More than money.

Information Memorandum

Praetura Inheritance Tax Planning Service

Important Notice

All abbreviations, acronyms or designations used in this disclaimer are as defined in the body of the document. Reference to the Fund means the Praetura Inheritance Tax Planning Service.

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

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

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

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

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

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

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

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

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

Investment in the Fund may not be suitable for all recipients of this document. A prospective Investor should consider carefully whether an investment in the Fund is suitable for them, considering their personal circumstances and the financial resources available to them. All statements, other than statements of historical facts, included in this document may be forward looking statements. Forward-looking statements may include, without limitation, statements relating to future capital expenditures, expenses, revenues, earnings, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects, etc.

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

All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this document are based on information available to the Directors at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

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

The Praetura Inheritance Tax Planning Service is an Alternative Investment Fund for the purposes of the AIFMD. Praetura Ventures Limited has been appointed as the Alternative Investment Fund Manager to the fund. The Praetura Inheritance Tax Planning Service is also classified as a Retail Investment Product that does not constitute an Unregulated Collective Investment Scheme ("UCIS") under the FSMA. The Praetura Inheritance Tax Planning Service will not be subject to the rules in respect of non-mainstream pooled investments and Quay Street Trading Ltd does not amount to UCIS.

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

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

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

More than money •

praetura VENTURES

Introduction •

We co-founded Praetura in 2011.

In our previous lives, we were lucky enough to work briefly with the founders of some exceptional businesses in the North, including: The Hut Group; AO.com; Myprotein; and AJ Bell.

And it was whilst working with these businesses, as they looked for capital to support their growth, that we realised that there was an unfilled gap in the North's financial community.

Using our skills, learnt within Asset Based Lending and Investment Banking, we founded and co-founded the three businesses which make up the Praetura Group today.

Praetura Ventures is a venture capital business seeking to help reduce the funding gap for Northern entrepreneurs. We aim to play our part in creating a venture capital eco-system in the North of England which can rival that of London.

Praetura Asset Finance is a Northern funder of SMEs. We lend these businesses capital secured against the value of their plant and machinery. As a result of the security offered and the credit policies of the business, since inception the business has lent over £320m* and suffered less than 0.5% capital write-off.

Praetura Commercial Finance provides invoice discounting and other supplementary alternative finance products to SMEs. Since inception the business has provided over £100m* of facilities and incurred nil capital write-off. As with Praetura Asset Finance, this exceptional track record on capital write-off has been maintained despite the wider economic impact of the COVID-19*.

As part of the Praetura Group, these businesses have had access to the Group's own capital resources to allow us to diversify and grow our secured lending channels, develop our teams, increase our expertise and to withstand the effects of COVID-19*.

We are delighted to now be able to combine the fund management skills of Praetura Ventures with the debt and, in particular, credit assessment skills of the lending businesses' management teams, to introduce the Praetura Inheritance Tax Planning Service.

The Praetura Inheritance Tax Planning Service will give investors the opportunity to access potentially highly secure, predictable and stable returns whilst taking action to protect their assets from inheritance tax liabilities.

We look forward to providing investors with this valuable service and ensuring that more of your hard earned wealth is available for your future generations.

David Foreman
Managing Director
Praetura Ventures

Peadar O'Reilly
Managing Director
Praetura Debt Services

*As of the 31st October 2020

The Praetura Inheritance Tax Planning Service •

The Praetura Inheritance Tax Planning Service ("PITPS") is an investment management service that allows investors to mitigate their inheritance tax liabilities, whilst enjoying predictable and secure levels of growth within their assets.

Business Relief was established as a tax relief in 1976. It's purpose is to incentivise investment in trading businesses within the UK; providing much needed support to the UK economy. By investing in PITPS, investors are subscribing for shares in Business Relief qualifying investments.

By accessing Business Relief, Investors are able to invest in secure assets whilst aiming to achieve 100% inheritance tax exemption in two years.

As with other investments within the Praetura Group, we have aimed to design a solution which offers a strong underlying investment rationale whilst also benefitting from available tax reliefs.

To that end, investments made within PITPS will also be taken up by other investors, including other professional investment managers, who do so without the associated benefit of Business Relief. As ever, we place investment rigour and structure in equal importance to the tax relief.

Investing in PITPS should be seen as a moderately long-term investment as it takes two years continuous holding before the Business Relief advantages apply.

However, should you require liquidity for some unforeseen circumstance, your money can be accessed within relatively short time periods.

In order to achieve our targeted return of 4.5% p.a net of Praetura annual management fees per annum, PITPS will invest into Quay Street Trading Ltd which will provide you with access to a portfolio of highly diversified, asset backed lending contracts. The asset based nature of such lending contracts provides you with significantly reduced risk of default and our expertise at the Praetura Group allows us to assess the underlying risk and exposure on any opportunities undertaken by PITPS.

The portfolio of lending contracts will comprise of loans made into businesses either owned and controlled by the Praetura Group, such as Praetura Asset Finance and Praetura Commercial Finance, into arms length trades with third party lending businesses or directly into SMEs.

Having founded and scaled both Praetura Asset Finance and Praetura Commercial Finance, we are experts in the field of asset backed lending to UK SMEs.

Accordingly, we are ideally placed to identify lending opportunities and critically assess risks associated with those opportunities on behalf of our clients in PITPS.

About Praetura Group

The Praetura Group

Alternative Funding Solutions

Praetura provides alternative equity and debt funding solutions to SMEs, predominantly in the North of England. The Group uses proprietary systems and processes to provide innovative funding solutions to SME and growth companies. SME lending, asset finance and venture capital represent the core group focus and track record.

Northern Focus

Headquartered in Manchester, Praetura Group have developed a regional presence with strong links within the professional & investor communities. By operating in and focusing on the North of England, Praetura operates in structurally underserved and fragmented markets across the UK. This presence and differentiation provides significant opportunities for the Group.

Proven Track Record

Over £75m in equity and over £400m* in lending solutions has been deployed by Praetura Group companies since 2011. Having secured permanent capital and built strong management teams in each of the core businesses, the Group has ambitious plans to extend the range of alternative equity and debt services it provides and to reach £1bn AUM over the next 5 years.

*As of the 31st October 2020

Praetura's Lending Experience •

The 2008 global recession had a distinct and lasting impact on the SME specialty finance landscape in the UK. The high street banks, who were historically the core providers of this niche secured lending, shifted their operating models in the wake of the recession and their appetite moved away from offering these products.

The banks not only withdrew and/or reduced their appetite for providing these products from the market but also lost the skills and expertise to deliver speciality finance from within their infrastructure.

Consequently, a huge unfulfilled gap in the SME funding space for creditworthy counterparties was created and new, private, entities were formed to provide a solution. Accordingly, the UK has seen a significant rise of non-bank independent lenders who have generated an ever-growing share in SME focused speciality finance.

This trend was demonstrated through the success stories of companies such as Together Money which has grown its lending book to £4bn as well as the acquisition of Haydock Asset Finance by Apollo Global Management in 2017.

Praetura saw the opportunity to take advantage of this growing funding gap within the market and aggressively target underserved SMEs through our co-founded platforms.

Beginning in 2013, the Praetura debt team led by Peadar O'Reilly and Danny Summers has overseen the establishment and subsequent growth of two very successful Northern based SME lending providers, from incorporation through to profitability and scale.

Our core principles, whilst building our two debt businesses have been to ensure that each enterprise: has been appropriately equity funded; is fit for significant scale; and is managed by exceptional, experienced management teams.

Peadar, Danny and the wider Praetura team have worked closely alongside each business' management teams to oversee over £400m* of origination to date and the growth of the overall lending book to almost £160m** whilst generating a 10% net yield and less than 0.5% of capital write-off since inception.

Our success is underpinned by the credit quality and excellent performance of the secured lending we have facilitated. The characteristics of our lending book as a result has always demonstrated:

- Attractive returns on lending against secured assets
- Highly diversified spread of loans across sectors, underlying collateral and volume of customers
- Very low levels of default and capital write-off; indicative of the high-quality credit and ongoing risk management processes

*As of the 31st October 2020
**Gross recievable as at 2019 year end

This very high standard of lending and risk adjusted returns has been validated by the high street banking counterparties we have attracted and continue to work alongside.

Praetura Commercial Finance has recently agreed a £92m syndicated senior facility to fund the growth of the book with RBS and Abn Amro. The facility was agreed and finalised during the Coronavirus pandemic indicating the very high regard within which the business is held.

Praetura Asset Finance have in place a "securitisation", a private conduit facility with NatWest Markets, which was agreed in 2018. The Directors believe this specialist form of finance remains the only facility of its kind provided to an independent asset finance lender since 2012. The senior tranche of the loans funded under that facility (representing 73.75% of the capital) are rated AAA by ARC; demonstrating the quality of the lending book and asset coverage.

In growing the Praetura businesses, we have been able to combine our expertise in the SME lending sector with the highest calibre of operational management teams in each market segment.

Whilst we are presented with plans to co-found or invest in up to 10 highly credible opportunities per annum, our assessment process is very selective. We will only consider opportunities operated by management teams who we assess to be the best qualified in their discipline, operating within attractive alternative sectors of lending that fit our robust criteria regarding risk-adjusted returns.

This is an exacting standard; but it is one that we believe provides us, with the inception of PITPS, the opportunity of realising strong and stable returns for investors.

Alongside our two incumbent businesses we have been working, since 2019 on introducing three further debt products which meet these criteria.

All three opportunities have excellent management teams already identified and can be incorporated into our current operational infrastructure. Further, each of these propositions represent the same quality of opportunity and lending characteristics as both Praetura Asset Finance and Praetura Commercial Finance.

These businesses are in Factoring, Block Discounting and Property Lending. All three propositions provide:

- Secured lending on identifiable assets benefitting from excess security on lending with significant collateral coverage
- Top quality management teams with exceptional track records of origination and portfolio performance through multiple economic cycles
- Growing, established market sectors within which we have deep knowledge
- Attractive yields and low levels of capital write-off leading to strong risk adjusted returns

Our deep sector specialism, built up through the collective experience of the team over the last twenty years and as co-founders and Directors of our debt businesses, has created the platform from which we expect to continue to grow a diversified and high quality lending book alongside excellent specialist management teams.

Praetura Group Lending Businesses •

We have considerable experience in founding, scaling and managing lending businesses within the Praetura Group, having successfully done so with both Praetura Asset Finance ("PAF") and Praetura Commercial Finance ("PCF"). Investors in both businesses since inception have enjoyed stable returns and significant asset coverage with zero diminution in value or capital write-offs.

Scale

Praetura provide asset backed lending solutions to the growing UK SME market. We have advanced over £400m* to SMEs since 2013 and have a built lending book of c.£160m**.

Sector Experience

The Praetura Group businesses of PAF and PCF are underpinned by strong management teams with significant sector and financial services experience. The management team of PAF were, prior to co-founding the business, the senior management team of Close Asset Finance. Similarly, the PCF team were the senior management team of Centric Commercial Finance

Robust Data

The management teams and the businesses of PAF and PCF have over 20 years of robust data, combined with proprietary asset management analytics. This is emphasised by the Securitisation that PAF was able to complete in 2018 with Natwest markets and the £92m of facilities from RBS and ABN Amro that PCF has been able to secure.

Significant Diversification

Both PAF and PCF benefit from a granular portfolio.The average customer balance within PAF is less than £50k across 2,500 agreements. Within PCF, there are over c4,000 underlying customer receivables with an average balance of £10k*.

Low Levels of Capital Write-Off

Capital write-offs less than 0.5% for PAF and zero for PCF since inception*.

Security

On a portfolio basis the business targets 90% average loan to value (being the capital outstanding to the customer against the prudent realisable value of the underlying asset), creating excess security headroom.

*As of the 31st October 2020
**As at financial year end 2019

Timeline

praetura

JUN 2011
Praetura Incorporated

NOV 2013
Praetura Asset Finance incorporated

JAN 2014
Praetura Asset Finance commenced trading

MAR 2014
Shawbrook Bank
JASON CAPITAL
Secured senior funding lines with Shawbrook Bank and Jason Capital

DEC 2014
£15M
Loan book exceeded £15m

SEP 2015
Diversified funding structure with initial £15m wholesale facility with RBS

DEC 2015
£30M
Loan book exceeded £30m

APR 2016
FCA FINANCIAL CONDUCT AUTHORITY
FCA authorised

AUG 2016
RBS
Wholesale Funding facility with RBS increased to £30m syndication with British Business Bank

NOV 2016
Praetura Commercial Finance Incorporated

DEC 2016
£40M
Praetura Commercial Finance finalise £40m back-to-back facility with RBSIF and commence trading

JUL 2017
RM Capital agree to provide mezzanine capital, initial facility of £10m
RMCapital

DEC 2017
£75M
Loan Book exceeds £75m

DEC 2018
kingsway ASSET FINANCE LTD
Praetura Asset Finance acquires Kingsway Asset Finance

DEC 2018
Praetura Asset Finance finalised £75m "Securitisation" funding facility with NWM

DEC 2018
£30M
RMCapital
RM Capital increase mezzanine facilities to £30m with Praetura Asset Finance

DEC 2018
£120M
Loan book exceeded £120m

FEB 2019
£50M
RBSIF increased back-to-back facility to £50m for Praetura Commercial Finance

DEC 2019
£155M
Loan book exceeds £155m

British Business Bank provide £25m facility to fund further origination for Praetura Asset Finance

JUL 2020
RBSIF and ABN AMRO agree to £92m senior facility for Praetura Commercial Finance
+£92M

At Praetura, we aim to provide more than money. We look for ways we can add significant value through our team's skillset, network and experience.

RECOGNITION

MJ Hudson Cornerstone Trustees

INVESTMENT WEEK TAX EFFICIENCY AWARDS 2019/20 WINNER BEST NEW ENTRANT

MICAP ALTERNATIVE INVESTMENT RESEARCH

GROWTH INVESTOR 2020 AWARDS FINALIST BEST EIS INVESTMENT MANAGER

GROWTH INVESTOR 2020 AWARDS FINALIST TEAM OF THE YEAR

Praetura Inheritance Tax Planning Service

Benefits of Investment

- Stable, Predictable Secure Returns
- IHT Qualification in Two Years
- Significant Lending Pipeline
- Strong Track Record of Performance
- Flexibility to Withdraw Capital

What is the Praetura Inheritance Tax Planning Service?

The Praetura Inheritance Tax Planning Service ("PITPS") is an asset backed and secure investment solution that aims to provide individual investors with 100% relief from inheritance tax after two years, whilst also generating a targeted return of 4.5% net of fees per annum.

Inheritance Tax

We believe that it is important individuals who have created wealth for themselves and their families to be able to pass this on to their families in a tax efficient manner.

Inheritance Tax is usually paid at a rate of 40% of the amount by which an estate exceeds the nil rate band. The nil rate band is currently fixed at £325,000 per person.

An estate may be entitled to an additional allowance, known as the residence nil rate band, which will be applied before the general nil rate band. This allowance can only be used in relation to the family home and is worth £175,000 per person in the 2020/2021 tax year.

Despite these nil rate bands, many estates are still expected to have considerable IHT bills in the future.

How Business Relief Mitigates Inheritance Tax

Business Relief was introduced in 1976 to allow certain businesses to be passed down to the next generation free from inheritance tax.

By investing in a Business Relief qualifying trading company, an investor in PIPS can achieve 100% relief from inheritance tax on the amount invested after two years.

However, 100% relief can be established immediately if you have recently sold a Business Relief-qualifying asset.

Under each scenario, Investors must hold this investment at the time of death to benefit from the exemption.

- Investment in a Business Relief qualifying company
- Diversified exposure to underlying assets
- Targeting a return of 4.5% per annum
- An subscription to PITPS can provide uplifts in value of 60%+ vs non-business relief holdings

How it Works?

Subscribe
to the Service

Invest
in a BR qualifying business

Trade
in loans to specified parties

The Service invests in Quay Street Trading Ltd, a Business Relief qualifying company

Quay Street Trading Ltd trades with:

1. Praetura Group Lending Businesses
2. Independent Lending Businesses
3. SME Businesses

Key Facts

We will make an investment into Quay Street Trading Ltd, a Business Relief qualifying company with underlying exposures to asset backed lending contracts. The Service will have a geographical bias towards the North of England, targeting a return on capital of 4.5% per annum from a diverse portfolio of assets.

Fund Manager	**Praetura Ventures Limited**
Fund Type	**Alternative Investment Fund**
Business Relief Qualification	**2 years from date of allocation of funds**
Minimum Subscription	**£25,000**
Maximum Subscription	**There is no maximum subscription amount**
Capital Deployment	**Capital will be deployed within 30 days of receipt of funds**
Investment Focus	**Business relief qualifying companies with underlying exposures to asset backed lending contracts**
Geographical Focus	**North of England bias**
Liquidity	**Liquidity is provided 30 days from end of month in which request is received**
Valuation	**PITPS will be valued on a monthly basis. Valuation of the investment is equal to the value of the Quay Street Trading Ltd loan book value less impairment**
Target Returns	**Service is aiming to achieve a target return of 4.5% per annum, net of fees**
Solicitors	**Gateleys plc**
Auditors	**Top 10 firm to be appointed**
Custodian	**The Share Centre Limited**

What will the Capital be Invested in?

Trading Criteria Summary

Proven Track Record

We will enter into lending contracts operated by management who have a proven track record in building high performing lending books with low levels of default

We will only trade with teams that:

- **Have significant experience through numerous economic cycles**
- **A thorough understanding of deals being funded**
- **A proven ability to manage risk robustly**

Significant Asset Coverage

We are seeking to provide exposure to asset classes that provide subscribers of PITPS with significant, tangible asset coverage in the event of default by the end customer. We look to take fixed and floating charges over assets upon investment

The areas of focus include:

- **Factoring**
- **Invoice discounting**
- **Asset based lending**
- **Property lending**

Predictable, Risk Adjusted Returns

We are aiming to provide a stable rate of return from asset classes with predictable revenue streams and the ability to return capital to investors

We assess opportunities on the following foundations:

- **Management**
- **Market**
- **Credit policy**
- **Returns**
- **Defaults**

About Quay Street Trading Ltd •

Quay Street Trading Ltd •

Subscribers to the Service will be issued with shares in Quay Street Trading Ltd, a trading entity who's business activity will be to provide loan facilities, predominantly, to already established lending businesses.

Quay Street Trading Ltd will be operated by a diverse Board of Directors with experience in facilitating and managing debt facilities and stakeholder interests.

Why Loan Facilities?

Asset-backed loans provide a relatively secure and predictable return allowing Quay Street Trading Ltd to generate the net target return of 4.5% to its investors.

Why Predominantly Lending Businesses?

Established lending businesses with low rates of default have adopted a rigorous approach to providing SMEs with financing facilities, often utilising proprietary systems, tried and tested processes and extensive resource to ensure careful credit assessment and facility management.

Leveraging our experience and relationships we can access these secure funding lines whilst being supported by strong governance and infrastructure inherent in these reputable lenders.

Where will Quay Street Trading Ltd Deploy Capital?

Lending Activity Summary

Praetura Group has a wealth of experience and exceptional track record in asset backed financing facilities to SMEs. We will leverage this experience and access to these established lending relationships to provide to stable and predictable returns to the shareholders of Quay Street Trading Ltd. Capital will be deployed in the form of loans made to any of the following businesses;

Praetura Group Lending Businesses

The long established Group lending businesses which will allow for better control and increased visibility over risks.

Independent Lending Businesses

Our market presence and reputation presents significant funding opportunities from credible third parties

Directly to SMEs

Due to the Group activity in the lending space, we have exposure to direct lending opportunities from carefully selected SMEs.

Directors

Peadar O'Reilly
Executive Director

Peadar is CEO of Praetura's Debt Services division, where he has responsibility for both Praetura Asset Finance and Praetura Commercial Finance.

Peadar is a founding partner at Praetura and has over 20 years' secured lending experience having previously held senior roles at Bank of Ireland and ABN Amro.
Prior to founding Praetura, he helped establish a successful UK ABL business for Bank of Ireland and is responsible for raising over £200m of bank facilities from mainstream and specialist institutions for the Praetura Group's companies.

He is a founding Director of Praetura Asset Finance and Praetura Commercial Finance.

David Foreman
Executive Director

David co-founded Praetura and is now Managing Director of the Group's Venture Capital division, Praetura Ventures.

With a background of over 12 years in corporate finance and venture capital, David is experienced in assessing investment opportunities. He also has considerable experience in Fund Management and in the creation and management of tax advantaged investment solutions.

He qualified as an ACA with KPMG and has considerable experience in advising and backing financial services and recurring revenue businesses.

He is a founding Director of Praetura Asset Finance and Praetura Commercial Finance.

David Allanson
Non-Executive Director

David Allanson has held a number of senior positions at Lloyds Banking Group over the last 20 years, supporting SMEs and mid-level businesses, across a range of sectors, to grow their businesses. Most recently, he was appointed to the advisory board of Tosca Debt Capital. David has a wealth of experience and industry insight of working with regional businesses on both corporate and leveraged debt structures.

Praetura has a wealth of experience in both assessing and managing complex and diverse loan books. In addition, the Group has a history of creating, managing and reporting on tax advantaged products

The Praetura Inheritance Tax Planning Service focuses on providing access to a portfolio of asset-backed loans and targets a return of 4.5% per annum on the net amount invested after fees and costs.

And, at Praetura, we always aim to provide more than money •

We look for ways we can maximise value or minimise risk for our investors through our team's skillset, network and experience.

What assets will we provide exposure to? •

We are looking for attractive niches within existing financial services markets where stable, predictable returns can be generated from lending contracts underpinned by significant asset collateral.

The majority of our lending activity will be based in the North of England. We believe that being close to the capital we deploy and the underlying assets will allow us to minimise risk for investors whilst generating required returns.

Within the Praetura Group, we have two businesses which have exceptional track records and strong underlying security. In addition, the Group is likely to back other experienced management teams to expand our lending range into a number of areas including block discounting, factoring, property bridging and others.

Asset Finance

Over £30bn of asset finance is provided annually in the UK. With the high street banks and challenger banks unable to meet the demands of the SME market, there is a large and growing funding gap that Praetura and other independents are attempting to fill.

Asset Finance is a very flexible solution for SMEs and thus can help companies across a wide range of sectors, so the types of equipment financed can be varied.

By utilising very experienced professional valuers and through over 100 years of combined management experience at Praetura, we are able to finance deals which the banks do not have the operational infrastructure to fulfil despite being very strong lends from a credit perspective.

When underwriting deals in Asset Finance, the value of the loan is determined by the value of the asset. We use prudent realisable values, determined via RICS approved surveyors or auction sites for standard equipment, to ensure that loans made benefit from significant asset security in excess of the value of the loan.

Praetura obtain clear and indisputable title to the asset to ensure we have absolute legal rights over all the assets funded. If a client defaults and Praetura are forced to collect and sell the asset all proceeds in excess of the capital remaining on the loan are the entitlement of the lender (being Praetura).

On a portfolio basis the business targets a 90% average Loan to Value (being the capital outstanding to the customer against the prudent trade value of the underlying asset), creating excess security headroom. This has led to very strong performance by our business and demonstrated by capital write-offs for Praetura of less than 0.5%* across all origination since inception.

*As of the 31st October 2020

Invoice Discounting

Praetura Commercial Finance provides finance secured against balance sheet assets providing an Asset Based Lending ("ABL") solution to the market, with invoice discounting finance at the core of all lending facilities.

The ABL market, represents over a £22bn market in the UK, with invoice discounting the largest contributor. High street banks, challenger banks and larger independents have a focus on bigger ticket opportunities with the sub £5m level, where the majority of Praetura's focus is, a less competitive space.

Trade debtors represents the strongest collateral (after cash) on a company's balance sheet as the value is indisputable and is readily realisable. Our businesses will provide funds of up to a maximum of 90% of the total debtors ledger, after excluding any debtors not considered suitable for funding because they are considered to be not readily realisable.

Praetura's security documentation provides the business with the underlying ownership of the debts. A debenture is taken, alongside fixed and qualifying floating charges and chattel mortgages where required. Therefore, whether a customer draws an immaterial amount or up to the maximum facility limit Praetura has the legal right to recover our capital and fees against the entire ledger should the business default on its facility.

Since trading began at Praetura Commercial Finance the average loan to value (amount advanced to customers as a percentage of the underlying net debtors ledger advanced against) has been c.70%, illustrating the significant security headroom on a portfolio basis typical for this type of product.

The business has, to date, suffered from zero capital write-offs since trading began.

Factoring

Invoice factoring lending products are an important and structural component of the £22bn ABL market. The UK is the world's largest invoice finance market with continued growth that has shown resilience during recent economic cycles. Total volumes of invoices used as security for financing reached £286bn in 2018, of which factoring represents c8%. It is widely recognised that the UK market is underserved. The directors believe that the UK banks will continue to withdraw from this market stimulating further migration to independent factoring providers creating an increase of high quality secured lending opportunities. Our proposition targets UK domiciled SME's with typically less than £5m turnover.

The Factoring product focuses on the quality of the underlying debtors and payment enforceability to determine credit appetite. Factoring is a complementary sector to Praetura Commercial Finance, with security also taken against the underlying debtors of a client. Unlike Praetura Commercial Finance the lender provides the credit control function and collects the debts directly as part of the proposition. However, the remainder of the security steps and procedures are comparative. Very low levels of capital write-offs are typical due to the quality of the collateral cover (our business will offer up to 90% of the total net debtors ledger) provided and the ability to enforce on the asset, with personal guarantees from company Directors providing additional security.

With capital write-offs forecasted to be in line with the other Praetura portfolio companies (lower than 1%), factoring represents an attractive risk adjusted return on capital deployed. This venture represents an evolution of the Praetura Commercial Finance proposition, allowing Praetura to leverage our existing expertise in knowledge alongside a very strong team that has been identified at one of the market leaders in the independents space.

Property

Similar to the other speciality finance sectors of the market, the high street banks have demonstrated diminishing appetite in the property development / refurbishment finance and the auction finance markets.

This sector alone represents a £5bn+ market, which continues to grow as many users of this finance prioritise the lower execution risk and speed of credit decision over lower costs of finance from high street providers.

Many of the challenger banks continue to offer the same proposition as Praetura. However, they are often hindered by legacy systems and additional Prudential Regulation Authority requirements leading to a failure to offer the customer experience required to continue to prosper.

Praetura will provide short-term lending, of typically 12-18 months and up to a maximum of 36 months, against UK properties.

The product focus is on refurbishment projects or acquisitions of buy-to-let / investment properties or ground up development projects for experienced sponsors with a clearly defined exit route.

The loan to value of any funding would be at a maximum of 75% of the open-market value of the property pre-work offering significant security headroom. The loans are secured on a first charge basis against UK real estate and in the event of a corporate borrower, personal guarantees are also required.

The management team have 30 years of combined experience and have incurred zero capital write-off to date, underpinned by the low loan to values offered to clients pre-work and the credit quality of their underwriting. With annual net yields in excess of 10%, this product offers a risk-adjusted return which is attractive in a market segment which is very well established in the UK.

Block Discounting

Block Discounting is a secure and cost-effective route to release working capital for other asset-based financers (offering similar solutions to Praetura) to further grow their own portfolios by raising funds against future secured cash inflows.

A financier creates a 'block' of secured loans and requests funding against them to a Block funder at a discounted value (typically 80 – 85% of capital advances) on repayment terms co-terminus with the profile of the underlying agreements.

Whilst the financer retains control and responsibility over the relationship with the underlying borrowers, Praetura has the first charge to recover its capital first should the underlying customer default before the financier is able to recover any of their own defaulted capital.

Many financiers, whilst strong and robust businesses, do not have the sophistication to access high street bank wholesale lending facilities and secure finance to grow their own portfolios. Block funders provide an alternative solution in a very well-established market, having been in place over 50 years, which currently represents over £800m of funding in the UK.

The management team that will lead this product have significant experience gained over 20 years. We will be seeking a typical loan to value of c70% (being the amount advanced by Praetura divided by the trade value of the underlying asset which has been ultimately financed). As a result the Directors believe this product will have low levels of capital write-off.

What is Quay Street's Trading Process?

1

Assessment

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

The outlined stages shown above reflects the process adopted to reach a lending decision into a company external to the Praetura Group. For a trade into a Praetura Group company, the trading process will commence at stage 4

2 Evaluate

Each opportunity is reviewed in respect of our core criteria:

- Management Experience
- Proven Track Record
- Asset Coverage
- Default Rates

Data Tape Review

3

Our team of industry trained analysts review, in detail, the historical data available on the loan book in question.

At this stage, we will re-engineer default rates and returns to ensure that the book is robust and likely to provide a strong risk-adjusted return

4 Proposal

A full Trade Proposal is produced for review by the Executive Directors, including an in-depth analysis of each of the lending criteria.

Prior to submission to Executive Directors, the proposal is assessed, refined and approved by the entire Praetura Debt Team.

The proposal identifies the significant factors for further diligence, and key risks and critical success factors. It also highlights the proposed deal, including all key terms which differ from our 'house standard'.

5 Diligence

Diligence is coordinated by the Praetura Debt Team. Our diligence predominantly focuses on underwriting and credit policies of the lenders and the execution thereof through sample review of individual lending transactions.

We also focus our diligence on the experience of the management team in handling defaults as they arise.

We also evaluate the quality of their business information and the provisioning record on the underlying loan book.

6 Completion

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

We have standard legal agreements which we use on the majority of our placements. Once legals are complete, a summary of the transaction is prepared for the Executive Directors to approve the trade.

This includes:

- a summary of diligence outcomes
- details of any bespoke or amended legal terms

The Executive Directors approve the transaction and we proceed to completion.

Conflicts of Interest

Praetura has a Conflicts of Interest policy in place that sets out how conflicts are managed and the circumstances in which they are escalated to the Conflicts Committee.

Circumstances may arise where the interests of investors, the Fund or those of Praetura may conflict with the interests of other investors, other funds managed by Praetura Ventures, those of Praetura Ventures itself, or with another member of the Praetura group of companies. The key responsibility of the Conflicts Committee is to operate in an independent, transparent and impartial manner to ensure all investors are treated fairly.

Conflicts are regularly reviewed and managed in order to ensure that our investors' best interests are not compromised. Examples of specific conflicts are set out below;

Co-Investment

In some cases opportunities arise where there might be co-investment of capital from different sources. This could result in a conflict between Praetura's responsibilities to PITPS investors, and its responsibilities to other investors.

It is also possible that there could be conflicts between one group of PITPS investors and another. Co-investment widens the pool of opportunities available to PITPS and we seek to ensure that all interests are properly and fairly represented on an 'arms length basis' at all times.

Valuations

There are occasions when one or more PITPS investors seek to leave the service, whilst others join. It is important that these conflicting interests in the valuations used for joiners and leavers are treated equitably and transparently.

Service Provision

In some circumstances services provided to PITPS and the companies in which investments are arranged can be provided by other members of the Praetura Group.

Examples are accounting and administrative support services. Such services may be provided by third parties or by a Praetura Group related provider, where there are clear cost and quality benefits to investors that justify the appointment.

Ongoing Business Management

In performing its role in overseeing the trading companies in which investments are arranged through PITPS, Praetura makes recommendations on matters such as in what proportion to deploy capital between different underlying trading businesses.

These recommendations adhere to the strategies that apply to PITPS, and adopt the general objective of promoting and developing the long-term interests of those investing through PITPS, for example, building external business relationships and pipelines. At its core, our approach is to ensure that decisions are fair to all investors.

Subscribing to PITPS

What is the Application Process?

Investing with us is simple, transparent and efficient.

Application

- Read our Service literature
- Complete an application

Account

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

Deposit

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

Investment

- We aim to invest 100% of funds, less fees, within 30 days of receipt of funds
- Investment will be made into Quay Street Trading Ltd, a Business Relief qualifying company.

Valuations

- Valuations will be provided on a monthly basis via our online portal
- Valuation of your investment will be based on the Net Asset Value ("NAV") of Quay Street Trading Ltd.

Investment Updates

- We will provide you with a detailed investment report every six months
- Investment reports will be provided in July and in January of each year

Subscription Details •

Initial Subscription

The minimum subscription into PITPS is £25,000 and there is no upper limit. Applications are accepted on receipt and funds are invested within 30 days of receipt of funds.

We aim to acknowledge applications to financial advisers within 24 hours of submission.

Funds invested

Praetura will arrange investment into Quay Street Trading Ltd with the shares registered in the name of Share Nominees Ltd as nominee.

Transactions may be settled through the issue of new shares or by arranging the purchase of beneficial rights in existing shares.

We continually monitor the business activities of Quay Street Trading Ltd on an ongoing basis to ensure the investment made continues to qualify for Business Relief.

Additional Subscription

Subscribers may make further subscriptions into PITPS at any time. The minimum additional subscription is £10,000 and each additional subscription may take up to two years to become exempt from inheritance tax.

To add funds, investors and their authorised financial advisers should complete a new application form.

What Happens on Death? •

Death of an Investor

The investment into Quay Street Trading Ltd is expected to be exempt from inheritance tax provided it has been held for two years. On request, Praetura will provide a valuation to the executors for them to submit to HMRC prior to probate being granted.

On death, the investment should receive a tax free uplift in base cost for capital gains tax purposes.

Subject to the terms of the deceased's Will, once probate has been granted, the executors can give instructions to realise the investment in part or whole or to be transferred to one or more beneficiaries.

Death of an Investor within two years

If an investors passes away within three months of investing, we will rebate our initial, annual management charge and our dealing out charges.

If an investor passes away after three months but before reaching the end of the two year Business Relief qualification period, we will waive our dealing out charge.

Can I Make Withdrawals?

Ad Hoc Withdrawals

Investors can withdraw funds from the service on an ad-hoc basis. Normally, we would expect your withdrawal to take place within 30 days from the end of the month in which we receive written instruction.

However, if there are substantial withdrawals then it may take longer.

There is no guarantee that it will always be possible to meet the above target timeframe. We draw your attention to the liquidity risk explained in the risk section on page p47 and you should also recognise that any withdrawals may no longer be eligible for IHT relief.

The minimum balance in PITPS after making a withdrawal is £25,000, unless an Investor wishes to withdraw all of their capital. All withdrawals are subject to a dealing charge of 1.0%. Please refer to page p41 for further information on costs and charges.

Tax Consequences of Withdrawals

Investors should be aware that withdrawing funds may give rise to a tax liability on any gains realised. Investors should remember that the amount withdrawn may lose Business Relief qualifying status.

Should Investors wish to make a withdrawal, they will only be required to pay tax on the growth achieved on that specific portion of their investments.

Our preference is to process the withdrawal by means of a matched bargain (matching new subscriptions to the Service with investments that are withdrawn) where gains will be chargeable to capital gains tax.

Alternatively if shares are bought back from Investors any gain may be subject to income tax.

Praetura is unable to give tax advice and Investors should seek professional tax advice based on their personal circumstances.

Investors can make withdrawals on an ad hoc basis

Withdrawing funds is likely to give rise to tax consequences

2x

Withdrawals are subject to a dealing charge of 1%

The minimum balance post partial withdrawal is £25,000

Withdrawal Case Study

PITPS invests in Quay Street Trading Ltd which operates various trades either directly or through underlying subsidiaries. Praetura has several layers of liquidity provisions aimed at facilitating its target withdrawal timeline of 30 days from the end of the month requested. Under normal market conditions, the buffer provided by the regular income streams in levels 1 to 3 (see below), will be successful in meeting withdrawal requests.

1.

In the first instance, Praetura seeks to meet any withdrawal request by a sale of the exiting Investors' shares to incoming Investors.

2.

If there are insufficient incoming Investors to meet withdrawal requests, Praetura will seek to facilitate an exit through the cash reserves of Quay Street Trading Ltd. Praetura employs an active cash management approach sustained through the income generated by the loans made by Quay Street Trading Ltd.

It continually monitors cash reserves and its lending criteria focuses on cash generative businesses to assist with liquidity provision.

3.

Withdrawal requests that cannot be met by a sale of the Investor's shares and are in excess of Quay Street Trading Ltd's income and cash reserves will likely be met on the maturity of one or more loans made by property lending, rather than a sale of assets from the other subsidiaries.

Commercial or property lending loans mature at staggered intervals throughout the year. Lending is therefore in a position to regularly provide a source of liquidity for PITPS.

4.

Many of the underlying subsidiaries directly own physical and illiquid assets. These assets could be made available for sale in the event of a significant run of redemption requests although this would likely take time to achieve.

What are the Fees and Charges?

Praetura Ventures Charges

Fee			Description
Initial Charge	**2%** for Advised Clients	**3.5%** for Non-advised Clients	An initial charge is payable to Praetura, this charge will be reflected in the number of shares issued upon investment.
Annual Management Charge	**1%**		Praetura shall also receive an Annual Management Charge of up to 1% per annum for managing the Service. This charge is deferred until full or partial withdrawal from the service and is contingent upon the Investor achieving a minimum net compound return of 4.5% per annum on the amount invested in BPR Qualifying companies, after taking account of the deferred Annual Management Charge. Accordingly, Praetura will not achieve the full 1% Annual Management Charge unless an Investor's gross return is 5.5% per annum. Exit Dealing Fees are excluded from this calculation.
Dealing Charge	**1%**		Dealing charges will be payable to Praetura for executing investments and withdrawals in the service, based on the amount invested/withdrawn. These are calculated on the amount being invested/withdrawn and are taken from within the Service.

Fees of Financial Advisors

Financial advisers can be paid directly by the Investor for both initial and annual on-going adviser charging.

Alternatively, for initial charging, Praetura can pay the adviser from the amount paid to it on instruction from the Investor. Initial adviser charges settled in this way will be deducted before investments are arranged through PITPS.

For annual on-going adviser fees, Praetura may, on an annual basis, upon instruction from the Investor, realise the appropriate number of shares to facilitate the payment to the adviser. This may give rise to a tax liability on any gains realised.

Other Praetura Fees

Praetura provides a range of administration, secretarial, deal monitoring, transaction and new business arrangement and other services to the underlying BPR qualifying companies, such as Quay Street Trading Ltd, allowing them to access the full range of our skills and expertise.

The companies pay Praetura a service charge of up to 2% p.a. for these activities.

An arrangement fee may also be payable to Praetura by the companies in which investments are made.

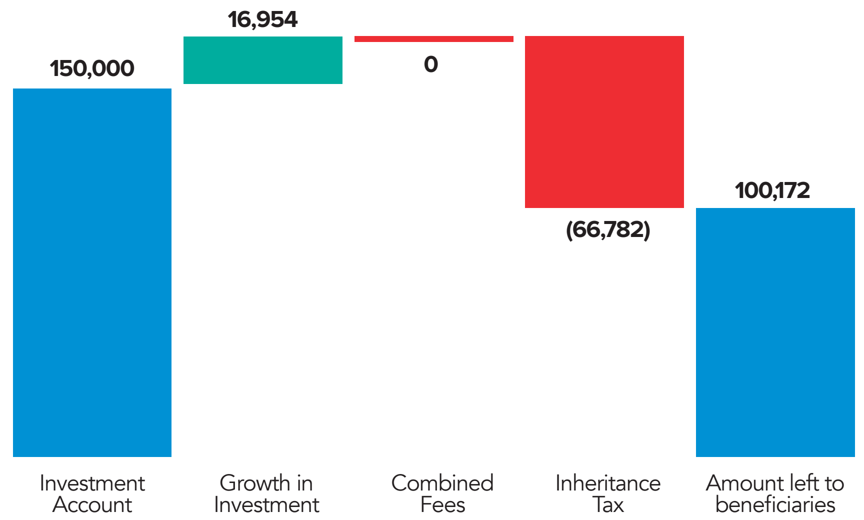
There is no VAT in respect of Praetura fees and charges except for the Annual Management Charge and Service Charge to Quay Street Trading Ltd.

Investment Case Study

By subscribing to the Praetura Inheritance Tax Planning Service, Investors can increase the value of their estate which is left to beneficiaries, post tax and/or fees, by up to 56%

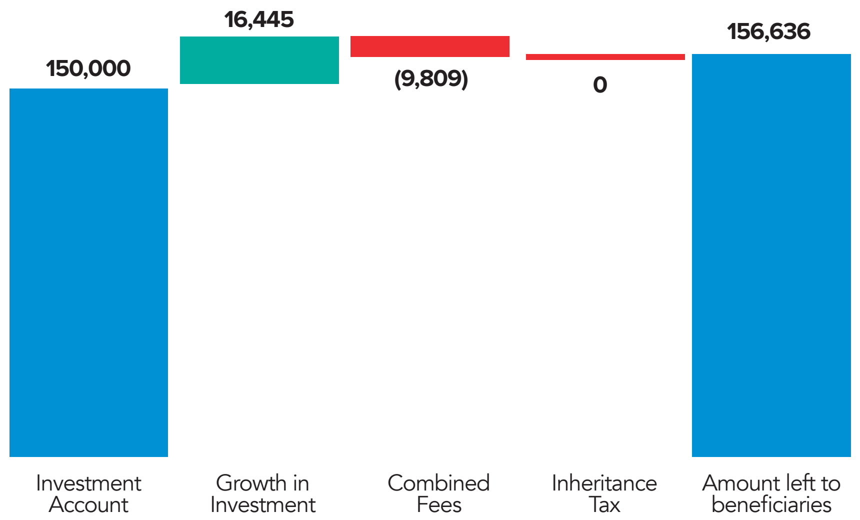
	Investing without Business Relief	Investing in PITPS
Gross Investments	150,000	150,000
Less: 1% Dealing Charge		(1,500)
Investment Amount	150,000	148,500
Less: 2% Initial Charge		(3,000)
Net Investment Amount	150,000	145,500
Growth in Investment*	16,954	16,445
Value of Investment after 2 years	166,954	161,845
Less: Inheritance tax at 40%	(66,782)	–
Less: 1% Annual Management Charge *(plus VAT)*	–	(3,689)
Less: 1% Dealing Charge	–	(1,619)
Amount left to beneficiaries	100,172	156,636

Investing without Business Relief



VS.

Investing in Praetura Inheritance Tax Planning Service



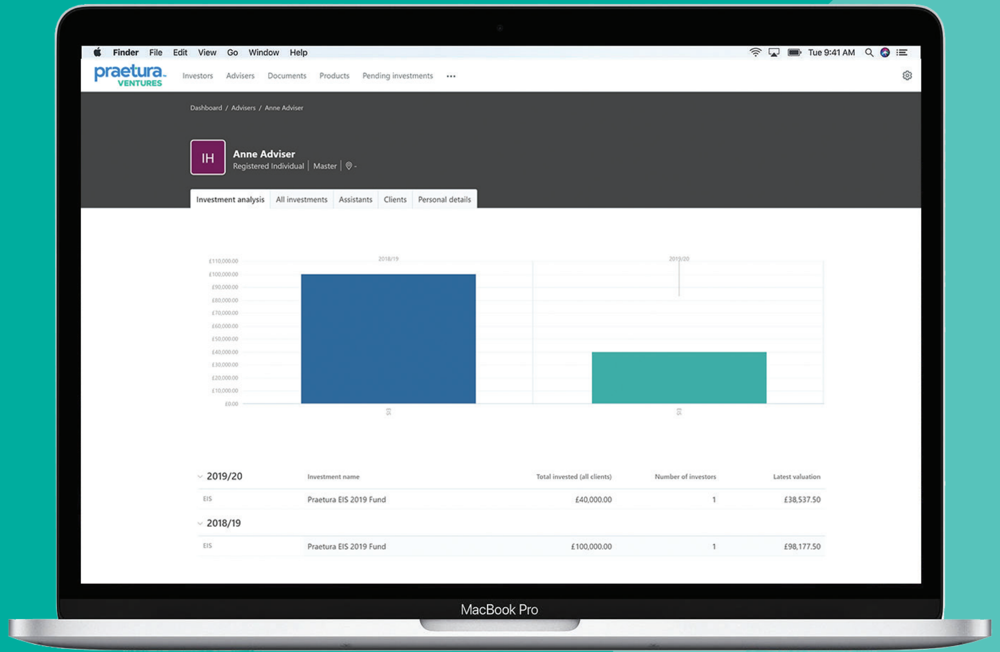
* Assumes that both investments achieve a 5.5% return, per annum, net of any investment fees. Such fees to include all Praetura fees, including the Annual Management Fee as outlined above.

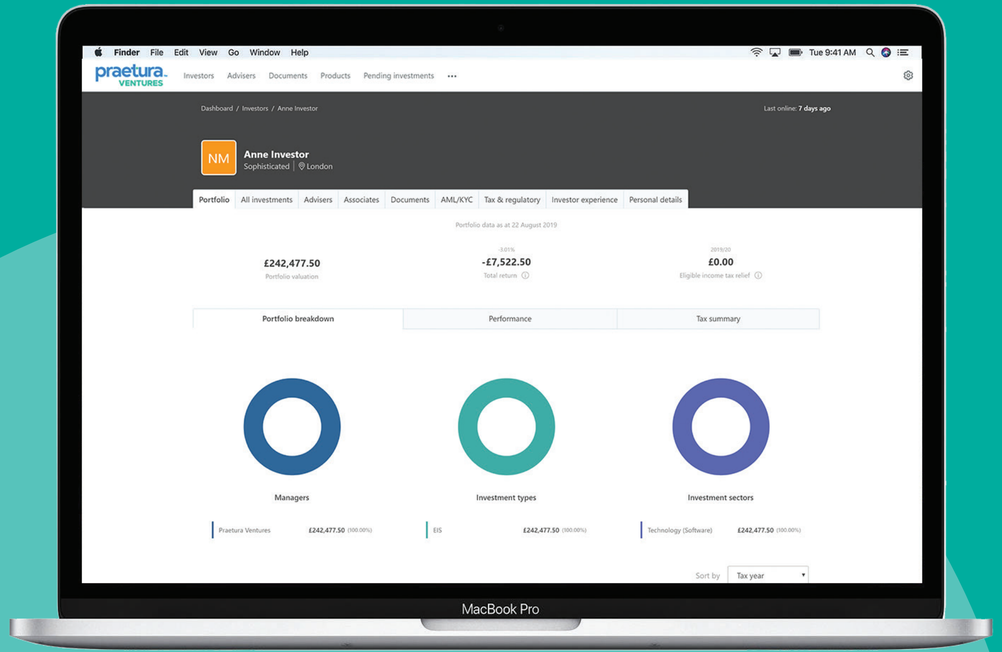
Using the Portal

Every subscriber to the Praetura Inheritance Tax Planning Service will have access to the Praetura Investor Portal.

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

It provides interactive, 24/7 access to the subscription details and the Net Asset Value of the investment. It also provides digital storage of important documents that relate to the service.





The Praetura Investor Portal is designed to be simple and easy-to-use. The screenshots below highlight what an investor might see when they log in.

Appendices

Risk Factors •

The below risk factors are not intended to be exhaustive but are included to help you understand the risks of investing. Investors should consider carefully whether an investment in the Fund is suitable for them in light of the information in this document and their personal circumstances.

If in any doubt whatsoever, an Investor should not subscribe. In any case, it is strongly recommended that Investors seek the advice of an FCA authorised and regulated adviser and /or tax adviser or other appropriately qualified professional adviser. You should only invest money that you can afford to leave for the medium to long term and/or are prepared to lose.

This document should not be considered as constituting legal, taxation or investment advice. Each party to whom this document is made available must make its own independent assessment of the Fund after making such investigations and taking such advice as may be deemed necessary. In particular, any estimates, projections or opinions contained in this document involve significant elements of subjective judgement, analysis and assumptions, and each recipient should satisfy themselves in relation to such matters.

Co-Investment

In some cases opportunities arise where there might be co-investment of capital from different sources. This could result in a conflict between Praetura's responsibilities to PITPS investors, and its responsibilities to other investors.

It is also possible that there could be conflicts between one group of PITPS investors and another. Co-investment widens the pool of opportunities available to PITPS and we seek to ensure that all interests are properly and fairly represented on an 'arms length basis' at all times.

Valuations

There are occasions when one or more PITPS investors seek to leave the service, whilst others join. It is important that these conflicting interests in the valuations used for joiners and leavers are treated equitably and transparently

Service Provision

In some circumstances services provided to PITPS and the companies in which investments are arranged can be provided by other members of the Praetura Group.

Examples are accounting and administrative support services. Such services may be provided by third parties or by a Praetura Group related provider, where there are clear cost and quality benefits to investors that justify the appointment.

Ongoing Business Management

In performing its role in overseeing the trading companies in which investments are arranged through PITPS (for example, leasing), Praetura makes recommendations on matters such as in what proportion to deploy capital between different underlying trading businesses.

These recommendations adhere to the strategies that apply to PITPS, and adopt the general objective of promoting and developing the long-term interests of those investing through PITPS, for example, building external business relationships and pipelines. At its core, our approach is to ensure that decisions are fair to all investors.

Risk to Capital

The value of an investment through PITPS may go down as well as up and investors may not get back all of the amount they originally invested. Investors should not consider investing unless they already have a diversified portfolio and are able to bear the associated financial risks involved in investing through PITPS.

Investment Performance

Prospective investors should be aware that past performance is no guide to future performance and that any statements made in relation to expected future performance are projections rather than guarantees. There is no guarantee that the strategies will achieve their return expectations or targets and you should recognise that your capital is at risk and you may not get back what you invest. The amount of any fees, charges or expenses payable will affect returns.

Business Risk

The performance of the companies in which PITPS arranges investment is dependent upon a number of factors which include the quality of their customer bases and their respective revenue streams, the strength of management and controls, and the value of any assets held as security.

Both specific and general circumstances can adversely affect customers' abilities or willingness to meet their obligations. Businesses may also be affected by competition, interest rates, inflation, employment rates, and other macroeconomic factors over which the investment manager has no control.

There is therefore a possibility that one or more of the businesses into which investments are arranged may underperform and cause a loss of value for PITPS Investors.

Tax Risk

Tax treatment depends on individual circumstances and an investment through PITPS will not be suitable for all investors.

Tax reliefs may be lost by investors taking, or not taking, certain steps or by changes in the tax regime.

Praetura will only arrange investments through PITPS into companies that are reasonably believed to have Business Relief qualifying status; however there can be no guarantee that a company will attain or maintain such status.

Levels, bases of, and relief from, taxation are subject to change. Such changes could be retrospective. The tax treatment of a sale could be affected by the mechanism of the withdrawal and thus result in income tax being due. The tax reliefs described are based on current legislation, practice and interpretation and the value of tax reliefs depends upon the individual circumstances of investors.

The availability of business relief is assessed by HMRC on a case-by-case basis based on the circumstances at the time of death of the investor. Investors should seek advice from a qualified financial or taxation adviser as appropriate.

Diversification

While the underlying opportunities that you access through the service will be diversified, your investment may be arranged into a single company. This limited diversification could increase the risk for investors.

Reliance on the Investment Manager

Praetura Ventures has been appointed as the Alternative Investment Fund Manager of PITPS and is dependent on certain key individuals and on their business and financial skills. The success of the Service will depend upon the ongoing ability of the investment manager to identify, source, select, complete, and monitor appropriate investments.

Investment Period and Illiquidity

PITPS will arrange investments in unquoted companies whose shares are not as readily realisable ('liquid') as, for example, companies listed on the London Stock Exchange. As the shares held will be unquoted, they can be difficult to value and sell. Therefore, Praetura cannot guarantee that an investor's funds will be returned in the target timeframe set out in this Information Memorandum.

Investors can request the withdrawal of funds at any time and Praetura will attempt to arrange realisation of investments within 30 days from the end of the month in which the written withdrawal request was received. However, substantial withdrawals could take longer to satisfy and therefore cannot be guaranteed to meet the above target timeframe.

In exceptional circumstances, such as a change of legislative framework, the process to realise investments could take much longer and investors may receive withdrawals in instalments and investors may be required to wait until sufficient cash is available from new subscriptions or the sale of assets.

Investments in Business Relief qualifying companies must be held for at least two years (and held at the date of death) in order to benefit from inheritance tax relief and you should therefore recognise that investments arranged through PITPS are long term investments. If you sell, transfer or withdraw any of your holding, you may lose the inheritance tax relief on the amount withdrawn.

The Fund Manager

The departure of any of the Fund Managers, directors, employees or associates could have a material adverse effect on the performance of the Service.

Whilst the Manager has entered into appropriate agreements, the retention of their services cannot be guaranteed. The Fund Managers success is also highly dependent on its continuing ability to identify, hire, train motivate and retain highly qualified personnel.

Competition for such personnel can be intense, and we cannot give any assurance that it will be able to attract or retain highly-qualified personnel in the future.

The success of the Service depends on the ability of the Manager to locate, select, develop and ultimately realise appropriate investments. There is no guarantee that suitable investments will be or can be acquired or that investments will be successful.

The Fund Management team may be unable to find a sufficient number of attractive investment opportunities to meet the Service's investment objectives.

Forward Looking Statements

Investors should not place reliance on forward- looking statements. This document includes statements that are (or may be deemed to be) 'forward-looking statements", which can be identified by the use of forward-looking terminology including, but not restricted to the terms 'believes', 'continues', 'expects', 'intends', 'may', 'will', 'would', 'should' or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts.

Forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements contained in this document, based on past trends or activities, should not be taken as a representation that such trends or activities will continue in the future.

Past Performance

The past performance of Praetura Ventures, or related group companies or affiliates, is not necessarily a guide to its future performance and may not necessarily be repeated. The value of investments and income from them may go down as well as up and Investors may not get back the amount they originally invested in the Fund.

General risks

Prospective investors should not regard the contents of this Information Memorandum as constituting advice relating to legal, taxation or investment matters and should consult their own professional advisers before contemplating any investment or transaction.

The contents of this Information Memorandum makes reference to the current laws concerning Business (Property) Relief, Capital Gains Deferral and Capital Gains Exemption. These levels and bases of relief may be subject to change. The tax reliefs referred to in this Information Memorandum are those currently available and their value depends on individual circumstances.

All statements of opinion and/or belief contained in this document and all views expressed and all projections, forecasts or statements relating to expectations regarding future events or the possible future performance of the Fund represent Praetura Ventures' own assessment and interpretation of information available to it as at the date of this document.

No representation is made or assurance given that such statements, views, projections or forecasts are correct or that the objectives of the Service will be achieved. Prospective investors must determine for themselves what reliance (if any) they should place on such statements, views, projections or forecasts and no responsibility is accepted by Praetura Ventures in respect thereof.

Prospective Investors are strongly advised to conduct their own due diligence including, without limitation, the legal and tax consequences to them of investing in the Fund.

Praetura Ventures Limited

Bauhaus, Quay St, Manchester, M3 3GY