareholders that only participate up to their respective share of the Open Offer Entitlement will experience a dilution of approximately 51.9 per cent. in voting control; and (ii) Shareholders that do not participate in the Open Offer or otherwise in the Initial Issue or Placing Programme will experience a dilution of approximately 59.9 per cent. in voting control.

6. Subscriber warranties

Each subscriber of Shares in the Placing Programme and each subsequent investor in the Shares will be deemed to have represented, warranted, acknowledged and agreed to the representations, warranties, acknowledgments and agreements set out in paragraphs 4 and 5 in Part IX to this Prospectus.

The Company, the Investment Adviser, Liberum, Numis Securities and/or any other bookrunner, and their respective directors, officers, members, agents, employees, advisers and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgments and agreements.

If any of the representations, warranties, acknowledgments or agreements made by the investor are no longer accurate or have not been complied with, the investor will immediately notify the Company.

7. Scaling back and allocation

The Directors are authorised to allot aggregate Shares pursuant to the Placing Programme (together with the Initial Issue) not to exceed 600 million Ordinary Shares and/or C Shares. Subject to the maximum limit on the Shares that may be issued pursuant to the Placing Programmes, there is no limit on the number of Ordinary Shares and C Shares that may be issued pursuant to any Subsequent Placing. The Company (after consultation with the Investment Adviser and the Joint Bookrunners) reserves the right to scale back applications in such amounts as they consider appropriate. The Company reserves the right to decline in whole or in part any application for Shares pursuant to the Placing Programme. Accordingly, applicants for Shares may, in certain circumstances, not be allotted the number of Shares for which they have applied.

The Company will notify investors of the number of Shares in respect of which their application has been successful and the results of each issue under the Placing Programme will be announced by the Company via an RNS announcement.

Subscription monies received in respect of unsuccessful applications (or to the extent scaled back) will be returned without interest at the risk of the applicant.

8. Placing Programme arrangements

Arrangements in respect of any issue of Shares under the Placing Programme will be entered into prior to the relevant Programme Admission.

9. General

Pursuant to anti-money laundering laws and regulations with which the Company must comply in the UK and Guernsey, the Company and its agents (and their agents) may require evidence in connection with any application for Shares, including further identification of the applicant(s), before any Shares are issued.

In the event that there are any significant changes affecting any of the matters described in this Prospectus or where any significant new matters have arisen after the publication of the Prospectus and prior to 9 March 2022, the Company will publish a supplementary prospectus. The supplementary prospectus will give details of the significant change(s) or the significant new matter(s). In the event that a supplementary prospectus is published after applications have been made in respect of a Subsequent Placing but before the relevant Programme Admission, applicants may have a statutory right of withdrawal.

10. Clearing and settlement

Payment for the Shares, in the case of the Placing Programme, should be made in accordance with settlement instructions to be provided to Placees. To the extent that any application for Shares is rejected in whole or in part (whether by scaling back or otherwise), monies received will be returned without interest at the risk of the applicant.

Shares will be issued in registered form and may be held in either certificated or uncertificated form and settled through CREST following each Programme Admission. In the case of Shares to be issued in uncertificated form pursuant to the Placing Programme, these will be transferred to successful applicants through the CREST system.

11. CREST

CREST is a paperless settlement procedure operated by Euroclear enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. Upon Initial Admission, the Articles will permit the holding of Shares under the CREST system. The Company has applied for the Ordinary Shares to be admitted to CREST with effect from Initial Admission in respect of the Ordinary Shares issued under the Initial Issue and it is expected that the Ordinary Shares will be admitted with effect from that time. Accordingly, settlement of transactions in the Ordinary Shares following Initial Admission may take place within the CREST system if any Shareholder so wishes. Prior to the issue of any Ordinary Shares, application will be made for the Ordinary Shares to be admitted to CREST with effect from the applicable Programme Admission.

The transfer of Shares out of the CREST system following an issue of Shares under the Placing Programme should be arranged directly through CREST. However, an investor's beneficial holding held through the CREST system may be exchanged, in whole or in part, only upon the specific request of the registered holder to CREST for share certificates or an uncertificated holding in definitive registered form.

CREST is a voluntary system and Shareholders who wish to receive and retain share certificates will be able to do so. An investor applying for Shares under the Placing Programme may elect to receive Shares in uncertificated form if such investor is a system-member (as defined in the Regulations) in relation to CREST. If a Shareholder or transferee requests Shares to be issued in certificated form and is holding such Shares outside CREST, a share certificate will be despatched either to the Shareholder or the Shareholder's nominated agent (at the Shareholder's risk) within 21 days of completion of the registration process or transfer, as the case may be, of the Shares. Shareholders holding definitive certificates may elect at a later date to hold such Shares through CREST or in uncertificated form provided they surrender their definitive certificates.

12. Programme Admission and dealings

There will be no conditional dealings in Shares prior to each Programme Admission.

The ISIN number of the Ordinary Shares is GG00BGJYPP46 and the SEDOL code is BGJYPQ5. The ISIN number and SEDOL code of any class of C Shares that may be issued under the Placing Programme is not known at the date of this Prospectus and will be announced by way of RNS announcement at the appropriate time.

The Company does not guarantee that at any particular time market maker(s) will be willing to make a market in the Shares, nor does it guarantee the price at which a market will be made in the issue Shares. Accordingly, the dealing price of the Shares may not necessarily reflect changes in the Net Asset Value per Ordinary Share or C Share (as applicable).

The Shares are in registered form and can also be held in uncertificated form. Prior to the despatch of definitive share certificates in respect of any Shares which are held in certificated form, transfers of those Shares will be certified against the register of members of the Company. No temporary documents of title will be issued.

13. Use of proceeds

The Directors intend to use the net proceeds of the Placing Programme to acquire investments sourced by the Investment Adviser in line with the Company's investment policy, to repay drawn amounts from time to time under the Revolving Credit Facility and to pay ongoing operational expenses. Suitable acquisition opportunities may not be immediately available. It is likely, therefore, that for a period following each Programme Admission and at certain other times, the Company will have surplus cash.

The net proceeds of the Placing Programme are dependent, among other things, on:

- (i) the Directors determining to proceed with an issue of Shares under the Placing Programme;
- (ii) the level of subscriptions received; and
- (iii) the Placing Programme Price determined in respect of each Subsequent Placing.

14. Purchase and transfer restrictions

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to acquire or subscribe for securities in the United States or in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements on the Company, the Investment Adviser, Liberum or Numis Securities.

The Company has elected to impose the restrictions described above on the Placing Programme and on the future trading of the Shares so that the Company will not be required to register the offer and sale of the Shares under the Securities Act and will not have an obligation to register as an investment company under the Investment Company Act and related rules and also to address certain ERISA, Internal Revenue Code and other considerations.

The Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any State or other jurisdiction of the United States and the Shares may not be offered, sold, exercised, resold, transferred or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, US Persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of the Shares in the United States. The Shares are being offered and sold: (i) outside the United States to non-US Persons in reliance on Regulation S; and (ii) within the United States only to persons reasonably believed to be QIBs, as defined in Rule 144A under the Securities Act, that are also QPs, as defined in Section 2(a)(51) of the Investment Company Act, and who deliver to the Company and Liberum or Numis Securities (as applicable) a signed Investor Representation Letter.

Moreover, the Company has not been and will not be registered under the Investment Company Act and investors will not be entitled to the benefits of the Investment Company Act. No offer, purchase, sale or transfer of the Shares may be made except under circumstances which will not result in the Company being required to register as an investment company under the Investment Company Act.

The attention of potential investors is also drawn to the notices to potential investors set out under the heading "Important Information" above which shall apply in respect of the Placing Programme.

These transfer restrictions, which will remain in effect until the Company determines in its sole discretion to remove them, may adversely affect the ability of holders of the Shares to trade such securities. The Company and its agents will not be obligated to recognise any resale or other transfer of the Shares made other than in compliance with the restrictions described above.

Part VIII

Guernsey and UK Taxation

GENERAL

The statements on taxation below are intended to be a general summary of certain Guernsey and UK tax consequences that may arise in relation to the Company and Shareholders. This is not a comprehensive summary of all technical aspects of the structure and is not intended to constitute legal or tax advice to investors. Prospective investors should familiarise themselves with, and where appropriate should consult their own professional advisers on, the overall tax consequences of investing in the Company. The statements relate to investors acquiring Shares for investment purposes only, and not for the purposes of any trade. As is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment in the Company is made will endure indefinitely. The tax consequences for each investor of investing in the Company may depend upon the investor's own tax position and upon the relevant laws of any jurisdiction to which the investor is subject.

GUERNSEY TAXATION

The Company

The Company intends to apply for exempt company status under the Income Tax (Exempt Bodies) (Guernsey) Ordinance, 1989 (as amended) (the "**Ordinance**") for the current calendar year. A company with exempt company status is treated as non-resident for the purposes of income tax. Exemption will be applied for annually and is granted, on payment of a fee, currently fixed at £1,200 per annum, provided that the Director of Revenue Service in Guernsey is satisfied that the Company complies, and will continue to comply, with the provisions of the Ordinance. The Directors intend to manage the Company in such a way as to ensure that the Company at all times complies with the requirements of the Ordinance. As the Company should have no Guernsey source income other than relevant bank deposit income (which is not considered to be Guernsey source income), it will not be liable to income tax in Guernsey.

The Company is incorporated in Guernsey. The Directors intend to manage the operations of the Company so that it does not become tax resident in any other jurisdiction.

Withholding tax

Under Guernsey tax law, no withholding of tax should be required in respect of distributions to Shareholders if, at the time a distribution is made, the Company has tax exempt status.

In the event that the Company does not have tax exempt status at the time a distribution is made, it may be required to withhold tax at the applicable rate in respect of any distributions made (or deemed to have been made) to Shareholders who are Guernsey resident individuals.

Stamp duty

No stamp duty is chargeable in Guernsey on the issue, transfer, disposal or redemption of shares other than Documents Duty which can apply in some instances where a company holds Guernsey situated real estate.

Goods and services tax

The States of Guernsey has passed enabling legislation for the introduction of a system of goods and services tax ("**GST**"), however, no decision as to the introduction of GST has been made.

Shareholders

Provided the Company maintains its exempt status, Shareholders who are resident for tax purposes in Guernsey (which includes Alderney and Herm for these purposes) will suffer no deduction of tax by the Company from any distributions payable by the Company, but the Administrator may provide details of distributions made to Guernsey resident Shareholders to the Director of Revenue Service in Guernsey, including the names and addresses of the Guernsey resident Shareholders, the gross amount of any distribution paid and the date of the payment. The Director of Revenue Service in

Guernsey can require the Company to provide the name and address of every Guernsey resident who, on a specified date, has a beneficial interest in Shares, with details of the interest.

Capital Taxes

Under current Guernsey tax law there is no liability to capital gains tax, wealth tax, capital transfer tax or estate or inheritance tax on the issue, transfer or realisation of the Shares (save for registration fees and *ad valorem* duty for a Guernsey grant of representation when the deceased dies leaving assets in Guernsey which required presentation of such a grant).

Anti-Avoidance

Guernsey has a wide-ranging anti-avoidance provision. This provision targets transactions where the effect of the transaction or series of transactions is the avoidance, reduction or deferral of a tax liability. At his discretion, the Director of Revenue Service in Guernsey will make such adjustments to the tax liability to counteract the effect of the avoidance, reduction or deferral of the tax liability.

FATCA and the Common Reporting Standard

The governments of the United States and Guernsey have entered into the US Guernsey IGA related to implementing FATCA which is implemented through Guernsey's domestic legislation. Sections 1471 through 1474 of the US Tax Code impose a reporting and 30 per cent. withholding tax regime with respect to certain payments including certain non-US source payments (referred to as "**foreign passthru payments**") made by non-US financial institutions acting in the capacity of withholding agents pursuant to procedures established under FATCA beginning on the later of 1 January 2019 or the date of publication of final regulations defining foreign passthru payments.

Guernsey resident financial institutions that comply with the requirements of the US Guernsey IGA will be treated as compliant with FATCA and, as a result, will not be subject to withholding tax under FATCA on payments they receive and may not be required to withhold under FATCA on payments of non-US source income. The Company expects that it will be considered to be a Guernsey resident financial institution that will need to comply with the requirements of the US Guernsey IGA (as implemented through Guernsey's domestic legislation) and, as a result of such compliance, the Company should not be subject to FATCA withholding or be required to withhold under FATCA on payments of non-US source income.

The Company will be required to report to the Guernsey tax authorities certain holdings by and payments made to certain US investors of the Company, as well as to non-US financial institutions that are located in jurisdictions that do not have an intergovernmental agreement with the US, and have not themselves entered into a FATCA agreement with the IRS and such information will be onward reported by the Guernsey tax authorities to the US Internal Revenue Service under the Tax Information Exchange Agreement entered into between the United States and Guernsey.

Guernsey has also implemented the Common Reporting Standard or "CRS" regime with effect from 1 January 2016. Accordingly, reporting in respect of periods commencing on or after 1 January 2016 is required in accordance with the CRS (as implemented in Guernsey).

Under the CRS and legislation enacted in Guernsey to implement the CRS certain disclosure requirements are imposed in respect of certain investors who are, or are entities that are controlled by one or more natural persons who are, residents of any of the jurisdictions that have also adopted the CRS, unless a relevant exemption applies. Where applicable, information to be disclosed will include certain information about investors, their ultimate beneficial owners and/or controllers, and their investment in and returns from the Company. The CRS has been implemented through Guernsey's domestic legislation in accordance with guidance issued by the Organisation for Economic Cooperation and Development ("**OECD**") as supplemented by guidance notes in Guernsey.

Under the CRS, disclosure of information will be made to the Director of Revenue Service in Guernsey for transmission to the tax authorities in other participating jurisdictions.

In subscribing for or acquiring Ordinary Shares, each Shareholder is agreeing, upon the request of the Company or its delegate, to provide such information as is necessary to comply with FATCA, the Common Reporting Standard and other similar regimes and any related legislation, intergovernmental agreements and/or regulations.

Investors should consult with their respective tax advisers regarding the possible implications of FATCA, the CRS and any similar regimes concerning the automatic exchange of information any other related legislation, intergovernmental agreements and/or regulations on their investment in the Company.

UNITED KINGDOM TAXATION

The following paragraphs are intended only as a general guide and are based on current UK Tax legislation and HM Revenue & Customs (“**HMRC**”) published practice, which is subject to change at any time (possibly with retrospective effect) and do not take account of any future changes in UK Tax legislation or HMRC published practice. They are of a general nature and do not constitute tax advice and apply only to Shareholders who are resident in and, in the case of individuals, domiciled and deemed domiciled, solely in the UK, who are the absolute beneficial owners of their Shares (and any dividends paid in respect of them) and who hold their Shares as an investment. They do not address the position of certain classes of Shareholders such as (but not limited to) traders, brokers, banks, tax exempt organisations, dealers in securities, insurance companies, persons connected with the Company, persons holding Shares as part of a hedging or conversion transaction, trustees, pension schemes or collective investment schemes or Shareholders who have acquired their Ordinary Shares in connection with an office or employment, who may be subject to special rules. If you are in any doubt as to your tax position or if you are subject to tax in a jurisdiction outside the UK, you should consult an appropriate professional adviser without delay.

Any statements made in respect of tax rates for individual UK Shareholders assume that the Shareholder is a UK resident and domiciled individual who is neither a Scottish taxpayer nor a Welsh taxpayer. Different tax rates may apply to UK resident individuals who are Scottish taxpayers or Welsh taxpayers.

The Company

The Directors intend that the affairs of the Company should be managed and conducted so that it does not become resident in the UK for UK taxation purposes. Furthermore, section 363A Taxation (International and Other Provisions) Act 2010 provides an override to the general tax residency rules so that a non-UK incorporated company that would otherwise be tax resident in the UK will not be so resident if it is an AIF (within the meaning of the Alternative Investment Fund Managers Regulations 2013 (SI 2013/1773)) that meets certain conditions. The Directors have been advised that the Company should be considered an AIF that falls within this override. Accordingly, and provided that the Company does not carry on a trade in the UK through a permanent establishment, the Company will not be subject to UK income tax or corporation tax on its profits other than on any UK source income. Certain interest and other income received by the Company which has UK source may be subject to withholding taxes in the UK.

SHAREHOLDERS

Taxation of dividends

For individual Shareholders resident in the UK, the first £2,000 of dividends and dividend distributions received or accumulated in each tax year are free of income tax (the “**dividend allowance**”).

Where an individual’s dividends and dividend distributions from all sources exceed the dividend allowance, the excess will be liable to income tax at the dividend tax rates reflecting the Shareholder’s highest rate of tax. These rates are 7.5 per cent. for basic rate taxpayers, 32.5 per cent. for higher rate taxpayers and 38.1 per cent. for additional rate taxpayers. Dividends received within a Shareholder’s dividend allowance count towards total taxable income and affect the rate of tax due on any dividends received exceeding it.

A UK resident corporate Shareholder will be liable to UK corporation tax (currently 19 per cent. but the UK Government announced its intention at Budget 2021 to increase the main rate of corporation tax to 25 per cent. on profits over £250,000 from the Financial Year beginning 1 April 2023) unless the dividend falls within one of the exempt classes set out in Part 9A of the Corporation Tax Act 2009. It is likely that dividends will fall within one of such exempt classes for companies that are not “small” for the purposes of Part 9A of the Corporation Tax Act 2009. UK resident companies which are “small” are likely to be subject to UK corporation tax on distributions received from the

Company. Shareholders within the charge to UK corporation tax are advised to consult their independent professional tax advisers to determine whether dividends received will be subject to UK corporation tax.

Chargeable gains

Individual Shareholders who are resident in the UK may be liable to UK taxation on capital gains arising from the sale or other disposal of Ordinary Shares. Individuals generally compute their gains by deducting from the net sale proceeds the capital gains base cost in respect of their Ordinary Shares. The resulting gains will be taxable at the capital gains tax rate applicable to the individual (currently 10 per cent. for basic rate taxpayers and 20 per cent. for those whose total income and chargeable gains are above the higher rate threshold), and may be reduced by capital losses brought forward from previous tax years or losses in the year, and by annual exemptions (the annual exemption from capital gains tax for UK resident individuals is £12,300 for 2020/21 and is expected to remain the same for the tax year 2021/22).

Shareholders within the charge to UK corporation tax who are resident in the UK may be subject to corporation tax (currently 19 per cent. but the UK Government announced its intention at Budget 2021 to increase the main rate of corporation tax to 25 per cent. on profits over £250,000 from the Financial Year beginning 1 April 2023) on chargeable gains in respect of any gain arising on a disposal of Shares. Shareholders within the charge to corporation tax do not qualify for the annual exemption.

Subject to the paragraph below (dealing with temporary non-residents) Shareholders who are not resident in the UK for UK tax purposes will not generally be subject to UK tax on chargeable gains, unless they carry on a trade, profession or vocation in the UK through a branch or agency or (in the case of a company) permanent establishment and the Ordinary Shares disposed of are used, held or acquired for the purposes of that branch, agency or permanent establishment. However, Shareholders who are not resident in the UK may be subject to charges to foreign taxation depending on their personal circumstances.

A Shareholder who is an individual, who has ceased to have sole UK residence for tax purposes in the UK for a period of less than five years and who disposes of Ordinary Shares during that period may be liable to UK taxation on capital gains (subject to any available exemption or relief). If applicable, the tax charge will arise in the tax year that the individual returns to the UK.

C Shares

The C Shares will convert into New Ordinary Shares on the basis of the Conversion Ratio as set at the Conversion Time, unless the Company exercises its discretion to redeem the C Shares prior to the Conversion Time. The conversion will be treated as a reorganisation of share capital for UK tax purposes. Accordingly, the New Ordinary Shares will be treated as the same asset as the Shareholder's holding of C Shares and as having been acquired at the same time as the Shareholder's holding of C Shares was acquired. The amount of subscription money paid (if any) for such New Ordinary Shares will be added to the base cost of the existing holding of C Shares. The definitions contained in paragraph 3.23 of Part IX shall also apply to this paragraph.

Other UK tax considerations

The Directors have been advised that the Company should not be an offshore fund for the purposes of UK taxation and the provisions of Part 8 of the Taxation (International and Other Provisions) Act 2010 should not apply.

The attention of UK resident Shareholders is drawn to the provisions of section 3 of the Taxation of Chargeable Gains Act 1992 under which, in certain circumstances, a portion of capital gains made by the Company can be attributed to a Shareholder who holds, alone or together with associated persons, more than 25 per cent. of the interests in the Company by reason of their holding of Ordinary Shares or, if applicable, C Shares. This applies if the Company is a close company for the purposes of UK taxation. It is not anticipated that the Company would be regarded as a close company if it were resident in the UK although this cannot be guaranteed.

The attention of individuals resident in the UK for taxation purposes is drawn to the provisions of sections 714 to 751 of the Income Tax Act 2007. These sections contain anti-avoidance legislation dealing with the transfer of assets to overseas persons in circumstances which may render such

individuals liable to taxation in respect of undistributed profits of the Company unless a defence applies and is claimed by the taxpayer.

The attention of companies resident in the UK is drawn to the controlled foreign companies legislation contained in Part 9A of the Taxation (International and Other Provisions) Act 2010. Broadly, a charge may arise to UK tax resident companies if the Company is controlled directly or indirectly by persons who are resident in the UK, it has profits which are attributable to its significant people functions and one of the exemptions does not apply.

The attention of Shareholders resident in the UK is drawn to the provisions of (in the case of a UK resident individual Shareholder) Chapter 1 of Part 13 Income Tax Act 2007 and (in the case of a UK resident corporate Shareholder) Part 15 of the Corporation Tax Act 2010, which give powers to HMRC to cancel tax advantages derived from certain transactions in securities.

Stamp duty and stamp duty reserve tax (“SDRT”)

The following comments are intended as a guide to the general UK stamp duty and SDRT position and do not relate to persons such as market makers, brokers, dealers, intermediaries and persons connected with depository arrangements or clearance services to whom special rules apply.

No UK stamp duty or SDRT will be payable on the issue of the Ordinary Shares or C Shares.

UK stamp duty will generally not be payable on a transfer of Ordinary Shares or C Shares, provided that all instruments effecting or evidencing the transfer (or all matters or things done in relation to the transfer) are executed and retained outside the UK, and no matters or actions relating to the transfer are performed in the UK.

Provided that Ordinary Shares and/or C Shares are not registered in any register of the Company kept in the UK and are not paired with shares issued by a UK company, any agreement to transfer Ordinary Shares and/or C Shares should not be subject to SDRT or UK stamp duty.

ISAs and SIPPs

UK resident individuals who are considering acquiring Ordinary Shares and/or C Shares are recommended to consult their own tax and/or investment advisers in relation to the eligibility of the Ordinary Shares and/or C Shares for Individual Savings Accounts (“ISAs”) and self-invested pension plans (“SIPPs”).

New Shares allotted under the Offer for Subscription and (on the basis of HMRC’s current published guidance) the Intermediaries Offer should generally be eligible for inclusion in a stocks and shares ISA (subject to the applicable subscription limits set out below and other eligibility requirements). New Shares allotted under the Initial Placing and the Placing Programme are not eligible for inclusion in an ISA. However Ordinary Shares and C Shares acquired by an account manager by purchase in the secondary market should generally be eligible for inclusion in a stocks and shares ISA (subject to the applicable subscription limits set out below and other eligibility requirements). The annual ISA subscription limit for a qualifying individual is currently £20,000 in aggregate (for the tax year 2020/2021 and is expected to remain unchanged for the tax year 2021/22).

The Ordinary Shares and C Shares should also qualify as a permissible asset for inclusion in a SIPP, subject to the individual terms of, and the discretion of the trustees or providers (as applicable) of, that SIPP.

Part IX

Additional Information

1. The Company

- (a) The Company is an investment company limited by shares, which was registered and incorporated in Guernsey under the Companies Law on 3 September 2018, with registered number 65432. The Company's LEI is 213800F9SQ753JQH5W24. The Company is registered with the GFSC as a registered closed-ended collective investment scheme under the RCIS Rules and the POI Law. The registered office and principal place of business of the Company is 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey, GY1 1WD, and the telephone number is +44 (0)1481 749 360. The statutory records of the Company are kept at this address. The Company operates under the Companies Law, has no employees and does not own any premises.
- (b) The registrar of the Company is Computershare Investor Services (Guernsey) Limited. They are responsible for maintaining the register of members of the Company.

2. Share and loan capital of the Company

- (a) The Company's issued share capital as at the date of this Prospectus is set out below. The Ordinary Shares in issue as at the date of this Prospectus are all fully paid up. The Company has no authorised share capital and no convertible securities, exchangeable securities or securities with warrants have been issued by the Company:

	<u>Aggregate Nominal value (£)</u>	<u>Number</u>
Ordinary shares	0	400,931,613

- (b) Set out below is the issued share capital of the Company as it will be following the Initial Issue (assuming that 116,771,687 Ordinary Shares are allotted):

	<u>Aggregate Nominal value (£)</u>	<u>Number</u>
Ordinary Shares	0	517,703,300

- (c) The effect of the Initial Issue will be to increase the net assets of the Company. On the assumption that the Initial Issue is subscribed as to 116,771,687 Ordinary Shares, the fundraising is expected to increase the net assets of the Company by approximately £234.6 million. The Initial Issue is expected to be earnings enhancing.
- (d) The following changes have occurred in the share capital of the Company between incorporation of the Company on 3 September 2018 and 30 September 2020: (i) the Company issued 100 million new Ordinary Shares on IPO on 6 November 2018; (ii) the Company issued 100 million new Ordinary Shares pursuant to a placing on 18 April 2019 and; (iii) the Company issued a further 175 million Ordinary Shares pursuant to a placing on 26 September 2019. Additionally, the Company issued 64,189,189 new Ordinary Shares pursuant to a placing on 9 October 2020.
- (e) The Directors have absolute authority to allot the Shares under the Articles and are expected to resolve to do so shortly prior to Initial Admission in respect of the Shares to be issued pursuant to the Initial Issue. Similarly, where any Shares are to be issued pursuant to the Placing Programme, the Directors will resolve to allot the relevant Shares shortly prior to the relevant Subsequent Placing.
- (f) A special resolution to disapply pre-emption rights in respect of the shares to be issued under the Initial Issue and Placing Programme (the "**Disapplication Resolution**") was passed at an extraordinary general meeting held on 8 March 2021. Pursuant to the Disapplication Resolution, the Directors are authorised to allot and issue and/or sell equity securities for cash as if the pre-emption rights set out in the Articles did not apply to any such allotment, issue

and/or sale provided that this power shall be limited to the allotment, issue and/or sale of up to an aggregate number of 600 Ordinary Shares and/or C Shares pursuant to the Initial Issue and the Placing Programme and shall expire on 30 April 2022 (unless previously renewed, varied or revoked by the Company in a general meeting), save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted and issued after such expiry and the Directors shall be entitled to allot and issue equity securities pursuant to any such offer or agreement as if the power had not expired.

- (g) Pursuant to a resolution of the Company on 8 March 2021, the Directors have been granted general authority to purchase in the market up to 60,099,648 Ordinary Shares (or, if lower, up to 14.99 per cent. of the Ordinary Shares in issue (excluding treasury shares in issue) immediately following the passing of the resolution conferring the authority) at a price not exceeding the last reported NAV per Ordinary Share as at the time of purchase, and such purchases will only be made in accordance with: (a) the Listing Rules, which currently provide that the maximum price to be paid per Share must not be more than the higher of: (i) five per cent. above the average of the mid-market values of the Ordinary Shares for the five Business Days before the purchase is made; or (ii) the price stipulated by Article 3(2) of the UK version of the regulatory technical standards for the conditions applicable to buyback programmes and stabilisation measures (Commission Delegated Regulation (EU) 2016/1052) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended; and (b) the Companies Law, which provides among other things that any such purchase is subject to the Company passing the solvency test contained in the Companies Law at the relevant time. The Directors intend to seek annual renewal of this authority from the Shareholders at the Company's annual general meetings.
- (h) The Shares will be issued and created in accordance with the Articles and the Companies Law.
- (i) The Shares are in registered form and, from the relevant Admission, will be capable of being held in uncertificated form and title to such Shares may be transferred by means of a relevant system (as defined in the CREST Regulations). Where the Shares are held in certificated form, share certificates will be sent to the registered members or their nominated agent (at their own risk) within 10 days of the completion of the registration process or transfer of the Shares, as the case may be. Where Shares are held in CREST, the relevant CREST stock account of the registered members will be credited. The Registrar, whose registered address is set out on page 39 of this Prospectus, maintains a register of Shareholders holding their Shares in CREST.
- (j) No share or loan capital of the Company is under option or agreed conditionally or unconditionally to be put under option.
- (k) Each class of Share will be listed on the premium segment of the Official List and will be traded on the Main Market of the London Stock Exchange. The Shares are not listed or traded on, and no application has been or is being made for the admission of the Shares to listing or trading on, any other stock exchange or securities market.
- (l) The Shares are in registered form and, from Initial Admission or the relevant Programme Admission (as applicable), will be capable of being held in uncertificated form and title to such Shares may be transferred by means of a relevant system (as defined in the Regulations). Where the Shares are held in certificated form, share certificates will be sent to the registered members or their nominated agent (at their own risk) within 10 Business Days of the completion of the registration process or transfer, as the case may be, of the Shares. Where Shares are held in CREST, the relevant CREST stock account of the registered members will be credited. The Registrar, whose registered address is set out on page 39 of this Prospectus, maintains a register of Shareholders holding their Shares in CREST.
- (m) Ordinary Shares are being issued pursuant to the Initial Issue at a price of £2.05 per Ordinary Share which represents a premium of £2.05 over their nominal value of no par value each. No expenses are being charged to any subscriber or purchaser.

- (n) The Listing Rules allow for disapplication of pre-emption rights which may be waived by a special resolution of the Shareholders, either generally or specifically, for a maximum period not exceeding five years. There are no provisions of Guernsey law which confer rights of pre-emption in respect of the allotment of shares. The Articles do, however, contain pre-emption rights in relation to allotments of Shares for cash. As set out in 2(f) above, the Company is seeking to disapply these pre-emption rights in respect of a defined number of Ordinary Shares and C Shares.
- (o) Each new Share will rank in full for all dividends and distributions declared made or paid after their issue and otherwise *pari passu* in all respects with each existing Share of the same class and will have the same rights (including voting and dividend rights and rights on a return of capital) and restrictions as each existing Share of the same class, as set out in the Articles. The Shares will be denominated in Sterling.

3. Memorandum and Articles

3.1 Under the Memorandum the objects of the Company are unrestricted. The Memorandum is available for inspection at the addresses specified in paragraph 1 of this Part IX.

3.2 The following is a summary of certain provisions of the Articles:

3.3 Definitions

The following definitions apply for the purposes of this Part IX in addition to, or (where applicable) in substitution for, the definitions applicable elsewhere in this Prospectus:

"Authorised Operator" means the authorised operator (as defined in the Regulations) of an Uncertificated System;

"CFTC" means the United States Commodity Futures Trading Commission;

"Commodity Exchange Act" means the United States Commodity Exchange Act, 1936, as amended or any substantially equivalent successor legislation;

"Disclosure Notice" has the meaning set out in sub-paragraph 3.7.1 below;

"equity securities" means shares or a right to subscribe for or convert securities into shares;

"ERISA" means the United States Employee Retirement Income Security Act of 1974, as amended, and applicable regulations thereunder;

"Regulations" means The Uncertificated Securities (Guernsey) Regulations, 2009;

"Rules" means the rules, including any manuals, issued from time to time by an Authorised Operator governing the admission of securities to and the operation of the Uncertificated System managed by such Authorised Operator;

"Uncertificated System" means any computer based system and its related facilities and procedures that are provided by an Authorised Operator and by means of which title to units of a security (including shares) can be evidenced and transferred in accordance with the Regulations without a written certificate or instrument; and

"U.S. Code" means the United States Internal Revenue Code of 1986, as amended.

3.4 Ordinary Shares

3.4.1 Dividends

Holders of Ordinary Shares are entitled to receive, and participate in, any dividends and other distributions of the Company available for dividend or distribution other than in relation to assets attributable to any class of C Share.

3.4.2 Winding-up

On a winding-up of the Company, the holders of Ordinary Shares shall have the rights set out in the Articles, as summarised in paragraph 3.20 below.

3.4.3 *Voting*

Subject to any special rights, restrictions or prohibitions regarding voting for the time being attached to any Ordinary Shares, holders of Ordinary Shares shall have the right to receive notice of and to attend, speak and vote at general meetings of the Company and each holder being present in person or by proxy shall upon a show of hands have one vote and upon a poll one vote in respect of every Ordinary Share that they hold. For Shareholder resolutions in respect of a winding up of the Company, each class of Shares will vote as a separate class. For all other resolutions, the holders of Ordinary Shares and each class of C Shares shall vote as one class.

3.5 **C Shares**

The Directors may, if they consider it appropriate, issue further shares as “C Shares” which shall constitute a temporary and separate class of shares which are issued at a fixed price determined by the Company. The rights attaching to the C Shares are set out in paragraph 3.23 of this Part IX.

3.6 **Share Capital**

3.6.1 The Company may issue an unlimited number of Shares of a par value and/or a no par value or a combination of both. Shares may be denominated in any currency and different classes of shares may be denominated in different currencies (or no currency in the case of shares of no par value).

3.6.2 Subject to the provisions of the Companies Law and without prejudice to any rights attached to any existing Shares or class of Shares or to the provisions of the Articles, any Share may be issued with such preferred, deferred, conversion or other rights or restrictions as the Company may by ordinary resolution direct, subject to or in default of any such direction, as the Directors may determine.

3.6.3 The Company may issue fractions of Shares and any such fractional Shares shall rank *pari passu* in all respects with the other Shares of the same class issued by the Company.

3.6.4 The Company may from time to time hold its own Shares as treasury shares.

3.6.5 The Company may acquire its own Ordinary Shares. Any such Ordinary Shares acquired by the Company may be cancelled or may be held as treasury shares, subject to and in accordance with the Companies Law.

3.6.6 Subject to the provisions of the Companies Law, the Company may give financial assistance, as defined in the Companies Law, directly or indirectly for the purposes of or in connection with the acquisition of its Shares.

3.6.7 The Company may issue Shares which are, or at the option of the Company or the holder are, liable to be redeemed and convert all or any class of its Shares into redeemable shares. To the extent that a Continuation Resolution is not passed, the Directors may in their sole discretion determine to compulsorily redeem the shares of any class in issue, the number of such shares to be redeemed to be determined, amongst other things, by reference to the amount of the Net Proceeds which have not yet been deployed in accordance with the Company’s investment objective and policy.

3.6.8 The Company may issue Shares which do not entitle the holder to voting rights in any general meeting or entitle the holder to restricted voting rights in any general meeting.

3.6.9 Whenever the capital of the Company is divided into different classes of Shares the rights attached to any class may (subject to the terms of issue of the Shares of that class) be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding-up:

- (A) with the consent in writing of the holders of at least 75 per cent. of the issued Shares of that class; or
- (B) with the sanction of a special resolution passed at a separate meeting of the holders of the Shares of that class.

- 3.6.10 All the provisions of the Articles relating to general meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply to every such separate meeting except that, in accordance with the Companies Law:
- (A) the necessary quorum shall be two persons present in person or represented by proxy (but so that if at any adjourned meeting of such holders a quorum is not present, one person present holding shares of the relevant class shall be a quorum) provided always that where the class has only one member, that member shall constitute the necessary quorum; and
 - (B) any holder of shares of the class in question may demand a poll.
- 3.6.11 The special rights conferred upon the holders of any Shares or class of Shares issued with preferred, deferred or other rights shall (unless otherwise expressly provided by the terms of issue of such shares) be deemed not to be varied by the creation or issue of further shares ranking *pari passu* therewith and, for the avoidance of doubt, the issue of C Shares shall not be treated as varying the rights attaching to Ordinary Shares and the issue of Ordinary Shares shall not be treated as varying the rights attaching to C Shares or by the exercise of any power under the disclosure provisions requiring holders of shares to disclose an interest in the Company's shares pursuant to the Articles.
- 3.6.12 Subject to the provisions of the Companies Law, the Articles, and any resolution of the Company, the Directors have general and unconditional authority:
- (A) to allot, issue (with or without conferring rights of renunciation), grant warrants, options or other rights over, offer or otherwise deal with or dispose of unissued Shares of the Company of an unlimited number or an unlimited aggregate value or rights to subscribe or convert any security into Shares; or
 - (B) to sell, transfer or cancel any treasury shares held by the Company,
- in any such case to such persons, at such times and on such terms and conditions as the Directors may decide. The Directors may designate the unissued Shares upon issue as Ordinary Shares, C Shares or such other class or classes of Shares (and denominated in any currency or currencies as the Directors may determine) or as Shares with special or other rights as the Directors may then determine.
- 3.6.13 The Company may exercise the powers of paying commissions and in such an amount or at such a percentage rate as the Directors may determine. Subject to the provisions of the Companies Law any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of Shares pay such brokerage as may be lawful.
- 3.6.14 Except as required by law, no person shall be recognised by the Company as holding any Share upon any trust and (except as otherwise provided by the Articles or by law) the Company shall not be bound by or recognise (even when having notice thereof) any interest in any share except an absolute right to the entirety thereof in the holder.

3.7 Disclosure Notice

- 3.7.1 The Company may, by notice in writing (a "**Disclosure Notice**") require a person whom the Company knows to be or have reasonable cause to believe is or, at any time during the 3 years immediately preceding the date on which the Disclosure Notice is issued, to have been interested in any Shares:
- (A) to confirm that fact or (as the case may be) to indicate whether or not it is the case; and
 - (B) to give such further information as may be required in accordance with the Articles, as summarised in sub-paragraph 3.7.2 below.
- 3.7.2 A Disclosure Notice may (without limitation) require the person to whom it is addressed:

- (A) to give particulars of the person's status (including whether such person is a Non-Qualified Holder), domicile, nationality and residency;
- (B) to give particulars of his own past or present interest in any Shares (held by him at any time during the 3 year period specified in the Articles, as summarised in sub-paragraph 3.7.1 above) and the nature of such interest;
- (C) to disclose the identity of any other person who has a present interest in the Shares held by him (or held by him at any time during the 3 year period specified in the Articles, as summarised in sub-paragraph 3.7.1 above);
- (D) where the interest is a present interest and any other interest in any Shares subsisted during that 3 year period at any time when his own interest subsisted, to give (so far as is within his knowledge) such particulars with respect to that other interest as may be required by the Disclosure Notice; and
- (E) where his interest is a past interest to give (so far as is within his knowledge) such particulars of the identity of the person who held that interest immediately upon his ceasing to hold it.

3.7.3 Any Disclosure Notice shall require any information in response to such notice to be given within the prescribed period (which is 28 days after service of the notice or 14 days if the Shares concerned represent 0.25 per cent. or more in number of the issued Shares of the relevant class) or such other reasonable period as the Directors may determine.

3.7.4 If any member is in default in supplying to the Company the information required by the Company within the prescribed period or such other reasonable period as the Directors determine, the Directors in their absolute discretion may serve a direction notice on the member (a "**Direction Notice**"). The Direction Notice may direct that in respect of the Shares in respect of which the default has occurred (the "**Default Shares**") the member shall not be entitled to vote in general meetings or class meetings. Where the Default Shares represent at least 0.25 per cent. in number of the class of Shares concerned, the Direction Notice may additionally direct that dividends on such Shares will be retained by the Company (without interest) and that no transfer of the Default Shares (other than a transfer authorised under the Articles) shall be registered until the default is rectified. Subject always to the Regulations and the Rules, the requirements of the Financial Conduct Authority and the London Stock Exchange, where the Directors have any grounds to believe that such Default Shares, are held by or for the benefit of or by persons acting on behalf of a Non-Qualified Holder, the Directors may at their discretion deem the Default Shares to be held by, or on behalf of or for the benefit of, a Non-Qualified Holder (as the Directors may determine) and that the provisions of the Articles, as summarised in sub-paragraph 3.10.7 below, should apply to such Default Shares.

3.8 Pre-emption rights

3.8.1 Save to the extent that a special resolution disapplying the following pre-emption rights has been passed by Shareholders, the Company shall not allot and issue equity securities, nor sell them from treasury, for cash on any terms to a person unless:

- (A) it has made an offer to each person who holds equity securities of the same class in the Company to allot to him on the same or more favourable terms a proportion of those equity securities that is as nearly as practicable equal to the proportion in number held by him of the share capital of the Company of that class; and
- (B) the period during which any such offer may be accepted has expired or the Company has received a notice of the acceptance or refusal of every offer so made from such Shareholders,

provided that the Directors may impose such exclusions and/or make such other arrangements as they deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange in any territory or otherwise.

- 3.8.2 Securities that the Company has offered to allot to a holder of equity securities in accordance with sub-paragraph 3.8.1 above may be issued to him, or anyone in whose favour he has renounced his right to their allotment, without contravening the restriction referred to in sub-paragraph 3.8.1.
- 3.8.3 An offer required to be made by the Company pursuant to the restriction referred to in sub-paragraph 3.8.1 should be made by a notice in writing (given in accordance with the Articles) and must state a period of not less than 14 days during which it may be accepted and the offer shall not be withdrawn before the end of that period.
- 3.8.4 Shares held by the Company as treasury shares are disregarded for the purposes of the restriction referred to in sub-paragraph 3.8.1, so that the Company is not treated as a person who holds Shares; and equity securities held as treasury shares are not treated as forming part of the share capital of the Company.
- 3.8.5 Notwithstanding sub-paragraphs 3.8.1 to 3.8.4, the Directors may be given by virtue of a special resolution the power to issue, or sell from treasury, equity securities either generally or in respect of a specific issue, or sale from treasury, such that
- (A) sub-paragraph 3.8.1 shall not apply to the issue of Ordinary Shares or C Shares or otherwise, or sale of Ordinary Shares or C Shares or otherwise from treasury; or
 - (B) sub-paragraph 3.8.1 shall only apply to the issue of Ordinary Shares or C Shares or otherwise, or sale of Ordinary Shares or C Shares or otherwise from treasury with such modifications as the Directors may determine; and
 - (C) the authority granted by the special resolution may be granted for such period of time as the special resolution permits and such authority may be revoked, repealed or varied by a further special resolution,
- provided that such special resolution must:
- (D) state the maximum number of equity securities in respect of which sub-paragraph 3.8.1 excluded or modified; and
 - (E) specify the date on which such exclusion or modifications will expire, which must be not more than five years from the date on which the resolution is passed.
- 3.8.6 Any such special resolution passed may:
- (A) be renewed or further renewed by a further special resolution for a further period not exceeding five years; and
 - (B) be revoked or varied at any time by a further special resolution.
- 3.8.7 Notwithstanding that any such special resolution may have expired, the Directors may issue or sell from treasury equity securities in pursuance of an offer or agreement previously made by the Company, if the special resolution enabled the Company to make an offer or agreement which would or might require equity securities to be issued or sold from treasury after it expired.
- 3.8.8 The restriction referred to in sub-paragraph 3.8.1 shall not apply in relation to the issue of:
- (A) bonus shares, shares issued in lieu of dividend or distribution, nor to a particular issue of equity securities if they are, or are to be wholly or partly paid otherwise than in cash; or
 - (B) equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of shares or a class of shares at such record date as the Directors may determine where the securities attributable to the

interests of holders of shares or a class of shares are proportionate (as near as may be practicable) to the respective number of shares of that class held by them on such record date, subject to such conditions or other arrangements as the Directors may deem necessary or expedient.

- 3.8.9 The pre-emption rights described above will be disapplied in relation to the issue of Shares in connection with the Initial Issue and subsequent issues of Ordinary Shares and C Shares following the passing of the special resolution referred to in paragraph 2(f) of this Part IX.

3.9 Untraced Shareholders

The Company may sell the share of a member or of a person entitled by transmission at the best price reasonably obtainable at the time of sale if, in accordance with the terms of the Articles, that person has not claimed or accepted dividends declared over a period of time and has not responded to advertisements of the Company.

3.10 Transfer of Shares

- 3.10.1 Subject to the terms of the Articles:

- (A) any Shareholder may transfer all or any of his uncertificated shares by means of an Uncertificated System authorised by the Directors in such manner provided for, and subject as provided in the Regulations and the Rules, no provision of the Articles shall apply in respect of an uncertificated share to the extent that it requires or contemplates the effecting of a transfer by an instrument in writing or the production of a certificate for the shares to be transferred;
- (B) any Shareholder may transfer all or any of his certificated shares by an instrument of transfer in any usual form or in any other form which the Directors may approve; and
- (C) an instrument of transfer of a certificated share shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee. An instrument of transfer of a certificated share need not be under seal.

- 3.10.2 The Directors may, in their absolute discretion and without giving a reason, refuse to transfer, convert or register any transfer of any Share in certificated form or uncertificated form (subject to the paragraph below) which is not fully paid or on which the Company has a lien, provided in the case of a listed or quoted Share that this would not prevent dealings in the Share from taking place on an open and proper basis on the London Stock Exchange. In addition, the Directors may refuse to register a transfer of Shares if:

- (A) it is in respect of more than one class of Shares;
- (B) it is in favour of more than four joint transferees;
- (C) in relation to a Share in certificated form, having been delivered for registration to the registered office or such other place as the Directors may decide, it is not accompanied by the certificate for the Shares to which it relates and/or such other evidence as the Directors may reasonably require to prove title of the transferor and the due execution by him of the transfer or, if the transfer is executed by some other person on his behalf, the authority of that person to do so; or
- (D) the transfer is in favour of any Non-Qualified Holder.

- 3.10.3 The Directors may only decline to register a transfer of an uncertificated Share in the circumstances set out in the Regulations and the Rules, where, in the case of a transfer to joint holders, the number of joint holders to whom the uncertificated share is to be transferred exceeds four.

- 3.10.4 If the Directors refuse to register a transfer of a Share they shall, within two months after the date on which the instrument of transfer was lodged with the Company, send to the transferor and the transferee notice of the refusal.
- 3.10.5 Subject to such restrictions (if any) as may be imposed by the Regulations and/or the Rules, the registration of transfers of Shares or of transfers of any class of Shares may be suspended by giving such notices as may be required by the Regulations and the Rules at such times and for such periods (not exceeding thirty days in any year) as the Directors may determine.
- 3.10.6 No fee shall be charged for the registration of any instrument of transfer or, subject as otherwise provided in the Articles, any other document relating to or affecting the title to any Share.
- 3.10.7 If it shall come to the notice of the Directors that any Shares are owned directly or, indirectly by a Non-Qualified Holder, the Directors may serve a notice (a "**Transfer Notice**") upon the person (or any one of such persons where Shares are registered in joint names) appearing in the register as the holder (the "**Vendor**") of any of the Shares concerned (the "**Relevant Shares**") requiring the Vendor within twenty-one days (or such extended time as in all the circumstances the Directors consider reasonable) to transfer (and/or procure the disposal of interests in) the Relevant Shares to another person who, in the sole and conclusive determination of the Directors, is not a Non-Qualified Holder (such a person being hereinafter called an "**Eligible Transferee**"). On and after the date of such Transfer Notice, and until registration of a transfer of the Relevant Shares to which it relates pursuant to the provisions referred to in this sub paragraph 3.10.7, the rights and privileges attaching to the Relevant Shares will be suspended and not capable of exercise.
- 3.10.8 If within twenty-one days after the giving of a Transfer Notice (or such extended time as in all the circumstances the Directors consider reasonable) the Transfer Notice has not been complied with to the satisfaction of the Directors, the Company may sell the Relevant Shares on behalf of the holder of them by instructing a member of the London Stock Exchange to sell them on arm's length terms to any Eligible Transferee or Eligible Transferees. For this purpose the Directors may authorise in writing any officer or employee of the Company or any officer or employee of the secretary of the Company or of any manager that may be appointed to transfer the Relevant Shares on behalf of the holder of them to the purchaser or purchasers and an instrument of transfer executed by that person will be as effective as if it had been executed by the holder of, or the person entitled by transmission to, the Relevant Shares. The purchaser will not be bound to see the application of the purchase monies nor will its title to the Relevant Shares be affected by an irregularity or invalidity in the proceedings relating to the sale or by the price at which the Relevant Shares are sold. The net proceeds of the sale of the Relevant Shares will be received by the Company, whose receipt will be a good discharge for the purchase moneys, and will belong to the Company and, upon their receipt, the Company will become indebted to the former holder of, or person entitled by transmission to, the Relevant Shares for an amount equal to the net proceeds of transfer upon surrender by it or them, in the case of certificated Shares, of the certificate for the Relevant Shares which the Vendor shall immediately be obliged to deliver to the Company. No trust will be created in respect of the debt and no interest will be payable in respect of it. The Company will pay to the Vendor at its discretion or on demand by the Vendor the proceeds of transferring the Relevant Shares (less costs and expenses) but otherwise the Company will not be required to account for any money secured from the net proceeds of transfer which may be employed in the business of the Company or as it thinks fit. The Company may register the transferee as holder or holders of the Relevant Shares at which time the transferee will become absolutely entitled to them.
- 3.10.10 A person who becomes aware that it is a Non-Qualified Holder shall forthwith, unless it has already received a Transfer Notice pursuant to the provisions of the Articles summarised in sub-paragraph 3.10.7 above, either transfer the Shares to one or more Eligible Transferees or give a request in writing to the Directors for the issue of a

Transfer Notice in accordance with the provisions of the Articles summarised in sub paragraph 3.10.7 above. Every such request shall, in the case of certificated Shares, be accompanied by the certificate(s) for the Shares to which it relates.

3.10.11 Subject to the provisions of the Articles, the Directors will, unless any Director has reason to believe otherwise, be entitled to assume without enquiry that none of the Shares are held by a Non-Qualified Holder. The Directors may, however, at any time and from time to time call upon any holder (or any one of joint holders) of Shares by notice in writing to provide such information and evidence as they require upon any matter connected with or in relation to such holder of Shares. In the event of such information and evidence not being so provided within such reasonable period (not being less than twenty-one days after service of the notice requiring the same) as may be specified by the Directors in the said notice, the Directors may, in their absolute discretion, treat any share held by such a holder or joint holders as being held by a Non-Qualified Holder.

3.10.12 The Directors will not be required to give any reasons for any decision, determination or declaration taken or made in accordance with these provisions. The exercise of the powers conferred by the provisions of the Articles summarised in sub paragraphs 3.10.7 and/or 3.10.8 and/or 3.10.9 and/or 3.10.10 above may not be questioned or invalidated in any case on the grounds that there was insufficient evidence of direct, indirect or beneficial ownership or holding of Shares by any person or that the true direct or beneficial owner or holder of any Shares was otherwise than as appeared to the Directors at the relevant date provided that the said powers have been exercised in good faith.

3.11 Alteration of Capital

The Company may by ordinary resolution alter its share capital, including, *inter alia*, consolidating and dividing its share capital, sub-dividing shares, cancelling untaken shares, converting shares into shares of a different currency and denominating or redenominating the currency of share capital.

3.12 Notice of General Meetings

Any general meeting shall be called by at least ten days' notice. A general meeting may be deemed to have been duly called by shorter notice if it is so agreed by all the members entitled to attend and vote thereat. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

3.13 Votes of Members

Subject to any rights or restrictions attached to any Shares:

- (A) on a show of hands every Shareholder present in person or by proxy shall have one vote; and
- (B) on a poll every Shareholder present in person or by proxy shall have one vote for every Share of which he is the holder.

3.14 Powers of Directors

Subject as hereinafter provided, the Directors may exercise all the powers of the Company to borrow or raise money (including the power to borrow for the purpose of redeeming Shares) and secure any debt or obligation of or binding on the Company in any manner including by the issue of debentures (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, pledge or lien upon the whole or any part of the Company's undertaking, property or assets (whether present or future) and also by a similar mortgage, charge, pledge or lien to secure and guarantee the performance of any obligation or liability undertaken by the Company or any third party.

3.15 Appointment and Retirement of Directors

- 3.15.1 Subject to the Companies Law and the Articles, the Directors shall have power at any time, and from time to time, without sanction of the Company in general meeting, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-appointment. Subject to the Companies Law and the Articles, the Company may by ordinary resolution appoint any person as a Director; and remove any person from office as a Director.
- 3.15.2 A Director may resign from office as a Director by giving notice in writing to that effect to the Company at its office, which notice shall be effective upon such date as may be specified in the notice, failing which upon delivery to the registered office.
- 3.15.3 At each annual general meeting of the Company, each Director shall retire from office and each Director may offer himself for election or re-election by the Shareholders.
- 3.15.4 There is no age limit at which a Director is required to retire.

3.16 Disqualification and Removal of Directors

- 3.16.1 A Director shall not be required to hold any qualification Shares.
- 3.16.2 The office of a Director shall be vacated if he ceases to be a Director by virtue of any provision of the Companies Law or he ceases to be eligible to be a Director in accordance with the Companies Law; or he has his affairs declared *en désastre*, becomes bankrupt or makes any arrangement or composition with his creditors generally or otherwise has any judgment executed on any of his assets; or he becomes of unsound mind or incapable or an order is made by a court having jurisdiction (whether in Guernsey or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator or other person to exercise powers with respect to his property or affairs; or he shall have absented himself from meetings of the Directors for a consecutive period of 6 months and the Directors resolve that his office shall be vacated; or he dies; or he resigns his office by notice to the Company; or the Company so resolves by ordinary resolution; or where there are more than two Directors, all the other Directors request him to resign in writing.

3.17 Remuneration of Directors

Unless otherwise determined by the Company by ordinary resolution, the Directors shall be remunerated for their services at such rate as the Directors shall determine provided that the aggregate amount of such fees shall not exceed the annual equivalent of £500,000 per annum (or such sum as the Company in general meeting shall from time to time determine).

3.18 Directors' Appointments and Interests

- 3.18.1 Subject to the provisions of the Companies Law, the Directors may appoint one or more of their number to the office of managing Director or to any other executive office upon such terms as they determine.
- 3.18.2 Subject to and in accordance with the Companies Law, a Director must, immediately after becoming aware of the fact that he is interested in a transaction or proposed transaction with the Company, disclose that fact to the Directors.
- 3.18.3 For the purposes of the article summarised in sub-paragraph 3.18.2 above, a general disclosure given to the Directors to the effect that a Director has an interest (as director, officer, employee, member or otherwise) in a party and is to be regarded as interested in any transaction which may after the date of the disclosure be entered into with that party shall be deemed to be sufficient disclosure of his interest in any such transaction or arrangement.
- 3.18.4 The requirement summarised in sub-paragraph 3.18.2 above does not apply if the transaction proposed is between a Director and the Company, or if the Company is entering into the transaction in the ordinary course of business on usual terms.

- 3.18.5 A Director may not vote or be counted in the quorum on a resolution of the board or committee of the board concerning a contract, arrangement, transaction or proposal to which the Company is or is to be a party and in which he has an interest which (together with any interest of any person connected with him) is, to his knowledge, a material interest (otherwise than by virtue of his interest in Shares or debentures or other securities of or otherwise in or through the Company) but, in the absence of some other material interest than is mentioned below, this prohibition does not apply to a resolution concerning any of the following matters:
- (A) the giving of a guarantee, security or indemnity in respect of money lent or obligations incurred by him or any other person at the request of or for the benefit of the Company or any of its subsidiaries;
 - (B) the giving of a guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part, either alone or jointly with others, under a guarantee or indemnity by the giving of security;
 - (C) a contract, arrangement, transaction or proposal concerning an offer of Shares, debentures or other securities of the Company or any of its subsidiaries for subscription or purchase, in which offer he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;
 - (D) a contract, arrangement, transaction or proposal to which the Company is or is to be a party concerning another company (including any subsidiary of the Company) in which he (and any persons connected with him) is interested and whether as an officer, shareholder, creditor or otherwise, if he (and any persons connected with him) does not to his knowledge hold an interest in Shares representing one per cent. or more of any class of the equity share capital of or the voting rights in the relevant company (or of any other company through which his interest is derived);
 - (E) a contract, arrangement, transaction or proposal for the benefit of employees of the Company or any of its subsidiaries which only awards him a privilege or benefit generally accorded to the employees to whom it relates; and
 - (F) a contract, arrangement, transaction or proposal concerning the purchase or maintenance of any insurance policy for the benefit of Directors or for the benefit of persons including Directors.
- 3.18.6 For the purposes of this sub paragraph 3.18 a person shall be treated as being connected with a Director if that person is:
- (A) a spouse, child (under the age of eighteen) or step child (under the age of eighteen) of the Director; or
 - (B) an associated body corporate which is a company in which the Director alone, or with connected persons, is directly or indirectly beneficially interested in 20 per cent. or more of the value of the equity share capital or is entitled (alone or with connected persons) to exercise or control the exercise of more than 20 per cent. of the voting power at general meetings; or
 - (C) a trustee (acting in that capacity) of any trust, the beneficiaries of which include the Director or persons falling within paragraphs (A) and (B) above excluding trustees of an employees' share scheme or pension scheme; or
 - (D) a partner (acting in that capacity) of the Director or persons in paragraphs (A) to (C) above.
- 3.18.7 A Director, notwithstanding his interest, may be counted in the quorum present at any meeting at which he or any other Director is appointed to hold any such office or place of profit under the Company, or at which the terms of any such appointment are arranged or at which any contract between the Director and the Company are considered, and he may vote on any such appointment or arrangement other than his

own appointment or the arrangement of the terms thereof. Where proposals are under consideration concerning the appointment (including without limitation fixing or varying the terms of appointment or its termination) of two or more Directors to offices or places of profit with the Company or a company in which the Company is interested, such proposals shall be divided and a separate resolution considered in relation to each Director. In such case each of the Directors concerned (if not otherwise debarred from voting under these provisions) is entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

- 3.18.8 A Director may hold any other office or place of profit under the Company (other than the auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such office or place of profit or as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director so contracting or being so interested be liable to account to the Company for any profits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.
- 3.18.9 Any Director may act by himself or his firm in a professional capacity for the Company (other than auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.
- 3.18.10 Any Director may continue to be or become a director, managing director, manager or other officer or member of any company promoted by the Company or in which the Company may be interested, and any such Director shall not be accountable to the Company for any remuneration or other benefits received by him as director, managing director, manager or other officer or member of any such company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as director of such other company, in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, managing directors, managers or other officers of such company, or voting or providing for the payment of remuneration to themselves as directors, managing directors, managers or other officers of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in the manner aforesaid, notwithstanding that he may be or be about to be appointed a director, managing director, manager or other officer of such company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.
- 3.18.11 If a question arises at a meeting as to the materiality of a Director's interest (other than the interest of the chairman of the meeting) or as to the entitlement of a Director (other than the chairman) to vote or to be counted in a quorum and the question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, the question shall be referred to the chairman and his ruling in relation to the Director concerned is conclusive and binding on all concerned.
- 3.18.12 If a question arises at a meeting as to the materiality of the interest of the chairman of the meeting or as to the entitlement of the chairman to vote or be counted in a quorum and the question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, the question shall be decided by resolution of the Directors or committee members present at the meeting (excluding the chairman) whose majority vote is conclusive and binding on all concerned.

3.19 Dividends and Distributions

- 3.19.1 Subject to the provisions of the Companies Law and the Articles, the Company may by ordinary resolution declare dividends and/or make distributions in accordance with the respective rights of the Shareholders and to any special rights to dividends or other relevant rights or remedies set out in the terms of issue of any class of shares.

- 3.19.2 No dividend or other distribution shall exceed the amount recommended by the Directors.
- 3.19.3 Subject to the provisions of the Companies Law, and the Articles, the Directors may from time to time pay interim dividends and/or distributions if it appears to them that they are justified by the assets of the Company.
- 3.19.4 Except as otherwise provided by the rights attached to Shares, all dividends or other distributions shall be declared and paid *pro rata* according to the respective numbers of Shares held by Shareholders of the relevant class on which the dividend or other distribution is paid. If any Share is issued on terms providing that it shall rank for dividend or other distribution as from a particular date, that Share shall rank for dividend or other distribution accordingly. Any resolution declaring a dividend or a distribution on a Share, whether a resolution of the Company in general meeting or a resolution of the Directors, may specify that the same shall be payable to the person registered as the holder of the Shares at the close of business on a particular date notwithstanding that it may be a date prior to that on which the resolution is passed and thereupon the dividend or distribution shall be payable to such persons in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend or distribution of transferors and transferees of any such Shares.
- 3.19.5 A general meeting declaring a dividend or other distribution may, upon the recommendation of the Directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the Directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any Shareholder upon the footing of the value so fixed in order to adjust the rights of Shareholders and may vest any assets in trustees.
- 3.19.6 The Directors may deduct from any dividend or other distribution, or other moneys payable to any member on or in respect of a Share, all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the Shares of the Company.
- 3.19.7 No dividend or other distribution or other moneys payable in respect of a Share shall bear interest against the Company unless otherwise provided by the rights attached to the Share.
- 3.19.8 All unclaimed dividends or other distributions may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the Company shall not be constituted a trustee thereof. Any dividend or other distribution which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so resolve, be forfeited and cease to remain owing by the Company.
- 3.19.9 The Directors are empowered to create reserves before recommending or declaring any dividend. The Directors may also carry forward any profits which they think prudent not to divide.

3.20 Winding-Up

Upon a winding-up of the Company

- 3.20.1 subject to 3.20.2, the surplus assets of the Company available for distribution to the holders of Ordinary Shares (after payment of all other debts and liabilities of the Company) shall be distributed *pro rata* amongst the holders of Ordinary Shares according to their respective holdings; and
- 3.20.2 the assets attributable to a class of C Shares shall be divided amongst the holders of the C Shares of such class *pro rata* according to their holdings of that class of C Shares.

3.21 Certain U.S. and U.S. related Tax Matters

The Company is authorised to take any action it determines is desirable to comply with sections 1471 to 1474 of the US Code and the Treasury Regulations promulgated thereunder and any agreement relating thereto (including, any amendments, modification, consolidation, re-enactment or replacement thereof made from time to time) (“**FATCA**”) or the requirements of any similar laws or regulations to which the Company may be subject enacted from time to time by any other jurisdiction (“**Similar Laws**”), and may enter into an agreement with the U.S. Internal Revenue Service or the taxing and revenue services of any other country. The Company shall not pay any additional amounts to any person in respect of any withholding of taxes, including those relating to FATCA or any Similar Laws.

The Company is not required to make available the information necessary for any person to make a so-called “qualified electing fund” election under U.S. tax law.

3.23 Terms of C Shares

3.23.1 Definitions

The following definitions apply for the purposes of this paragraph:

“**Calculation Time**” means, in relation to any class of C Shares, the earliest of:

- (i) the close of business on the date on which the Board becomes aware or is notified by the Investment Adviser that at least 80 per cent. of the net issue proceeds (or such other percentage as the Directors and the Investment Adviser shall determine as part of the terms of issue of any class of C Shares or otherwise) attributable to that class of C Shares shall have been invested in accordance with the Company’s investment objective and policy;
- (ii) the close of business on the last Business Day prior to the day on which Force Majeure Circumstances have arisen or the Directors resolve that such circumstances are in contemplation; or
- (iii) the close of business on such date as the Directors may determine; and
- (iv) the close of business on the business day following twelve months after the admission of the relevant class of C Shares to trading on the Premium Segment of the London Stock Exchange’s Main Market or such other time or date as may be determined by the Directors at the time at which the relevant class of C Shares are issued;

“**Conversion**” means, in relation to any class of C Shares, the conversion of that class of C Shares into New Ordinary Shares in accordance with the Articles;

“**Conversion Ratio**” means, in relation to each class of C Shares, A divided by B calculated to four decimal places (with 0.00005 being rounded upwards) where:

$$A = \frac{C-D}{E}$$

and

$$B = \frac{F-G}{H}$$

“**C**” is the aggregate of the value of the assets and investments of the Company attributable to the relevant class of C Shares (as determined by the Directors) at the Calculation Time which is to be calculated in accordance with the Company’s latest published valuation methodology and otherwise in the same manner as the NAV was calculated as at the previous NAV Calculation Date;

“**D**” is the amount which (to the extent not otherwise deducted in the calculation of C) in accordance with the Company’s latest published valuation methodology fairly reflects the amount of the liabilities attributable to the relevant class of C Shares (as determined by the Directors) at the Calculation Time (including, for the avoidance of doubt, the full amount of all dividends declared by not paid);

- “**E**” is the number of shares of the relevant class of C Shares in issue at the Calculation Time (excluding any such C Shares held in treasury);
- “**F**” is the aggregate of the value of all the assets and investments attributable to the Ordinary Shares (as determined by the Directors) at the Calculation Time, which is to be calculated in accordance with the Company’s latest published valuation methodology and otherwise in the same manner as the NAV was calculated as at the previous NAV Calculation Date;
- “**G**” is the amount which (to the extent not otherwise deducted in the calculation of F) in accordance with the Company’s latest published valuation methodology fairly reflects the amount of the liabilities and expenses attributable to the Ordinary Shares (as determined by the Directors) at the Calculation Time (including, for the avoidance of doubt, the full amount of all dividends declared but not paid); and
- “**H**” is the number of Ordinary Shares in issue at the Calculation Time (excluding any Ordinary Shares held in treasury),

provided always that:

- (i) the Directors shall be entitled to make such adjustments to the value or amount of A and/or B (including any of their constituent amounts) as they believe to be appropriate having regard to, among other things, the assets of the Company immediately prior to the proposed issue date for the New Ordinary Shares or the Calculation Time or to the reasons for the issue of the relevant class of C Shares of the relevant class;
- (ii) in relation to any class of C Shares, the Directors may, in accordance with the terms of issue of such class, amend the definition of Conversion Ratio in relation to that class; and
- (iii) where valuations are to be made as at the Calculation Time and the Calculation Time is not a Business Day, the Directors shall apply the provisions of this definition as if the Calculation Time were the preceding Business Day;

“**Conversion Time**” means, in relation to any class of C Shares, a time following the Calculation Time being the earlier of:

- (i) the opening of business on such Business Day as may be selected by the Directors provided that such day shall not be more than one month after the Calculation Time; and
- (ii) such date as the Directors may resolve should Force Majeure Circumstances have arisen or the Directors resolve that such circumstances have arisen or are in contemplation;

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

“**NAV**” means the value, as at any date, of the assets of the Company after deduction of all liabilities of the Company;

“**NAV Calculation Date**” means the last business day of each calendar month or such other date as the Directors may, in their discretion, determine; and

“**New Ordinary Shares**” means the Ordinary Shares arising on conversion of any class of C Shares.

3.23.2 *Issue and Conversion of C Shares*

Subject to the Articles and the Companies Law, the Directors shall be authorised to issue C Shares of any class on such terms as they determine provided that such terms are consistent with the provisions of the Articles. The Company shall be permitted (but shall not be required) to divide all of its investments (other than cash or cash equivalent investments) *pro rata* between the existing Ordinary Shares and the C Shares based on the percentage of invested cash attributable to each class should it choose to do so. The Directors shall, on the issue of each class of C Shares, determine the latest Calculation Time and Conversion Time together with any amendments to the definition of Conversion Ratio attributable to each such class. Following the Calculation Time in respect of each class of C Shares, the Directors shall select the Conversion Time and effect Conversion in accordance with the Articles in order that the holders of C Shares become the holders of New Ordinary Shares in accordance with the Conversion Ratio.

Each class of C Shares, if in issue at the same time, shall be deemed to be a separate class of shares. The Board may, if it so decides, designate each class of C Shares in such manner as it sees fit in order that each class of C Shares and the assets and liabilities of such class can be identified.

3.23.3 *Dividends*

The C Shareholders of any class of C Shares will be entitled to participate in any dividends of the Company in relation to assets attributable to that class of C Shares. The Board may, subject to such terms and in such manner as they may determine, issue shares in lieu of dividends.

The New Ordinary Shares arising on Conversion of the C Shares shall rank in full for all dividends and other distributions declared after the Conversion Time save that, in relation to any classes of C Shares, the Directors may determine, as part of the terms of issue of such class, New Ordinary Shares arising on Conversion will not rank for any dividend declared by reference to a record date falling on or before the Calculation Time.

No dividend or other distribution shall be made or paid by the Company on any of its shares between the Calculation Time and the Conversion Time (both dates inclusive) and no such dividend shall be declared with a record date falling between the Calculation Time and the Conversion Time (both dates inclusive).

3.23.4 *Rights as to capital*

The capital and assets of the Company shall on a winding-up or on a return of capital prior, in each case, to Conversion be applied as follows:

- (A) first, the Ordinary Share surplus shall be divided amongst the holders of the Ordinary Shares *pro rata* according to their holdings of Ordinary Shares; and
- (B) secondly, the C Share surplus attributable to each class of C Shares shall be divided amongst the holders of the C Shares of such class *pro rata* according to their holdings of the relevant class of C Shares.

3.23.5 *Voting rights*

The C Shares shall carry the right to receive notice of and to attend and vote at any general meeting of the Company. The voting rights of holders of C Shares will be the same as those applying to holders of Ordinary Shares as if the C Shares and Ordinary Shares were a single class.

3.23.6 *Class consents and variation of rights*

Until Conversion, the consent, by special resolution, of: (i) the holders of each class of C Shares as a class; and (ii) the holders of the Ordinary Shares as a class shall be required to:

- (A) make any alteration to the memorandum of incorporation or the Articles; or
- (B) pass any resolution to wind up the Company,

and accordingly the special rights attached to the C Shares of each class and the Ordinary Shares shall be deemed to be varied if such consent is not obtained.

4. Mandatory bids and compulsory acquisition rules relating to the Shares

(a) **Mandatory bid**

The City Code on Takeovers and Mergers applies to the Company. Under Rule 9 of the City Code, if:

- (i) a person acquires, whether by a series of transactions over a period of time or not, an interest in shares in the Company which (when taken together with shares in which persons acting in concert with such person are interested) carry 30 per cent. or more of the voting rights in the Company; or
- (ii) a person who, together with persons acting in concert with him, is interested in not less than 30 per cent. and not more than 50 per cent. of the voting rights in the Company acquires additional interests in shares which increase the percentage of shares carrying voting rights in which that person is interested, the acquiror and, depending on the circumstances, its concert parties, would be required (except with the consent of the Panel on Takeovers and Mergers) to make a cash offer for the outstanding shares in the Company at a price not less than the highest price paid for any interests in the Ordinary Shares by the acquiror or its concert parties during the previous 12 months.

(b) **Compulsory acquisition**

The Companies Law provides that if an offer is made for the shares or any class of shares in the capital of a company and if, within four months after the date of such offer, the offer is approved or accepted by shareholders comprising not less than 90 per cent. in value of the shares affected, then the offeror may, within a period of two months immediately after the last day on which the offer can be approved or accepted, give notice to any dissenting shareholders informing them that it wishes to acquire their shares (an “**Acquisition Notice**”). Where an Acquisition Notice is given, the offeror is then entitled and bound to acquire the dissenting shareholders’ shares on the terms of the offer approved by the shareholders comprising not less than 90 per cent. in value of the shares affected; and where the terms of the offer provided a choice of consideration, the Acquisition Notice must give particulars of the choice and state: (a) the period within which, and the manner in which, the dissenting shareholder must notify the offeror of his choice; and (b) which consideration specified in the offer will apply if he does not so notify the offeror.

5. Information on the Directors

- (a) Details of the names of companies and partnerships (excluding directorships of the Company) of which the Directors are or have been members of the administrative, management or supervisory bodies or partners at any time in the five years preceding the date of this Prospectus:

Name	Current directorships/partnerships	Past directorships/partnerships
Andrew Haining	Balmuir Investments Limited Balmuir Partners Ltd Balmuir Trading Limited BPC Group Limited Heartstone Inns Limited M & R Properties Limited Morgat Ltd Parkside Development Company Limited RED (Route Militaire) Limited RED Acquisition 1 Limited RED Fund Limited Seaton Investments Limited Seaton Place Property Limited SHL 3BF Limited	Advanced Accommodation Systems Balmuir Nominees Limited Balmuir Yachts Limited Cabernet Limited Coventry Parkside Management Company Limited Haining Associates Limited Heartstone Inns 1 Limited Parktel Properties Limited Praxis IFM Group Limited RH Yachts LLP SHL 3EF-AR Limited SHL 3EF-MPS Limited The Elia Fund Ltd

Name	Current directorships/partnerships	Past directorships/partnerships
Stephen Coe	SHL 3BT Limited SHL 3EF-LM Limited SHL 4 Limited Skagen Beta Limited Skagen GP Limited Skagen Limited Skagen Zeta Limited Sorven GP Limited Swoffers Limited Caledonian Properties Holdings Limited Cyan Limited Erda Holdings Limited Erda Master IPCO Limited European Real Estate Investment Trust Limited Greenfield Group Holding Limited Greenfield IP Limited Greenfield Properties Limited Healthcare Property Holdings Limited Healthcare Property Investments Limited Healthcare Real Estate Holdings Limited HREHL Holdco Limited Leaf Clean Energy Company Matrix la Gaude Property Sarl River and Mercantile UK Micro Cap Investment Company Limited Weiss Korea Opportunity Fund Limited	APQ Investments Limited APQ Limited Belasko Administration Limited Belasko Corporate 2 Limited Belasko Corporate Limited Belasko Shareholdings Limited Belasko Trustees Limited Black Sea Property Fund Limited Building Block Insurance (Guernsey) PCC Limited Building Block Insurance PCC Limited Callidus PTE Ltd Care Home Properties Limited European Portfolio (General Partner) Limited European Portfolio (GP) Ltd Germany Master Holding Company Sarl Hamilton Corporate Finance (Guernsey) Limited HCF Guernsey Limited HCHP Limited Health Care Real Estate Investors Limited HH Properties Limited HHL Properties Limited HHLC Limited HIC Limited HICS Limited HIHP Limited IHP Limited Kolar Gold Limited Laertes Corporate Funding Limited Lattice Group Holdings Limited Leopard Brompton Opco Limited Leopard Guernsey BK JV GP Limited Leopard Holding Company SARL Leopard Holding Germany 1 Sarl Leopard Holding Guernsey GP Limited Leopard Holding Guernsey Limited Matrix Europa GmbH Matrix European Property Espana 2 SL Matrix European Property Espana 3 SL Matrix German Portfolio No 1 Celle Sarl Matrix German Portfolio No 1 Dusseldorf Sarl Matrix German Portfolio No 1 Frankfurt Sarl Matrix German Portfolio No 1 GmbH & Co KG Matrix German Portfolio No 1 Kaiserslautern Sarl Matrix German Portfolio No 1 Verwaltungs GmbH Matrix St Etienne Holdco SARL

Name	Current directorships/partnerships	Past directorships/partnerships
Simon Holden	BWE GP II Ltd BWE GP Ltd Global Petro Storage Limited Golf 19 Limited HICL Infrastructure Plc Hipgnosis Songs Fund Limited JamesCo 750 Limited JPMorgan Global Core Real Assets Ltd LCH Partners Limited Permira (Europe) Limited Permira Europe III GP Limited Permira IV GP Limited Permira IV Managers Limited Permira V G.P. Limited Permira VI G.P. Limited Permira VII G.P. Limited The 1994 Portfolio Limited The Global Enterprise Exchange Limited Trian Investors 1 Limited Trian Investors 1 Midco Limited	Matrix St Etienne Propco SARL Mortgage Income Strategies Limited South Africa Property Opportunities plc Specialised Care Properties Limited St Andrews Healthcare Pty Trinity Capital plc Belasko Administration Limited Belasko Group Limited BWE GP I Ltd Change Capital Investment Management (Guernsey) II Limited Change Capital Investment Management (Guernsey) III Limited Elli Investments Limited HICL Infrastructure Company Limited Hipgnosis Songs Fund Guernsey Limited (Guernsey Subco) Hipgnosis Songs Oldco Limited LSREF3 Hotels (London PR) Limited Odeon Cinemas Group Limited
Anne Ewing	Africa Power Group Limited Africa Power XF Limited Alcentra Structured Credit Opportunities IV GP ASCOF IV GP Limited ASCOF IV HOLDCO LIMITED CDC Africa Cement Limited CDC Holdings Guernsey Limited Clareant Structured Credit Opportunities III CSCOF III GP LIMITED CSCOF III HOLDCO LIMITED Financial Assets Bahrain W.L.L. Financial Assets Mena W.L.L. Five FP Limited GIM IM SSF III SLP GP GIM Sustainable Solutions III GP Ltd Global Mena Financial Assets Limited SG Kleinwort Hambros Bank (CI) Limited SG Kleinwort Hambros Bank Limited SG Kleinwort Hambros Corporate Services CI SG Kleinwort Hambros Trust Company (CI) Limited Silverfleet Capital (Guernsey) Limited Silverfleet Capital II (Guernsey) Limited Silverfleet Capital III (Guernsey) Limited Sinndar Holdings Limited	Alcentra Floating Rate Note Income Fund Limited Kleinwort Benson Bank (CI) Ltd Kleinwort Benson Bank Limited Kleinwort Benson Holdings Limited WD Forum LBG
Tim Cruttenden	Polar Capital Technology Trust plc VenCap International plc	

- (b) Save as disclosed in paragraph 5(c) below, none of the Directors:
- (i) has any convictions in relation to fraudulent offences for at least the previous five years; or
 - (ii) has been declared bankrupt or been a director or member of the administrative, management or supervisory body of a company or a senior manager of a company at the time of any receivership or liquidation for at least the previous five years; or
 - (iii) has been subject to any official public incrimination and/or sanctions by any statutory or regulatory authority (including designated professional bodies) or has ever been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company for at least the previous five years.
- (c) Stephen Coe was a director of European Real Estate Investment Trust Ltd, which was liquidated by members' voluntary liquidation in December 2017. Stephen Coe was a director of South Africa Property Opportunities PLC and Trinity Capital PLC, each of which are in members' voluntary liquidation as at the date of this Prospectus.

6. Directors' and others' interests

- (a) The interests (all of which are or will be beneficial unless otherwise stated) of the Directors in the ordinary share capital of the Company are as follows*:

Name of Director	Number of Ordinary Shares	Percentage of issued share capital** (%)
Andrew Haining	45,000	0.01
Stephen Coe	45,909	0.01
Simon Holden	67,500	0.02
Anne Ewing	27,500	0.01
Tim Cruttenden	13,212	0.01

* Assuming each of the Directors subscribes for the Ordinary Shares for which he or she has indicated an intention to subscribe and that the Initial Issue is fully subscribed

** Assuming target Gross Issue Proceeds of approximately £239.4 million

- (b) Save as disclosed in paragraph 6(a) above, immediately following Initial Admission, no Director will have any interest, whether beneficial or non-beneficial, in the share or loan capital of the Company.
- (c) The voting rights of the Company's Shareholders are the same in respect of each Ordinary Share held.
- (d) As at the date of this Prospectus, in so far as it is known to the Company, the following persons held directly or indirectly 5 per cent. or more of the Company's voting rights⁴:

Name	Number of voting rights held	% of voting rights held
Jupiter Fund Management plc	96,195,521	23.99
Quilter plc	27,258,565	6.80
Rathbones Investment Management Ltd	26,959,069	6.72
Brooks Macdonald Asset Management Limited	24,956,889	6.22
Brewin Dolphin Ltd	24,444,214	6.10

⁴ Jupiter UK Mid Cap Fund, Jupiter UK Smaller Companies Fund, Jupiter UK Smaller Companies Focus Fund, Jupiter UK Specialist Equity Fund and Jupiter Fund of Investment Trusts, each of which is a fund managed on a discretionary basis by the Investment Adviser, together hold a total of 23.99% of the issued share capital and voting rights in the Company

- (e) Save as set out above, as at the date of this Prospectus, the Company is not aware of any person who holds five percent. or more of the voting rights in the Company as a shareholder or through a direct or indirect holding of financial instruments (in each case for the purposes of Chapter 5 of the Disclosure Guidance and Transparency Rules). The Company is not aware of any person who, directly or indirectly owns or controls the Company. The Company is not aware of any arrangements the operation of which may at a subsequent date result in a change of control of the Company.
- (f) The Directors are in addition to the Company, directors/partners of the companies listed in paragraph 5 of this Part IX. The Articles contain provisions whereby a Director shall not vote, *inter alia*, in respect of any matter in which he has, directly or indirectly, any material interest. Save, in relation to the directorships listed in paragraph 5 of this Part IX, there are no potential conflicts of interest between any duties owed by the Directors to the Company and their private interests and/or other duties.

7. Directors' Appointments

Under the terms of their appointments as non-executive Directors of the Company, each Director is entitled to an annual fee of £45,000 per annum. The Chairperson is paid a further £25,000 per annum in addition to this amount. The Chairperson of the Audit Committee is paid a further £10,000 in addition to this amount. The Chairperson of the Management Engagement Committee is paid a further £5,000. The Directors may elect to apply the cash amount equal to their annual fee to subscribe for or purchase Shares. The Directors hold their office in accordance with the Articles and their appointment letters. No Director has a service contract with the Company, nor are any such contracts proposed. Accordingly, no contractual provisions regarding benefits on termination of a Director's appointment exist. The retirement, disqualification and removal provisions relating to the Directors (in their capacity as directors) are summarised in paragraphs 3.15 and 3.16 of this Part IX.

8. Employees

The Company does not have any employees.

9. Material Contracts and Related Party Transactions

- (a) All material contracts entered into by the Company are expressed to be governed by and construed in accordance with the law of England and Wales. The following are the only contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Company since its incorporation and which are or may be material to the Company or have been entered into by the Company at any time and contain a provision under which the Company has any obligation or entitlement which is material to the Company at the date of this Prospectus:
 - (i) A placing agreement dated 10 March 2021 entered into by the Company, the Investment Adviser, Liberum and Numis Securities pursuant to which, subject to certain conditions, Liberum has agreed to act as sponsor in respect of the Initial Issue and the Placing Programme and each of Liberum, Numis Securities and the Investment Adviser has agreed to use its reasonable endeavours to procure purchasers for: (i) the Ordinary Shares to be issued pursuant to the Initial Placing; and (ii) Shares to be issued pursuant to Subsequent Placings.

The Placing Agreement is conditional on, among other things, Initial Admission occurring by 8.00 a.m. on 30 March 2021 (or such later date, not being later than 30 May 2021 as the Company and Liberum may agree) in respect of the Initial Placing.

In the event that any of the conditions in the Placing Agreement are not met in respect of the Initial Placing or any Subsequent Placing, neither Liberum nor Numis Securities shall, amongst other things, be under any obligation to complete the Initial Placing or relevant Subsequent Placing (as applicable), the Company shall withdraw its application for Initial Admission or the relevant Programme Admission (as applicable) (making such announcement as reasonably required by Liberum) and appropriate arrangements for the return of monies received shall be made.

In consideration for its services in relation to the Initial Issue and conditional upon completion of the Initial Issue, Liberum will be paid a customary corporate finance fee and a commission based on the value of the Ordinary Shares subscribed for by investors procured by Liberum under the Initial Issue, together with reimbursement for all out-of-pocket expenses incurred by it in connection with the Initial Issue.

Numis Securities will be paid a customary commission based on the value of the Ordinary Shares subscribed for by investors procured by Numis Securities under the Initial Issue, together with reimbursement for all out-of-pocket expenses incurred by it in connection with the Initial Issue.

Additionally under the Placing Agreement, in connection with the Placing Programme, each of the Joint Bookrunners has agreed, subject to certain conditions, to use its reasonable endeavours to procure subscribers for Ordinary Shares and/or C shares at the applicable Placing Programme Price.

In consideration for their services in relation to the Placing Programme and conditional upon completion of the relevant Subsequent Placing, each of the Joint Bookrunners will be paid a customary commission based on the value of the Ordinary Shares and/or C Shares subscribed for by investors procured by each of them.

The Company and the Investment Adviser have in the Placing Agreement given certain customary warranties, and the Company and the Investment Adviser have agreed to provide customary indemnities to the Joint Bookrunners.

- (ii) the Intermediaries Booklet entered into by the Company and each of the Intermediaries who have been appointed by the Company prior to the date of this Prospectus pursuant to which each Intermediary agrees that, in connection with the Intermediaries Offer, they will be acting as agent for their Underlying Applicants.

None of the Company, Liberum or any of their respective representatives will have any liability to the Intermediaries for liabilities, costs or expenses incurred by the Intermediaries in connection with the Intermediaries Offer.

Liberum has agreed to coordinate applications from the Intermediaries under the Intermediaries Offer. The number of Ordinary Shares offered will be determined by the Company, in consultation with Liberum and Numis Securities. Allocations to Intermediaries will be determined by the Company, Liberum and Numis Securities.

The Intermediaries agree to procure the investment of the maximum number of Ordinary Shares which can be acquired at the Initial Issue Price for the sum applied for by such Intermediaries on behalf of their respective Underlying Applicants. A minimum application of £1,000 per Underlying Applicant will apply. Intermediaries may not make more than one application per Underlying Applicant.

Conditional upon Initial Admission, Liberum agrees to pay (out of the expenses that is paid to it pursuant to the Placing Agreement) the Intermediaries a commission of 0.5 per cent. of the aggregate value of the Ordinary Shares allocated to and paid for by each Intermediary in the Intermediaries Offer. This commission shall be deducted by Liberum from the gross proceeds of the Intermediaries Offer. No Intermediary shall be entitled to deduct any of this commission from any amount they are required to pay under the Intermediaries Offer.

The Intermediaries give certain undertakings regarding their use of information in connection with the Intermediaries Offer. The Intermediaries also give undertakings regarding the form and content of written and oral communications with clients and other third parties and the Intermediaries also give representations and warranties which are relevant for the Intermediaries Offer, and indemnify the Company, the Investment Adviser, Liberum, Numis Securities or any of their respective affiliates, directors, officers, and employees and each other person, if any, controlling the Company, the Investment Adviser, Liberum or Numis Securities against any loss or claim arising out of any breach or alleged breach by them of the agreement or of any duties or obligations under the FSMA or under any rules of the FCA or any applicable laws.

- (iii) An agreement dated 11 October 2018 between the Company and the AIFM whereby the AIFM has been appointed as the alternative investment fund manager of the Company.

Under the terms of the AIFM Agreement, the AIFM is entitled to an annual fee, being the sum of an amount equal to:

- (a) 0.04 per cent. of the published Net Asset Value between zero and £150,000,000;
- (b) 0.03 per cent. of the published Net Asset Value in excess of £150,000,000 and less than or equal to £500,000,000;
- (c) 0.02 per cent. of the published Net Asset Value in excess of £500,000,000 and less than or equal to £1,000,000,000; and
- (d) 0.01 per cent. of the published Net Asset Value in excess of £1,000,000,000,

subject to a minimum annual fee of £30,000, plus VAT and together with reimbursement of reasonable expenses incurred by it in the performance of its duties.

The AIFM Agreement may be terminated by either party on not less than six months' prior written notice of termination, such notice not to be served prior to the first anniversary of Initial Admission (or such shorter period of written notice as the other party may accept). The Company shall be entitled to terminate the AIFM Agreement with immediate effect by notice in writing to the AIFM in certain circumstances such as a material breach which is not remedied. To the extent permitted by law, the Company has also agreed to indemnify the AIFM for losses that the AIFM may incur in the performance of its duties pursuant to the AIFM Agreement or otherwise in connection with the Company's activities that are not attributable to, *inter alia*, the negligence, wilful default, or fraud of, or breach of the obligations of the AIFM under the AIFM Agreement or breach of applicable law.

- (iv) An agreement dated 11 October 2018 between the Company, the Investment Adviser and the AIFM whereby the Investment Adviser is appointed to act as portfolio manager of the Company.

Under the terms of the Portfolio Management Agreement, the Investment Adviser is entitled to a management fee together with reimbursement of all reasonable costs and expenses incurred by it in the performance of its duties. The Investment Adviser is also entitled to a performance fee in certain circumstances. Details of the management fee and performance fee are set out in Part IV of this Prospectus under the sub-heading "Fees and expenses".

The Portfolio Management Agreement may be terminated by either party on six months' notice, such notice not to be served before the first anniversary of Initial Admission and may be immediately terminated by either party in certain circumstances such as a material breach which is not remedied. The Company has also agreed to indemnify the Investment Adviser for losses that the Investment Adviser may incur in the performance of its duties pursuant to the Portfolio Management Agreement or otherwise in connection with the Company's activities that are not attributable to, *inter alia*, the negligence, wilful default or fraud of, or breach of the obligations of the Investment Adviser under the Portfolio Management Agreement.

- (v) An agreement dated 11 October 2018 between the Company and the Administrator and Company Secretary whereby the Administrator and Company Secretary is appointed to act as administrator and company secretary of the Company. Under the terms of the Master Services Agreement, the Administrator and Company Secretary will also provide certain valuation services.

Under the terms of the Master Services Agreement, the Administrator is entitled to a fee in respect of fund valuation, accounting and investment operations:

- if the NAV is less than or equal to £150,000,000, the sum of £75,000 per annum;
- or

- if the NAV is more than £150,000,000 but less than or equal to £500,000,000, the sum of 0.03 per cent. per annum of the NAV; or
- if the NAV is more than £500,000,000 but less than or equal to £1,000,000,000, the sum of 0.02 per cent. per annum of the NAV; or
- if the NAV is more than £1,000,000,000, the sum of 0.01 per cent. per annum on the NAV.

In addition, a further fee of £35,000 per annum will be payable in respect of the company secretarial services provided by the Administrator and Company Secretary. The Administrator and Company Secretary will, in addition, be entitled to reimbursement of reasonable expenses incurred by it in the performance of its duties.

The Master Services Agreement may be terminated by either party on not less than three months' prior written notice and may be immediately terminated by either party in certain circumstances such as a material breach which is not remedied.

The Company has also agreed to indemnify the Administrator and Company Secretary for any losses for losses that the Administrator and Company Secretary may incur in the performance of its duties pursuant to the Master Services Agreement or otherwise in connection with the Company's activities that are not attributable to, *inter alia*, the negligence, wilful default or fraud of, or breach of the obligations of Master Services Agreement.

- (vi) An agreement dated 11 October 2018 between the Company and the Depositary whereby the Depositary is appointed to act as Depositary of the Company.

The Depositary will perform the customary services and it is permitted to delegate the performance of its obligations, including the safe keeping of assets, subject to certain conditions being satisfied.

The Depositary is entitled to a fee equal to 0.8 basis points of the published Net Asset Value of the Company. Additional services, as agreed from time to time, will incur additional charges on the applicable hourly rate. The Depositary is entitled to reimbursement of all reasonable out-of-pocket expenses.

The Depositary Agreement may be terminated by either party giving not less than 90 days' prior written notice. The Depositary Agreement may also be immediately terminated by either party in certain circumstances such as a material breach which is not remedied. The Depositary Agreement contains customary indemnities given by the Company in favour of the Depositary.

The Depositary has not contractually discharged any of its liabilities under the Depositary Agreement in respect of the delegated services.

- (vii) An agreement dated 11 October 2018 between the Company and the Registrar whereby the Registrar is appointed to act as registrar of the Company. The Registrar will be entitled to an annual fee from the Company equal to £7,500 in respect of maintaining the share register in respect of the Ordinary Shares and an annual fee of £2,000 in respect of maintaining the share register in respect of the C Shares. The Registrar is also entitled to:

- a one-off setup fee of £2,000 to cover the setup of all necessary systems and procedures;
- an annual fee of £5,000 for the Registrar carrying out know-your-client and anti-money-laundering checks and other due diligence procedures on new Shareholders;
- additional customary charges, on a per-item or per-transaction basis; and
- reimbursement of all reasonable out-of-pocket expenses incurred in connection with its duties.

The Registrar Agreement shall continue for a minimum term of three years and thereafter until terminated by either party giving to the other not less than six months' written notice, such notice not to expire prior to the third anniversary of Initial Admission. The Registrar Agreement may also be terminated by either party immediately by notice in writing in certain circumstances such as a persistent or material breach which is not remedied.

The Registrar's maximum liability under the Registrar Agreement is subject to a rolling twelve month cap, being an amount that shall not exceed twice the amount of the fees paid and payable in such twelve month period in respect of a single claim or in the aggregate.

The Registrar Agreement contains customary indemnities from the Company in favour of the Registrar.

- (viii) An agreement dated 10 March 2021 between the Company and the Receiving Agent whereby the Receiving Agent is appointed to act as the Company's Receiving Agent in respect of the Initial Issue.

Under the terms of the Receiving Agent services agreement, the Receiving Agent is entitled to a management fee of £8,000 plus a fee of £12.75 for each account on the Company's share register on the record date, a fee of £12.75 for each holder receiving shares in the Initial Placing subject to a minimum fee of £300, a processing fee of £12.75 per Offer for Subscription Application, and a fee of £300 for delivering the shares relating to the Intermediaries Offer to the lead intermediary, in each case plus VAT. The Receiving Agent will also be entitled to reimbursement of all out-of-pocket expenses reasonably incurred by it in connection with its duties.

The Receiving Agent's maximum liability under the Receiving Agent Services Agreement is subject to a cap, being an amount that shall not exceed twice the amount of the fees paid and payable in respect of a single claim or in the aggregate.

The Receiving Agent Services Agreement contains customary indemnities from the Company in favour of the Receiving Agent.

- (ix) The placing and offer agreement dated 11 October 2018 entered into by the Company, each of the Directors, the Investment Adviser, Liberum and Zeus Capital Limited (the "**First Placing Agreement**"), pursuant to which, subject to certain conditions: (i) Liberum agreed to act as sponsor in respect of each application for admission of new Shares to listing on the premium segment of the Official List and to trading on the London Stock Exchange's Main Market in connection with the First Placing Programme; and (ii) Liberum and Zeus (together, the "**IPO Bookrunners**") and the Investment Adviser agreed to use their reasonable endeavours to procure subscribers for Shares issued pursuant to placings under the First Placing Programme.

In consideration for their services under the First Placing Agreement: (A) Liberum received from the Company: (i) a corporate finance fee; (ii) a placing commission (such commission calculated by reference to the gross issue proceeds attributable to investors procured by Liberum); and (iii) a discretionary fee, together with reimbursement for all out-of-pocket expenses incurred by it in connection with the First Placing Programme; and (B) Zeus received from the Company a placing commission (such commission calculated by reference to the gross issue proceeds attributable to investors procured by Zeus) together with reimbursement for all out-of-pocket expenses incurred by it in connection with the First Placing Programme.

The Company, the Directors, and the Investment Adviser in the First Placing Agreement gave certain customary warranties (subject, in the case of the Directors, to certain agreed caps), and the Company and the Investment Adviser agreed to provide customary indemnities to the IPO Bookrunners.

- (x) The revolving credit facility agreement dated 8 March 2021 between the Company and Barclays Bank plc ("**Barclays**") pursuant to which the Company may draw down a maximum of £32 million. The Revolving Credit Facility has a maturity of two years. In addition to interest, Barclays is entitled to certain commitment and arrangement fees.

The Revolving Credit Facility is secured against certain assets of the Company. It also includes a covenant requiring that the Company's loan to value ratio (broadly calculated as the Company's financial indebtedness less certain margin deposits divided by the Company's net asset value) must not exceed 20 per cent.

- (b) Except with respect to the appointment letters entered into between the Company and each director and the Portfolio Management Agreement, the Company has not been a party to any related party transaction since its incorporation.

10. Working Capital

The Company is of the opinion that the Company has sufficient working capital for its present requirements that is for at least the next 12 months from the date of this Prospectus.

11. Capitalisation and Indebtedness

The following table sets out the unaudited capitalisation of the Company as at 30 September 2020 (being the latest practicable date for such capitalisation figures prior to the publication of this Prospectus):

	As at 30 September 2020 (£'000)
Equity attributable to equity shareholders	—
Share capital	370,366
Share premium	—
Capital reserve	176,810
Revenue reserve	(5,134)
Total equity	542,043

Since 3 September 2018, the Company has issued a total of 400,931,613 Ordinary Shares at an issue price ranging from 100 to 148 pence per Ordinary Share, raising gross proceeds of approximately £470 million.

The following table shows the Company's unaudited gross indebtedness as at 31 January 2021 (being the latest practicable date for such indebtedness figures prior to the publication of this Prospectus):

	As at 31 January 2021 (£'000)
Total current debt	—
– Guaranteed	—
– Secured	—
– Unguaranteed/unsecured	—
Total non-current debt	—
– Guaranteed	—
– Secured	—
– Unguaranteed/unsecured	—
Total indebtedness	—

The following table shows the Company's unaudited net indebtedness as at 31 January 2021 (being the latest practicable date for such indebtedness figures prior to the publication of this Prospectus):

	As at 31 January 2021 (£'000)
A. Cash	39,901
B. Cash equivalents	—
C. Trading securities	101,937
D. Liquidity (A+B+C)	141,838
E. Current financial receivable	—
F. Current bank debt	—
G. Current portion of non-current debt	—
H. Other current financial debt	—
I. Current financial debt (F+G+H)	—
J. Net current financial indebtedness (I-E-D)	(141,838)
K. Non-current bank loans	—
L. Bonds issued	—
M. Other non-current loans	—
N. Non-current financial indebtedness (K+L+M)	—
O. Net financial indebtedness (J+N)	(141,838)

As at 31 January 2021, the Company had no indirect or contingent indebtedness.

Since 31 January 2021, the Company has drawn £15 million under the Revolving Credit Facility and its cash position has reduced to £2.6 million (with the £15 million drawn under the Revolving Credit Facility expected to settle shortly after publication of this Prospectus). There has been no other material change in the Company's indebtedness since 31 January 2021.

12. No Significant Change

Save as disclosed below, there has been no significant change in the financial position of the Company since 30 September 2020, being the latest date to which the Company's audited financial information has been prepared.

Since 30 September 2020, on 9 October 2020 the Company issued a total of 64,189,189 Ordinary Shares at an issue price of 148p per Ordinary Share, raising gross proceeds of approximately £95 million. It has also incurred borrowings of £15 million under the Revolving Credit Facility. In addition, the Net Asset Value per Ordinary Share as at 31 December 2020 rose 12.3% as compared to Net Asset Value per Ordinary Share at 30 September 2020.

On 1 March 2021, one of the Company's investments, Klarna, announced a funding round valuing the company at \$31 billion post-money, which it is estimated would result in a gross increase in the Net Asset Value per Ordinary Share of approximately 32 pence (based on Swedish Krona foreign exchange rates as of 26 February 2021) as compared to the Company's Net Asset Value per Ordinary Share as at 31 December 2020.

On 8 March 2021, Starling Bank announced the completion of a major funding round, conducted at a post new-money valuation of £1.3 billion. It is estimated that this will lead to a gross increase in the Net Asset Value per Ordinary Share of approximately 6p as compared to the Company's Net Asset Value per Ordinary Share as at 31 December 2020 (calculated on the basis that the achieved valuation on the funding round is applied to revalue the Company's holding of the asset).

13. Litigation

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

14. General

- (a) The total costs (including fees and commissions) (exclusive of recoverable VAT) payable by the Company in connection with the Initial Issue and Initial Admission are estimated to amount to approximately £4.8 million assuming Gross Issue Proceeds of approximately £239.4 million. The estimated net cash proceeds accruing to the Company from the Initial Issue are approximately £234.6 million (assuming 116,771,687 Ordinary Shares are issued pursuant to the Initial Issue). The Initial Issue will represent a significant gross change to the Company. Under the Initial Issue, on the basis that 116,771,687 Ordinary Shares are to be issued, the net assets of the Company would increase by approximately £234.6 million immediately after Initial Admission on the basis that the expenses of the Initial Issue are approximately 2 per cent. of the Gross Issue Proceeds. Following completion of the Initial Issue, the Net Proceeds of the Initial Issue will be invested in accordance with the Company's investment policy, used to repay drawn amounts under the Revolving Credit Facility and used to pay the Company's expenses and pending investment will be held on deposit or invested in near cash instruments and consequently it is expected that the Company will derive earnings from Gross Assets in the form of dividends and interest.
- (b) The Initial Issue will result in the existing Ordinary Shares being diluted by 22.6 per cent. (assuming Gross Issue Proceeds of approximately £239.4 million). None of the Ordinary Shares available under the Initial Issue are being underwritten.
- (c) The Initial Placing and each Subsequent Placing are being carried out on behalf of the Company by Liberum, Numis Securities and the Investment Adviser, each of which is authorised and regulated in the United Kingdom by the Financial Conduct Authority.
- (d) The Investment Adviser may be a promoter of the Company. Save as disclosed in paragraph 9 of this Part IX above no amount or benefit has been paid, or given, to the promoter or any of its subsidiaries since the incorporation of the Company and none is intended to be paid, or given.
- (e) Each of the Investment Adviser, Liberum and Numis Securities has given and not withdrawn its written consent to the issue of this Prospectus with references to its name in the form and context in which such references appear. The telephone number of the Investment Adviser is +44 (0)207 332 7500.
- (f) The Investment Adviser accepts responsibility for: the information in Part I of this Prospectus under the heading "The Company and its Investment Portfolio" and Part III of this Prospectus under the heading "The Investment Adviser, Process and Strategy". The Investment Adviser has taken all reasonable care to ensure that the information contained in Part I of this Prospectus under the heading "The Company and its Investment Portfolio" and Part III of this Prospectus under the heading "The Investment Adviser, Process and Strategy" is, to the best of its knowledge, in accordance with the facts and contains no omissions likely to affect its import.
- (g) Where information contained in this Prospectus has been sourced from a third party, the Company confirms that such information has been accurately reproduced and, as far as the Company is aware and able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.
- (h) The Company has no existing interests in real property and has no tangible fixed assets which are material to its business.
- (i) Since incorporation, the Company has not made up any financial statements or published any financial information.

15. Intermediaries

The Intermediaries authorised as at the date of this Prospectus to use this Prospectus in connection with the Intermediaries Offer are:

No Intermediaries have been appointed in connection with the Intermediaries Offer prior to the date of this Prospectus. Any new information with respect to Intermediaries unknown at the time of approval of this Prospectus, including details of any Intermediary who may be appointed by the

Company in connection with the Intermediaries Offer after the date of this Prospectus following such Intermediary's agreement to adhere to and be bound by the Intermediaries terms and conditions will be made available (subject to certain restrictions) on the Company's website.

16. Documents Available for Inspection

Copies of the Articles and this Prospectus will be available for inspection at the registered office of the Company during normal business hours on any weekday (bank and public holidays excepted) up to and including 9 March 2022 and at Travers Smith LLP, 10 Snow Hill, London EC1A 2AL.

A copy of this Prospectus has been submitted to the National Storage Mechanism and is available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. Copies of this Prospectus may be obtained, free of charge during normal business hours on any weekday (bank and public holidays excepted) at the Company's registered office up to and including 9 March 2022.

This Prospectus is dated 10 March 2021.

Part X

Terms and Conditions of the Initial Placing and the Placing Programme

1. Introduction

Each investor which confirms its agreement to subscribe for Ordinary Shares under the Initial Placing and/or any Subsequent Placing (as applicable) to Liberum or Numis Securities (as applicable) (for the purposes of this Part X, a “**Placee**”) will be bound by these terms and conditions and will be deemed to have accepted them.

Each of the Company, Liberum and/or Numis Securities, as applicable, may require a Placee to agree to such further terms and/or conditions and/or give such additional warranties and/or representations as it (in its absolute discretion) sees fit and/or may require any such Placee to execute a separate placing letter (for the purposes of this Part X, a “**Placing Letter**”). The terms of this Part X will, where applicable, be deemed to be incorporated into that Placing Letter.

2. Agreement to Subscribe for Ordinary Shares / C Shares

Conditional on, amongst other things: (i) Initial Admission occurring and becoming effective by 8.00 a.m. (London time) on or prior to 30 March 2021 (or such later time and/or date, not being later than 8.00 a.m. on 30 May 2021 as the Company and Liberum may agree), or the relevant Placing Programme Admission occurring in respect of any Subsequent Placing not later than 8.00 a.m. on such date as may be agreed between the Company and Liberum prior to the closing of the relevant placing, not being later than 9 March 2022; (ii) in the case of any issue under a Subsequent Placing, to the extent required by Article 23(1) of the Prospectus Regulation Rules and the FSMA, a valid supplementary prospectus being published by the Company; (iii) the Placing Agreement becoming otherwise unconditional in all respects (other than in respect of any condition regarding Initial Admission) in relation to the relevant issue and not having been terminated in accordance with its terms on or before 8.00 a.m. on the date of the Initial Admission or the relevant Programme Admission, as applicable; and (iv) Liberum or Numis Securities (as applicable) confirming to the Placees their allocation of Ordinary Shares or C Shares, as applicable, a Placee agrees to become a member of the Company and agrees to subscribe for those Ordinary Shares and/or C Shares allocated to it by Liberum or Numis Securities (as applicable) at the Initial Issue Price or the applicable Placing Programme Price (as the case may be). To the fullest extent permitted by law, each Placee acknowledges and agrees that it will not be entitled to exercise any remedy of rescission at any time. This does not affect any other rights the Placee may have.

Multiple applications or suspected multiple applications on behalf of a single investor are liable to be rejected.

Fractions of Shares will not be issued.

3. Payment for Ordinary Shares / C Shares

Each Placee undertakes to pay in full the Initial Issue Price or the Placing Programme Price, as applicable, for the Ordinary Shares or C Shares issued to such Placee in the manner and by the time directed by Liberum or Numis Securities (as applicable). In the event of any failure by a Placee to pay as so directed and/or by the time required by Liberum or Numis Securities (as applicable), the relevant Placee shall be deemed hereby to have irrevocably and unconditionally appointed Liberum or Numis Securities (as applicable), or any nominee of Liberum or Numis Securities (as applicable) as its agent to use its reasonable endeavours to sell (in one or more transactions) any or all of the Ordinary Shares or C Shares (as applicable) in respect of which payment shall not have been made as directed, and to indemnify Liberum or Numis Securities (as applicable) and its respective affiliates on demand in respect of any liability for stamp duty and/or stamp duty reserve tax or any other liability whatsoever arising in respect of any such sale or sales.

A sale of all or any of such Ordinary Shares or C Shares shall not release the relevant Placee from the obligation to make such payment for relevant Ordinary Shares or C Shares to the extent that Liberum or Numis Securities (as applicable) or its nominee has failed to sell such Ordinary Shares or C Shares at a consideration which, after deduction of the expenses of such sale and payment of stamp duty and/or stamp duty reserve tax as aforementioned, is equal to or exceeds the Initial Issue Price or Placing Programme Price.

4. Representations, Warranties and Undertakings

- 4.1 By agreeing to subscribe for Ordinary Shares or C Shares (as applicable), each Placee which enters into a commitment to subscribe for Ordinary Shares or C Shares (as applicable) (for the purposes of this Part X, a “**Placing Commitment**”) will (for itself and for any person(s) procured by it to subscribe for Ordinary Shares or C Shares and any nominee(s) for any such person(s)) be deemed to acknowledge, understand, undertake, represent and warrant to each of the Company, the Investment Adviser, the Registrar, Liberum and Numis Securities that:
- 4.1.1 in agreeing to subscribe for Ordinary Shares or C Shares (as applicable) under the Initial Placing and/or Subsequent Placing, it is relying solely on this Prospectus and any supplementary prospectus issued by the Company prior to Initial Admission or the relevant Programme Admission (as applicable) and not on any other information given, or representation or statement made at any time, by any person concerning the Company, the Ordinary Shares, the C Shares, or the Initial Placing and/or any Subsequent Placing including, without limitation, the Key Information Document. It agrees that none of the Company, the Investment Adviser, the Registrar, Liberum or Numis Securities nor any of their respective officers, agents, employees or affiliates, will have any liability for any other information or representation. It irrevocably and unconditionally waives any rights it may have against any such persons in respect of any other information or representation;
 - 4.1.2 if the laws of any territory or jurisdiction outside the United Kingdom are applicable to its agreement to subscribe for Ordinary Shares or C Shares under the Initial Placing or any Subsequent Placing, it warrants that it has complied with all such laws, obtained all governmental and other consents which may be required, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with its application in any such territory or jurisdiction and that it has not taken any action or omitted to take any action which will or might reasonably be expected to result in the Company, the Investment Adviser, the Registrar, Liberum, Numis Securities or any of their respective officers, agents, employees or affiliates acting in breach of the regulatory or legal requirements, directly or indirectly, of any territory or jurisdiction outside the United Kingdom in connection with the Initial Placing or any Subsequent Placing;
 - 4.1.3 it has carefully read and understands this Prospectus and any supplementary prospectus issued by the Company prior to Initial Admission or the relevant Programme Admission (as applicable) in its entirety and acknowledges that it is acquiring Ordinary Shares or C Shares on the terms and subject to the conditions set out in this Part X and, as applicable, in the contract note or oral or email placing confirmation, as applicable, referred to in paragraph 4.1.11 of this Part X (for the purposes of this Part X, the “**Contract Note**” or the “**Placing Confirmation**”) and the Placing Letter (if any) and the Articles as in force at the date of Initial Admission or the relevant Programme Admission (as applicable);
 - 4.1.4 it has not relied on Liberum or Numis Securities, or any person affiliated with Liberum or Numis Securities in connection with any investigation of the accuracy of any information contained in this Prospectus;
 - 4.1.5 the content of this Prospectus and any supplementary prospectus issued by the Company is exclusively the responsibility of the Company and its Directors and neither Liberum, Numis Securities, the Investment Adviser, the Registrar, nor any person acting on their behalf nor any of their affiliates are responsible for or shall have any liability for any information, representation or statement contained in this Prospectus (and any such supplementary prospectus issued by the Company) or any information previously published by or on behalf of the Company and will not be liable for any decision by a Placee to participate in the Initial Placing and/or any Subsequent Placing based on any information, representation or statement contained in this Prospectus or otherwise;
 - 4.1.6 no person is authorised in connection with the Initial Placing and/or any Subsequent Placing to give any information or make any representation other than as contained in

this Prospectus and any supplementary prospectus issued by the Company prior to the date of Initial Admission or the relevant Placing Programme Admission and, if given or made, any information or representation must not be relied upon as having been authorised by Liberum, Numis Securities, the Company, the Investment Adviser or the Registrar;

- 4.1.7 it is not applying as, nor is it applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in section 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986;
- 4.1.8 the price per Ordinary Share and/or C Share is fixed at the Initial Issue Price or the Placing Programme Price (which shall be £1 in respect of any C Shares) as applicable and is payable to Liberum or Numis Securities (as applicable) on behalf of the Company in accordance with the terms of this Part X and, as applicable, in the Contract Note or Placing Confirmation and the Placing Letter (if any);
- 4.1.9 it has the funds available to pay in full for the Ordinary Shares and/or C Shares for which it has agreed to subscribe pursuant to its Placing Commitment and that it will pay the total subscription in accordance with the terms set out in this Part X and, as applicable, as set out in the Contract Note or Placing Confirmation and the Placing Letter (if any) on the due time and date;
- 4.1.10 its commitment to acquire Ordinary Shares and/or C Shares under the Initial Placing or any Subsequent Placing (as applicable) will be agreed orally or in writing (which shall include by email) with Liberum or Numis Securities (as applicable) as agent for the Company and that a Contract Note or Placing Confirmation will be issued by Liberum or Numis Securities (as applicable) as soon as possible thereafter. That oral or written agreement will constitute an irrevocable, legally binding commitment upon that person (who at that point will become a Placee) in favour of the Company and Liberum or Numis Securities (as applicable) to subscribe for the number of Ordinary Shares and/or C Shares (as applicable) allocated to it and comprising its Placing Commitment at the Initial Issue Price or the Placing Programme Price (as applicable) on the terms and conditions set out in this Part X and, as applicable, in the Contract Note or Placing Confirmation and the Placing Letter (if any) and in accordance with the Articles in force as at the date of Initial Admission or the relevant Programme Admission (as applicable). Except with the consent of Liberum or Numis Securities (as applicable) such oral or written commitment will not be capable of variation or revocation after the time at which it is made;
- 4.1.11 its allocation of Ordinary Shares and/or C Shares under the Initial Placing and/or the Placing Programme (as applicable) will be evidenced by Contract Note or Placing Confirmation, as applicable, confirming: (i) the number of Ordinary Shares and/or C Shares that such Placee has agreed to acquire; (ii) the aggregate amount that such Placee will be required to pay for such Ordinary Shares and/or C Shares; and (iii) settlement instructions to pay Liberum or Numis Securities (as applicable) as agent for the Company. The terms of this Part X will be deemed to be incorporated into that Contract Note or Placing Confirmation;
- 4.1.12 settlement of transactions in the Ordinary Shares and/or C Shares following Initial Admission or the relevant Programme Admission (as applicable), will take place in CREST but Liberum or Numis Securities (as applicable) reserves the right in its absolute discretion to require settlement in certificated form if, in its opinion, delivery or settlement is not possible or practicable within the CREST system within the timescales previously notified to the Placee (whether orally, in the Contract Note or Placing Confirmation, in the Placing Letter (if any) or otherwise) or would not be consistent with the regulatory requirements in any Placee's jurisdiction;
- 4.1.13 none of the Ordinary Shares and/or C Shares have been or will be registered under the laws of any EEA Member State (other than the Republic of Ireland), the United States, Canada, Japan, Australia, the Republic of South Africa or any other jurisdiction where the extension or availability of the Initial Placing and/or any Subsequent Placing would breach any applicable law. Accordingly, neither the

Ordinary Shares nor the C Shares may be offered, sold, issued or delivered, directly or indirectly, within any of the following: any EEA Member State (other than to professional investors in the Republic of Ireland), the United States, Canada, Japan, Australia, the Republic of South Africa or any other jurisdiction where the extension or availability of the Initial Placing and/or any Subsequent Placing would breach any applicable law unless an exemption from any registration requirement is available;

- 4.1.14 it: (i) is entitled to subscribe for the Ordinary Shares and/or C Shares under the laws of all relevant jurisdictions; (ii) has fully observed the laws of all relevant jurisdictions; (iii) has the requisite capacity and authority and is entitled to enter into and perform its obligations as a subscriber for Ordinary Shares and/or C Shares and will honour such obligations; and (iv) has obtained all necessary consents and authorities to enable it to enter into the transactions contemplated hereby and to perform its obligations in relation thereto;
- 4.1.15 if it is within the United Kingdom, it is: (a): (i) a qualified investor within the meaning of section 86(d) of the FSMA; and (ii) a person who falls within Articles 49(2)(a) to (d), 19(1) or 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or is a person to whom the Ordinary Shares or C Shares may otherwise lawfully be offered whether under such Order or otherwise; or (b) if it is receiving the offer in circumstances under which the laws or regulations of a jurisdiction other than the United Kingdom would apply, that it is a person to whom the Ordinary Shares or C Shares may be lawfully offered under that other jurisdiction's laws and regulations;
- 4.1.16 if it is a resident in a Member State, it is: (a) a "qualified investor" within the meaning of Article 2(e) of the EU Prospectus Regulation; and (b) otherwise permitted to be marketed to in accordance with the provisions of the AIFMD as implemented in the relevant Member State in which it is located;
- 4.1.17 in the case of any Ordinary Shares or C Shares acquired by a Placee as a financial intermediary within the EEA as that term is used in the EU Prospectus Regulation: (i) the Ordinary Shares or C Shares acquired by it in the Initial Placing or any Subsequent Placing have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Member State or the UK other than qualified investors, as that term is defined in the EU Prospectus Regulation or the UK Prospectus Regulation (as applicable), or in circumstances in which the prior consent of Liberum or Numis Securities (as applicable) has been given to the offer or resale; or (ii) where Ordinary Shares or C Shares have been acquired by it on behalf of persons in any Member State or the UK other than qualified investors, the offer of those Ordinary Shares or C Shares to it is not treated under the EU Prospectus Regulation or the UK Prospectus Regulation (as applicable) as having been made to such persons;
- 4.1.18 if it is outside the United Kingdom, neither this Prospectus (and any supplementary prospectus issued by the Company) nor any other offering, marketing or other material in connection with the Initial Placing and/or any Subsequent Placing or the Ordinary Shares or C Shares (for the purposes of this Part X, each a "**Placing Document**") constitutes an invitation, offer or promotion to, or arrangement with, it or any person for whom it is procuring to subscribe for Ordinary Shares or C Shares pursuant to the Initial Placing and/or any Subsequent Placing unless, in the relevant territory, such offer, invitation, promotion or other course of conduct could lawfully be made to it or such person and such documents or materials could lawfully be provided to it or such person and Ordinary Shares or C Shares could lawfully be distributed to and subscribed and held by it or such person without compliance with any unfulfilled approval, registration or other regulatory or legal requirements;
- 4.1.19 (i) the Ordinary Shares and C Shares have not been and will not be registered under the Securities Act and are being offered only in "offshore transactions" to non-US persons as defined in and pursuant to Regulation S and that it is purchasing the Shares outside the United States in compliance with such regulations; (ii) the Company has not registered, and does not intend to register, as an investment

company under the Investment Company Act and the Ordinary Shares and C Shares may only be transferred in circumstances which will not result in the Company being required to register under the Investment Company Act; and (iii) that, in each case, it agrees to sell, transfer, assign, pledge or otherwise dispose of the Ordinary Shares and C Shares in offshore transactions in compliance with Regulation S (which includes, for the avoidance of doubt, any *bona fide* sale on the London Stock Exchange's Main Market) or in transactions that are exempt from registration under the Securities Act and do not require the Company to register under the Investment Company Act;

- 4.1.20 if the laws of any territory or jurisdiction outside the United Kingdom are applicable to its agreement to subscribe for Ordinary Shares or C Shares under the Initial Placing and/or any Subsequent Placing, that it has complied with all such laws, obtained all governmental and other consents which may be required, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with its application in any such territory or jurisdiction and that it has not taken any action or omitted to take any action which will or might reasonably be expected to result in the Company, the Investment Adviser, the Registrar, Liberum, or Numis Securities, or any of their respective officers, agents, employees or affiliates acting in breach of the regulatory or legal requirements, directly or indirectly, of any territory or jurisdiction outside the United Kingdom in connection with the Initial Placing and/or any Subsequent Placing;
- 4.1.21 if: (a) it is a US person (as defined in Regulation S), it is a QIB that is also a QP, and has acknowledged and complied with all of the requirements set forth in section 5 below, including the delivery of a signed Investor Representation Letter to the Company and Liberum or Numis Securities (as applicable); and (b) if it is not a US person, that: (i) neither the Ordinary Shares nor the C Shares have been or will be registered under the Securities Act and are being offered outside the United States in compliance with Regulation S and that it is purchasing such Shares outside the United States in compliance with such regulations; (ii) the Company has not registered, and does not intend to register, as an investment company under the Investment Company Act and the Ordinary Shares and C Shares may only be transferred under circumstances which will not result in the Company being required to register under the Investment Company Act; and (iii) that, in each case, it agrees to sell, transfer, assign, pledge or otherwise dispose of the Shares in offshore transactions in compliance with Regulation S (which includes, for the avoidance of doubt, any *bona fide* sale on the London Stock Exchange's Main Market) or in transactions that are exempt from registration under the Securities Act and do not require the Company to register under the Securities Act and do not require the Company to register under the Investment Company Act;
- 4.1.22 it has not, directly or indirectly, distributed, forwarded, transferred or otherwise transmitted this Prospectus (and any supplementary prospectus issued by the Company) or any other Placing Document to any persons within the United States or to any US Person, nor will it do any of the foregoing;
- 4.1.23 it does not have a registered address in, and is not a citizen, resident or national of Canada, Japan, Australia, the Republic of South Africa or any other jurisdiction in which it is unlawful to make or accept an offer of the Ordinary Shares or C Shares and it is not acting on a non-discretionary basis for any such person;
- 4.1.24 if the Placee is a natural person, such Placee is not under the age of majority (18 years of age in the United Kingdom) on the date of such Placee's agreement to subscribe for Ordinary Shares and/or C Shares under the Initial Placing and/or any Subsequent Placing and will not be any such person on the date that such subscription is accepted;
- 4.1.25 (i) it has communicated or caused to be communicated and will communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) relating to the Ordinary Shares and C Shares only in circumstances in which section 21(1) of the FSMA does

- not require approval of the communication by an authorised person; and (ii) that no Placing Document is being issued by either Liberum or Numis Securities in its capacity as an authorised person under section 21 of the FSMA;
- 4.1.26 it is aware of and acknowledges that it is required to comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the in, from or otherwise involving, the United Kingdom;
- 4.1.27 it is aware of the obligations regarding insider dealing in the Criminal Justice Act 1993, the UK Market Abuse Regulation and the Proceeds of Crime Act 2002 and confirms that it has and will continue to comply with those obligations;
- 4.1.28 no action has been taken or will be taken in any jurisdiction other than the United Kingdom that would permit a public offering of the Ordinary Shares or C Shares or possession of this Prospectus (and any supplementary prospectus issued by the Company), in any country or jurisdiction where action for that purpose is required;
- 4.1.29 it has not offered or sold and will not offer or sell any Shares to the public in any Member State except in circumstances falling within Article 1(4) of the EU Prospectus Regulation which do not result in any requirement for the publication of a prospectus;
- 4.1.30 neither Liberum, Numis Securities, nor any of its or their affiliates nor any person acting on their behalf is making any recommendations to it, advising it regarding the suitability of any transactions it may enter into in connection with the Initial Placing and/or any Subsequent Placing or providing any advice in relation to the Initial Placing and/or Subsequent Placing and participation in the Initial Placing and/or any Subsequent Placing is on the basis that it is not and will not be a client of either Liberum or Numis Securities and that neither Liberum nor Numis Securities has duties or responsibilities to it for providing the protections afforded to its clients or for providing advice in relation to the Initial Placing and/or Subsequent Placing nor, if applicable, in respect of any representations, warranties, undertaking or indemnities contained in any Placing Letter;
- 4.1.31 that, save in the event of fraud on the part of Liberum and/or Numis Securities, none of Liberum, Numis Securities, its or their ultimate holding companies, any direct or indirect subsidiary undertakings of such holding Company, any of its respective directors, members, partners, officers and employees shall be responsible or liable to a Placee or any of its clients for any matter arising out of Liberum's role as sponsor, global co-ordinator and joint bookrunner or Numis Securities's role as joint bookrunner or otherwise in connection with the Initial Placing and/or Subsequent Placing and that where any such responsibility or liability nevertheless arises as a matter of law the Placee and, if relevant, its clients, will immediately and irrevocably waive any claim against any of such persons which the Placee or any of its clients may have in respect thereof;
- 4.1.32 that where it is subscribing for Ordinary Shares or C Shares for one or more managed, discretionary or advisory accounts, it is authorised in writing for each such account: (i) to subscribe for the Ordinary Shares or C Shares for each such account; (ii) to make on each such account's behalf the undertakings, acknowledgements, representations, warranties and agreements set out in this Prospectus; and (iii) to receive on behalf of each such account any documentation relating to the Initial Placing and/or any Subsequent Placing in the form provided by the Company and Liberum or Numis Securities (as applicable). It agrees that the provision of this paragraph shall survive any resale of the Ordinary Shares or C Shares by or on behalf of any such account;
- 4.1.33 it irrevocably appoints any Director and any director or duly authorised employee or agent of Liberum or Numis Securities (as applicable) to be its agent and on its behalf (without any obligation or duty to do so), to sign, execute and deliver any documents and do all acts, matters and things as may be necessary for, or incidental to, its subscription for all or any of the Ordinary Shares and/or C Shares comprising its Placing Commitment in the event of its own failure to do so;

- 4.1.34 if the Initial Placing and/or any Subsequent Placing does not proceed or the relevant conditions under the Placing Agreement are not satisfied or the Ordinary Shares or C Shares for which valid applications are received and accepted are not admitted to listing on the Official List and to trading on the London Stock Exchange's Main Market for any reason whatsoever then none of Liberum, Numis Securities, the Company, the Investment Adviser and persons controlling, controlled by or under common control with any of them, and any of their respective employees, agents, officers, members, stockholders, partners or representatives, shall have any liability whatsoever to it or any other person;
- 4.1.35 in connection with its participation in the Initial Placing and/or any Subsequent Placing under the Placing Programme it has observed all relevant legislation and regulations, in particular (but without limitation) those relating to money laundering and terrorist financing and that its application for Ordinary Shares and/or C Shares under the Initial Placing and/or any subsequent Placing is only made on the basis that it accepts full responsibility for any requirement to verify the identity of its clients and other persons in respect of whom it has applied for Ordinary Shares and/or C Shares. In addition, it warrants that it is a person: (i) subject to the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 in force in the United Kingdom (the "**Money Laundering Regulations**"); or (ii) subject to the Money Laundering Directive (2015/849/EC of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing); or (iii) subject to the Guernsey AML Requirements; or (iv) acting in the course of a business in relation to which an overseas regulatory authority exercises regulatory functions and is based or incorporated in, or formed under the law of, a country in which there are in force provisions at least equivalent to those required by the Money Laundering Regulations;
- 4.1.36 due to anti-money laundering requirements, Liberum, Numis Securities and the Company may require proof of identity and verification of the source of the payment before the application for Ordinary Shares or C Shares under the Initial Placing and/or any Subsequent Placing can be processed and that, in the event of delay or failure by the applicant to produce any information required for verification purposes, Liberum, Numis Securities and the Company may refuse to accept the application and the subscription monies relating thereto. It holds harmless and will hold harmless and indemnify Liberum, Numis Securities and the Company against any liability, loss or cost ensuing due to the failure to process such application, if such information as has been requested has not been provided by it in a timely manner;
- 4.1.37 it acknowledges and agrees that information provided by it to the Company or the Registrar will be stored both on the Registrar's and the Company Secretary's computer system and manually. It acknowledges and agrees that for the purposes of the Data Protection Legislation, the Registrar, the Company Secretary, Liberum and Numis Securities are each required to specify the purposes for which they will hold personal data. For the purposes of this Part X "**Data Protection Legislation**" means any law applicable from time to time relating to the collecting and/or processing of personal data and/or privacy, as in force at the date of this Prospectus or as re-enacted, applied, amended, superseded, repealed or consolidated, including without limitation, the UK Data Protection Act 2018, the UK GDPR, the General Data Protection Regulation (EU) 2016/679 (as the case may be), the Privacy and Electronic Communications (EC Directive) Regulations 2003 and the Data Protection (Guernsey) Law, 2017, in each case including any legally binding regulations, directions and orders issued from time to time under or in connection with any such law. The Registrar, the Company Secretary, Liberum and Numis Securities will only use such information for the purposes set out below (collectively, the "**Purposes**"), being to:
- (a) process its personal data (including special categories of personal data (as defined in applicable Data Protection Legislation)) as required for or in connection with the holding of Ordinary Shares and/or C Shares, including processing personal data in connection with credit and money laundering

checks on it and effecting the payment of dividends and other distributions to shareholders;

- (b) evaluating and complying with any anti-money laundering and combatting terrorist financing, regulatory and tax requirements in respect of the Company;
- (c) meeting the legal, regulatory, reporting and/or financial obligations of the Company in the UK or elsewhere;
- (d) communicate with it as necessary in connection with the proper running of its business affairs and generally in connection with the holding of Ordinary Shares and/or C Shares;
- (e) provide personal data to such third parties as are or shall be necessary in connection with the proper running of its business affairs and generally in connection with the holding of Ordinary Shares and/or C Shares or as the Data Protection Legislation may require, including to third parties outside the United Kingdom or the European Economic Area (subject to the use of a transfer mechanism which is approved at the relevant time by the European Commission or any other regulatory body which has or acquires the right to approve methods of transfer of personal data outside the UK); and
- (f) process its personal data for the purpose of their internal record-keeping and reporting obligations;

4.1.38 in providing Liberum, Numis Securities, the Registrar and the Company Secretary with information, and to the extent that such information relates to a third party procured by a Placee to subscribe for Ordinary Shares and/or C Shares and any nominee for any such persons, it hereby represents and warrants to Liberum, Numis Securities, the Registrar and the Company Secretary that it has obtained any necessary consents of any data subject whose data it has provided, to Liberum, Numis Securities, the Registrar and the Company Secretary and their respective associates holding and using their personal data for the Purposes (including, where required, the explicit consent of the data subjects for the processing of any personal data (including special categories of personal data (as defined in applicable Data Protection Legislation)) for the Purposes set out in paragraph 4.1.35 above) and will make the list of "Purposes" for which Liberum, Numis Securities, the Registrar and the Company Secretary will process the data (as set out in paragraph 4.1.37) of this Agreement) available to all data subjects whose personal data may be shared by it in the performance of this Agreement. For the purposes of this Part X, "data subject", "data controller", "data processor", "personal data" and "sensitive personal data" shall have the meanings attributed to them in the Data Protection Legislation;

4.1.39 if it is acting as a "distributor" (for the purposes of the UK MiFIR Product Governance Requirements and the MiFID II Product Governance Requirements):

- (i) it acknowledges that the Target Market Assessment undertaken by the Investment Adviser and the Joint Bookrunners does not constitute: (a) an assessment of suitability or appropriateness for the purposes of the UK MiFIR Product Governance Requirements or the MiFID II Product Governance Requirements; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Ordinary Shares and each distributor is responsible for undertaking its own target market assessment in respect of the Ordinary Shares or C Shares and determining appropriate distribution channels;
- (ii) notwithstanding any Target Market Assessment undertaken by the Investment Adviser and the Joint Bookrunners, it confirms that, other than where it is providing an execution-only service to investors, it has satisfied itself as to the appropriate knowledge, experience, financing situation, risk tolerance and objectives and needs of the investors to whom it plans to distribute the Ordinary Shares or C Shares and that it has considered the compatibility of the risk/reward profile of such Ordinary Shares or C Shares with the end target market; and

- (iii) it acknowledges that the price of the Ordinary Shares or C Shares may decline and investors could lose all or part of their investment; the Ordinary Shares or C Shares offer no guaranteed income and no capital protection; and an investment in the Ordinary Shares or C Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefore;
- 4.1.40 each of the Joint Bookrunners is entitled to exercise any of its rights under the Placing Agreement (including, without limitation, rights of termination) or any other right in its absolute discretion without any liability whatsoever to it;
- 4.1.41 the representations, undertakings and warranties contained in this Part IX and, as applicable, in the Contract Note or Placing Confirmation and the Placing Letter (if any), are irrevocable. It acknowledges that Liberum, Numis Securities and the Company and their respective affiliates will rely upon the truth and accuracy of the foregoing representations, warranties and undertakings and it agrees that if any of the representations or warranties or undertakings made or deemed to have been made by its subscription of the Ordinary Shares and/or C Shares under the Initial Placing and/or any Subsequent Placing are no longer accurate, it shall promptly notify Liberum, Numis Securities and the Company;
- 4.1.42 where it or any person acting on behalf of it is dealing with Liberum and/or Numis Securities any money held in an account with Liberum and/or Numis Securities on behalf of it and/or any person acting on behalf of it will not be treated as client money within the meaning of the relevant rules and regulations of the FCA which therefore will not require Liberum and/or Numis Securities to segregate such money, as that money will be held by Liberum and/or Numis Securities under a banking relationship and not as trustee;
- 4.1.43 any of its clients, whether or not identified to Liberum and/or Numis Securities (as applicable) will remain its sole responsibility and will not become clients of Liberum and/or Numis Securities (as applicable) for the purposes of the rules of the FCA or for the purposes of any other statutory or regulatory provision;
- 4.1.44 the allocation of Ordinary Shares or C Shares in respect of the Initial Placing and/or any Subsequent Placing shall be determined by the Company and Liberum, and that the Company may scale back any Placing Commitment on such basis as they may determine (which may not be the same for each Placee);
- 4.1.45 time shall be of the essence as regards its obligations to settle payment for the Ordinary Shares or C Shares subscribed under the Initial Placing and/or any Subsequent Placing and to comply with its other obligations under the Initial Placing and/or any Subsequent Placing;
- 4.1.46 it authorises Liberum and/or Numis Securities (as applicable) to deduct from the total amount subscribed under the Initial Placing and/or any Subsequent Placing, as applicable, the aggregate commission (if any) (calculated at the rate agreed with the Placee) payable on the number of Ordinary Shares or C Shares allocated under the Initial Placing and/or any Subsequent Placing, as applicable;
- 4.1.47 in the event that a supplementary prospectus is required to be produced pursuant to Article 23(1) of the UK Prospectus Regulation and in the event that it chooses to exercise any right of withdrawal pursuant to Article 23(2) of the UK Prospectus Regulation, such Placee will immediately re-subscribe for the Ordinary Shares and/or C Shares previously comprising its Placing Commitment;
- 4.1.48 the commitment to subscribe for Ordinary Shares and/or C Shares on the terms set out in this Part X and, as applicable, in the Contract Note or Placing Confirmation and the Placing Letter (if any) will continue notwithstanding any amendment that may in the future be made to the terms of the Initial Placing and/or any Subsequent Placing and that it will have no right to be consulted or require that its consent be

obtained with respect to the Company's conduct of the Initial Placing or any Subsequent Placing; and

4.1.49 it is capable of being categorised as a person who is a "professional client" or an "eligible counterparty" within the meaning of Chapter 3 of the FCA's Conduct of Business Sourcebook.

The Company, the Investment Adviser, the Registrar, Liberum and Numis Securities will rely upon the truth and accuracy of the foregoing representations, warranties, undertakings and acknowledgements. You agree to indemnify and hold each of the Company, the Investment Adviser, the Registrar, Liberum, Numis Securities and their respective affiliates harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of any breach of the representations, warranties, undertakings, agreements and acknowledgements in this Part X.

5. Purchase and Transfer Restrictions for US Persons

5.1 By participating in the Initial Placing or any Subsequent Placing, each Placee located within the US or is, or is acting for the account or benefit of, a US-person, as defined in Regulation S, acknowledges and agrees that it will (for itself and any person(s) procured by it to subscribe for Ordinary Shares or C Shares and any nominee(s) for any such person(s)) be further deemed to acknowledge, understand, undertake, represent and warrant to each of the Company, the Investment Adviser, the Registrar, Liberum and Numis Securities that:

5.1.1 it is a QIB, as defined in Rule 144A under the Securities Act, that is also a QP, as defined in Section 2(a)(51) of the Investment Company Act and has delivered to the Company and Liberum or Numis Securities (as applicable) a signed Investor Representation Letter;

5.1.2 it confirms that: (i) it was not formed for the purpose of investing in the Company; and (ii) it is acquiring an interest in the Ordinary Shares or C Shares for its own account as principal, or for the account of one or more other persons who are able to and who shall be deemed to make all of the representations and agreements in this section 5 and in the Investor Representation Letter and for whom it exercises sole investment discretion;

5.1.3 it understands that the Ordinary Shares and any C Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. Persons absent registration except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;

5.1.4 it acknowledges that the Company has not registered, and does not intend to register, as an investment company under the Investment Company Act and that the Company has put in place transfer and offering restrictions with respect to persons located in the United States and US persons (as defined in Regulation S) described herein so that the Company will qualify for the exemption provided under Section 3(c)(7) of the Investment Company Act and to ensure that the Company will not be required to register as an investment company;

5.1.5 it will not be entitled to the benefits of the Investment Company Act;

5.1.6 it is knowledgeable, sophisticated and experienced in business and financial matters and it fully understands the limitations on ownership and transfer and the restrictions on sales of the Ordinary Shares or C Shares ;

5.1.7 it is able to bear the economic risk of its investment in the Ordinary Shares and/or C Shares and is currently able to afford the complete loss of such investment and is aware that there are substantial risks incidental to the purchase of the Ordinary Shares and/or C Shares, including those summarised under the heading "Risk Factors" in this Prospectus;

5.1.8 unless the Company expressly consents in writing otherwise, no portion of the assets used to purchase, and no portion of the assets used to hold, the Ordinary Shares or

C Shares or any beneficial interest therein constitutes or will constitute the assets of: (i) an “employee benefit plan” as defined in Section 3(3) of the United States Employee Retirement Income Security Act of 1974 as amended (for the purposes of this Part X, “**ERISA**”) that is subject to Title I of ERISA; (ii) a “plan” as defined in Section 4975 of the United States Internal Revenue Code of 1986, as amended (for the purposes of this Part X, the “**U.S. Internal Revenue Code**”), including an individual retirement account or other arrangement that is subject to Section 4975 of the U.S. Internal Revenue Code; or (iii) an entity which is deemed to hold the assets of any of the foregoing types of plans, accounts or arrangements that is subject to Title I of ERISA or Section 4975 of the U.S. Internal Revenue Code. In addition, if a Placee is a governmental, church, non-U.S. or other employee benefit plan that is subject to any federal, state, local or non-U.S. law that is substantially similar to the provisions of Title I of ERISA or Section 4975 of the U.S. Internal Revenue Code, its purchase, holding, and disposition of the Ordinary Shares or C Shares must not constitute or result in a non-exempt violation of any such substantially similar law;

- 5.1.9 any Ordinary Shares or C Shares delivered to the Placee in certificated form will contain a legend substantially to the following effect unless otherwise determined by the Company in accordance with applicable law:

“THE SECURITY OF THE COMPANY REPRESENTED BY THIS CERTIFICATE HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE REOFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT AS PERMITTED BY THIS LEGEND. THE HOLDER HEREOF, BY ITS ACCEPTANCE OF THIS SECURITY, REPRESENTS, ACKNOWLEDGES AND AGREES THAT IT WILL NOT REOFFER, RESELL, PLEDGE OR OTHERWISE TRANSFER THIS SECURITY EXCEPT IN AN OFFSHORE TRANSACTION PURSUANT TO RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT (“REGULATION S”) TO A PERSON OUTSIDE THE UNITED STATES AND NOT KNOWN BY THE TRANSFEROR TO BE A US PERSON, IF EITHER (1) AT THE TIME THE BUY ORDER ORIGINATED THE TRANSFEREE WAS OUTSIDE THE UNITED STATES, OR THE TRANSFEROR AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVED THE TRANSFEREE WAS OUTSIDE THE UNITED STATES OR (2) THE SALE IS MADE IN A TRANSACTION EXECUTED IN A DESIGNATED OFFSHORE SECURITIES MARKET, AND TO A PERSON NOT KNOWN TO THE TRANSFEROR TO BE A US PERSON BY PRE-ARRANGEMENT OR OTHERWISE, AND UPON CERTIFICATION TO THAT EFFECT BY THE TRANSFEROR IN WRITING IN AN OFFSHORE TRANSACTION LETTER (IN THE FORM OF ANNEX I TO THE INVESTOR REPRESENTATION LETTER) OR ANOTHER FORM ACCEPTABLE TO THE ISSUER. THE TERMS “US PERSON“, “OFFSHORE TRANSACTION” AND “DESIGNATED OFFSHORE SECURITIES MARKET” HAVE THE MEANINGS SET FORTH IN REGULATION S. CHRYSALIS INVESTMENTS LIMITED HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE “INVESTMENT COMPANY ACT”).

THE HOLDER OF THIS SECURITY AND ANY SUBSEQUENT TRANSFEREE WILL BE DEEMED TO REPRESENT, WARRANT AND AGREE THAT (I) IT IS NOT, AND IS NOT ACTING ON BEHALF OF, A BENEFIT PLAN INVESTOR UNLESS IT ACQUIRES THE SECURITY ON OR PRIOR TO ADMISSION WITH THE WRITTEN CONSENT OF THE COMPANY, AND (II) (A) IF IT IS, OR IS ACTING ON BEHALF OF, A BENEFIT PLAN INVESTOR, ITS ACQUISITION, HOLDING AND DISPOSITION OF SUCH SECURITY DOES NOT AND WILL NOT CONSTITUTE OR RESULT IN A NON-EXEMPT PROHIBITED TRANSACTION UNDER THE UNITED STATES EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED (“ERISA”), OR SECTION 4975 OF THE UNITED STATES INTERNAL REVENUE CODE OF 1986 (THE “CODE”) AND (B) IF IT IS A GOVERNMENTAL, CHURCH, NON-US OR OTHER PLAN WHICH IS SUBJECT TO ANY FEDERAL, STATE, LOCAL OR NON-US LAW THAT IS SIMILAR TO THE PROHIBITED TRANSACTION

PROVISIONS OF SECTION 406 OF ERISA AND/OR SECTION 4975 OF THE CODE ("SIMILAR LAW"), (1) IT IS NOT, AND FOR SO LONG AS IT HOLDS SUCH SECURITY OR INTEREST THEREIN WILL NOT BE, SUBJECT TO ANY FEDERAL, STATE, LOCAL, NON-US OR OTHER LAWS OR REGULATIONS THAT COULD CAUSE THE UNDERLYING ASSETS OF THE COMPANY TO BE TREATED AS ASSETS OF A SHAREHOLDER BY VIRTUE OF ITS INTEREST IN THE SECURITY AND THEREBY SUBJECT THE COMPANY (OR ANY PERSONS RESPONSIBLE FOR THE INVESTMENT AND OPERATION OF THE COMPANY'S ASSETS) TO ANY SIMILAR LAW AND (2) ITS ACQUISITION, HOLDING AND DISPOSITION OF SUCH SECURITY WILL NOT CONSTITUTE OR RESULT IN A NON-EXEMPT VIOLATION OF ANY SIMILAR LAW AND (III) IT WILL AGREE TO CERTAIN TRANSFER RESTRICTIONS REGARDING ITS INTEREST IN SUCH SECURITIES. A "BENEFIT PLAN INVESTOR" MEANS (1) AN EMPLOYEE BENEFIT PLAN (AS DEFINED IN SECTION 3(3) OF ERISA), SUBJECT TO THE PROVISIONS OF PART 4 OF SUBTITLE B OF TITLE I OF ERISA, (2) A PLAN TO WHICH SECTION 4975 OF THE CODE APPLIES, OR (3) ANY ENTITY WHOSE UNDERLYING ASSETS INCLUDE PLAN ASSETS BY REASON OF SUCH EMPLOYEE BENEFIT PLAN'S OR PLAN'S INVESTMENT IN SUCH ENTITY.;

- 5.1.10 if in the future the Placee decides to offer, sell, transfer, assign or otherwise dispose of the Ordinary Shares or C Shares, it will do so only in an offshore transaction in compliance with Regulation S, provided it executes an Offshore Transaction Letter (in the form of Annex I to the Investor Representation Letter), and under circumstances which will not require the Company to register under the U.S. Investment Company Act. It acknowledges that any sale, transfer, assignment, pledge or other disposal made other than in compliance with such laws and the above stated restrictions will be subject to the compulsory transfer provisions as provided in the Articles (as amended from time to time);
- 5.1.11 the Company reserves the right to make inquiries of any holder of the Ordinary Shares and/or C Shares or interests therein at any time as to such person's status under the U.S. federal securities laws and to require any such person that has not satisfied the Company that holding by such person will not violate or require registration under the U.S. securities laws to transfer such Ordinary Shares and/or C Shares, or interests in accordance with the Articles (as amended from time to time);
- 5.1.12 the Company is required to comply with the U.S. Foreign Account Tax Compliance Act of 2010 and any regulations made thereunder or associated therewith (for the purposes of this Part X, "FATCA") and that the Company will follow FATCA's extensive reporting and withholding requirements. The Placee agrees to furnish any information and documents which the Company may from time to time request, including but not limited to information required under FATCA;
- 5.1.13 it is entitled to acquire the Ordinary Shares and/or C Shares, under the laws of all relevant jurisdictions which apply to it, it has fully observed all such laws and obtained all governmental and other consents which may be required thereunder and complied with all necessary formalities and it has paid all issue, transfer or other taxes due in connection with its acceptance in any jurisdiction of the Ordinary Shares and/or C Shares and that it has not taken any action, or omitted to take any action, which may result in the Company, the Investment Adviser, the Registrar, Liberum, Numis Securities or their respective directors, officers, agents, employees and advisers being in breach of the laws of any jurisdiction in connection with the Initial Issue or Placing Programme or its acceptance of participation in the Initial Placing and/or any Subsequent Placing;
- 5.1.14 it has received, carefully read and understands this Prospectus (and any supplementary prospectus issued by the Company), and has not, directly or indirectly, distributed, forwarded, transferred or otherwise transmitted this Prospectus (and any supplementary prospectus issued by the Company) or any other presentation or offering materials concerning the Ordinary Shares and/or the C Shares to or within the United States or to any U.S. Persons, nor will it do any of the foregoing; and

5.1.15 it understands that this Prospectus (and any supplementary prospectus issued by the Company) has been prepared according to the disclosure requirements of the United Kingdom, which are different from those of the United States.

6. Supply and Disclosure of Information

If Liberum, Numis Securities, the Registrar or the Company or any of their agents request any information about a Placee's agreement to subscribe for Ordinary Shares or C Shares under the Initial Placing and/or any Subsequent Placing, such Placee must promptly disclose it to them and ensure that such information is complete and accurate in all respects.

7. Miscellaneous

The rights and remedies of Liberum, Numis Securities, the Registrar, the Investment Adviser and the Company under these terms and conditions are in addition to any rights and remedies which would otherwise be available to each of them and the exercise or partial exercise of one will not prevent the exercise of others.

On application, if a Placee is an individual, that Placee may be asked to disclose in writing or orally, his nationality. If a Placee is a discretionary fund manager, that Placee may be asked to disclose in writing or orally the jurisdiction in which its funds are managed or owned. All documents provided in connection with the Initial Placing and/or any Subsequent Placing will be sent at the Placee's risk. They may be sent by post to such Placee at an address notified by such Placee to Liberum or Numis Securities (as applicable).

Each Placee agrees to be bound by the Articles (as amended from time to time) once the Ordinary Shares or C Shares, as applicable, which the Placee has agreed to subscribe for pursuant to the Initial Placing and/or any Subsequent Placing, have been acquired by the Placee. The contract to subscribe for Ordinary Shares or C Shares under the Initial Placing and/or any Subsequent Placing and the appointments and authorities mentioned in this Prospectus and all disputes and claims arising out of or in connection with its subject matter or formations (including non-contractual disputes or claims) will be governed by, and construed in accordance with, the laws of England and Wales. For the exclusive benefit of Liberum, Numis Securities, the Company, the Investment Adviser and the Registrar, each Placee irrevocably submits to the jurisdiction of the courts of England and Wales and waives any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum. This does not prevent an action being taken against a Placee in any other jurisdiction.

In the case of a joint agreement to subscribe for Ordinary Shares or C Shares under the Initial Placing and/or any Subsequent Placing, references to a "Placee" in these terms and conditions are to each of the Placees who are a party to that joint agreement and their liability is joint and several.

Liberum and the Company expressly reserve the right to modify the Initial Placing and/or any Subsequent Placing (including, without limitation, its timetable and settlement) at any time before allocations are determined. The Initial Placing and/or any Subsequent Placing are subject to the satisfaction of the conditions contained in the Placing Agreement and to the Placing Agreement not having been terminated. Further details of the terms of the Placing Agreement are contained in Part IX of this Prospectus.

Part XI

Terms and Conditions of Application under the Offer for Subscription

1. Introduction

If you apply for Ordinary Shares under the Offer for Subscription, you will be agreeing with the Company, the Registrar and the Receiving Agent to the terms and conditions of application set out below.

2. Offer to acquire Ordinary Shares

Your application must be made on the Offer for Subscription Application Form attached at the end of this Prospectus or as may be otherwise published by the Company. By completing and delivering an Offer for Subscription Application Form, you, as the applicant, and, if you sign the Offer for Subscription Application Form on behalf of another person or a corporation, that person or corporation:

- (a) offer to subscribe for such number of Ordinary Shares at £2.05 per Ordinary Share as may be purchased by the subscription amount specified in Box 1 on your Offer for Subscription Application Form (being a minimum of £1,000) or any smaller number for which such application is accepted at the Initial Issue Price on the terms, and subject to the conditions, set out in this Prospectus, including these terms and conditions of application and the Articles;
- (b) agree that, in consideration of the Company agreeing that it will not, prior to the date of Admission, offer for subscription any Ordinary Shares to any person other than by means of the procedures referred to in this Prospectus, your application may not be revoked otherwise than in accordance with your statutory rights under Article 23(2) of the UK Prospectus Regulation and that this paragraph shall constitute a collateral contract between you and the Company which will become binding upon despatch by post to, or in the case of delivery by hand, on receipt by the Receiving Agent of, your Offer for Subscription Application Form;
- (c) undertake to pay the amount specified in Box 1 on your Offer for Subscription Application Form in full on application and warrant that the remittance accompanying your Offer for Subscription Application Form will be honoured on first presentation and agree that if such remittance is not so honoured you will not be entitled to receive the share certificates for the Ordinary Shares applied for in certificated form or be entitled to commence dealing in the Ordinary Shares applied for in uncertificated form or to enjoy or receive any rights in respect of such Ordinary Shares unless and until you make payment in cleared funds for such Ordinary Shares and such payment is accepted by the Receiving Agent (which acceptance shall be in its absolute discretion and on the basis that you indemnify the Receiving Agent and the Company against all costs, damages, losses, expenses and liabilities arising out of, or in connection with, the failure of your remittance to be honoured on first presentation) and the Company may (without prejudice to any other rights it may have) void the agreement to allot the Ordinary Shares and may allot them to some other person, in which case you will not be entitled to any refund or payment in respect thereof (other than the refund by way of a cheque, in your favour, at your risk, for an amount equal to the proceeds of the remittance which accompanied your Offer for Subscription Application Form, without interest);
- (d) agree that where on your Offer for Subscription Application Form a request is made for Ordinary Shares to be deposited into a CREST Account: (i) the Receiving Agent may in its absolute discretion amend the Offer for Subscription Application Form so that such Ordinary Shares may be issued in certificated form registered in the name(s) of the holders specified in your Offer for Subscription Application Form (and you acknowledge that the Receiving Agent will so amend the Offer for Subscription Application Form if there is any delay in satisfying the identity of the applicant or the owner of the CREST Account or in receiving your remittance in cleared funds); and (ii) the Receiving Agent or the Company may authorise your financial adviser or whomever he may direct to send a document of title for or credit your CREST account in respect of the number of Ordinary Shares for which your application is accepted, and/or a crossed cheque for any monies returnable, by post at your risk to your address set out on your Offer for Subscription Application Form;

- (e) agree, in respect of applications for Ordinary Shares in certificated form (or where the Receiving Agent exercises its discretion pursuant to paragraph 2(d) above to issue Ordinary Shares in certificated form), that any share certificate to which you or, in the case of joint applicants, any of the persons specified by you in your Offer for Subscription Application Form may become entitled or pursuant to paragraph 2(d) above (and any monies returnable to you) may be retained by the Receiving Agent:
 - (i) pending clearance of your remittance;
 - (ii) pending investigation of any suspected breach of the warranties contained in paragraph 6 below or any other suspected breach of these terms and conditions of application; or
 - (iii) pending any verification of identity which is, or which the Receiving Agent considers may be, required for the purpose of Guernsey AML Requirements; and
 - (iv) any interest accruing on such retained monies shall accrue to and for the benefit of the Company;
- (f) agree, on the request of the Receiving Agent, to disclose promptly in writing to it such information as the Receiving Agent may request in connection with your application and authorise the Receiving Agent to disclose any information relating to your application which it may consider appropriate;
- (g) agree that, if evidence of identity satisfactory to the Receiving Agent is not provided to the Receiving Agent within a reasonable time (in the opinion of the Company) following a request therefor, the Company or the Receiving Agent may terminate the agreement with you to allot Ordinary Shares and, in such case, the Ordinary Shares which would otherwise have been allotted to you may be reallocated or sold to some other party and the lesser of your application monies or such proceeds of sale (as the case may be, with the proceeds of any gain derived from a sale accruing to the Company) will be returned to the bank account on which the payment accompanying the application was first drawn without interest and at your risk;
- (h) warrant and confirm that:
 - (i) you are not a person engaged in money laundering;
 - (ii) none of the monies or assets transferred or to be transferred to (or for the account of) the Company and its agents for the purposes of the subscription are or will be the proceeds of criminal activities or activities that would be criminal if carried out in the United Kingdom; and
 - (iii) you are not a prohibited individual or entity or resident in a prohibited country or territory listed on the United States Department of Treasury's Office of Foreign Assets Control ("**OFAC**") website and that you are not directly or indirectly affiliated with any country, territory, individual or entity named on an OFAC list or prohibited by any OFAC sanctions programmes;
- (i) represent and warrant to the Company that, where you are acting as a nominee on behalf of a retail investor based in the UK, you have delivered a hard copy of the Key Information Document to each retail investor on whose behalf you are accepting the Offer for Subscription prior to receipt of each such investor's instruction to accept the Offer for Subscription;
- (j) undertake to ensure that, in the case of an Offer for Subscription Application Form signed by someone else on your behalf, the original of the relevant power of attorney (or a complete copy certified by a solicitor or notary) is enclosed with your Offer for Subscription Application Form together with full identity documents for the person so signing;
- (k) undertake to pay interest at the rate described in paragraph 3(c) below if the remittance accompanying your Offer for Subscription Application Form is not honoured on first presentation;
- (l) authorise the Receiving Agent to procure that there be sent to you definitive certificates in respect of the number of Ordinary Shares for which your application is accepted or if you have completed Box 7 on your Offer for Subscription Application Form, but subject to

paragraph 2(d) above, to deliver the number of Ordinary Shares for which your application is accepted into CREST, and/or to return any monies returnable by cheque in your favour without interest and at your risk;

- (m) confirm that you have read and complied with paragraph 8 of this Part XI;
- (n) agree that all subscription cheques and payments will be processed through a bank account (the “**Acceptance Account**”) in the name of “Chrysalis Investments Limited” opened with the Receiving Agent;
- (o) acknowledge that any personal data supplied by an Offer for Subscription Applicant or on his behalf, shall be processed in accordance with the data collection notice which is set out on page 27 of the Prospectus; and
- (p) agree that your Offer for Subscription Application Form is addressed to the Company and the Receiving Agent.

Any application may be rejected in whole or in part at the sole discretion of the Company.

3. Acceptance of your Offer

- (a) The Company may accept your offer to subscribe (if your application is received, valid (or treated as valid), processed and not rejected) by notifying acceptance to the Receiving Agent, or the Receiving Agent may accept your offer on behalf of the Company.
- (b) The basis of allocation will be determined by the Company and Liberum. The right is reserved notwithstanding the basis as so determined to reject in whole or in part and/or scale back any application. The right is reserved to treat as valid any application not complying fully with these terms and conditions of application or not in all respects completed or delivered in accordance with the instructions accompanying the Offer for Subscription Application Form. In particular, but without limitation, the Company may accept an application made otherwise than by completion of an Offer for Subscription Application Form where you have agreed with the Company in some other manner to apply in accordance with these terms and conditions of application. The Company and Receiving Agent reserve the right (but shall not be obliged) to accept Offer for Subscription Application Forms and accompanying remittances which are received otherwise than in accordance with these terms and conditions of application.
- (c) The Receiving Agent will present all cheques and banker’s drafts for payment on receipt and will retain documents of title and surplus monies pending clearance of successful Offer for Subscription applicants’ payment. The Receiving Agent may, as agent of the Company, require you to pay interest or its other resulting costs (or both) if the payment accompanying your application is not honoured on first presentation. If you are required to pay interest you will be obliged to pay the amount determined by the Receiving Agent, to be the interest on the amount of the payment from the date on which all payments in cleared funds are due to be received until the date of receipt of cleared funds. The rate of interest will be the then published bank base rate of a clearing bank selected by the Receiving Agent plus 2 per cent. per annum. The right is also reserved to reject in whole or in part, or to scale down or limit, any application.
- (d) The Company reserves the right in its absolute discretion (but shall not be obliged) to accept applications for less than the minimum subscription of £1,000.

4. Conditions

- (a) The contracts created by the acceptance of applications (in whole or in part) under the Offer for Subscription will be conditional upon:
 - (i) Initial Admission occurring by 8.00 a.m. on 30 March 2021 (or such later date as the Company and Liberum may agree, being not later than 8.00 a.m. on 30 May 2021); and
 - (ii) the Placing Agreement becoming otherwise unconditional in all respects (save for any condition relating only to the Placing Programme) and not having been terminated on or before Initial Admission.

- (b) You will not be entitled to exercise any remedy of rescission for innocent misrepresentation (including pre-contractual representations) at any time after acceptance. This does not affect any other right you may have.

5. Return of application monies

Where application monies have been banked and/or received, if any application is not accepted in whole, or is accepted in part only, or if any contract created by acceptance does not become unconditional, the application monies or, as the case may be, the balance of the amount paid on application will be returned without interest and after the deduction of any applicable bank charges by returning your cheque, or by crossed cheque in your favour, by post at the risk of the person(s) entitled thereto. In the meantime, application monies will be retained by the Receiving Agent in a separate account.

6. Warranties

By completing an Offer for Subscription Application Form, you:

- (a) warrant that, if you sign the Offer for Subscription Application Form on behalf of somebody else or on behalf of a corporation, you have due authority to do so on behalf of that other person and that such other person will be bound accordingly and will be deemed also to have given the confirmations, warranties and undertakings contained in these terms and conditions of application and undertake to enclose your power of attorney or other authority or a complete copy thereof duly certified by a solicitor or notary;
- (b) warrant that you are a resident of, and are located for the purposes of the Offer for Subscription in the United Kingdom and no other jurisdiction;
- (c) warrant, if the laws of any territory or jurisdiction outside Guernsey or the United Kingdom are applicable to your application, that you have complied with all such laws, obtained all governmental and other consents which may be required, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with your application in any territory and that you have not taken any action or omitted to take any action which will result in the Company, Liberum, Numis Securities or the Receiving Agent, or any of their respective officers, agents or employees, acting in breach of the regulatory or legal requirements, directly or indirectly, of any territory or jurisdiction outside Guernsey or the United Kingdom in connection with the Offer for Subscription in respect of your application;
- (d) confirm that in making an Offer for Subscription Application you are not relying on any information or representations in relation to the Company other than those contained in this Prospectus and any supplementary prospectus published by the Company prior to Initial Admission (on the basis of which alone your application is made) and accordingly you agree that no person responsible solely or jointly for this Prospectus, any supplementary prospectus or any part thereof shall have any liability for any such other information or representation;
- (e) agree that, having had the opportunity to read this Prospectus, you shall be deemed to have had notice of all information and representations contained therein;
- (f) acknowledge that no person is authorised in connection with the Offer for Subscription to give any information or make any representation other than as contained in this Prospectus and any supplementary prospectus published by the Company prior to Initial Admission and, if given or made, any information or representation must not be relied upon as having been authorised by the Company, Liberum, Numis Securities or the Receiving Agent;
- (g) warrant that you are not under the age of 18 on the date of your application;
- (h) agree that all documents and monies sent by post to, by or on behalf of the Company or the Receiving Agent, will be sent at your risk and, in the case of documents and returned application cheques and payments to be sent to you, may be sent to you at your address (or, in the case of joint holders, the address of the first-named holder) as set out in your Offer for Subscription Application Form;

- (i) confirm that you have reviewed the restrictions contained in paragraph 8 of this Part XI below and warrant, to the extent relevant, that you (and any person on whose behalf you apply) comply or have complied with the provisions therein;
- (j) agree that, in respect of those Ordinary Shares for which your Offer for Subscription Application Form has been received and processed and not rejected, acceptance of your Offer for Subscription Application Form shall be constituted by the Company instructing the Registrar to enter your name on the register of members of the Company;
- (k) agree that all applications, acceptances of applications and contracts resulting therefrom under the Offer for Subscription (including any non-contractual obligations arising under or in connection therewith) shall be governed by and construed in accordance with English Law and that you submit to the exclusive jurisdiction of the English Courts and agree that nothing shall limit the right of the Company to bring any action, suit or proceedings arising out of or in connection with any such applications, acceptances of applications and contracts in any other manner permitted by law or in any court of competent jurisdiction;
- (l) irrevocably authorise the Company, or the Receiving Agent or any other person authorised by any of them, as your agent, to do all things necessary to effect registration of any Ordinary Shares subscribed by or issued to you into your name and authorise any representatives of the Company and/or the Receiving Agent to execute any documents required therefor and to enter your name on the register of members of the Company;
- (m) agree to provide the Company and the Receiving Agent with any information which they may request in connection with your application or to comply with any other relevant legislation (as the same may be amended from time to time) including without limitation satisfactory evidence of identity to ensure compliance with the Guernsey AML Requirements;
- (n) agree that the Receiving Agent is acting for the Company in connection with the Offer for Subscription and for no-one else and that it will not treat you as its customer by virtue of such application being accepted or owe you any duties or responsibilities concerning the price of the Ordinary Shares or concerning the suitability of the Ordinary Shares for you or be responsible to you for providing the protections afforded to its customers;
- (o) unless otherwise agreed in writing with the Company, no portion of the assets used to purchase, and no portion of the assets used to hold, the Ordinary Shares or any beneficial interest therein constitutes or will constitute the assets of: (i) an "employee benefit plan" as defined in Section 3(3) of ERISA that is subject to Title I of ERISA; (ii) a "plan" as defined in Section 4975 of the Internal Revenue Code, including an individual retirement account or other arrangement that is subject to Section 4975 of the Internal Revenue Code; or (iii) an entity which is deemed to hold the assets of any of the foregoing types of plans, accounts or arrangements that is subject to Title I of ERISA or Section 4975 of the Internal Revenue Code. In addition, if a Placee is a governmental, church, non-US or other employee benefit plan that is subject to any federal, state, local or non-US law that is substantially similar to the provisions of Title I of ERISA or Section 4975 of the Internal Revenue Code, its purchase, holding, and disposition of the Ordinary Shares must not constitute or result in a non-exempt violation of any such substantially similar law;
- (p) warrant that you are not subscribing for the Ordinary Shares using a loan which would not have been given to you or any associate or not given to you on such favourable terms, if you had not been proposing to subscribe for the Ordinary Shares;
- (q) warrant that the information contained in your Offer for Subscription Application Form is true and accurate; and
- (r) agree that if you request that Ordinary Shares are issued to you on a date other than Initial Admission and such Ordinary Shares are not issued on such date that the Company and its agents and Directors will have no liability to you arising from the issue of such Ordinary Shares on a different date.

7. Money laundering

- (a) You agree that, in order to ensure compliance with the UK Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (where applicable) and the Guernsey AML Requirements, the Receiving Agent may at its absolute

discretion require verification of identity from any person lodging an Application Form. Submission of an Application Form with the appropriate remittance will constitute a warranty to each of the Company, the Registrar and the Receiving Agent from the Applicant that the Money Laundering Regulations will not be breached by application of such remittance. The verification of identity requirements will not usually apply:

- (i) if the Applicant is an organisation required to comply with the Money Laundering Directive (2015/849/EC of the European Parliament and of the EC Council of 20 May 2015 on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing); or
 - (ii) if the Applicant is a regulated United Kingdom broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations; or
 - (iii) if the aggregate subscription price for the offered Ordinary Shares is less than £11,200.
- (b) Failure to provide the necessary evidence of identity (in a manner satisfactory to the Company and its agents, including in respect of the manner of its certification) may result in application(s) being rejected or delays in the authorisation of documents.
- (c) Without prejudice to the generality of paragraph 7(a) above, verification of the identity of applicants may be required if the total subscription price of the Ordinary Shares applied for, whether in one or more applications, exceeds the Pounds Sterling equivalent of €15,000. If in such circumstances, you use a building society cheque, banker's draft or money order, you should ensure that the bank or building society enters the name, address and account number of the person whose account is being debited on the reverse of the cheque, banker's draft or money order and add its stamp. If in such circumstances, you use a cheque drawn by a third party, you may be requested to provide a copy of your passport or driving licence certified by a solicitor and/or a recent original bank or building society statement or utility bill in your name and showing your current address (which originals will be returned by post at the applicant's risk).
- (d) For Offer for Subscription Applicants sending subscription monies by electronic bank transfer (CHAPS), payment must be made for value by 11.00 a.m. on 24 March 2021. Any applicant wishing to pay by CHAPs should contact Computershare by email at OFSPaymentQueries@computershare.co.uk. Computershare will provide bank account details for the payment and a reference number which should be included with the payment instruction.
- (e) The Receiving Agent cannot take responsibility for identifying payments without a unique reference nor where a payment has been received but without an accompanying Offer for Subscription Application Form.
- (f) You should endeavour to have the certificate contained in Box 8 of the Offer for Subscription Application Form signed by an appropriate firm as described in that Box.

8. Overseas Investors

8.1 The attention of potential investors who are not resident in, or who are not citizens of, the United Kingdom is drawn to paragraphs 8.1(a) to 8.1(e) below:

- (a) The offer of Ordinary Shares under the Offer for Subscription to persons who are resident in, or citizens of, countries other than the United Kingdom ("**Overseas Investors**") may be affected by the law of the relevant jurisdictions. Such persons should consult their professional advisers as to whether they require any government or other consents or need to observe any applicable legal requirements to enable them to subscribe for Ordinary Shares under the Offer for Subscription. It is the responsibility of all Overseas Investors receiving this Prospectus and/or wishing to subscribe for the Ordinary Shares under the Offer for Subscription, to satisfy themselves as to full observance of the laws of any relevant territory or jurisdiction in connection therewith, including obtaining all necessary governmental or other consents that may be required and observing all other formalities requiring to be observed and paying any issue, transfer or other taxes due in such territory.

- (b) No person receiving a copy of this Prospectus in any territory other than the United Kingdom may treat the same as constituting an offer or invitation to him, unless in the relevant territory such an offer can lawfully be made to him without compliance with any further registration or other legal requirements.
- (c) None of the Ordinary Shares have been or will be registered under the laws of Australia, Canada, Japan or the Republic of South Africa or other political subdivision of Australia, Canada, Japan, or the Republic of South Africa. Accordingly, unless an exemption under such laws is applicable, the Ordinary Shares may not be offered, sold or delivered, directly or indirectly, within Australia, Canada, Japan or the Republic of South Africa (as the case may be). If you subscribe for Ordinary Shares you will, unless the Company agrees otherwise in writing, be deemed to represent and warrant to the Company that you are not a resident of Australia, Canada, Japan or the Republic of South Africa or a corporation, partnership or other entity organised under the laws of Australia or Canada (or any political subdivision of any of them), Japan or the Republic of South Africa and that you are not subscribing for such Ordinary Shares for the account of any resident of Australia, Canada, Japan, or the Republic of South Africa and will not offer, sell, renounce, transfer or deliver, directly or indirectly, any of the Ordinary Shares in or into Australia, Canada, Japan or the Republic of South Africa or to any resident in Australia, Canada, Japan or the Republic of South Africa. No application will be accepted if it shows the applicant, payor or a prospective holder having an address in Australia, Canada, Japan or the Republic of South Africa.
- (d) Persons (including, without limitation, nominees and trustees) receiving this Prospectus should not distribute or send it to any US person or in or into the United States, Australia, Canada, Japan or the Republic of South Africa or their respective territories of possessions or any other jurisdictions where to do so would or might contravene local securities laws or regulations.
- (e) The Company reserves the right to treat as invalid any agreement to subscribe for Ordinary Shares pursuant to the Offer for Subscription if it appears to the Company or its agents to have been entered into in a manner that may involve a breach of the securities legislation of any jurisdiction.

9. Miscellaneous

- (a) To the extent permitted by law, all representations, warranties and conditions, express or implied and whether statutory or otherwise (including, without limitation, pre-contractual representations but excluding any fraudulent representations), are expressly excluded in relation to the Ordinary Shares and the Offer for Subscription.
- (b) The rights and remedies of the Company and the Receiving Agent under these Terms and Conditions of Application are in addition to any rights and remedies which would otherwise be available to any of them and the exercise or partial exercise of one will not prevent the exercise of others.
- (c) The Company may agree with Liberum to shorten or extend the closing time of the Offer for Subscription from 11.00 a.m. on 24 March 2021 (provided that if the closing time is extended this Prospectus remains valid at the closing time as extended) by giving notice to the London Stock Exchange. The Company will notify investors via an RIS and any other manner, having regard to the requirements of the London Stock Exchange.
- (d) The Company may terminate the Offer for Subscription in its absolute discretion at any time prior to Initial Admission. If such right is exercised, the Offer for Subscription will lapse and any monies will be returned as indicated without interest.
- (e) The dates and times referred to in these Terms and Conditions of Application may be altered by the Company so as to be consistent with the Placing Agreement (as the same may be altered from time to time in accordance with its terms).
- (f) Save where the context requires otherwise, terms used in these Terms and Conditions of the Offer for Subscription bear the same meaning as used elsewhere in this Prospectus.

Part XII

Terms and Conditions of the Open Offer

1. Introduction

The new Ordinary Shares are only suitable for investors who understand the potential risk of capital loss and that there may be limited liquidity in the underlying investments of the Company, for whom an investment in new Ordinary Shares is part of a diversified investment programme and who fully understand and are willing to assume the risks involved in such an investment programme.

In the case of a joint application, references to you in these Terms and Conditions are to each of you, and your liability is joint and several. Please ensure you read these terms and conditions in full before completing the Open Offer Application Form or sending a USE instruction in CREST.

The Record Date for entitlements under the Open Offer for Qualifying CREST Shareholders and Qualifying Non-CREST Shareholders is close of business on 8 March 2021. Open Offer Application Forms are expected to be posted to Qualifying Non-CREST Shareholders on or around 10 March 2021 and Open Offer Entitlements are expected to be credited to stock accounts of Qualifying CREST Shareholders in CREST as soon as possible on 10 March 2021. The latest time and date for receipt of completed Open Offer Application Forms and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate) is expected to be 11.00 a.m. on 24 March 2021 with Initial Admission and commencement of dealings in new Ordinary Shares issued under the Initial Issue expected to take place at 8.00 a.m. on 30 March 2021.

This Part XII and, for Qualifying Non-CREST Shareholders only, the Open Offer Application Form contain the formal terms and conditions of the Open Offer. Your attention is drawn to paragraph 4 of these Terms and Conditions which gives details of the procedure for application and payment for the new Ordinary Shares. The attention of Overseas Shareholders is drawn to paragraph 6 of these Terms and Conditions.

The new Ordinary Shares will, when issued and fully paid, rank equally in all respects with Existing Ordinary Shares, including the right to receive all dividends or other distributions made, paid or declared, if any, by reference to a record date after the date of their issue.

Applications will be made to the UK Listing Authority for the new Ordinary Shares to be admitted to the premium segment of the Official List and to the London Stock Exchange for the new Ordinary Shares to be admitted to trading on the Main Market of the London Stock Exchange.

The Open Offer is an opportunity for Qualifying Shareholders to apply for, in aggregate, 80,186,322 new Ordinary Shares *pro rata* to their current holdings at the Initial Issue Price of £2.05 per new Ordinary Share in accordance with these Terms and Conditions.

The Excess Application Facility is an opportunity for Qualifying Shareholders who have applied for all of their Open Offer Entitlements to apply for additional new Ordinary Shares. The Excess Application Facility will comprise such number of new Ordinary Shares, if any, which in their absolute discretion (after consultation with the Joint Bookrunners and the Investment Adviser) the Directors determine to make available under the Excess Application Facility, which may include any new Ordinary Shares which are not taken up by Qualifying Shareholders pursuant to their Open Offer Entitlements, fractional entitlements under the Open Offer which have been aggregated and any new Ordinary Shares which would otherwise have been available under the Initial Placing, the Initial Offer for Subscription or the Intermediaries Offer but which the Directors determine to allocate to the Excess Application Facility (including any additional new Ordinary Shares which may be made available under the Initial Issue if the Directors exercise their discretion to increase the size of the Initial Issue).

There is no limit on the amount of new Ordinary Shares that can be applied for by Qualifying Shareholders under the Excess Application Facility, save that the maximum amount of new Ordinary Shares to be allotted under the Excess Application Facility shall be limited by the maximum size of the Initial Issue (as may be increased by the Directors) less new Ordinary Shares issued under the Open Offer pursuant to Qualifying Shareholders' Open Offer Entitlements that are taken up and any new Ordinary Shares that the Directors determine to issue under the Initial Placing, the Initial Offer for Subscription and the Intermediaries Offer.

Qualifying Shareholders should note that there is no assurance that any new Ordinary Shares will be allocated to the Excess Application Facility and applications under the Excess Application Facility shall be allocated in such manner as the Directors may determine in their absolute discretion. Accordingly, no assurance can be given that the applications by Qualifying Shareholders under the Excess Application Facility will be met in full, or in part or at all.

Any Qualifying Shareholder who has sold or transferred all or part of his/her registered holding(s) of Existing Ordinary Shares prior to close of business on 8 March 2021, being the ex-entitlement date, is advised to consult his or her stockbroker, bank or other agent through, or to whom, the sale or transfer was effected as soon as possible since the invitation to apply for new Ordinary Shares under the Open Offer may be a benefit which may be claimed from him/her by the purchaser(s) under the rules of the London Stock Exchange.

2. The Open Offer

Subject to the Terms and Conditions (and, in the case of Qualifying Non-CREST Shareholders, in the Open Offer Application Form), Qualifying Shareholders are being given the opportunity to apply for any number of new Ordinary Shares at the Initial Issue Price (payable in full on application and free of all expenses) up to a maximum of their Open Offer Entitlement which shall be calculated on the basis of:

1 new Ordinary Share(s) for every 5 Existing Ordinary Shares

registered in the name of each Qualifying Shareholder on the Record Date and so in proportion for any other number of Existing Ordinary Shares then registered.

Fractions of new Ordinary Shares will not be issued to Qualifying Shareholders in the Open Offer. Open Offer Entitlements will be rounded down to the nearest whole number and any fractional entitlements to new Ordinary Shares will be disregarded in calculating Open Offer Entitlements. All fractional entitlements will be aggregated and allocated at the absolute discretion of the Directors (after consultation with the Joint Bookrunners and the Investment Adviser) to the Initial Placing, the Offer for Subscription, the Intermediaries Offer and/or the Excess Application Facility. Accordingly, Qualifying Shareholders with fewer than 5 Existing Ordinary Shares will not receive an Open Offer Entitlement but may apply for Excess Shares under the Excess Application Facility.

Applications by Qualifying Shareholders will be satisfied in full up to the amount of their individual Open Offer Entitlement.

Qualifying Shareholders may apply to acquire less than their Open Offer Entitlement should they so wish. In addition, Qualifying Shareholders may apply to acquire Excess Shares using the Excess Application Facility. Please refer to paragraphs 4.1(c) and 4.2(c) of these Terms and Conditions for further details of the Excess Application Facility.

Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Open Offer, as will holdings under different designations and in different accounts.

If you are a Qualifying Non-CREST Shareholder, the Open Offer Application Form shows the number of Existing Ordinary Shares registered in your name on the Record Date (in Box 1).

Qualifying CREST Shareholders will have new Ordinary Shares representing their Open Offer Entitlement credited to their stock accounts in CREST and should refer to paragraph 4.2 of these Terms and Conditions and also to the CREST Manual for further information on the relevant CREST procedures.

The Open Offer Entitlement, in the case of Qualifying Non-CREST Shareholders, is equal to the number of new Ordinary Shares shown in Box 2 on the Open Offer Application Form or, in the case of Qualifying CREST Shareholders, is equal to the number of the new Ordinary Shares representing their Open Offer Entitlement standing to the credit of their stock account in CREST.

The Excess Application Facility enables Qualifying Shareholders to apply for any whole number of additional new Ordinary Shares in excess of their Open Offer Entitlement. Qualifying Non-CREST Shareholders who wish to apply to subscribe for more than their Open Offer Entitlement should complete Box 5 on the Open Offer Application Form.

The Directors have absolute discretion (after consultation with the Joint Bookrunners and the Investment Adviser) to determine the basis of allocation of new Ordinary Shares within and between the Initial Placing, the Initial Offer for Subscription, the Intermediaries Offer and the Excess Application Facility and applications under the Initial Placing, the Initial Offer for Subscription, the Intermediaries Offer and/or the Excess Application Facility may be scaled back accordingly. No assurance can be given that the applications by Qualifying Shareholders under the Excess Application Facility will be met in full, or in part or at all.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Qualifying Non-CREST Shareholders should also note that their respective Open Offer Application Forms are not negotiable documents and cannot be traded.

Qualifying CREST Shareholders should note that, although the new Ordinary Shares representing their Open Offer Entitlements and Excess CREST Open Offer Entitlements will be credited to CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's Claims Processing Unit. New Ordinary Shares not applied for under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer and Qualifying Shareholders who do not apply to take up new Ordinary Shares available under the Open Offer will have no rights under the Open Offer. Any new Ordinary Shares which are not applied for in respect of the Open Offer may be allotted to Qualifying Shareholders to meet any valid applications under the Excess Application Facility or may be issued to the subscribers under the Initial Placing, the Initial Offer for Subscription or the Intermediaries Offer, with the proceeds retained for the benefit of the Company.

Application will be made for the Open Offer Entitlements and Excess CREST Open Offer Entitlements to be credited to Qualifying CREST Shareholders' CREST accounts. The Open Offer Entitlements and Excess CREST Open Offer Entitlements are expected to be credited to CREST accounts as soon as possible on 10 March 2021. The Existing Ordinary Shares are already admitted to CREST. No further application for admission to CREST is accordingly required for the new Ordinary Shares. All such shares, when issued and fully paid, may be held and transferred by means of CREST. Application has been made for the Open Offer Entitlements and Excess CREST Open Offer Entitlements to be admitted to CREST.

3. Conditions and further terms of the Open Offer

The contract created by the acceptance of an Open Offer Application Form or a USE instruction will be conditional on:

- (a) Initial Admission occurring by 8.00 a.m. on 30 March 2021 (or such later date as the Company and Liberum may agree, being not later than 8.00 a.m. on 30 May 2021); and
- (b) the Placing Agreement becoming otherwise unconditional in all respects (save for any condition relating only to the Placing Programme) and not having been terminated on or before Initial Admission.

Accordingly, if these conditions are not satisfied or waived (where capable of waiver), the Initial Issue will not proceed and any applications under the Open Offer made by Qualifying Shareholders will be rejected. In such circumstances, application monies will be returned (at the applicant's sole risk), without payment of interest, as soon as practicable thereafter.

No temporary documents of title will be issued in respect of new Ordinary Shares under the Open Offer held in certificated form. Definitive certificates in respect of new Ordinary Shares taken up are expected to be posted to those Qualifying Shareholders who have validly elected to hold their new Ordinary Shares in certificated form in the week commencing 12 April 2021. In respect of those Qualifying Shareholders who have validly elected to hold their new Ordinary Shares in uncertificated form, the new Ordinary Shares are expected to be credited to their stock accounts maintained in CREST on 30 March 2021.

Applications will be made for the new Ordinary Shares to be listed on the premium segment of the Official List and to be admitted to trading on the Main Market of the London Stock Exchange. Initial Admission is expected to occur on 30 March 2021, when dealings in the new Ordinary Shares are expected to begin. All monies received by the Registrar in respect of new Ordinary Shares will be placed on deposit in a non-interest bearing account by the Receiving Agent.

If for any reason it becomes necessary to adjust the expected timetable as set out in this Prospectus, the Company will make an appropriate announcement to a Regulatory Information Service giving details of the revised dates. In particular, the Directors have the discretion to extend the last time and/or date for applications under the Open Offer (but to not later than 30 May 2021), and any such extension will not affect applications already made, which will continue to be irrevocable.

4. Procedure for application and payment

The action to be taken by you in respect of the Open Offer depends on whether, at the relevant time, you have an Open Offer Application Form in respect of your entitlement under the Open Offer or you have new Ordinary Shares representing your Open Offer Entitlement and Excess CREST Open Offer Entitlement credited to your CREST stock account in respect of such entitlement.

Qualifying Shareholders who hold their Existing Ordinary Shares in certificated form will be issued new Ordinary Shares in certificated form. Qualifying Shareholders who hold part of their Existing Ordinary Shares in uncertificated form will be issued new Ordinary Shares in uncertificated form to the extent that their entitlement to new Ordinary Shares arises as a result of holding Existing Ordinary Shares in uncertificated form. However, it will be possible for Qualifying Shareholders to deposit Open Offer Entitlements into, and withdraw them from, CREST. Further information on deposit and withdrawal from CREST is set out in paragraph 4.2(g) of these Terms and Conditions.

CREST sponsored members should refer to their CREST sponsor, as only their CREST sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the Open Offer Entitlements and Excess CREST Open Offer Entitlements of such members held in CREST. CREST members who wish to apply under the Open Offer in respect of their Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST should refer to the CREST Manual for further information on the CREST procedures referred to below.

Qualifying Shareholders who do not want to apply for the new Ordinary Shares under the Open Offer should take no action and should not complete or return the Open Offer Application Form.

4.1 If you have an Open Offer Application Form in respect of your entitlement under the Open Offer:

(a) **General**

Subject as provided in paragraph 6 of these Terms and Conditions in relation to Overseas Shareholders, Qualifying Non-CREST Shareholders will receive an Open Offer Application Form. The Open Offer Application Form shows the number of Existing Ordinary Shares registered in their name on the Record Date in Box 1. It also shows the maximum number of new Ordinary Shares for which they are entitled to apply under the Open Offer (other than the Excess Application Facility), as shown by the total number of Open Offer Entitlements allocated to them set out in Box 2. Box 3 shows how much they would need to pay if they wish to take up their Open Offer Entitlement in full. Any fractional entitlements to new Ordinary Shares will be disregarded in calculating Open Offer Entitlements and will be aggregated and allocated at the absolute discretion of the Directors (after consultation with the Joint Bookrunners and the Investment Adviser) to the Initial Placing, the Offer for Subscription, the Intermediaries Offer and/or the Excess Application Facility.

Any Qualifying Non-CREST Shareholders with fewer than 5 Existing Ordinary Shares will not receive an Open Offer Entitlement but may apply for Excess Shares pursuant to the Excess Application Facility (see paragraph 4.1(c) of these Terms and Conditions). Qualifying Non-CREST Shareholders may apply for less than their Open Offer Entitlement should they wish to do so. Qualifying Non-CREST Shareholders may also hold such an Open Offer Application Form by virtue of a *bona fide* market claim. Qualifying Non-CREST Shareholders may also apply for Excess Shares under the Excess Application Facility by completing Box 5 of the Open Offer Application Form.

The instructions and other terms set out in the Open Offer Application Form form part of the terms of the Open Offer in relation to Qualifying Non-CREST Shareholders.

(b) *Bona fide* market claims

Applications to acquire new Ordinary Shares may only be made on the Open Offer Application Form and may only be made by the Qualifying Non-CREST Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a purchase of Existing Ordinary Shares through the market prior to the date upon which the Existing Ordinary Shares were marked “ex” the

entitlement to participate in the Open Offer. Open Offer Application Forms may not be assigned, transferred or split, except to satisfy *bona fide* market claims up to 3.00 p.m. on 22 March 2021. The Open Offer Application Form is not a negotiable document and cannot be separately traded. A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all of his holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer, should complete Box 10 on the Open Offer Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected who will arrange for delivery to the purchaser or transferee, as the invitation to acquire new Ordinary Shares under the Open Offer may be a benefit which may be claimed by the transferee. A Qualifying Non-CREST Shareholder who has sold part only of his holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer, should complete Box 10 on the Open Offer Application Form and immediately send it to the Receiving Agent accompanied by a letter stating the number of *pro rata* entitlements of new Ordinary Shares to be included in each split application form in order for him and the purchaser or transferee to obtain split application forms, since the invitation to acquire new Ordinary Shares under the Open Offer may be a benefit which may be claimed by the transferee. The Open Offer Application Form should not, however be forwarded to or transmitted in or into the United States or any Excluded Territory. If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the accompanying Open Offer Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedure set out in paragraph 4.2(b) below.

(c) Excess Application Facility

Qualifying Shareholders may apply to acquire Excess Shares using the Excess Application Facility, should they wish. Qualifying Non-CREST Shareholders wishing to apply for Excess Shares may do so by completing Box 5 of the Open Offer Application Form. There is no limit on the amount of new Ordinary Shares that can be applied for by Qualifying Shareholders under the Excess Application Facility, save that the maximum amount of new Ordinary Shares to be allotted under the Excess Application Facility shall be limited by the maximum size of the Initial Issue (as may be increased by the Directors) less new Ordinary Shares issued under the Open Offer pursuant to Qualifying Shareholders’ Open Offer Entitlements that are taken up and any new Ordinary Shares that the Directors determine to issue under the Initial Placing, the Initial Offer for Subscription and/or the Intermediaries Offer.

The Directors have absolute discretion (after consultation with the Joint Bookrunners and the Investment Adviser) to determine the basis of allocation of new Ordinary Shares within and between the Initial Placing, the Initial Offer for Subscription, the Intermediaries Offer and the Excess Application Facility and applications under the Initial Placing, the Initial Offer for Subscription, the Intermediaries Offer and/or the Excess Application Facility may be subject to scaling back. Accordingly, no assurance can be given that the applications of Qualifying Shareholders under the Excess Application Facility will be met in full, or in part or at all.

Excess monies in respect of applications which are not met in full will be returned to the applicant (at the applicant’s risk) without interest as soon as practicable thereafter by way of cheque or CREST payment, as appropriate.

(d) Application procedures

Qualifying Non-CREST Shareholders wishing to apply to acquire all or any of the new Ordinary Shares should complete the Open Offer Application Form in accordance with the instructions printed on it. Completed Open Offer Application Forms, together with the appropriate cheques or bankers’ drafts, should be posted in the accompanying pre-paid envelope for use within the UK only or returned by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol , BS99 6AH (who will act as Receiving Agent in relation to the Open Offer) so as to be received by the Receiving Agent by no later than 11.00 a.m. on 24 March 2021, after which time Open Offer Application Forms will not be valid. Qualifying Non-CREST Shareholders should note that applications, once made, will be irrevocable (save to the extent permitted under statutory law following the publication of any supplementary prospectus by the Company prior to Initial Admission) and receipt thereof will not be acknowledged. If an Open Offer Application Form is being sent by first-class post in the UK, Qualifying Shareholders are recommended to allow at least four working days for delivery.

All payments must be in pounds sterling and made by cheque or banker's draft made payable to "CIS PLC re: Chrysalis Investments Ltd Open Offer Applications" and crossed "A/C Payee Only". Cheques or bankers' drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and bankers' drafts to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right hand corner and must be for the full amount payable on application. Third party cheques may not be accepted with the exception of building society cheques or bankers' drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the back of the cheque or draft to such effect. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted. Third party cheques (other than building society cheques or bankers' drafts where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds by printing the Qualifying Shareholder's name on the back of the draft and adding the branch stamp) will be subject to the Money Laundering Regulations which will delay Shareholders receiving their new Ordinary Shares (please see paragraph 5 below).

Cheques or bankers' drafts will be presented for payment upon receipt. No interest will be paid on payments. It is a term of the Open Offer that cheques shall be honoured on first presentation and the Company may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents, cheques and bankers' drafts sent through the post will be sent at the risk of the sender. Payments via CHAPS, BACS or electronic transfer will not be accepted.

If cheques or bankers' drafts are presented for payment before the conditions of the Initial Issue are fulfilled, the application monies will be kept in a separate non-interest-bearing bank account until all conditions are met. If the Open Offer does not become unconditional, no new Ordinary Shares will be issued and all monies will be returned by cheque or banker's draft (as applicable) (at the applicant's sole risk), without payment of interest, to applicants as soon as practicable following the lapse of the Open Offer.

The Company may in its sole discretion, but shall not be obliged to, treat an Open Offer Application Form as valid and binding on the person by whom or on whose behalf it is lodged, even if not completed in accordance with the relevant instructions or not accompanied by a valid power of attorney where required, or if it otherwise does not strictly comply with these Terms and Conditions. The Company further reserves the right (but shall not be obliged) to accept either:

- (i) Open Offer Application Forms received after 11.00 a.m. on 24 March 2021; or
- (ii) applications in respect of which remittances are received before 11.00 a.m. on 24 March 2021 from authorised persons (as defined in FSMA) specifying the new Ordinary Shares applied for and undertaking to lodge the Open Offer Application Form in due course but, in any event, within two Business Days.

All documents and remittances sent by post by or to an applicant (or as the applicant may direct) will be sent at the applicant's own risk.

(e) Effect of application

By completing and delivering an Open Offer Application Form the applicant:

- (i) represents and warrants to the Company and the Joint Bookrunners that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and/or the Excess Application Facility, as the case may be, and to execute, deliver and exercise his rights, and perform his obligations under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for new Ordinary Shares and/or Excess Shares or acting on behalf of any such person on a non-discretionary basis;
- (ii) agrees with the Company and the Joint Bookrunners that all applications under the Open Offer and the Excess Application Facility and contracts resulting therefrom and any non-contractual obligations arising under or in connection therewith shall be governed by and construed in accordance with the laws of England and Wales;

- (iii) confirms to the Company and the Joint Bookrunners that, in making the application he is not relying on any information or representation in relation to the Company and the new Ordinary Shares other than that contained in the Prospectus and any supplementary prospectus published by the Company prior to Initial Admission, and the applicant accordingly agrees that no person responsible solely or jointly for the Prospectus, any such supplementary prospectus or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read the Prospectus, he will be deemed to have had notice of all information in relation to the Company and the new Ordinary Shares contained in the Prospectus;
- (iv) represents and warrants to the Company and the Joint Bookrunners that he is the Qualifying Shareholder originally entitled to the Open Offer Entitlement or that he received such Open Offer Entitlement by virtue of a *bona fide* market claim;
- (v) represents and warrants to the Company and the Joint Bookrunners that if he has received some or all of his Open Offer Entitlement from a person other than the Company he is entitled to apply under the Open Offer in relation to such Open Offer Entitlements by virtue of a *bona fide* market claim;
- (vi) requests that the new Ordinary Shares to which he will become entitled be issued to him on the terms set out in the Prospectus and the Open Offer Application Form, subject to the Company's Memorandum of Incorporation and the Articles;
- (vii) represents and warrants to the Company and the Joint Bookrunners that he is not, nor is he applying on behalf of, an Excluded Shareholder or a person who is in the United States or any jurisdiction in which the application for new Ordinary Shares and/or Excess Shares is prevented by law and he is not applying with a view to re-offering, re-selling, transferring or delivering any of the new Ordinary Shares and/or Excess Shares which are the subject of his application in the United States or to any Excluded Shareholder or for the benefit of any person in any jurisdiction in which the application for new Ordinary Shares and/or Excess Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for new Ordinary Shares under the Open Offer or Excess Shares under the Excess Application Facility;
- (viii) represents and warrants to the Company and Joint Bookrunners that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in section 93 (depository receipts) or section 96 (clearance services) of the Finance Act 1986; and
- (ix) acknowledges that the KID relating to the Ordinary Shares to be issued pursuant to the Open Offer prepared by the Company pursuant to the UK PRIIPs Regulation can be provided to him in paper form or by means of a website, but that unless requested in writing otherwise, the lodging of an Open Offer Application Form represents the investor's consent to being provided the KID via the website at <http://chrysalisinvestments.co.uk/>;
- (x) acknowledges and agrees that the procedures for calculating the risks, costs and potential returns as set out in the KID relating to the new Ordinary Shares are prescribed by the UK PRIIPs Regulation and the information contained in the KID may not reflect the expected returns for the Company, and that anticipated performance returns cannot be guaranteed;
- (xi) warrants that, if he is an individual, he is not under the age of 18;
- (xii) agrees that all documents and cheques or bankers' drafts sent by post to, by or on behalf of the Company or the Receiving Agent will be sent at the risk of the person(s) entitled thereto;
- (xiii) confirms that in making the application he is not relying and has not relied on the Joint Bookrunners or any person affiliated with either of the Joint Bookrunners in connection with any investigation of the accuracy of any information contained in the Prospectus or any

supplementary prospectus published by the Company prior to Initial Admission or his investment decision.

All enquiries in connection with the procedure for application and completion of the Open Offer Application Form should be addressed to the Receiving Agent, at Computershare Investor Services PLC, Corporate Actions Projects, The Pavilions, Bridgewater Road, Bristol, BS99 6AH or by calling the Receiving Agent on 0370 707 4040. The Receiving Agent is open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that the Receiving Agent cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Qualifying Non-CREST Shareholders who do not want to take up or apply for the new Ordinary Shares under the Open Offer should take no action and should not complete or return the Open Offer Application Form.

4.2 If you have Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to your stock account in CREST in respect of your entitlement under the Open Offer:

(a) **General**

Subject as provided in paragraph 6 of these Terms and Conditions in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST of his Open Offer Entitlement equal to the maximum number of new Ordinary Shares for which he is entitled to apply to acquire under the Open Offer. Entitlements to new Ordinary Shares will be rounded down to the nearest whole number and any fractional Open Offer Entitlements will therefore also be rounded down. Any fractional entitlements to new Ordinary Shares will be disregarded in calculating Open Offer Entitlements and will be aggregated and allocated at the absolute discretion of the Directors (after consultation with the Joint Bookrunners and the Investment Adviser) to the Initial Placing, the Offer for Subscription, the Intermediaries Offer and/or the Excess Application Facility. Any Qualifying CREST Shareholders with fewer than 5 Existing Ordinary Shares will not receive an Open Offer Entitlement but may apply for Excess Shares pursuant to the Excess Application Facility.

The CREST stock account to be credited will be an account under the participant ID and member account ID that apply to the Existing Ordinary Shares held on the Record Date by the Qualifying CREST Shareholder in respect of which the Open Offer Entitlement and Excess CREST Open Offer Entitlement have been allocated.

If for any reason the Open Offer Entitlements and/or Excess CREST Open Offer Entitlements cannot be admitted to CREST by, or the stock accounts of Qualifying CREST Shareholders cannot be credited by 8.00 a.m. on 11 March 2021, or such later time and/or date as the Company may decide, an Open Offer Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlement and Excess CREST Open Offer Entitlement which should have been credited to his stock account in CREST. In these circumstances the expected timetable as set out in this Prospectus will be adjusted as appropriate and the provisions of this Prospectus applicable to Qualifying Non-CREST Shareholders with Open Offer Application Forms will apply to Qualifying CREST Shareholders who receive such Open Offer Application Forms.

Notwithstanding any other provision of this Prospectus, the Company reserves the right to send Qualifying CREST Shareholders an Open Offer Application Form instead of crediting the relevant stock account with Open Offer Entitlements and Excess CREST Open Offer Entitlements, and to issue any new Ordinary Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or of any part of CREST).

CREST members who wish to apply to acquire some or all of their entitlements to new Ordinary Shares should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact the Receiving Agent on 0370 707 4040. The Receiving Agent is open between 9.00 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays) in England and Wales. Please note the Receiving Agent cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

If you are a CREST sponsored member you should consult your CREST sponsor if you wish to apply for new Ordinary Shares as only your CREST sponsor will be able to take the necessary action to make this application in CREST.

(b) Market claims

Each of the Open Offer Entitlements and the Excess CREST Open Offer Entitlements will constitute a separate security for the purposes of CREST. Although Open Offer Entitlements and the Excess CREST Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Open Offer Entitlements and the Excess CREST Open Offer Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim transaction. Transactions identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlement and the Excess CREST Open Offer Entitlements will generate an appropriate market claim transaction and the relevant Open Offer Entitlement(s) and Excess CREST Open Offer Entitlement(s) will thereafter be transferred accordingly.

(c) Excess Application Facility

Qualifying Shareholders may apply to acquire Excess Shares using the Excess Application Facility, should they wish. The Excess Application Facility enables Qualifying CREST Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement.

An Excess CREST Open Offer Entitlement may not be sold or otherwise transferred. Subject as provided in paragraph 6 of these Terms and Conditions in relation to Overseas Shareholders, the CREST accounts of Qualifying CREST Shareholders will be credited with an Excess CREST Open Offer Entitlement of 80,186,322 Excess Shares (due to CREST limits on size) in order for any applications for Excess Shares to be settled through CREST. If a Qualifying Shareholder wishes to apply for more Excess Shares, such Qualifying CREST Shareholder should contact the Receiving Agent to arrange for a further credit up to the maximum amount of new Ordinary Shares to be issued under the Excess Application Facility

Qualifying CREST Shareholders should note that, although the Open Offer Entitlements and the Excess CREST Open Offer Entitlements will be admitted to CREST, they will have limited settlement capabilities (for the purposes of *bona fide* market claims only). Neither the Open Offer Entitlements nor the Excess CREST Open Offer Entitlements will be tradable or listed and applications in respect of the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim.

To apply for Excess Shares pursuant to the Excess Application Facility, Qualifying CREST Shareholders should follow the instructions in paragraph 4.2(f) below and must not return a paper application form and cheque.

Should a transaction be identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlement and the relevant Open Offer Entitlement be transferred, the Excess CREST Open Offer Entitlements will not transfer with the Open Offer Entitlement claim, but will be transferred as a separate claim. Should a Qualifying CREST Shareholder cease to hold all of his Existing Ordinary Shares as a result of one or more *bona fide* market claims, the Excess CREST Open Offer Entitlement credited to CREST and allocated to the relevant Qualifying Shareholder will be transferred to the purchaser. Please note that a separate USE Instruction must be sent in respect of any application under the Excess CREST Open Offer Entitlement.

Qualifying Shareholders may apply to acquire Excess Shares using the Excess Application Facility, should they wish. Qualifying Non-CREST Shareholders wishing to apply for Excess Shares may do so by completing Box 5 of the Open Offer Application Form. There is no limit on the amount of new Ordinary Shares that can be applied for by Qualifying Shareholders under the Excess Application Facility, save that the maximum amount of new Ordinary Shares to be allotted under the Excess Application Facility shall be limited by the maximum size of the Initial Issue (as may be increased by the Directors) less new Ordinary Shares issued under the Open Offer pursuant to Qualifying Shareholders’ Open Offer Entitlements that are taken up and any new Ordinary Shares that the Directors determine to issue under the Initial Placing, the Initial Offer for Subscription and/or the Intermediaries Offer.

The Directors have absolute discretion (after consultation with the Joint Bookrunners and the Investment Adviser) to determine the basis of allocation of new Ordinary Shares within and between the Initial Placing, the Initial Offer for Subscription, the Intermediaries Offer and the Excess

Application Facility and applications under the Initial Placing, the Initial Offer for Subscription, the Intermediaries Offer and/or the Excess Application Facility may be subject to scaling back. Accordingly, no assurance can be given that the applications by Qualifying Shareholders under the Excess Application Facility will be met in full, or in part or at all.

Excess monies in respect of applications which are not met in full will be returned to the applicant (at the applicant's risk) without interest as soon as practicable thereafter by way of cheque or CREST payment, as appropriate.

All enquiries in connection with the procedure for application of Excess CREST Open Offer Entitlements should be made to the Receiving Agent on 0370 707 4040. The Receiving Agent is open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that the Receiving Agent cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

(d) USE instructions

Qualifying CREST Shareholders who are CREST members and who want to apply for new Ordinary Shares in respect of all or some of their Open Offer Entitlements and/or Excess CREST Open Offer Entitlements in CREST must send (or, if they are CREST sponsored members, procure that their CREST sponsor sends) a USE Instruction to Euroclear which, on its settlement, will have the following effect:

- (i) the crediting of a stock account of the Receiving Agent under the participant ID and member account ID specified below, with a number of Open Offer Entitlements and Excess CREST Open Offer Entitlements corresponding to the number of new Ordinary Shares applied for; and
- (ii) the creation of a CREST payment, in accordance with the CREST payment arrangements in favour of the payment bank of the Receiving Agent in respect of the amount specified in the USE Instruction which must be the full amount payable on application for the number of new Ordinary Shares referred to in (i) above.

(e) Content of USE Instruction in respect of Open Offer Entitlements

The USE Instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of new Ordinary Shares for which application is being made (and hence the number of the Open Offer Entitlement(s) being delivered to the Receiving Agent);
- (ii) the ISIN of the new Ordinary Shares applied for under the Qualifying Shareholder's basic entitlement under the Open Offer Entitlement. This is GG00BMH40C04;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Open Offer Entitlements are to be debited;
- (v) the participant ID of the Receiving Agent in its capacity as a CREST receiving agent. This is 8RA29;
- (vi) the member account ID of the Receiving Agent in its capacity as a CREST receiving agent. This is CHRINV01;
- (vii) the amount payable by means of a CREST payment on settlement of the USE Instruction. This must be the full amount payable on application for the number of new Ordinary Shares referred to in (e)(i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 24 March 2021; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE Instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 24 March 2021. In order to assist prompt settlement of the USE Instruction, CREST

members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE Instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE Instruction may settle on 24 March 2021 in order to be valid is 11.00 a.m. on that day. If the Initial Issue does not become unconditional by 8.00 a.m. on 30 March 2021 or such later time and date as the Company and the Joint Bookrunners determine (being no later than 30 May 2021), the Initial Issue will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(f) Content of USE instruction in respect of Excess CREST Open Offer Entitlements

The USE Instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Excess Shares for which the application is being made (and hence the number of the Excess CREST Open Offer Entitlement(s) being delivered to the Receiving Agent);
- (ii) the ISIN of the Excess CREST Open Offer Entitlement. This is GG00BMH40D11;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Excess CREST Open Offer Entitlements are to be debited;
- (v) the participant ID of the Receiving Agent in its capacity as Receiving Agent. This is 8RA29;
- (vi) the member account ID of the Receiving Agent in its capacity as Receiving Agent. This is CHRINV01;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Excess Shares referred to in (f)(i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 24 March 2021; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for the application in respect of an Excess CREST Open Offer Entitlement under the Excess Application Facility to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 24 March 2021.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 24 March 2021 in order to be valid is 11.00 a.m. on that day. Please note that automated CREST generated claims and buyer protection will not be offered on the Excess CREST Open Offer Entitlement security.

In the event that the Initial Issue does not become unconditional by 8.00 a.m. on 30 March 2021 or such later time and date as the Directors and the Joint Bookrunners determine (being no later than 30 May 2021), the Initial Issue will lapse, the Open Offer Entitlements and Excess CREST Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(g) Deposit of Open Offer Entitlements into, and withdrawal from, CREST

A Qualifying Non-CREST Shareholder's entitlement under the Open Offer as shown by the number of Open Offer Entitlements set out in his Open Offer Application Form may be deposited into CREST (either into the account of the Qualifying Shareholder named in the Open Offer Application Form or into the name of a person entitled thereto by virtue of a *bona fide* market claim). Similarly, Open Offer Entitlements and Excess CREST Open Offer Entitlements held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer is reflected in an Open Offer Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Open Offer Application Form.

A holder of an Open Offer Application Form who is proposing to deposit the entitlement set out in such form into CREST is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlement and the entitlement to apply under the Excess Application Facility following their deposit into CREST to take all necessary steps in connection with taking up the entitlement prior to 11.00 a.m. on 24 March 2021. After depositing their Open Offer Entitlement into their CREST account, CREST holders will, shortly after that, receive a credit for their Excess CREST Open Offer Entitlement, which will be managed by the Receiving Agent.

In particular, having regard to normal processing times in CREST and on the part of the Registrar, the recommended latest time for depositing an Open Offer Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Open Offer Application Form as an Open Offer Entitlement or Excess CREST Open Offer Entitlements in CREST, is 3.00 p.m. on 19 March 2021 and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Open Offer Entitlements or Excess CREST Open Offer Entitlements from CREST is 4.30 p.m. on 18 March 2021 in either case so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements or Excess CREST Open Offer Entitlements following the deposit or withdrawal (whether as shown in an Open Offer Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements or Excess CREST Open Offer Entitlements prior to 11.00 a.m. on 24 March 2021. CREST holders inputting the withdrawal of their Open Offer Entitlement from their CREST account must ensure that they withdraw both their Open Offer Entitlement and the Excess CREST Open Offer Entitlement.

Delivery of an Open Offer Application Form with the CREST deposit form duly completed whether in respect of a deposit into the account of the Qualifying Shareholder named in the Open Offer Application Form or into the name of another person in respect of a *bona fide* market claim, shall constitute a representation and warranty to the Company and the Registrar by the relevant CREST member(s) that it/they is/are not in breach of the provisions of the notes under the paragraph headed "Instructions for depositing entitlements under the Open Offer into CREST" on page 2 of the Open Offer Application Form, and a declaration to the Company and the Receiving Agent from the relevant CREST member(s) that it/they is/are not in the United States or an Excluded Shareholder or a person in any jurisdiction in which the application for new Ordinary Shares or Excess Shares is prevented by law and, where such deposit is made by a beneficiary of a market claim, a representation and warranty that the relevant CREST member(s) is/are entitled to apply under the Open Offer and the Excess Application Facility by virtue of a *bona fide* market claim.

(h) Validity of application

A USE Instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 24 March 2021 will constitute a valid and irrevocable (subject to statutory rights of withdrawal) application under the Open Offer.

(i) CREST procedures and timings

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE Instruction and its settlement in connection with the Open Offer and the Excess Application Facility. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such action as shall be necessary to

ensure that a valid application is made as stated above by 11.00 a.m. on 24 March 2021. In connection with this CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(j) Incorrect or incomplete applications

If a USE Instruction includes a CREST payment for an incorrect sum, the Company, through the Receiving Agent, reserves the right:

- (i) to reject the application in full and refund the payment to the CREST member in question (without interest);
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of new Ordinary Shares and/or Excess Shares as would be able to be applied for with that payment at the initial Issue Price, refunding any unutilised sum to the CREST member in question (without interest); and
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all the new Ordinary Shares and/or Excess Shares referred to in the USE Instruction, refunding any unutilised sum to the CREST member in question (without interest).

(k) Effect of valid application

A CREST member who makes or is treated as making a valid application in accordance with the above procedures thereby:

- (i) represents and warrants to the Company and the Joint Bookrunners that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer or the Excess Application Facility, as the case may be, and to execute, deliver and exercise his rights, and perform his obligations, under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for new Ordinary Shares and/or Excess Shares or acting on behalf of any such person on a non-discretionary basis;
- (ii) agrees to pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to the Receiving Agent's payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);
- (iii) agrees with the Company and the Joint Bookrunners that all applications and contracts resulting therefrom under the Open Offer and the Excess Application Facility and any non-contractual obligations arising under or in connection therewith shall be governed by, and construed in accordance with, the laws of England and Wales;
- (iv) confirms to the Company and the Joint Bookrunners that in making the application he is not relying on any information or representation in relation to the Company and the new Ordinary Shares other than that contained in the Prospectus and any supplementary prospectus published by the Company prior to Initial Admission, and the applicant accordingly agrees that no person responsible solely or jointly for the Prospectus, any such supplementary prospectus or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read the Prospectus, he will be deemed to have had notice of all the information in relation to the Company and the new Ordinary Shares contained in the Prospectus;
- (v) represents and warrants to the Company and the Joint Bookrunners that he is the Qualifying Shareholder originally entitled to the Open Offer Entitlement and Excess CREST Open Offer Entitlement or that he has received such Open Offer Entitlement and Excess CREST Open Offer Entitlement by virtue of a *bona fide* market claim;
- (vi) represents and warrants to the Company and the Joint Bookrunners that if he has received some or all of his Open Offer Entitlement and Excess CREST Open Offer Entitlement from a person other than the Company, he is entitled to apply under the Open Offer and the Excess

Application Facility in relation to such Open Offer Entitlement and Excess CREST Open Offer Entitlements by virtue of a *bona fide* market claim.

- (vii) subject to certain limited exceptions, requests that the new Ordinary Shares to which he will become entitled be issued to him on the terms set out in the Prospectus, subject to the Company's Memorandum of Incorporation and Articles;
- (viii) represents and warrants to the Company and the Joint Bookrunners that he is not, nor is he applying on behalf of any Shareholder who is in the United States or is an Excluded Shareholder or a person in any jurisdiction in which the application for new Ordinary Shares and/or Excess Shares is prevented by law and he is not applying with a view to re-offering, re-selling, transferring or delivering any of the new Ordinary Shares or Excess Shares which are the subject of his application in the United States or to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any other Excluded Territory or any jurisdiction in which the application for new Ordinary Shares and/or Excess Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for new Ordinary Shares under the Open Offer or Excess Shares under the Excess Application Facility;
- (ix) represents and warrants to the Company and the Joint Bookrunners that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in section 93 (depository receipts) or section 96 (clearance services) of the Finance Act 1986;
- (x) confirms that he has reviewed the restrictions contained in these Terms and Conditions;
- (xi) warrants that, if he is an individual, he is not under the age of 18; and
- (xii) confirms that in making the application he is not relying and has not relied on the Joint Bookrunners or any person affiliated with either of the Joint Bookrunners in connection with any investigation of the accuracy of any information contained in the Prospectus or his investment decision.

(l) Company's discretion as to the rejection and validity of applications

The Company may in its sole discretion:

- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in these Terms and Conditions;
- (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE Instruction and subject to such further terms and conditions as the Company may determine;
- (iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the "first instruction") as not constituting a valid application if, at the time at which the Receiving Agent receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or the Receiving Agent has received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
- (iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE Instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for new Ordinary Shares and/or Excess Shares by means of the

above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Receiving Agent in connection with CREST.

(m) **Lapse of the Open Offer**

In the event that the Initial Issue does not become unconditional by 8.00 a.m. on 30 March 2021 or such later time and date as the Company and the Joint Bookrunners may agree, the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

5. Anti-money laundering regulations

5.1 Holders of Open Offer Application Forms

To ensure compliance with the Money Laundering Regulations, the Receiving Agent may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf the Open Offer Application Form is lodged with payment (which requirements are referred to below as the “verification of identity requirements”). If the Open Offer Application Form is submitted by a UK or EU regulated broker or intermediary acting as agent and which is itself subject to the Money Laundering Regulations, any verification of identity requirements are the responsibility of such broker or intermediary and not of the Receiving Agent. In such case, the lodging agent’s stamp should be inserted on the Open Offer Application Form.

The person lodging the Open Offer Application Form with payment and in accordance with the other terms as described above (the “**acceptor**”), including any person who appears to the Receiving Agent to be acting on behalf of some other person, accepts the Open Offer in respect of such number of new Ordinary Shares and/or Excess Shares as is referred to therein (for the purposes of this paragraph 5 the “**relevant new Ordinary Shares**”) shall thereby be deemed to agree to provide the Receiving Agent with such information and other evidence as the Receiving Agent may require to satisfy the verification of identity requirements.

If the Receiving Agent determines that the verification of identity requirements apply to any acceptor or application, the relevant new Ordinary Shares (notwithstanding any other term of the Open Offer and the Excess Application Facility) will not be issued to the relevant acceptor unless and until the verification of identity requirements have been satisfied in respect of that acceptor or application. The Receiving Agent is entitled, in its absolute discretion, to determine whether the verification of identity requirements apply to any acceptor or application and whether such requirements have been satisfied, and neither the Receiving Agent nor the Company will be liable to any person for any loss or damage suffered or incurred (or alleged), directly or indirectly, as a result of the exercise of such discretion.

If the verification of identity requirements apply, failure to provide the necessary evidence of identity within a reasonable time may result in delays in the despatch of share certificates or in crediting CREST accounts. If, within a reasonable time following a request for verification of identity, the Receiving Agent has not received evidence satisfactory to it as aforesaid, the Company may, in its absolute discretion, treat the relevant application as invalid, in which event the monies payable on acceptance of the Open Offer or under the Excess Application Facility will be returned (at the acceptor’s risk) without interest to the account of the bank or building society on which the relevant cheque or banker’s draft was drawn.

Submission of an Open Offer Application Form with the appropriate remittance will constitute a warranty to each of the Company, the Registrar, the Receiving Agent and the Joint Bookrunners from the applicant that the Money Laundering Regulations will not be breached by application of such remittance.

The verification of identity requirements will not usually apply:

- (i) if the applicant is an organisation required to comply with the Money Laundering Directive (the Council Directive on prevention of the use of the financial system for the purpose of money laundering (no. 91/308/EEC));

- (ii) if the acceptor is a regulated United Kingdom broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations;
- (iii) if the applicant (not being an applicant who delivers his application in person) makes payment by way of a cheque drawn on an account in the applicant's name; or
- (iv) if the aggregate subscription price for the new Ordinary Shares is less than the sterling equivalent of €15,000 (approximately £12,800).

In other cases the verification of identity requirements may apply. Satisfaction of these requirements may be facilitated in the following ways:

- (i) if payment is made by cheque or banker's draft in sterling drawn on a branch in the United Kingdom of a bank or building society which bears a UK bank sort code number in the top right hand corner the following applies. Cheques, should be made payable to "CIS PLC re: Chrysalis Investments Ltd Open Offer Applications" in respect of an application by a Qualifying Shareholder and crossed "A/C Payee Only". Third party cheques may not be accepted with the exception of building society cheques or bankers' drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the back of the cheque/ banker's draft to such effect. The account name should be the same as that shown on the Open Offer Application Form; or
- (ii) if the Open Offer Application Form is lodged with payment by an agent which is an organisation of the kind referred to in (i) above or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force (the non-EU members of which are Argentina, Australia, Brazil, Canada, China, Hong Kong, Iceland, India, Japan, Malaysia, Mexico, New Zealand, Norway, Republic of Korea, Russian Federation, Singapore, South Africa, Switzerland, Turkey, UK Crown Dependencies and the US and, by virtue of their membership of the Gulf Cooperation Council, Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates), the agent should provide with the Open Offer Application Form written confirmation that it has that status and a written assurance that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to the Receiving Agent. If the agent is not such an organisation, it should contact the Receiving Agent.

To confirm the acceptability of any written assurance referred to in (b) above, or in any other case, the acceptor should contact the Receiving Agent on 0370 707 4040. The Receiving Agent is open between 9.00 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays) in England and Wales. Please note that the Receiving Agent cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

If the Open Offer Application Form(s) is/are in respect of the relevant new Ordinary Shares with an aggregate subscription price of the sterling equivalent of €15,000 (approximately £12,800) or more and is/are lodged by hand by the acceptor in person, or if the Open Offer Application Form(s) in respect of the relevant new Ordinary Shares is/are lodged by hand by the acceptor and the accompanying payment is not the acceptor's own cheque, he or she should ensure that he or she has with him or her evidence of identity bearing his or her photograph (for example, his or her passport) and separate evidence of his or her address.

If, within a reasonable period of time following a request for verification of identity, and in any case by no later than 11.00 a.m. on 30 March 2021, the Receiving Agent has not received evidence satisfactory to it as aforesaid, the Receiving Agent may, at its discretion, as agent of the Company, reject the relevant application, in which event the monies submitted in respect of that application will be returned without interest by cheque or to the account at the drawee bank from which such monies were originally debited (without prejudice to the rights of the Company to undertake proceedings to recover monies in respect of the loss suffered by it as a result of the failure to produce satisfactory evidence as aforesaid).

5.2 Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST

If you hold your Open Offer Entitlement and Excess CREST Open Offer Entitlements in CREST and apply for new Ordinary Shares in respect of all or some of your Open Offer Entitlement and Excess CREST Open Offer Entitlements as agent for one or more persons and you are not a UK or EU regulated person or institution (e.g. a UK financial institution), then, irrespective of the value of the

application, the Receiving Agent is obliged to take reasonable measures to establish the identity of the person or persons on whose behalf you are making the application. You must therefore contact the Receiving Agent before sending any USE or other instruction so that appropriate measures may be taken.

Submission of a USE Instruction (which on its settlement constitutes a valid application as described above) constitutes a warranty and undertaking by the applicant to provide promptly to the Receiving Agent such information as may be specified by the Receiving Agent as being required for the purposes of the Money Laundering Regulations. Pending the provision of evidence satisfactory to the Receiving Agent as to identity, the Receiving Agent may in its absolute discretion take, or omit to take, such action as it may determine to prevent or delay issue of the relevant new Ordinary Shares concerned. If satisfactory evidence of identity has not been provided within a reasonable time, then the application for the relevant new Ordinary Shares represented by the USE Instruction will not be valid. This is without prejudice to the right of the Company to take proceedings to recover any loss suffered by it as a result of failure to provide satisfactory evidence.

6. Overseas Shareholders

The Prospectus has been approved by the FCA, being the competent authority in the United Kingdom.

Accordingly, the making of the Open Offer and the Excess Application Facility to persons resident in, or who are citizens of, or who have a registered address in, countries other than the United Kingdom may be affected by the law or regulatory requirements of the relevant jurisdiction.

The comments set out in this paragraph 6 are intended as a general guide only and any Overseas Shareholders who are in any doubt as to their position should consult their professional advisers without delay.

6.1 General

The distribution of the Prospectus and the making of the Open Offer and the Excess Application Facility to persons who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the laws of countries other than the United Kingdom or to persons who are nominees of or agents, custodians, trustees or guardians for citizens, residents in or nationals of, countries other than the United Kingdom may be affected by the laws or regulatory requirements of the relevant jurisdictions. Those persons should consult their professional advisers as to whether they require any governmental or other consents or need to observe any applicable legal requirement or other formalities to enable them to apply for new Ordinary Shares under the Open Offer or Excess Shares under the Excess Application Facility.

No action has been or will be taken by the Company, the Joint Bookrunners, or any other person, to permit a public offering of the new Ordinary Shares in any jurisdiction where action for that purpose may be required, other than in the United Kingdom.

As at the date of this prospectus, the Company has not sought any approval to offer new Ordinary Shares or Excess Shares to professional investors in any EEA Member State pursuant to the Open Offer. Accordingly, the Open Offer (including the Excess Application Facility) is not being made to Shareholders in any EEA Member State.

Receipt of the Prospectus and/or an Open Offer Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, the Prospectus and/or the Open Offer Application Form must be treated as sent for information only and should not be copied or redistributed. Open Offer Application Forms will not be sent to, and Open Offer Entitlements and Excess CREST Open Offer Entitlements will not be credited to stock accounts in CREST of, Excluded Shareholders or persons with registered addresses in the United States or their agents or intermediaries, except where the Company is satisfied that such action would not result in the contravention of any registration or other legal requirement in any jurisdiction.

No person receiving a copy of the Prospectus and/or an Open Offer Application Form in any territory other than the United Kingdom and/or a credit of Open Offer Entitlements or Excess

CREST Open Offer Entitlements to a stock account in CREST may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use any such Open Offer Application Form and/or credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST unless, in the relevant territory in which the Open Offer Application Form is received or in which the person is resident or located, such an invitation or offer could lawfully be made to him or her and such Open Offer Application Form and/or credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST could lawfully be used, and any transaction resulting from such use could be effected, without contravention of any registration or other legal or regulatory requirements. In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, the Prospectus and/or the Open Offer Application Form must be treated as sent for information only and should not be copied or redistributed. It is the responsibility of any person (including, without limitation, custodians, agents, nominees and trustees) outside the United Kingdom wishing to apply for new Ordinary Shares under the Open Offer or the Excess Shares under the Excess Application Facility to satisfy himself or herself as to the full observance of the laws of any relevant territory in connection therewith, including obtaining any governmental or other consents that may be required, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes due in such territory.

None of the Company, the Joint Bookrunners, nor any of their respective representatives, is making any representation to any offeree or purchaser of the new Ordinary Shares or Excess Shares regarding the legality of an investment in the new Ordinary Shares or Excess Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser.

Persons (including, without limitation, custodians, agents, nominees and trustees) receiving a copy of the Prospectus and/or an Open Offer Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST, in connection with the Open Offer, the Excess Application Facility or otherwise, should not distribute or send either of those documents nor transfer Open Offer Entitlements or Excess CREST Open Offer Entitlements in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If a copy of the Prospectus and/or an Open Offer Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST is received by any person in any such territory, or by his or her custodian, agent, nominee or trustee, he or she must not seek to apply for new Ordinary Shares in respect of the Open Offer or the Excess Shares under the Excess Application Facility unless the Company and the Joint Bookrunners determine that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, agents, nominees and trustees) who does forward a copy of the Prospectus and/or an Open Offer Application Form and/or transfers Open Offer Entitlements or Excess CREST Open Offer Entitlements into any such territory, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of these Terms and Conditions and specifically the contents of this paragraph 6.

Subject to paragraphs 6.2 to 6.6 below, any person (including, without limitation, custodians, agents, nominees and trustees) outside of the United Kingdom wishing to apply for new Ordinary Shares in respect of the Open Offer or the Excess Shares under the Excess Application Facility must satisfy himself or herself as to the full observance of the applicable laws of any relevant territory, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories.

The Company reserves the right to treat as invalid any application or purported application for new Ordinary Shares and/or Excess Shares that appears to the Company or its agents to have been executed, effected or dispatched from the United States or any other Excluded Territory or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements or if it provides an address for delivery of the share certificates of new Ordinary Shares and/or Excess Shares or in the case of a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST, to a CREST member whose registered address would be, in the United States or who is an Excluded Shareholder or in any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates or make such a credit.

The attention of Overseas Shareholders is drawn to paragraphs 6.2 to 6.6 below.

Notwithstanding any other provision of the Prospectus or the relevant Open Offer Application Form, the Company reserves the right to permit any person to apply for new Ordinary Shares in respect of the Open Offer and/or the Excess Shares under the Excess Application Facility if the Company, in its sole and absolute discretion, is satisfied that the transaction in question is exempt from, or not subject to, the legislation or regulations giving rise to the restrictions in question.

Overseas Shareholders who wish, and are permitted, to apply for new Ordinary Shares and/ or Excess Shares should note that payment must be made in sterling denominated cheques or bankers' drafts or where such Overseas Shareholder is a Qualifying CREST Shareholder, through CREST.

Due to restrictions under the securities laws of the United States and the other Excluded Territories, Shareholders in the United States or who have registered addresses in, or who are U.S. Persons (within the meaning of Regulation S of the Securities Act) or who are resident or ordinarily resident in, or citizens of (as applicable), any other Excluded Territory will not qualify to participate in the Open Offer or the Excess Application Facility and will not be sent an Open Offer Application Form nor will their stock accounts in CREST be credited with Open Offer Entitlements or Excess CREST Open Offer Entitlements.

The new Ordinary Shares and Excess Shares have not been and will not be registered under the relevant laws of the United States or any other Excluded Territory or any state, province or territory thereof and may not be offered, sold, resold, delivered or distributed, directly or indirectly, in or into the United States or any other Excluded Territory or to, or for the account or benefit of, any U.S. Person or any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Excluded Territory except pursuant to an applicable exemption.

No public offer of new Ordinary Shares or the Excess Shares is being made by virtue of the Prospectus or the Open Offer Application Forms into the United States or any other Excluded Territory.

Receipt of the Prospectus and/or an Open Offer Application Form and/or a credit of an Open Offer Entitlement or Excess CREST Open Offer Entitlements to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, the Prospectus and/ or the Open Offer Application Form must be treated as sent for information only and should not be copied or redistributed.

6.2 The United States

None of the new Ordinary Shares, the Excess Shares, the Open Offer Entitlements nor the Excess CREST Open Offer Entitlements have been or will be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States.

The Company has not been and will not be registered as an "investment company" under the U.S. Investment Company Act, and investors will not be entitled to the benefits of the U.S. Investment Company Act. Accordingly, the new Ordinary Shares, the Excess Shares, the Open Offer Entitlements and the Excess CREST Open Offer Entitlements may not be offered, sold, taken up, exercised, resold, renounced, distributed, delivered, pledged or otherwise transferred directly or indirectly, in or into the United States or to U.S. Persons (within the meaning of Regulation S of the U.S. Securities Act), except pursuant to an applicable exemption from the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offer of the new Ordinary Shares, the Excess Shares or Existing Ordinary Shares in the United States.

Accordingly, the Open Offer (including the Excess Application Facility) is not being made in the United States or to U.S. Persons and none of the Prospectus, the Open Offer Application Form nor the crediting of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST constitutes or will constitute an offer, or an invitation to apply for, or an offer or invitation to acquire any new Ordinary Shares or Excess Shares in the United States. The Prospectus will not be sent to any Shareholder with a registered address or who is otherwise located in the United States.

Any person who acquires new Ordinary Shares and/or Excess Shares will be deemed to have declared, warranted and agreed, by accepting delivery of this document and/or the Open Offer

Application Form or by applying for new Ordinary Shares in respect of Open Offer Entitlements or Excess Shares in respect of the Excess CREST Open Offer Entitlements credited to a stock account in CREST and delivery of the new Ordinary Shares or Excess Shares, that (1) they are not, and that at the time of acquiring the new Ordinary Shares or Excess Shares they will not be, in the United States or applying for new Ordinary Shares or Excess Shares on behalf of, or for the account of, persons in the United States unless (a) the instruction to apply was received from a person outside the United States and (b) the person giving such instruction has confirmed that (i) it has authority to give such instruction and (ii) either (A) has investment discretion over such account or (B) is an investment manager or investment company that is acquiring the new Ordinary Shares in an “offshore transaction” within the meaning of Regulation S, and (2) they are not applying for the new Ordinary Shares or the Excess Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any new Ordinary Shares or Excess Shares into the United States; and (3) they are not a U.S. Person or acquiring the new Ordinary Shares on behalf of a U.S. Person.

The Company reserves the right to treat as invalid any Open Offer Application Form that appears to the Company or its agents to have been executed in or despatched from the United States, or that provides an address in the United States for the acceptance of the Open Offer, or where the Company believes such acceptance may infringe applicable legal or regulatory requirements. The Company will not be bound to allot or issue any new Ordinary Shares or Excess Shares to any person or to any person who is acting on behalf of, or for the account or benefit of, any person on a non-discretionary basis with an address in, or who is otherwise located in, the United States or who is a U.S. Person in whose favour an Open Offer Application Form or any new Ordinary Shares or Excess Shares may be transferred. In addition, the Company and the Joint Bookrunners reserve the right to reject any many-to-many instruction sent by or on behalf of any CREST member with a registered address or who is otherwise located in the United States in respect of new Ordinary Shares or Excess Shares or who does not make the above warranty. Any payment made in respect of Open Offer Application Forms under any of these circumstances will be returned without interest.

6.3 Excluded Territories

Due to restrictions under the securities laws of the other Excluded Territories, Shareholders who have a registered address in, or who are resident or ordinarily resident in, or citizens of, any Excluded Territory, will not qualify to participate in the Open Offer or under the Excess Application Facility and will not be sent an Open Offer Application Form nor will their stock accounts in CREST be credited with Open Offer Entitlements or Excess CREST Open Offer Entitlements.

The new Ordinary Shares and the Excess Shares have not been and will not be registered under the relevant laws of any Excluded Territory or any state, province or territory thereof and may not be offered, sold, resold, delivered or distributed, directly or indirectly, in or into any Excluded Territory or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Excluded Territory except pursuant to an applicable exemption.

No offer of new Ordinary Shares or Excess Shares is being made by virtue of the Prospectus or the Open Offer Application Forms into any Excluded Territory.

6.4 Overseas territories other than Excluded Territories

Open Offer Application Forms will be sent to Qualifying Non-CREST Shareholders and Open Offer Entitlements and Excess CREST Open Offer Entitlements will be credited to the stock account in CREST of Qualifying CREST Shareholders. Qualifying Shareholders in jurisdictions other than the United States or the other Excluded Territories may, subject to the laws of their relevant jurisdiction, take up new Ordinary Shares under the Open Offer or Excess Shares under the Excess Application Facility in accordance with the instructions set out in this Prospectus and the Open Offer Application Form. Qualifying Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, countries other than the United Kingdom should, however, consult appropriate professional advisers as to whether they require any governmental or other consents or need to observe any further formalities to enable them to apply for any new Ordinary Shares in respect of the Open Offer or any Excess Shares under the Excess Application Facility.

6.5 Representations and warranties relating to Overseas Shareholders

(a) Qualifying Non-CREST Shareholders

(i) Any person completing and returning an Open Offer Application Form or requesting registration of the new Ordinary Shares or any Excess Shares represents and warrants to the Company, the Joint Bookrunners, the Receiving Agent and the Registrar that, except where proof has been provided to the Company's satisfaction that such person's use of the Open Offer Application Form will not result in the contravention of any applicable legal requirements in any jurisdiction: (i) such person is not requesting registration of the relevant new Ordinary Shares or Excess Shares from within the United States or any other Excluded Territory; (ii) such person is not a U.S. Person (within the meaning of Regulation S under the U.S. Securities Act); (iii) such person is not in any territory in which it is unlawful to make or accept an offer to acquire new Ordinary Shares in respect of the Open Offer or Excess Shares under the Excess Application Facility or to use the Open Offer Application Form in any manner in which such person has used or will use it; (iv) such person is not acting on a non-discretionary basis for a U.S. Person or for a person located within any other Excluded Territory (except as agreed with the Company) or any territory referred to in (iii) above at the time the instruction to accept was given; and (v) such person is not acquiring new Ordinary Shares or Excess Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such new Ordinary Shares or Excess Shares into any of the above territories. The Company, and/or the Receiving Agent may treat as invalid any acceptance or purported acceptance of the allotment of new Ordinary Shares comprised in an Open Offer Application Form or of Excess Shares under the Excess Application Facility if it:

(A) appears to the Company or its agents to have been executed, effected or dispatched from the United States or any other Excluded Territory or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements; or

(B) provides an address in the United States or any other Excluded Territory for delivery of the share certificates of new Ordinary Shares or Excess Shares (or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates); or

(C) purports to exclude the warranty required by this sub-paragraph (A).

(b) Qualifying CREST Shareholders

A CREST member or CREST sponsored member who makes a valid acceptance in accordance with the procedures set out in these Terms and Conditions represents and warrants to the Company and the Joint Bookrunners that, except where proof has been provided to the Company's satisfaction that such person's acceptance will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) he or she is not accepting within the United States or any other Excluded Territory; (ii) he or she is not a U.S. Person (within the meaning of Regulation S under the U.S. Securities Act);

(iii) he or she is not accepting in any territory in which it is unlawful to make or accept an offer to acquire new Ordinary Shares or Excess Shares; (iv) he or she is not accepting on a non-discretionary basis for a U.S. Person or for a person located within any other Excluded Territory (except as otherwise agreed with the Company) or any territory referred to in (iii) above at the time the instruction to accept was given; and (v) he or she is not acquiring any new Ordinary Shares or Excess Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such new Ordinary Shares or Excess Shares into any of the above territories.

6.6 Waiver

The provisions of this paragraph 6 and of any other terms of the Open Offer and the Excess Application Facility relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company and the Joint Bookrunners in their absolute discretion. Subject to this, the provisions of this paragraph 6 supersede any terms of the Open Offer and the Excess Application Facility inconsistent herewith. References in this paragraph 6 to Shareholders shall include references to the person or persons executing an Open Offer Application Form and, in the event of more than one person executing an Open Offer Application Form, the provisions of this paragraph 6 shall apply to them jointly and to each of them.

7. Data Protection

- 7.1 Each applicant acknowledges that it has been informed that, pursuant to applicable data protection legislation (including the GDPR and the DP Law) and regulatory requirements in Guernsey and/or the EEA, as appropriate (the “**DP Legislation**”) the Company, the Administrator, the Receiving Agent and/or the Registrar hold their personal data.
- 7.2 The Company, the Administrator, the Receiving Agent and the Registrar will process such personal data at all times in compliance with DP Legislation and shall only process such information for the Purposes set out in the Company’s Privacy Notice which is available for consultation on the Company’s website: <http://chrysalisinvestments.co.uk/>.
- 7.3 Any sharing of personal data between parties will be carried out in compliance with DP Legislation and as set out in the Company’s Privacy Notice.
- 7.4 In providing the Company, the Administrator, the Receiving Agent or the Registrar with personal data, the applicant hereby represents and warrants to the Company, the Administrator, the Receiving Agent and the Registrar that: (1) it complies in all material aspects with its data controller obligations under DP Legislation, and in particular, it has notified any data subject of the Purposes for which personal data will be used and by which parties it will be used and it has provided a copy of the Privacy Notice to such relevant data subjects; and (2) where consent is legally competent and/or required under DP Legislation, the applicant has obtained the consent of any data subject to the Company, the Administrator, the Receiving Agent and the Registrar and their respective affiliates and group companies, holding and using their personal data for the Purposes (including the explicit consent of the data subjects for the processing of any sensitive personal data for the Purposes).
- 7.5 Each applicant acknowledges that by submitting personal data to the Company, the Administrator, the Receiving Agent or Registrar (acting for and on behalf of the Company) where the applicant is a natural person, he or she (as the case may be) represents and warrants that (as applicable) he or she has read and understood the terms of the Privacy Notice.
- 7.6 Each applicant acknowledges that by submitting personal data to the Company, the Administrator, the Receiving Agent or the Registrar (acting for and on behalf of the Company) where the applicant is not a natural person, it represents and warrants that:
 - (a) it has brought the Privacy Notice to the attention of any underlying data subjects on whose behalf or account the applicant may act or whose personal data will be disclosed to the Company as a result of the applicant agreeing to subscribe for new Ordinary Shares under the Open Offer and/or the Excess Application Facility; and
 - (b) the applicant has complied in all other respects with all applicable data protection legislation in respect of disclosure and provision of personal data to the Company.
- 7.7 Where the applicant acts for or on account of an underlying data subject or otherwise discloses the personal data of an underlying data subject, he/she/it shall, in respect of the personal data it processes in relation to or arising in relation to the Open Offer and/or the Excess Application Facility:
 - (a) comply with all applicable data protection legislation;

- (b) take appropriate technical and organisational measures against unauthorised or unlawful processing of the personal data and against accidental loss or destruction of, or damage to the personal data;
- (c) if required, agree with the Company, the Administrator, the Receiving Agent and the Registrar (as applicable), the responsibilities of each such entity as regards relevant data subjects' rights and notice requirements; and
- (d) immediately on demand, fully indemnify the Company, the Administrator, the Receiving Agent and the Registrar (as applicable) and keep them fully and effectively indemnified against all costs, demands, claims, expenses (including legal costs and disbursements on a full indemnity basis), losses (including indirect losses and loss of profits, business and reputation), actions, proceedings and liabilities of whatsoever nature arising from or incurred by the Company, the Administrator, the Receiving Agent and/or the Registrar in connection with any failure by the applicant to comply with the provisions set out above.

8. Admission, settlement and dealings

The result of the Open Offer is expected to be announced on 26 March 2021. Applications will be made to the FCA for the new Ordinary Shares and Excess Shares to be admitted to the premium segment of the Official List and to the London Stock Exchange for the new Ordinary Shares and Excess Shares to be admitted to trading on the London Stock Exchange's Main Market. It is expected that Initial Admission will become effective and that dealings in the new Ordinary Shares and Excess Shares, fully paid, will commence at 8.00 a.m. on 30 March 2021.

The Existing Ordinary Shares are already admitted to CREST. No further application for admission to CREST is accordingly required for the new Ordinary Shares. All such shares, when issued and fully paid, may be held and transferred by means of CREST.

Open Offer Entitlements and Excess CREST Open Offer Entitlements held in CREST are expected to be disabled in all respects after 11.00 a.m. on 24 March 2021 (the latest date for applications under the Open Offer). If the condition(s) to the Open Offer described above are satisfied, new Ordinary Shares and Excess Shares will be issued in uncertificated form to those persons who submitted a valid application for new Ordinary Shares or Excess Shares by utilising the CREST application procedures and whose applications have been accepted by the Company. The stock accounts to be credited will be accounts under the same CREST participant IDs and CREST member account IDs in respect of which the USE Instruction was given.

Notwithstanding any other provision of the Prospectus, the Company reserves the right to send Qualifying CREST Shareholders an Open Offer Application Form instead of crediting the relevant stock account with Open Offer Entitlements and Excess CREST Open Offer Entitlements, and to allot and/or issue any new Ordinary Shares and Excess Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or of any part of CREST) or on the part of the facilities and/or systems operated by the Registrar in connection with CREST.

For Qualifying Non-CREST Shareholders who have applied by using an Open Offer Application Form, share certificates in respect of the new Ordinary Shares and Excess Shares validly applied for are expected to be despatched by post in the week commencing 12 April 2021. No temporary documents of title will be issued and, pending the issue of definitive certificates, transfers will be certified against the UK share register of the Company. All documents or remittances sent by or to applicants, or as they may direct, will be sent through the post at their own risk. For more information as to the procedure for application, Qualifying Non-CREST Shareholders are referred to paragraph 4.1 above and their respective Open Offer Application Form.

9. Times and dates

The Company shall, in agreement with the Joint Bookrunners and after consultation with the Investment Adviser and its financial and legal advisers, be entitled to amend the dates that Open Offer Application Forms are despatched or amend or extend the latest date for acceptance under the Open Offer and all related dates set out in this Prospectus and in such circumstances shall notify the FCA, and make an announcement on a Regulatory Information Service and, if appropriate, notify Shareholders but Qualifying Shareholders may not receive any further written communication.

If a supplementary prospectus is issued by the Company two or fewer Business Days prior to the latest time and date for acceptance and payment in full under the Open Offer specified in this Prospectus, the latest date for acceptance under the Open Offer shall be extended to the date that is three Business Days after the date of issue of the supplementary prospectus (and the dates and times of principal events due to take place following such date shall be extended accordingly).

10. Governing law and jurisdiction

The terms and conditions of the Open Offer and the Excess Application Facility as set out in this Prospectus, the Open Offer Application Form and any non-contractual obligation arising out of or in connection therewith shall be governed by, and construed in accordance with, English law. The courts of England and Wales are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, the Excess Application Facility, the Prospectus or the Open Offer Application Form. By taking up new Ordinary Shares and/or Excess Shares in accordance with the instructions set out in this Prospectus and, where applicable, the Open Offer Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and Wales and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

11. Further information

Your attention is drawn to the further information set out in the Prospectus and also, in the case of Qualifying Non-CREST Shareholders and other Qualifying Shareholders to whom the Company has sent Open Offer Application Forms, to the terms, conditions and other information printed on the accompanying Open Offer Application Form.

Definitions

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

“Adjusted Net Asset Value at the end of a Calculation Period”	has the meaning set out on page 75
“Administrator”	Maitland Administration (Guernsey) Limited
“AIC”	the Association of Investment Companies
“AIC Code”	the AIC Code of Corporate Governance, as amended from time to time
“AIF”	an alternative investment fund, as defined in the UK Regulations
“AIFM”	an alternative investment fund manager, as defined in the UK AIFM Regulations and/or Maitland Institutional Services Ltd or any replacement AIFM of the Company from time to time, as the context requires
“AIFM Agreement”	the AIFM agreement between the Company, the Investment Adviser and the AIFM, a summary of which is set out in paragraph 9 of Part IX of this Prospectus
“AIFMD”	Directive 2011/61/EU on Alternative Investment Fund Managers
“Articles”	the articles of incorporation of the Company
“AUA”	assets under administration
“Audit Committee”	the audit committee of the Company
“Authority”	has the meaning set out on page 65
“Benefit Plan Investor”	(i) an employee benefit plan that is subject to the fiduciary responsibility or prohibited transaction provisions of Title I of the ERISA (including, as applicable, assets of an insurance company general account) or a plan that is subject to the prohibited transaction provisions of section 4975 of the Internal Revenue Code (including an individual retirement account), (ii) an entity whose underlying assets include “plan assets” by reason of a plan’s investment in the entity, or (iii) any “benefit plan investor” as otherwise defined in section 3(42) of ERISA or regulations promulgated by the US Department of Labor
“Board”	the Directors whose names are set out on page 39 of this Prospectus
“Business Day”	any day on which the London Stock Exchange is open for business and banks are open for business in London and Guernsey (excluding Saturdays and Sundays)
“Calculation Period”	has the meaning set out on page 76
“CISA”	the Swiss Federal Act on Collective Investment Schemes
“C Shares”	Shares of no par value each in the capital of the Company issued as “C Shares” and having the rights and being subject to the restrictions set out in the Articles, which will convert into Ordinary Shares as set out in the Articles
“Companies Law”	the Companies (Guernsey) Law 2008, as amended
“Company”	Chrysalis Investments Limited
“Company Secretary”	Maitland Administration (Guernsey) Limited
“Continuation Resolution”	an ordinary resolution that the Company continues its business as a closed-ended investment company

“CREST Account”	an account in the name of the relevant holder in CREST
“Depositary”	Citibank Europe plc, UK Branch
“Depositary Agreement”	the depositary agreement between the Company, the Investment Adviser and Depositary, a summary of which is set out in paragraph 9 of Part IX of this Prospectus
“Directors”	the directors of the Company whose names are set out on page 39 of this Prospectus
“Disapplication Resolution”	the special resolution passed by Shareholders at the extraordinary general meeting held on 8 March 2021 approving the disapplication of pre-emption rights for up to 600 Ordinary Shares to be issued pursuant to the Initial Issue and Placing Programme.
“DP Law”	the Data Protection (Bailiwick of Guernsey) Law 2017, as amended
“DP Legislation”	any law applicable from time to time relating to the collecting and/or processing of personal data and/or privacy, as in force at the date of this Prospectus or as re-enacted, applied, amended, superseded, repealed or consolidated, including without limitation, the DP Law, the UK GDPR, the UK Data Protection Act 2018, the EU GDPR (as the case may be), and the Privacy and Electronic Communications (EC Directive) Regulations 2003, in each case including legally binding regulations, directions and orders issued from time to time under or in connection with any such law
“DTRs” or “Disclosure Guidance”	the disclosure guidance and transparency rules made by the FCA and Transparency Rules“ under Part VI of the FSMA
“EBITDA”	earnings before interest, taxation, depreciation and amortization
“EEA”	the states which comprise the European Economic Area
“EEA Member State”	each member state of the EEA
“Embark”	Embark Group Limited
“ERISA”	the United States Employee Retirement Income Security Act of 1974, as amended from time to time, and the applicable regulations thereunder
“ESG”	environmental, social and governance considerations
“EU”	the European Union
“EU Member State”	each member state of the EU
“EU AIFM Regulations”	the European Union (Alternative Investment Fund Managers) Regulations 2013 as amended from time to time
“EU GDPR”	the General Data Protection Regulation (Regulation (EU) 2016/679) (including any legally binding regulations, direction, and orders issued from time to time under or in connection with the Regulation) as applied and amended from time to time
“EU Matter”	has the meaning set out on page 30
“EU Prospectus Regulation”	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC
“Euroclear”	Euroclear UK and Ireland Limited, the operator of CREST

“Excess Application Facility”	the arrangements pursuant to which Qualifying Shareholders may apply for additional new Ordinary Shares in excess of their Open Offer Entitlement in accordance with the terms and conditions of the Open Offer
“Excess CREST Open Offer Entitlements”	in respect of each Qualifying CREST Shareholder, the entitlement (in addition to their Open Offer Entitlement) to apply for new Ordinary Shares using CREST pursuant to the Excess Application Facility under Part VI of the FSMA
“Exchange Act”	the US Securities Exchange Act of 1934, as amended from time to time
“Excess Shares”	new Ordinary Shares which are made available to Qualifying Shareholders under the Excess Application Facility at the absolute discretion of the Directors (after consultation with the Joint Bookrunners and the Investment Adviser)
“Excluded Shareholder”	a holder of Ordinary Shares with a registered mailing address in an Excluded Territory
“Excluded Territories”	each member state of the European Economic Area, the United States, Australia, Canada, Japan, the Republic of South Africa and any other jurisdiction in which an offer to sell or issue or a solicitation of an offer to buy or subscribe for the new Shares in that jurisdiction would breach any applicable law or regulation
“Existing Ordinary Shares”	Ordinary Shares in issue as at the Record Date
“FATCA”	the U.S. Foreign Account Tax Compliance Act of 2010
“FCA”	the Financial Conduct Authority
“Featurespace”	Featurespace Limited
“First Placing Programme”	the placing programme of Shares as described in the Company’s prospectus dated 11 October 2018
“FINMA”	the Swiss Financial Market Supervisory Authority
“FSMA”	the Financial Services and Markets Act 2000, as amended from time to time
“GFSC”	the Guernsey Financial Services Commission
“Graphcore”	Graphcore Limited
“Gross Assets”	the aggregate value of the total assets of the Company
“Gross Issue Proceeds”	the aggregate value of the Ordinary Shares issued under the Initial Issue at the Initial Issue Price
“Growth Street”	Growth Street Holdings Limited
“Governance Code”	the UK Corporate Governance Code dated July 2018, as amended from time to time
“Guernsey AML Requirements”	the Criminal Justice (Proceeds of Crime) (Bailiwick of Guernsey) Law, 1999 (as amended), ordinances, rules and regulations made thereunder, and the GFSC’s Handbook on Countering Financial Crime and Terrorist Financing (as amended, supplemented and/or replaced from time to time)
“High Water Mark”	has the meaning set out on page 76
“HMRC”	HM Revenue and Customs

“Initial Admission”	the admission of the Ordinary Shares issued pursuant to the Initial Issue to the Official List and to trading on the Main Market of the London Stock Exchange becoming effective in accordance with the Listing Rules and/or the LSE Admission Standards
“Initial Issue”	the Initial Placing, the Intermediaries Offer and the Offer for Subscription, the Open Offer and/or the Excess Application Facility.
“Initial Issue Price”	£2.05 per Ordinary Share
“Initial Placing”	the conditional placing by the Joint Bookrunners on behalf of the Company of Ordinary Shares at the Initial Issue Price closing on 25 March 2021 pursuant to the Placing Agreement
“Intermediaries”	the entities listed in paragraph 15 of Part IX of this Prospectus, together with any other intermediary (if any) that is appointed by the Company in connection with the Intermediaries Offer after the date of this Prospectus
“Intermediaries Booklet”	the intermediaries booklet between the Company, Liberum, Numis Securities and the Intermediaries, a summary of which is set out in paragraph 9 of Part IX of this Prospectus
“Intermediaries Offer”	the offer of Ordinary Shares by the Intermediaries
“Internal Revenue Code”	the U.S. Internal Revenue Code of 1986, as amended
“Investment Adviser”	Jupiter Investment Management Limited
“Investment Advisers Act”	the US Investment Advisers Act of 1940, as amended from time to time
“Investment Company Act”	the US Investment Company Act of 1940, as amended from time to time
“Investor Representation Letter”	a letter to be provided by any US Person to the Company and Liberum or Numis Securities (as applicable) prior to such US Persons participation in the Initial Placing and/or the Placing Programme, certifying such US Person’s compliance with certain requirements of US securities law, in a form acceptable to the Company and Liberum or Numis Securities (as applicable)
“Investments”	has the meaning set out on page 77
“IFRS”	International Financial Reporting Standards, as adopted by the European Union, as amended from time to time
“IPO”	initial public offering
“IPO Investment Unrealised Gain”	has the meaning set out on page 77
“IPU”	Intelligence Processing Unit
“IRS”	the US Internal Revenue Service
“Joint Bookrunners”	Liberum and Numis Securities
“Key Information Document” or “KID”	the Company’s “Key Information Document”, such term having the same meaning as in the UK PRIIPs Regulation, prepared in respect of the Ordinary Shares
“Klarna”	Klarna Holding AB
“Liberum”	Liberum Capital Limited
“Listing Rules”	the Listing Rules made by the FCA under Part VI of the FSMA, as amended from time to time
“Listed Investment Value Change”	has the meaning set out on page 77

“London Stock Exchange”	London Stock Exchange plc
“Management Fee”	the fee payable by the Company to the Investment Adviser, as described in Part IV of this Prospectus
“Master Services Agreement”	the master services agreement between the Company, the Investment Adviser and Administrator, a summary of which is set out in paragraph 9 of Part IX of this Prospectus
“Money Laundering Regulations”	the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulation 2017
“Net Asset Value” or “NAV”	the net asset value of the Company or, if the context requires, the net asset value of the Company attributable to a specific class of Shares, in each case calculated in accordance with the valuation policies of the Company from time to time as appropriate
“Net Asset Value per C Share”	the Net Asset Value specifically attributable to a C Share
“Net Asset Value per Ordinary Share”	the Net Asset Value specifically attributable to an Ordinary Share
“Net Capital Change”	has the meaning set out on page 76
“Net Proceeds”	the net proceeds of the Initial Issue, estimated at approximately £234.6 million in aggregate (assuming Gross Issue Proceeds of approximately £239.4 million and the costs and expenses of the Initial Issue being equal to approximately 2 per cent. of the Gross Issue Proceeds).
“Non-Qualified Holder”	any person: (i) whose ownership of shares may cause the Company’s assets to be deemed “plan assets” for the purpose of ERISA or purposes of the U.S. Code; (ii) whose ownership of Shares may cause the Company to be required to register as an “investment company” under the U.S. Investment Company Act (including because the holder of the Shares is not a “qualified purchaser” as defined in the U.S. Investment Company Act); (iii) whose ownership of shares may cause the Company to register under the U.S. Exchange Act, the U.S. Securities Act or any similar legislation; (iv) whose ownership of Shares may cause the Company not being considered a “foreign private issuer” as such term is defined in rule 3b-4(c) under the U.S. Exchange Act; (v) whose ownership of shares may result in the Company losing or forfeiting or not being able to claim the benefit of any exemption under the United States Commodity Exchange Act or any substantially equivalent successor legislation or the rules of the CFTC or the National Futures Association or analogous legislation or regulation becoming subject to any unduly onerous filing, reporting or registration requirement; (vi) whose ownership of Shares may cause the Company to be a “controlled foreign corporation” for the purposes of the U.S. Code, or may cause the Company to suffer any pecuniary disadvantage (which will include any excise tax, penalties or liabilities under ERISA or the U.S. Code including as a result of the Company’s failure to comply with FATCA as a result of a Non-Qualified Holder failing to provide information as requested by the Company in accordance with the Articles); or (vii) whose ownership of Shares may cause the Company (including for such purposes, its subsidiaries) to lose the benefit of, or suffer pecuniary disadvantage as a result of not being able to take advantage of, any applicable withholding tax treaty or similar arrangement;
“Numis Securities”	means Numis Securities Limited

“Offer for Subscription”	the offer for subscription to the public in the UK of Ordinary Shares, to be issued at the Initial Issue Price, each on the terms and conditions set out in Part XI of this Prospectus
“Offer for Subscription Applicant”	a person or persons (in the case of joint applicants) whose name(s) appear(s) on the registration details of an Offer for Subscription Application Form
“Offer for Subscription Application”	the offer made by an Offer for Subscription Applicant by completing an Offer for Subscription Application Form and posting it to the Receiving Agent
“Offer for Subscription Application Form”	the application form in connection with the Offer for Subscription which is set out at the end of this Prospectus
“Official List”	the Official List of the Financial Conduct Authority
“Open Offer”	the initial offer to Qualifying Shareholders, constituting an invitation to apply for new Ordinary Shares under the Initial Issue, on the terms and subject to the conditions set out in in Part XII of this Prospectus and in the case of Qualifying Non-CREST Shareholders only, the Open Offer Application Form
“Open Offer Application Form”	the personalised application form on which Qualifying Non-CREST Shareholders may apply for new Ordinary Shares under the Open Offer
“Open Offer Entitlement”	the entitlement of Qualifying Shareholders to apply for new Ordinary Shares under the Open Offer
“Ordinary Shares”	Ordinary Shares (issued and to be issued) of no par value each in the share capital of the Company
“Overseas Shareholders”	save as otherwise determined by the Directors, Shareholders who are resident in, or citizens, residents or nationals of, jurisdictions outside the United Kingdom, the Channel Islands and the Isle of Man
“Payment Amount”	has the meaning set out on page 77
“PDMR”	person discharging managerial responsibilities
“Performance Fee Amount”	has the meaning set out on page 77
“Performance Hurdle”	has the meaning set out on page 76
“Placee”	a person subscribing for Ordinary Shares and/or C Shares under the Initial Placing and/or any Subsequent Placing
“Placing Agreement”	the Placing Agreement between the Company, the Investment Adviser, Liberum and Numis Securities, as described in paragraph 9 of Part IX of this Prospectus
“Placing Programme”	the proposed programme of placings of Ordinary Shares and/or C Shares as described in Part VII of this Prospectus
“Placing Programme Price”	the price of Shares issued pursuant to the Placing Programme, determined in accordance with Part VII of this Prospectus
“Plan Asset Regulations”	the US Department of Labor Regulations, 29 C.F.R. 2510.3-101, as and to the extent modified by section 3(42) of ERISA
“POI Law”	the Protection of Investors (Bailiwick of Guernsey) Law, 1987 (as amended)
“Portfolio Management Agreement”	the portfolio management agreement between the Company, the Investment Adviser and the AIFM, as amended by a side letter dated 29 November 2018, a summary of which is set out in paragraph 9 of Part IX of this Prospectus

“Privacy Notice”	has the meaning set out on page 27 of this Prospectus
“Programme Admission”	any admission of the Ordinary Shares and/or C Shares issued pursuant to the Placing Programme to the Official List and to trading on the Main Market of the London Stock Exchange becoming effective in accordance with the Listing Rules and/or the LSE Admission Standards
“Prospectus”	this Prospectus, including the Appendices
“Prospectus Regulation Rules”	the Prospectus Regulation Rules made by the FCA under Part VI of the FSMA
“Purposes”	has the meaning given to it on page 27 of this Prospectus
“QIBs”	qualified institutional buyers (as defined in Rule 144A under the Securities Act)
“QPs”	qualified purchasers (as defined in section 2(a)(51) of the Investment Company Act)
“Qualifying CREST Shareholder”	a Qualifying Shareholder in respect of any Existing Ordinary Shares held via CREST
“Qualifying Non-CREST Shareholder”	a Qualifying Shareholder in respect of any Existing Ordinary Shares not held via CREST
“Qualifying Shareholder”	holders of Existing Ordinary Shares on the register of members of the Company at the Record Date other than Excluded Shareholders
“RCIS Rules”	the Registered Collective Investment Scheme Rules 2018 (as amended)
“Receiving Agent”	Computershare Investor Services PLC
“Receiving Agent Services Agreement”	the receiving agent services agreement between the Company and the Receiving Agent, a summary of which is set out in paragraph 9 of Part IX of this Prospectus
“Record Date”	the close of business on 8 March 2021.
“Registrar”	Computershare Investor Services (Guernsey) Limited
“Registrar Agreement”	the registrar agreement between the Company and the Registrar, a summary of which is set out in paragraph 9 of Part IX of this Prospectus
“Regulation S”	Regulation S under the Securities Act
“Regulations”	The Uncertificated Securities (Enabling Provisions) Guernsey Law, 2005, the Uncertificated Securities (Guernsey) Regulations 2009 (as amended), The Uncertificated Securities Regulations 2001 (SI 2001 No 3755), as amended by the Uncertificated Securities (Amendment) (Eligible Debt Securities) Regulations 2003 (SI 2003 No. 1633), and such other regulations as are applicable to Euroclear and/or the CREST relevant system and are from time to time in force
“Regulatory Information Service”	a regulatory information service approved by the FCA and on the list of Regulatory Information Services maintained by the FCA
“Revolving Credit Facility”	the revolving credit facility made available to the Company by Barclays Bank plc pursuant to an agreement dated 8 March 2021
“RNS announcement”	an announcement by a regulatory news service
“Secret Escapes”	Secret Escapes Limited
“Securities Act”	the US Securities Act of 1933, as amended

“Shareholder”	a holder of Ordinary Shares or C Shares (as applicable) in the Company
“Shares”	the Ordinary Shares and the C Shares (as the context may require)
“shares”	transferable securities
“Similar Law”	any US federal, state, local or foreign law that is similar to provision 406 of ERISA or section 4975 of the Internal Revenue Code
“Sorted”	Sorted Holdings Limited
“Starling”	Starling Bank Limited
“Subsequent Placing”	a placing of Ordinary Shares and/or C Shares at the applicable Placing Programme Price pursuant to the Placing Programme, as described in this Prospectus
“Takeover Code”	the City Code on Takeovers and Mergers
“THG”	THG plc
“Treasury Regulations”	the US Department of Treasury Regulations
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“UK AIFMD”	the requirements of the FCA Rules implementing the EU Alternative Investment Fund Managers Directive (Directive 2011/61/EU) in the United Kingdom and related UK laws (including Commission Delegated Regulation (EU) No 231/2013, as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018)
“UK AIFM Regulations”	the Alternative Investment Fund Managers Regulations (2013/1773), as amended from time to time
“UK GDPR”	the UK version of the EU GDPR, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018
“UK Market Abuse Regulation”	the UK version of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (UK market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended
“UK MiFIR Product Governance Requirements”	has the meaning set out in the “Important Information” section on page 27 of this Prospectus
“UK PRIIPs Regulation”	the UK version of Regulation (EU) No. 1286/2014 on key information documents for packaged retail and insurance-based investment products, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018
“UK Prospectus Regulation”	the UK version of Regulation (EU) 2017/1129 as amended from time to time and any successor or replacement regulation, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended
“Underlying Applicants”	investors who wish to acquire Ordinary Shares under the Intermediaries Offer

“US” or “United States”	the United States of America (including the District of Columbia) and any of its territories, possessions and other areas subject to its jurisdiction
“US Guernsey IGA”	the intergovernmental agreement signed by the Chief Minister of Guernsey on 13 December 2013 with the U.S. regarding the implementation of FATCA
“US Person”	a “US Person” as defined in Regulation S of the Securities Act
“US Tax Code”	the US Internal Revenue Code of 1986, as amended
“VAT”	UK Value Added Tax
“wefox”	Finance APP AG
“Wise”	TransferWise Ltd
“You & Mr Jones”	You & Mr Jones Inc.

Appendix 1

SUPPLEMENT TO THE PROSPECTUS
OF
CHRYSALIS INVESTMENTS LIMITED
FOR OFFERINGS IN OR TO PERSONS DOMICILED OR REGISTERED
IN THE UNITED KINGDOM AND EUROPEAN ECONOMIC AREA

10 MARCH 2021

This supplement (the “**Supplement**”) for offerings in or to persons domiciled or registered in the United Kingdom (the “**UK**”) and the European Economic Area (the “**EEA**”) hereby supplements the prospectus dated 10 March 2021 as may be amended or supplemented from time to time (the “**Prospectus**”) for Chrysalis Investments Limited (the “**Company**”) for the purposes described below. This Supplement is not a complete summary of, should be read in conjunction with and is qualified in its entirety by, the Prospectus, the articles of association of the Company and the alternative investment fund management agreement between the Company, Jupiter Investment Management Limited (the “**Investment Adviser**”) and Maitland Institutional Services Ltd (the “**AIFM**”) relating thereto and related documentation.

This Supplement is being provided to certain prospective investors as an information-only document for the purpose of providing certain summary information about an investment in the Company as required pursuant to: (i) the requirements of the Financial Conduct Authority (the “**FCA**”) rules implementing the EU Alternative Investment Fund Managers Directive (Directive 2011/61/EU) (the “**AIFMD**”) in the UK and related UK laws (including Commission Delegated Regulation (EU) No. 231/2013, as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018) (together, “**UK AIFMD**”), which continue to apply notwithstanding the UK’s withdrawal from the EU; and (ii) the requirements of the AIFMD.

This Supplement does not update any information except as specifically described herein. Capitalised terms, unless otherwise defined herein, are used as defined in the Prospectus.

UK AIFMD AND AIFMD DISCLOSURE

In accordance with the UK AIFMD and the AIFMD, the AIFM must disclose certain prescribed information to prospective investors because it is intended that the Prospectus is to be used to market Ordinary shares in the capital of the Company to professional investors in the UK in accordance with the UK AIFMD and in Member States of the EEA in accordance with Articles 31 and 32 of the AIFMD. The following table indicates where the required information is located within the Prospectus or sets out the required information, to the extent applicable.

UK AIFMD Article	AIFMD Article	Disclosure Requirement	Disclosure
Fund 3.2.2	23(1)(A)	INVESTMENT STRATEGY	
(1)(a)	1	Description of the investment strategy and objectives of the Company	Please refer to the sections titled “Investment Objective and Overview” and “Investment Policy” in Part I of the Prospectus. The “Investment Process” section in Part III of the Prospectus describes the investment strategy of the Company.
(1)(d)	2	Description of the types of assets in which the Company may invest	Please refer to the section titled “Investment Policy” in Part I of the Prospectus.
(1)(e)	3	Techniques the Company may employ	Please refer to the section titled “Investment Process” in Part III of the Prospectus.

UK AIFMD Article	AIFMD Article	Disclosure Requirement	Disclosure
(1)(e)	4	Risks associated with those types of assets and those techniques	Please refer to the “Risk Factors” section of the Prospectus, in particular the sub-section titled “Risks related to the Company’s investment objective and strategy”.
(1)(f)	5	Applicable investment restrictions	Please refer to the sections titled “Investment Policy” and “Investment Restrictions” in Part I of the Prospectus.
	6	Use of leverage	
(1)(g)	a.	Circumstances in which the Company may employ leverage	Please refer to the section titled “Borrowing Policy” in Part I of the Prospectus.
(1)(h)	b.	Types and sources of leverage permitted	There are no restrictions on the type or source of leverage that the Company is permitted to incur.
(1)(h)	c.	All risks associated with the use of leverage	Please refer to the “Risk Factors” section of the Prospectus for a description of the risks associated with the Company’s use of leverage, and in particular, the paragraph titled <i>“The Company may borrow in connection with its investment activities which subjects it to interest rate risk and additional losses when the value of its investments fall”</i> .
(1)(i)	d.	Any restrictions on the use of leverage and any collateral and asset reuse arrangements	Please refer to the section titled “Borrowing Policy” in Part I of the Prospectus for the restrictions on the use of leverage. There are no collateral or asset reuse arrangements.
(1)(j)	e.	Maximum level of leverage which the AIFM is entitled to employ on behalf of the Company	The Company may incur indebtedness of up to a maximum of 20 per cent. of its Net Asset Value, calculated at the time of drawdown, for investment and for working capital purposes. The maximum leverage of the Company calculated in accordance with both the gross method (under Article 7 of Commission Delegated Regulation No. 231/2013 (the “ AIFMD Regulation ”)) and the commitment method (under Article 8 of the AIFMD Regulation) is 120 per cent.

UK AIFMD Article	AIFMD Article	Disclosure Requirement	Disclosure
(2)	23(1)(B)	CHANGE OF INVESTMENT STRATEGIES OR INVESTMENT POLICY Description of the procedures by which the Company may change its investment strategies or investment policy, or both	Any material change to the investment policy of the Company will be made only with the approval of Shareholders by ordinary resolution in accordance with the provisions of the Listing Rules. Any change to the investment policy or investment restrictions which does not amount to a material change to the investment policy may be made by the Company without the approval of Shareholders.
(3)	23(1)(C)	CONTRACTUAL RELATIONSHIPS Description of the main legal implications of the contractual relationship entered into for the purpose of investment, including information on jurisdiction, on the applicable law and on the existence or not of any legal instruments providing for the recognition and enforcement of judgments in the territory where the Company is established	The Company is incorporated under the laws of Guernsey and accordingly, (except as detailed below), any disputes between an investor and the Company will be resolved by the Royal Courts of Guernsey in accordance with Guernsey law. Notwithstanding the foregoing, any disputes between an investor and the Company relating to the contract to subscribe for new Shares will be governed by, and construed in accordance with, the laws of England and Wales and the Judgements (Reciprocal Enforcement) (Guernsey) Law 1957 shall apply. Accordingly, a final and conclusive judgment under which a sum of money is payable, capable of execution, obtained in the Supreme Court and the Senior Courts of England and Wales (excluding the Crown Court) would be recognised and enforced by the Royal Courts of Guernsey against the Company, but would be subject to compliance with procedural and other requirements of Guernsey's reciprocal enforcement legislation.
(4)	23(1)(D)	SERVICE PROVIDERS	
	1	Identity of the AIFM, the Company's depositary, auditor and other service providers	The identity of the AIFM, the Depositary, the Auditor and other service providers of the Company are set out in the section of the Prospectus titled "Directors, Investment Adviser and Advisers".
	2	Description of the duties of each of those service providers	The duties of the Depositary, the Administrator, Company Secretary, Registrar and Auditor are set out in Part IV of the Prospectus and the

**UK
AIFMD
Article**

**AIFMD
Article**

Disclosure Requirement

Disclosure

3

Description of the investors' rights in respect of those service providers

agreements entered into with each of these service providers are described in more detail in paragraph 9, "Material contracts and Related Party Transactions" of Part VIII of the Prospectus.

The duties of the AIFM are set out in Part IV of the Prospectus and the AIFM Agreement is described in more detail in paragraph 9, "Material contracts and related party transactions" of Part IX of the Prospectus.

The duties of the Investment Adviser are set out in Part IV of the Prospectus and the Portfolio Management Agreement is described in more detail in paragraph 9, "Material contracts and related party transactions" of Part IX of the Prospectus.

Without prejudice to any potential right of action in common law that a Shareholder may have to bring a claim against a service provider to the Company, each Shareholder's contractual relationship in respect of its investment in Shares in the Company is with the Company only. Therefore, no Shareholder will have any contractual claim against any service provider with respect of such service provider's default pursuant to the terms of the agreement that it has entered into with the Company.

The above is without prejudice to any right a Shareholder may have to bring a claim against an FCA authorised service provider under section 13D of the Financial Services and Markets Act 2000 (which provides that breach of an FCA rule by such service provider is actionable by a private person who suffers loss as a result), or any tortious cause of action. Shareholders who believe they may have a claim under section 13D of the Financial Services and Markets Act 2000, or in tort, against any service provider in connection with their investment in the Company should consult their legal adviser.

UK AIFMD Article	AIFMD Article	Disclosure Requirement	Disclosure
(5)	23(1)(E)	PROFESSIONAL LIABILITY Description of how the AIFM covers professional liability risks	The AIFM Agreement imposes certain minimum levels of professional indemnity cover which must be maintained by the AIFM during the term of the AIFM Agreement. Compliance by the AIFM with the terms of the AIFM Agreement will ensure that it complies with its obligations under PRU-INV 11.3.11G and Article 9(7) of the AIFMD to maintain professional indemnity insurance to cover liability arising from professional negligence.
(6)	23(1)(F) 23(2)	DELEGATIONS	
6(a) – (d)	23(1)(F)	Description of any delegated management functions and of any safekeeping function delegated by the Depositary, the identification of the delegate and any conflicts of interest that may arise from such delegations	The AIFMD has delegated its investment sourcing and negotiating in respect of the Company to the Investment Adviser. Notwithstanding the foregoing, all activities engaged in under the provisions of the AIFM Agreement by the AIFM or any of its delegates (including the Investment Adviser) on behalf of the Company shall at all times be subject to the overall policies, supervision and review of the Board. The Investment Adviser's conflicts of interest policy is described in the paragraph titled "Conflicts of Interest" in Part III of the Prospectus. The Depositary has delegated the custody and safe keeping services to its affiliate Citibank N.A.
3.2.3	23(2)	A description of any arrangement made by the depositary to contractually discharge itself of liability	The Depositary Agreement contains customary indemnities given by the Company in favour of the Depositary.
(7)	23(1)(G)	VALUATIONS Description of the Company's valuation procedure and of the pricing methodology for valuing assets, including methods used to value hard-to-value assets	Please refer to the paragraph titled "Net Asset Value publication and calculation" in Part II of the Prospectus. All assets of the Company are valued in accordance

UK AIFMD Article	AIFMD Article	Disclosure Requirement	Disclosure
(8)	23(1)(H)	LIQUIDITY RISK MANAGEMENT	<p>with the methods set out in the Prospectus.</p> <p>The Company's accounts and the annual report are drawn up in British pounds Sterling and in accordance with IFRS.</p> <p>There are no redemption rights for Shareholders since the Company is closed-ended.</p> <p>In addition, although the Company has no fixed life, pursuant to the Articles an ordinary resolution for the continuation of the Company will be proposed at the first annual general meeting of the Company to be held following the fifth anniversary of Initial Admission and, if passed, every three years thereafter. Upon any such resolution not being passed, proposals will be put forward to Shareholders for the reconstruction, reorganisation or winding-up of the Company within six months.</p> <p>Liquidity risk is therefore the risk that a position held by the Company cannot be realised at a reasonable value sufficiently quickly to meet the obligations (primarily, debt) of the Company as they fall due. In managing the Company's assets, the AIFM will seek to ensure that the Company holds at all times a portfolio of assets (including cash) to enable the Company to discharge its payment obligations. The Company may also maintain a short-term overdraft facility that it may utilise from time to time for short-term liquidity purposes.</p>
(9)	23(1)(I)	FEES AND EXPENSES	<p>Description of all fees, charges and expenses and of the maximum amounts thereof which are directly or indirectly borne by investors</p> <p>Please refer to the section entitled "Fees and Expenses" in Part IV of the Prospectus. Since all such fees and expenses will be borne by the Company, they will be borne indirectly by investors. The fees payable by the Company in connection with the Initial Issue are not expected to exceed £4.8 million, assuming Gross Issue</p>

UK AIFMD Article	AIFMD Article	Disclosure Requirement	Disclosure
(10), (11)	23(1)(J)	FAIR TREATMENT OF INVESTORS Description of how the AIFM ensures a fair treatment of investors and a description of any preferential treatment, the type of investors who obtain such preferential treatment and, where relevant, their legal or economic links with the AIFM	<p>Proceeds are approximately £239.4 million.</p> <p>No fees or expenses of the Company will be directly borne by the investors.</p> <p>Given that the amount of the fees payable by the Company following Initial Admission are irregular in their nature, the maximum amount of fees, charges and expenses that Shareholders will bear in relation to their investment cannot be disclosed in advance.</p>
(14)	23(1)(K)	ANNUAL REPORTS The latest annual report of the Company	<p>The Company complies with the provisions of the Listing Rules which require the Company to treat all Shareholders of a given class equally.</p> <p>Other than as disclosed in the Prospectus, the AIFM:</p> <ul style="list-style-type: none"> • will treat investors fairly; • will not allow any investor to obtain preferential treatment; and • has not entered into any agreement to allow any investor to be treated preferentially. <p>The Company's audited annual report and accounts for the year ending 30 September 2020 can be found on the Company's website: http://chrysalisinvestments.co.uk/.</p>
(12)	23(1)(L)	TERMS AND CONDITIONS The procedure and conditions for the issue and sale of interests in the Company	<p>The Shares will be offered by way of an Open Offer, Initial Placing, Intermediaries Offer, Offer for Subscription and Placing Programme. 80,186,322 Ordinary Shares are being reserved for Shareholders under the Open Offer under which Shareholders will be entitled to subscribe for 1 Ordinary Share for every 5 Ordinary Shares held on the Record Date. The procedure for the Initial Issue is set out in Part VI of the Prospectus. The</p>

UK AIFMD Article	AIFMD Article	Disclosure Requirement	Disclosure
			<p>procedure for the Placing Programme is set out in Part VII of the Prospectus.</p> <p>The terms and conditions of the Initial Placing and the Placing Programme are set out in Part X of the Prospectus.</p> <p>The terms and conditions of the Offer for Subscription are set out in Part XI of the Prospectus.</p> <p>The procedures and/or conditions applying to any further issue of Shares will be set out in a prospectus or RNS announcement at the time any relevant offer is made.</p> <p>Certain restrictions on the sale and transfer of the Ordinary Shares are described in Part X of the Prospectus under the paragraph titled "Purchase and Transfer Restrictions for US Persons".</p>
(13)	23(1)(M)	NET ASSET VALUE The latest net asset value of the Company, or the latest market price of the interests of the Company	The latest Net Asset Value of the Company is 180.75p per Ordinary Share (as at 31 December 2020). Quarterly net asset values, when published, can be found on the Company's website: http://chrysalisinvestments.co.uk/ .
(15)	23(1)(N)	HISTORICAL PERFORMANCE Where available, the historical performance of the Company	The Company's audited annual report and accounts for the period from 3 September 2018 (the date of incorporation) to 30 September 2019 and the financial year ended 30 September 2020 can be found on the Company's website: http://chrysalisinvestments.co.uk/ .
(16)	23(1)(O)	PRIME BROKERS	
	1	The identity of the prime broker and a description of any material arrangements of the Company with its prime brokers	Not applicable, the Company has not appointed any prime broker.
	2	The way conflicts of interest in relation to any prime brokers are managed	Not applicable, the Company has not appointed any prime broker.

UK AIFMD Article	AIFMD Article	Disclosure Requirement	Disclosure
	3	The provision in the contract with the depositary on the possibility of transfer and reuse of Company assets	<p>The Depositary Agreement contains provisions permitting the transfer or re-use of Company assets in connection with the Company's or the AIFM's appointment of a prime broker.</p> <p>Further details of the Depositary Agreement are set out in paragraph 9 of Part IX of the Prospectus.</p>
	4	Information relating to any transfer of liability to the prime broker that may exist	Not applicable, the Company has not appointed any prime broker.
3.2.5, 3.2.6	23(1)(P)	PERIODIC DISCLOSURE	<p>Description of how and when the information required to be disclosed periodically to investors under FUND 3.2.5 and 3.2.6 and articles 23(4) and 23(5) of the AIFMD (so far as relevant, leverage and risk profile) will be disclosed</p> <p>The AIFM is required to disclose periodically to investors:</p> <ol style="list-style-type: none"> 1. the percentage of the Company's assets that are subject to special arrangements arising from their illiquid nature; 2. any new arrangements for managing the liquidity of the Company; and 3. the current risk profile of the Company and the risk management systems employed by the AIFM to manage those risks. <p>The information shall be disclosed as part of the Company's periodic reporting to investors, as required as an issuer of listed securities on the Main Market of the London Stock Exchange, or at the same time as the Prospectus and, at a minimum, at the same time as the Company's annual report is made available.</p> <p>The AIFM must disclose on a regular basis:</p> <ol style="list-style-type: none"> 1. any changes to: <ol style="list-style-type: none"> a. the maximum level of leverage that the AIFM may employ on behalf of the Company;

**UK
AIFMD
Article**

**AIFMD
Article**

Disclosure Requirement

Disclosure

- b. any right of reuse of collateral or any guarantee granted under the leveraging arrangement; and
2. the total amount of leverage employed by the Company.

Information on changes to the maximum level of leverage and any right of reuse of collateral or any guarantee under the leveraging arrangements shall be provided without undue delay.

Information on the total amount of leverage employed by the Company shall be disclosed as part of the Company's periodic reporting to investors, as required as an issuer of listed securities on the Main Market of the London Stock Exchange, or at the same time as the Prospectus and at least at the same time as the annual report is made available to investors.

Without limitation to the generality of the foregoing, any of the information specified above may be disclosed:

1. in the Company's annual report;
2. in the Company's unaudited interim report;
3. by the issue of an announcement via a regulatory information service (or equivalent); or
4. by the publication of the relevant information on the Company website, <http://chrysalisinvestments.co.uk/>.

Disclosure relating to regulation (EU) 2019/2088 on sustainability-related disclosures relating to the financial services sector

Material sustainability risks are integrated into the investment decision making process and risk management process. The active ownership approach considers material ESG factors (such as environmental, or social considerations) which strengthens the assessment of the risks and opportunities that drive long-term value. These measures are believed to enhance investment decision making leading to better client outcomes.

These risks are considered through the investment process and form part of the ongoing monitoring of companies in which the Company is invested. The Investment Adviser will utilise a combination of any of the following to meet these goals:

- i) primary research;
- ii) third party ESG risk data (including climate analysis);
- iii) proxy voting research;
- iv) direct and collaborative engagement with companies and other investors / industry bodies; and
- v) commitment to responsible investment codes.

There are no sustainability risk-related limits or ESG investment restrictions applicable to the Company, save for such restrictions as may arise in line with regulatory requirements. Low ranking or negative third-party scores from third party ESG data providers will not automatically prohibit investment. The Investment Adviser retains discretion to divest or engage with a company when considering adverse sustainability risks or events. The above activities are conducted by the Investment Adviser because it is responsible for the integration of sustainability risks within the investment decision-making process. In the Investment Adviser's view, the integration of material sustainability risks in the investment process informs investment decisions and contributes to the stronger risk adjusted returns over the long-term. The assessment of the likely impact of sustainability risks on returns involves both quantitative and qualitative judgments. The outcomes in accordance with the Investment Adviser's Stewardship Policy can be realised in the short term or achieved over multiple periods. Impact may also be influenced by market conditions.

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Appendix 2

CHRYSALIS INVESTMENTS LIMITED

OFFER FOR SUBSCRIPTION APPLICATION FORM If you wish to apply for Ordinary Shares, please complete, sign and return this Application Form, by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH so as to be received by no later than 11.00 a.m. on 24 March 2021.

IMPORTANT: Before completing this Application Form, you should read the notes set out under the section entitled “Notes on how to complete the Application Form” at the back of this Application Form. All applicants must complete Boxes 1 to 3. Joint applicants should also complete Box 4.

If you have a query concerning completion of this Application Form, please call the Receiving Agent on 0370 707 4040 from within the UK or +44 (0) 370 707 4040 if calling from outside the UK. The helpline is open between 9.00 a.m. and 5.30 p.m. (London time), Monday to Friday excluding public holidays in England and Wales. Calls may be recorded or randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of an investment in the Ordinary Shares nor give any financial, legal or tax advice.

To: The Directors,

Chrysalis Investments Limited (the “Company”)

1. Application

I/We offer to subscribe for such number of Ordinary Shares at the Initial Issue Price of £2.05 per Ordinary Share as may be purchased by the subscription amount set out in the box immediately below (the minimum being £1,000 and thereafter multiples of £100), fully paid subject to the Terms and Conditions of Application under the Offer for Subscription set out in Part XI of the prospectus published by the Company dated 10 March 2021 and subject to the Memorandum and Articles.

Subscription Amount	
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2. Personal Details (please use block capitals)

Mr, Mrs, Ms or Title:	Forenames (in full):
Surname:	
Address (in full):	
Postcode:	

3. Signature

Dated:	Signature:
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CHRYSALIS INVESTMENTS LIMITED

4. Joint Applicants (please use block capitals)

1.	Mr, Mrs, Ms or Title:	
	Forenames (in full):	
	Surname:	
	Signature:	
2.	Mr, Mrs, Ms or Title:	
	Forenames (in full):	
	Surname:	
	Signature:	
3.	Mr, Mrs, Ms or Title:	
	Forenames (in full):	
	Surname:	
	Signature:	

5. CREST details (only complete this section if you wish to register your application directly into your CREST Account which should be in the same name(s) as the applicants in Boxes 2 and 4 above)

CREST Participant ID:	
CREST Member Account ID:	

6. Settlement

(a) Cheque/Banker's Draft

If you are subscribing for Ordinary Shares and paying by cheque or banker's draft, pin or staple to this form your cheque or banker's draft for the exact amount shown in Box 1 made payable to **"CIS PLC re: Chrysalis Investments Limited – OFS A/C"**. Cheques and bankers payments must be drawn in Sterling on an account at a bank branch in the UK and must bear a UK bank sort code number in the top right hand corner.

(b) Electronic Bank Transfer

For applicants sending subscription monies by electronic bank transfer (CHAPS), payment must be made for value by 11.00 a.m. on 23 March 2021 directly into the bank account detailed below. Any applicant wishing to pay by CHAPs should contact Computershare by email at OFSPaymentQueries@computershare.co.uk. Computershare will provide bank account details for the payment and a reference number which should be included with the payment instruction

CHRYSALIS INVESTMENTS LIMITED

(c) CREST Settlement

If you so choose to settle your application within CREST, that is DVP, you or your settlement agent/custodian's CREST account must allow for the delivery and acceptance of Ordinary Shares to be made against payment of the Initial Issue Price per Ordinary Share via a message.

Applicants will still need to complete and submit a valid Application Form to be received by no later than 11.00 a.m. on 24 March 2021.

If you require a share certificate you should not use this facility.

The Company will apply for the Ordinary Shares issued pursuant to the Offer for Subscription in uncertificated form to be enabled for CREST transfer and settlement with effect from Initial Admission (the "**Settlement Date**"). Accordingly, settlement of transactions in the Ordinary Shares will normally take place within the CREST system.

The Application Form contains details of the information which the Receiving Agent will require from you in order to settle your application within CREST, if you so choose. If you do not provide any CREST details or if you provide insufficient CREST details for the Receiving Agent to match to your CREST account, the Receiving Agent will deliver your Ordinary Shares in certificated form provided payment has been made in terms satisfactory to the Company.

The right is reserved to issue your Ordinary Shares in certificated form should the Company, having consulted with the Receiving Agent, consider this to be necessary or desirable. This right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST or any part of CREST or on the part of the facilities and/or system operated by the Receiving Agent in connection with CREST.

The person named for registration purposes in your Application Form (which term shall include the holder of the relevant CREST account) must be: (i) the person procured by you to subscribe for or acquire the relevant Ordinary Shares; or (ii) yourself; or (iii) a nominee of any such person or yourself, as the case may be. Neither the Receiving Agent nor the Company will be responsible for any liability to stamp duty or stamp duty reserve tax resulting from a failure to observe this requirement.

The Receiving Agent, on behalf of the Company, will input a DVP instruction into the CREST system according to the booking instructions provided by you in your Application Form. The input returned by you or your settlement agent/custodian of a matching or acceptance instruction to the Company's CREST input will then allow the delivery of your Ordinary Shares to your CREST account against payment of the Initial Issue Price per Ordinary Share through the CREST system upon the Settlement Date.

By returning the Application Form you agree that you will do all things necessary to ensure that you or your settlement agent/custodian's CREST account allows for the delivery and acceptance of Ordinary Shares to be made prior to 8.00 a.m. on 30 March 2021 against payment of the Initial Issue Price per Ordinary Share. Failure by you to do so will result in you being charged interest at a rate equal to the London Inter-Bank Offered Rate for seven day deposits in Sterling plus 2 per cent. per annum.

To ensure that you fulfil this requirement it is essential that you or your settlement agent/custodian follow the CREST matching criteria set out below:

Trade Date:	26 March 2021
Settlement Date:	30 March 2021
Company:	Chrysalis Investments Limited
Security Description:	Ordinary Shares
SEDOL:	BGJYPQ5
ISIN:	GG00BGJYPP46

Should you wish to settle DVP, you will need to match your instructions to the Receiving Agent's Participant account 8RA28 by no later than 11.00 a.m. on 24 March 2021.



CHRYSALIS INVESTMENTS LIMITED

You must also ensure that you or your settlement agent/custodian has a sufficient “debit cap” within the CREST system to facilitate settlement in addition to your/its own daily trading and settlement requirements.

In the event of late CREST settlement, the Company, after having consulted with the Receiving Agent, reserves the right to deliver Ordinary Shares outside CREST in certificated form provided payment has been made in terms satisfactory to the Company and all other conditions in relation to the Offer for Subscription have been satisfied.

7. Identity Information

In accordance with internationally recognised standards for the prevention of money laundering the under mentioned documents and information must be provided.

7.1 For each holder being an individual enclose:

7.1.1 a certified clear photocopy of one of the following identification documents which bear both a photograph and the signature of the person: current passport – Government or Armed Forces identity card – driving licence; and

7.1.2 certified copies of at least two of the following documents which purport to confirm that the address given in section 2 is that person’s residential address: a recent gas, electricity, water or telephone (not mobile) bill, a recent bank statement, council rates bill or similar document issued by a recognised authority; and

7.1.3 if none of the above documents show their date and place of birth, enclose a note of such information; and

7.1.4 details of the name and address of their personal bankers from which Receiving Agent may request a reference, if necessary.

7.2 For each holder being a company (a holder company) enclose:

7.2.1 a certified copy of the certificate of incorporation of the holder company; and

7.2.2 the name and address of the holder company’s principal bankers from which the Receiving Agent may request a reference, if necessary; and

7.2.3 a statement as to the nature of the holder company’s business, signed by a director; and

7.2.4 a list of the names and residential addresses of each director of the holder company; and

7.2.5 for each director provide documents and information similar to that mentioned in 7.1.1 to 7.1.4 above; and

7.2.6 a copy of the authorised signatory list for the holder company; and

7.2.7 a list of the names and residential/registered address of each ultimate beneficial owner interested in more than 5 per cent. of the issued share capital of the holder company and, where a person is named, also complete 7.3 below and, if another company is named (hereinafter a beneficiary company), also complete 7.4 below. If the beneficial owner(s) named do not directly own the holder company but do so indirectly via nominee(s) or intermediary entities, provide details of the relationship between the beneficial owner(s) and the holder company.

7.3 For each person named in 7.2.7 as a beneficial owner of a holder company enclose for each such person documents and information similar to that mentioned in 7.1.1 to 7.1.4.

7.4 For each beneficiary company named in 7.2.7 as a beneficial owner of a holder company enclose:

7.4.1 a certified copy of the certificate of incorporation of that beneficiary company; and

7.4.2 a statement as to the nature of that beneficiary company’s business signed by a director; and

CHRYSALIS INVESTMENTS LIMITED

7.4.3 the name and address of that beneficiary company's principal bankers from which the Receiving Agent may request a reference, if necessary; and

7.4.4 enclose a list of the names and residential/ registered address of each beneficial owner owning more than 5 per cent. of the issued share capital of that beneficiary company.

7.5 If the payor is not a holder and is not a bank providing its own cheque or banker's payment on the reverse of which is shown details of the account being debited with such payment (see note 5 on how to complete this form) enclose:

7.5.1 if the payor is a person, for that person the documents mentioned in 7.1.1 to 7.1.4; or

7.5.2 if the payor is a company, for that company the documents mentioned in 7.2.1 to 7.2.7; and

7.5.3 an explanation of the relationship between the payor and the holder(s).

The Company and/or the Receiving Agent reserve the right to ask for additional documents and information.

8. Reliable Introducer Certificate

Completion and signing of this certificate by a suitable person or institution may avoid presentation being requested of the identity documents. The declaration below may only be signed by a person or institution (being a regulated financial services firm) (the firm) which is itself subject in its own country to operation of "customer due diligence" and anti-money laundering regulations no less stringent than those which prevail in Guernsey. Acceptable countries include Austria, Belgium, Canada, Cyprus, Denmark, Finland, France, Germany, Gibraltar, Guernsey, Hong Kong, Iceland, Ireland, Isle of Man, Italy, Japan, Jersey, Luxembourg, Malta, the Netherlands, New Zealand, Norway, Portugal, Singapore, the Republic of South Africa, Spain, Sweden, Switzerland, the UK and the United States of America.

CERTIFICATE: To the Company and the Receiving Agent

By completing and stamping Box 8 below you are deemed to have given the warranties and undertakings set out in paragraph 6 of the accompanying Terms and Conditions of Application under the Offer for Subscription.

IFA STAMP

Name of Firm	
FCA Number	
Signature	
Print Name	
Position	
Date	
Telephone No	



CHRYSALIS INVESTMENTS LIMITED

9. Contact Details

To ensure the efficient and timely processing of this Application Form please enter below the contact details of a person that the Receiving Agent may contact with all enquiries concerning this application. Ordinarily this contact person should be the person signing in Box 3 on behalf of the first named holder. If no details are entered here and the Receiving Agent requires further information, any delay in obtaining that additional information may result in your application being rejected or revoked.

Contact name:	Telephone no:
	Fax no:
Contact address:	Email address:

Each applicant detailed in this Application Form, acknowledges that all personal data about them which is supplied and detailed in this Application Form, together with any other personal data which is collected by or on behalf of the Company in connection with this application or the issue of Ordinary Shares, shall be processed in accordance with the Personal Data Collection Notice which is set out in the "Important Information" section of the Prospectus published by the Company dated 10 March 2021.

Signature of Applicant

Signed Date 2021

Authorised Signatory

CHRYSALIS INVESTMENTS LIMITED

Notes on how to complete the Application Form

Applications should be returned to the Receiving Agent, Computershare Investor Services PLC, so as to be received no later than 11.00 a.m. (London time) on 24 March 2021.

If you have a query concerning completion of this Application Form, please call the Receiving Agent on 0370 707 4040 from within the UK or +44 (0) 370 707 4040 if calling from outside the UK. The helpline is open between 9.00 a.m. and 5.30 p.m. (London time), Monday to Friday excluding public holidays in England and Wales. Calls may be recorded or randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of an investment in the Ordinary Shares nor give any financial, legal or tax advice.

1. Application

Fill in Box 1 with the amount of money being subscribed for Ordinary Shares. The amount being subscribed must be for a minimum of £1,000 and thereafter multiples of £100. Financial intermediaries who are investing on behalf of clients should make separate applications or, if making a single application for more than one client, provide details of all clients in respect of whom the application is made in order to be treated most favourably in the scaling back process should this be required.

2. Personal Details

Fill in (in block capitals) the full name(s) and address of the sole first applicant. Applications may only be made by persons aged 18 or over. In the case of joint holders only the first named may bear a designation reference. A maximum of four joint holders is permitted. All holders named must sign the Application Form in Boxes 3 and 4 (where applicable).

3. Signature

All holders named in Boxes 2 and 4 (where applicable) must sign Boxes 3 and 4 (where applicable) and insert the date. The Application Form may be signed by another person on behalf of each holder if that person is duly authorised to do so under a power of attorney. The power of attorney (or a copy duly certified by a solicitor or a bank) must be enclosed for inspection (which originals will be returned by post at the addressee's risk). A corporation should sign under the hand of a duly authorised official whose representative capacity should be stated and a copy of a notice issued by the corporation authorising such person to sign should accompany the Application Form.

4. Settlement

(a) Cheque/Banker's draft

All payments by cheque or banker's draft must accompany your Application Form and be for the exact amount inserted in Box 1 of your Application Form. Applications accompanied by a post-dated cheque will not be accepted. Your payment must relate solely to the application made in the Application Form. No receipt will be issued. Your cheque or banker's draft must be made payable to "**CIS PLC re: Chrysalis Investments Limited – OFS A/C**" in respect of an application and crossed "A/C Payee Only". The cheque or banker's draft must be drawn in Sterling on an account at a bank branch in the United Kingdom which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and bankers' drafts to be cleared through the facilities provided by any of those companies or committees, and must bear a United Kingdom bank sort code number in the top right hand corner. If you use a banker's draft or a building society cheque you should ensure that the bank or building society issuing the payment enters the name, address and account number of the person whose account is being debited on the reverse of the banker's draft or cheque and adds its stamp. Cheques should be drawn on the personal account to which you have sole or joint title to the funds. Third party cheques will not be accepted with the exception of building society cheques or bankers' drafts where the bank or building society has confirmed the name of the account holder by stamping and endorsing the cheque to such effect.



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(b) Electronic Bank Transfer

For applicants sending subscription monies by electronic bank transfer (CHAPS), payment must be made for value by 11.00 a.m. on 24 March 2021 directly into the bank account detailed below. Any applicant wishing to pay by CHAPS should contact Computershare by email at OFSPaymentQueries@computershare.co.uk. Computershare will provide bank account details for the payment and a reference number which should be included with the payment instruction.

(c) CREST Settlement

The Company will apply for the Ordinary Shares issued pursuant to the Offer for Subscription in uncertificated form to be enabled for CREST transfer and settlement with effect from Initial Admission (the “**Settlement Date**”). Accordingly, settlement of transactions in the Ordinary Shares will normally take place within the CREST system.

The Application Form contains details of the information which the Receiving Agent will require from you in order to settle your application within CREST, if you so choose. If you do not provide any CREST details or if you provide insufficient CREST details for the Receiving Agent to match to your CREST account, the Receiving Agent will deliver your Ordinary Shares in certificated form provided payment has been made in terms satisfactory to the Company.

The right is reserved to issue your Ordinary Shares in certificated form should the Company, having consulted with the Receiving Agent, consider this to be necessary or desirable. This right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST or any part of CREST or on the part of the facilities and/or system operated by the Receiving Agent in connection with CREST.

The person named for registration purposes in your Application Form (which term shall include the holder of the relevant CREST account) must be: (i) the person procured by you to subscribe for or acquire the relevant Ordinary Shares; or (ii) yourself; or (iii) a nominee of any such person or yourself, as the case may be. Neither the Receiving Agent nor the Company will be responsible for any liability to stamp duty or stamp duty reserve tax resulting from a failure to observe this requirement.

The Receiving Agent, on behalf of the Company, will input a DVP instruction into the CREST system according to the booking instructions provided by you in your Application Form. The input returned by you or your settlement agent/custodian of a matching or acceptance instruction to the Company’s CREST input will then allow the delivery of your Ordinary Shares to your CREST account against payment of the Initial Issue Price per Ordinary Share through the CREST system upon the Settlement Date.

By returning the Application Form you agree that you will do all things necessary to ensure that you or your settlement agent/custodian’s CREST account allows for the delivery and acceptance of Ordinary Shares to be made prior to 8.00 a.m. on 30 March 2021 against payment of the Initial Issue Price per Ordinary Share. Failure by you to do so will result in you being charged interest at a rate equal to the London Inter-Bank Offered Rate for seven day deposits in Sterling plus 2 per cent. per annum.

To ensure that you fulfil this requirement it is essential that you or your settlement agent/custodian follow the CREST matching criteria set out below:

Trade Date:	26 March 2021
Settlement Date:	30 March 2021
Company:	Chrysalis Investments Limited
Security Description:	Ordinary Shares
SEDOL:	BGJYPQ5
ISIN:	GG00BGJYPP46

Should you wish to settle DVP, you will need to match your instructions to the Receiving Agent’s Participant account 8RA28 by no later than 11.00 a.m. on 24 March 2021.

CHRYSALIS INVESTMENTS LIMITED

You must also ensure that you or your settlement agent/custodian has a sufficient “debit cap” within the CREST system to facilitate settlement in addition to your/its own daily trading and settlement requirements.

In the event of late CREST settlement, the Company, after having consulted with the Receiving Agent, reserves the right to deliver Ordinary Shares outside CREST in certificated form provided payment has been made in terms satisfactory to the Company and all other conditions in relation to the Offer for Subscription have been satisfied.

5. Identity Information

Applicants need only consider Box 6 of the Application Form if the declaration in Box 8 cannot be completed. Notwithstanding that the declaration in Box 8 has been completed and signed, the Receiving Agent reserves the right to request of you the identity documents listed in section 6 and/or to seek verification of identity of each holder and payor (if necessary) from you or their bankers or from another reputable institution, agency or professional adviser in the applicable country of residence. If satisfactory evidence of identity has not been obtained within a reasonable time your application might be rejected or revoked. Where certified copies of documents are requested in section 6, such copy documents should be certified by a senior signatory of a firm which is either a governmental approved bank, stockbroker or investment firm, financial services firm or an established law firm or accountancy firm which is itself subject to regulation in the conduct of its business in its own country of operation and the name of the firm should be clearly identified on each document certified.

6. Reliable Introducer Certificate

Applications will be subject to Guernsey anti-money laundering requirements. This will involve you providing the verification of identity documents listed in section 6 of the Application Form UNLESS you can have the certificate provided at section 8 of the Application Form given and signed by a firm acceptable to the Receiving Agent. In order to ensure your application is processed timely and efficiently all applicants are strongly advised to have the certificate provided in Box 8 of the Application Form completed and signed by a suitable firm.

7. Contact Details

To ensure the efficient and timely processing of your Application Form, please provide contact details of a person the Receiving Agent may contact with all enquiries concerning your application. Ordinarily this contact person should be the person signing in Box 3 on behalf of the first named holder. If no details are entered here and the Receiving Agent requires further information, any delay in obtaining that additional information may result in your application being rejected or revoked.

Instructions for delivery of completed Application Forms

Completed Application Forms should be returned, by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH so as to be received by no later than 11.00 a.m. on 24 March 2021, together in each case with payment by cheque or duly endorsed banker's draft in full in respect of the application made by the Application Form except where payment is being made by electronic bank transfer or by CREST settlement. If you post your Application Form, you are recommended to use first class post and to allow at least two days for delivery. Application Forms received after this date may be returned.



