

ASCENSION

The UK Seed Fund

Ascension EIS Fund

INFORMATION MEMORANDUM



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Notice to Investors

This Information Memorandum (“IM”) is dated 1st October 2021. Certain terms used in this Information Memorandum are defined elsewhere in this Information Memorandum.

This Information Memorandum is issued and approved as a financial promotion for the purposes of Section 21 Financial Services and Markets Act 2000 (“FSMA”) by Ascension Ventures Ltd, the Manager of the Ascension 2021 Fund (the “Fund”). Ascension Ventures Ltd is authorised and regulated by the Financial Conduct Authority (the “FCA”), reference 833108 and has its registered address at 5 Theale Lakes Business Park Moulden Way, Sulhamstead, Reading, Berkshire, England, RG7 4GB.

The Fund is a non-readily realisable security and, as a direct offer financial promotion, this Information Memorandum can therefore only be communicated to the following category of persons:

- clients of FCA authorised firms that will provide advice on the suitability of this Fund; or
- those requesting information on behalf of an FCA authorised firm, accountant or tax advisor, and who will only communicate this information to certified sophisticated, high net worth or restricted investors; or
- to self-certified or certified sophisticated, certified high net worth or restricted investor(s); or
- prospective investors who have already made a declaration to the Fund Manager that they meet the FCA’s definition of one of the following:
 - a certified high net worth investor within the meaning of COBS 4.7.9 (1) (a) R
 - a self-certified sophisticated investor within the meaning of COBS 4.7.9 (1) (c) R
 - a certified sophisticated investor within the meaning of COBS 4.7.9 (1) (b) R
 - a restricted investor within the meaning of COBS 4.7.10 R

Regulatory Disclaimers

This IM is issued solely for the purpose of seeking applications to the Ascension (S)EIS 2021 Fund (“the Fund”). Prospective Investors should not regard the contents of this Information Memorandum as constituting advice relating to legal, taxation, financial, or investment matters. All potential investors should seek professional advice including tax and financial advice from a suitable qualified independent adviser authorised under FSMA before subscribing to the Fund. Investors’ money subscribed to the Fund will be committed to investments which may be of a long term and illiquid nature. The companies in which the Fund invests are highly unlikely to be quoted on any regulated market at the time of initial investment and, accordingly, there will not be an established or ready market for any such shares and the Manager may experience difficulty in realising them (for value or at all).

The Information Memorandum contains certain information that constitutes “forward-looking statements” which can be recognised by use of terminology such as “may”, “will”, “should”, “anticipate”, “estimate”, “intend”, “continue”, or “believe” or their respective negatives or other comparable terminology. Forward-looking statements are provided for illustrative purposes only. Due to various risks and uncertainties, actual events, results or performance may differ materially from those reflected or contemplated in such forward-looking statements.

(Seed) Enterprise Investment Scheme (“(S)EIS”) funds, such as this Fund, which are structured as discretionary investment management services, fall within the FCA’s expanded definition of the “Retail Investment Products” and Financial Advisors should consider this before giving advice.

The Manager reserves the right to update this Information Memorandum from time to time.



Prospective Investors should note that the Fund is an 'alternative investment fund' (or "AIF") for the purposes of the Alternative Investment Fund Managers Regulations 2013 ("AIFMR"). It is not a collective investment scheme within the meaning of section 235 of the Financial Services and Markets Act 2000 nor a non-realisable securities Investment. The Fund will, however, constitute a collective investment undertaking within the meaning of the Markets in Financial Instruments Directive ("MiFID") and, by virtue of the exemption for collective investment undertakings and their managers in Article 2.1(i) of MiFID, the Fund (and the management by the Manager thereof) falls outside the remit of MiFID.

The Manager is an alternative investment fund manager ("AIFM") for the purposes of AIFMR. Prospective Investors' attention is drawn to the fact that the Manager is exempted from the full extent of AIFMR by virtue of falling below the so-called "de minimis threshold". Therefore, the prospective Investors shall not benefit from all rights from the AIFMR.

The availability of the (S)EIS Reliefs mentioned in this document and the tax treatment of an individual investor depends on their individual circumstances and may be subject to change in future. The availability of tax reliefs in relation to an investee company generally depends on the Investee Company maintaining its qualifying status.

Although the Manager will seek (S)EIS Advance Assurance for any potential Investee Company of the Fund before making an investment, the Manager cannot guarantee that (S)EIS Relief will be available and even if obtained such relief may in certain circumstances subsequently be withdrawn.

Past performance is not a reliable indicator of future performance and Investors should be aware that share values and income from them may go down as well as up. Investors may not get back the amount subscribed and could lose all funds invested. Changes in legislation in respect of (S)EIS in general, and qualifying investments and qualifying trades in particular, may affect the ability of the Fund to meet its objectives and/or reduce the level of returns which would otherwise have been achievable.

The Manager and Administrator are covered by the Financial Services Compensation Scheme as set out in clause 18 of the Investor Agreement.

Applications may only be made and will only be accepted subject to the terms and conditions set out in the associated Investor Agreement. If you require any further investment information, please contact rakesh@ascension.vc.

Previous Investments and Recommendations

Past specific investment recommendations have been selected for illustrative purposes only and are not intended to be, and should not be interpreted as recommendations. Investment examples are used throughout this Information Memorandum to highlight the Ascension Team's process. The investments have been selected based on their relevance and not based on performance. There is no guarantee future Investments will be successful. Past performance is not a reliable indicator of future results.

Key Risks

This investment is not suitable for all Investors. Investors should be aware that investing in unquoted companies (including Qualifying Companies) carries with it a high degree of inherent risk. Please refer to the section "Part Ten: Risk Factors". The section lists out key risk factors that the Manager believes to be associated with an investment in the Fund, but does not necessarily include all the risks associated with such an investment. This section classifies risks into three main categories: Investment Risks, Risks Relating to the (S)EIS Scheme and Other Risks Related to Taxation.



Part One

Overview



Part One: Overview

The objective of the Ascension EIS Fund (“the Fund”) is to deliver tax-free capital growth from a portfolio of Enterprise Investment Scheme investments (EIS). The Fund is operated as a discretionary managed portfolio service structured as an Alternative Investment Fund (“AIF”).

Ascension has been investing in early-stage technology companies since 2013, with 4 realisations so far - Mutt Motorcycles, Chilli Connect, Albert and most recently ZigZag (more on this below) and more than 45 Ascension investments are currently valued at +200%.

In addition to fast access to capital, the Ascension community - 12 Operators, 16 Venture Partners and 30+ Mentors provide portfolio companies what they need to scale - in operations, marketing, business development, hiring and introductions to Series A investors and beyond.

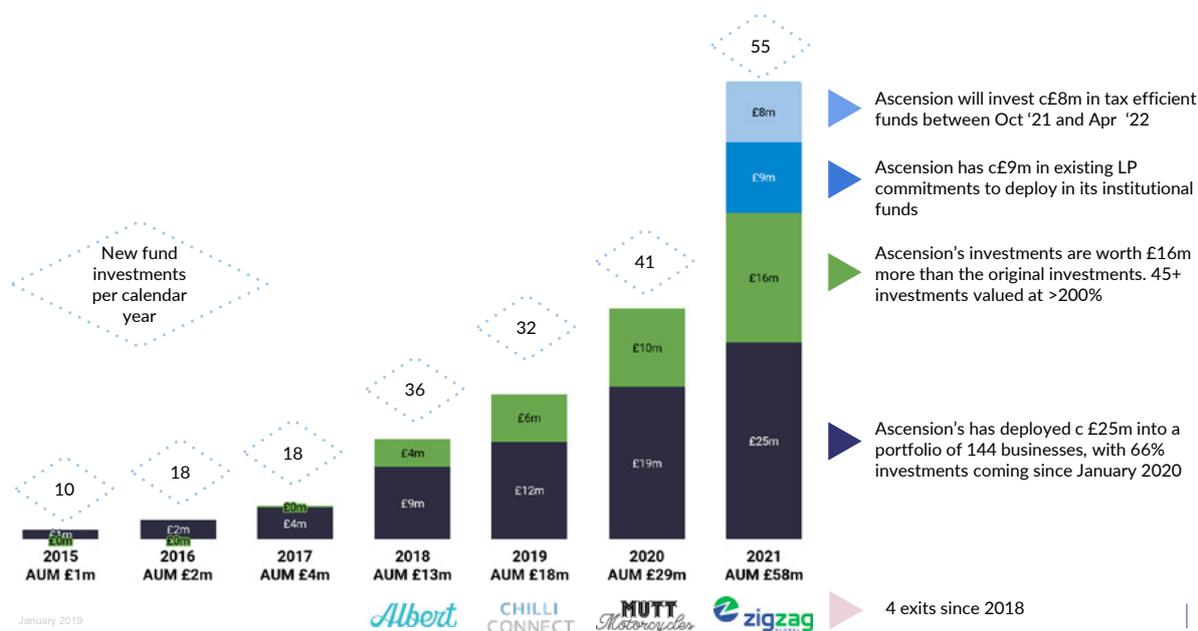
Ascension’s Venture Partners have multiple \$100m/\$1bn exits to their names in companies including Peloton, Hopin, Expedia and Moderna. **All Ascension Venture Partners have an equity stake in the business.**

In Q1 2021, Ascension raised £10m across its (S)EIS funds, of which 90% came from Ascension’s network and outside of the IFA/wealth manager market.

In addition to the tax efficient (S)EIS funds, Ascension has two institutional funds - the Good Food Fund and the Fair By Design Fund - backed by the Joseph Rowntree Foundation, Comic Relief, Big Society Capital and Nationwide Building Society. Ascension also manages the Conduit Impact Fund which is a unique relationship with Conduit Connect; and the Life Fund which invests in life science and digital health companies.



The following graphic marks the evolution of Ascension's AUM from 2015. This is a combination of cash raised and change in valuation as of October 1st, 2021.



Please note that past performance is not a reliable indicator of future results

Industry Recognition

Ascension is increasingly recognised by the industry for the work that it does and the track record it is building. In April 2021, Ascension was ranked the fourth most active venture capital investor in London by Beauhurst, participating in 95 deals between 2011 - Q1 2021, see full report [here](#)¹. It also featured in Sifted (a Financial Times publication) as one of the top impact VCs - see Twitter thread [here](#)².

Fourth most active UK investor

Source: [Beauhurst](#)

Fifth most active impact investor

Source: [Sifted](#)

¹ <https://www.beauhurst.com/blog/most-active-venture-capital-firms-in-london>

² <https://twitter.com/siftedeu/status/1326893991187582977?s=21>



Loved by Founders

Ascension was also ranked among the top-10 London VCs according to [Landscape](#)³, a resource for founders to share their experiences with different VCs across the UK and beyond. Ascension was featured alongside Episode One, Talis, Kindred and others and was ranked highly for:



Supportiveness 4.9/5



Professionalism 4.6/5



Approachability 4.6/5

LANDSCAPE VC, as highlighted in [Sifted](#)

Testimonials anonymously offered by Ascension’s portfolio to Landscape VC

Ascension’s 4th exit in 4 years: ZigZag Acquisition by Global Blue

Ascension has had 1 new realisation in the last year - ZigZag Global - which was acquired by Global Blue. ZigZag is a SaaS platform that manages returns for eCommerce companies. After investing in ZigZag 3 years ago (in the mature EIS ‘17 fund), Ascension was able to deliver a 6.4x return to its EIS fund investors.

Fund	TVPI
Ascension SEIS ‘15	352%
Ascension SEIS ‘16	481%
Ascension SEIS ‘17	138%
Ascension SEIS ‘18	128%
Ascension SEIS ‘19	322%
Ascension EIS Fund Annual Close ‘17	298%
Ascension EIS Fund Quarterly Close (‘18+)	146%
Fair By Design (‘18+)	151%

*As of October 1st 2021

** TVPI = current value of remaining investments & total value of all distributions to date/total

Past performance is not a reliable indicator of future results

At exit, the founder of ZigZag, Al Gerrie, reinvested part of his proceeds into Ascension's latest EIS fund, explaining:

“When we were acquired by Global Blue, it was a priority of mine to remain a part of the Ascension family through investing in the fund. It is great to continue to be a part of the fund today. Ever since Ascension invested in ZigZag in 2017, in addition to capital, the team provided me with support tools needed in order to scale. The value they brought to ZigZag was extensive: through helping with distribution channels, introductions to later-stage investors and in communications and marketing.”

³ <https://sifted.eu/articles/top-vcs-according-to-founders>



A Fund for Founders and VCs

The community of founders, venture partners, mentors and co-investors that Ascension has built in the technology space over the last 8 years has been productive, leading to a sharing of deal-flow between leading VCs and angel investors. In parallel, existing Ascension portfolio companies continue recommending it to other founders looking to build companies, which in turn gets supported by the sharing of ideas on Slack between portfolio companies through an organic community.

The UK Investment Landscape

Investment in early stage tech businesses is growing at record pace. According to [Tech Nation's 2021 report](#), the UK Venture Capital market hit a record high of £15bn in 2020, with its start-up and scale-up ecosystem valued at more than £585bn. In addition, London was recently ranked the world's second most innovative city by [Startup Genome](#) in its annual [Global Startup Ecosystem Report](#). This is evidence that the UK tech scene continues to grow at pace and Ascension is delighted to support job creation and economic development across the UK and globally.



Investment Opportunity

- The Fund began investing in 2017, creating a portfolio of at least 8 EIS qualifying businesses for each investor over a twelve month period. It operates an Evergreen structure (quarterly closes) with capacity for £5m per year
- The Seed+ stage can offer more attractive returns than the Series A stage, due to lower entry valuations; businesses will typically evidence early product market fit (£30k+ in monthly recurring run rate ('MRR')) and are on the cusp of quick growth, with a planned route to Series A funding with a 12-18 month+ runway, assuming no increase in recurring revenues
- The opportunity for retail investors to invest in an EIS Fund that co-invests alongside institutional VCs & high-profile angel investors, but with the benefits of EIS tax reliefs
- Invest in a Fund that is run by an experienced and diverse team of successful entrepreneurs and investment professionals, who have been operating (and investing in) the UK's tech ecosystem, via (S) EIS, for 7+ years

Key Information

- An EIS Evergreen Fund with four closes per tax year, providing investors with a portfolio of at least 8 EIS Qualifying businesses, each typically raising £2m-£4m
- Target return of £3.00 per £1.00 invested over 3 to 6 years, net of Ascension fees and excluding tax incentives
- Low, transparent, fully aligned and tax efficient fees
- Ascension EIS Investors benefit from a market-leading performance fee hurdle of 130%
- Key focus areas: FinTech, Commerce, Sustainability, New Work, Next Gen Media, Health, and DeepTech
- All investments will be expected to have received EIS Advance Assurance prior to investment
- The Fund expects to invest subscriptions within 12 months of each Closing Date
- Electronic EIS3 certificates will be issued for each individual Investment, typically within 12-16 weeks, through Mainspring's custodian portal
- The exit route for successful Investments is most likely to be via trade sale (M&A) or an initial public offering (IPO) or a secondary sale of shares
- Investors will receive distributions from the proceeds of successful realisations as they are made



Part Two

About the
Ascension EIS Fund



Part Two: About the Ascension EIS Fund

Key Investment Features

The Fund focuses on technology companies raising their pre-Series A funding rounds and aims to bridge the equity gap between Seed (SEIS round) and Series A (institutional round), what Ascension terms '**Seed+**'.

Most target investments operate as early-stage scalable, IP rich and tech enabled businesses. Ascension has adopted an investment approach that focuses on three key elements of any potential business: **the quality of the team, the robustness of the technology vs. competition, and market size/potential of the product.**

At the stage where the Fund invests (Seed+), Ascension believes the **founding team is the most important consideration** - if the team is strong and combines a mastery of the problem they are trying to solve with a keen eye on commercial opportunities, Ascension will consider an investment. Typically, the team would have at least two co-founders with complementary skill sets: **CEO ('front of house') and CTO ('back of house')**

The Ascension team next focuses on the **quality of the technology** underlying each product, as well as its ability to create a moat around the market opportunity versus current or future competition.

Additionally, the investee target will have a compelling business model capable of rolling out in a large **market with global potential.**

Once confidence in the team, product and market is established, analysis is conducted to discern whether there is a **clear route to market** for the distribution of the product and to decide where Ascension can add value (see [Part Seven](#) for more information).

Seed+ Stage Focus

Using data from Ascension's 30 investments from its Ascension SEIS Funds '15 & '16, the initial Seed round for these companies was, on average, £300,000. Ascension felt there was an opportunity for it to become a substantial co-investor for this stage of funding, where it would be an attractive value-add for founders, leading to higher quality deal-flow.

After proving there was strong deal-flow and investment stage fit, Ascension launched the Fund and continues to maximise the opportunity to support some of the UK's best Seed+ tech businesses on their way to Series A investment – **but at a more attractive valuation than the Series A round.**



Usually, a Seed+ company will be generating **recurring revenue of ~£30k+ a month**, evidencing early product/market fit, at which point Ascension carries out further due diligence. Through several years of experience, Ascension has understood that a 'Seed+' business needs an appropriate amount of breathing room to fully execute its proposed business plan. In many cases, a company may overestimate future revenues at the time of investment, which can force it into fundraising again after only six months. This makes it unlikely to achieve its key performance indicators (revenue/customers) required for a bigger raise at a higher valuation. As a result, Ascension requires that the potential investee has a **minimum of 12-18 months cash runway**, assuming no revenue growth for that period.

Technology Focus

Ascension believes, through experience with its own portfolio and co-investors, that UK universities have some of the greatest pools of talent in leading fields such as Big Data, Artificial Intelligence, Content Creation and Financial Technologies. Ascension's practical operating and investment experience has led it to focus on seven areas (with a sample illustrative EIS investment from its current portfolio) where it feels above average returns are achievable:

 DeepTech (MonolithAI)	 Sustainability (Mellizyme)	 Commerce (ZigZag - acquired)	 New Work (Feast It)
 Next Gen Media (MindLabs)	 Health (Pangaea)	 Fintech (Albert - acquired)	

These are the key focus areas where Ascension believes scalable intellectual property assets and value can be created quickly with moderate funding; all sharing mainly Business-to-Business (B2B) and Business-to-Business-to-Consumer (B2B2C) business models.

Deal-Flow & Co-Investment

Ascension believes in the power of its network to support businesses wishing to grow and flourish to Series A investment and beyond. In addition to the wealth of industry-specific knowledge and experience held by the Ascension team, Venture Partners and Mentors alike, the Fund embraces a co-investment approach, collaborating with the angel community and other Seed stage VCs. Ascension feels this philosophy not only increases deal-flow opportunities, but also the likelihood that portfolio companies are well capitalised and supported on their journey from Seed+ to Series A.



With the Fund's focus on the equity gap between Seed and Series A, it generates the opportunity for deal-flow from both early-stage and later-stage VCs. Ascension has co-invested with and received deal-flow opportunities from all of the VCs illustrated:



As a considerable amount of Ascension's deal-flow comes from its existing portfolio companies and co-investors from past deals, its investment opportunities increase year-on-year as it continually increases the size of its portfolio and co-investor pool.

Debut Sessions

Ascension started the [Debut Sessions](#) to improve access to Venture Capital investors for companies raising their first funding round. Any company can apply through a short survey and pitch deck, which is then reviewed by a team of investors in the ecosystem. Five are shortlisted and pitch live, with the winner securing £100k of investment from Ascension's SEIS fund. Innovative initiatives like this keep Ascension front of mind to receive deal-flow and co-investment opportunities from the UK and Europe's leading VCs.



Part Three

Key Terms



Part Three: Key Terms

Application

[Apply here](#) - for more information, please see [Part Seven](#).

Fund Name

Ascension EIS Fund ("Fund").

Investment Focus

The Fund will focus on high-growth potential technology businesses.

Fund Structure

The Fund is operated as a discretionary managed portfolio service, structured as an AIF. It is managed by Ascension Ventures Ltd, which is authorised and regulated by the FCA, under Firm Reference Number: 833108.

Evergreen Fund

The Fund will operate an Evergreen Fund model with no intended final termination date. Realisations will be returned to Investors as they occur.

Closing Dates

The Fund will accept Subscriptions every quarter on an ongoing basis, with Closes on the 4th January, 4th April, 4th July and 4th October each year.

Portfolio

It is intended that Investors will receive a diversified portfolio of approximately 8-10 companies within 12 months of each Close (although it should be noted that the number of companies is an estimate and may increase or decrease). Funds raised in each Close will be invested alongside those funds subscribed in prior Closes and in subsequent Closes.

Minimum Subscription

The Minimum Subscription by an Investor in the Fund is £25,000 and in multiples of £1,000 thereafter.



Maximum Subscription

No maximum, although an individual's maximum investment for the purposes of EIS Income Tax Relief is capped at £1,000,000 in any tax year. Note, UK tax incentives are dependent on individual circumstances and subject to change.

Fund Administrator & Custodian

The shares in each Investee Company will be registered in the name MNL (Ascension) Nominees Limited, wholly-owned subsidiary of Mainspring Nominees Ltd (or such other nominee the Administrator and Custodian may appoint from time to time to be the registered legal holder of Investments on behalf of the Investors), but the beneficial ownership in such shares will, at all times, belong to the individual investors who will receive the EIS Certificates, on a company-by-company basis, to enable them to claim the appropriate tax reliefs (if relevant).

Investment and Management Fees

There are fees which are split between:

- a 5% up-front Management Fee + applicable VAT, and;
- a Deferred Annual Management Fee equal to 1% + applicable VAT (capped at 5 years) payable upon any distribution made to the Investors

Please refer to "[Part Nine: Fee Structure](#)" for full details on the fees payable.

Performance Fee

Ascension will be entitled to a Performance Fee equal to an aggregate of:

- Standard Performance Fee of 20% of any returns to Investors above £1.30 per £1 of Subscriptions in the Fund; and
- Enhanced Performance Fee of 30% of any returns to Investors above £2.30 per £1 of Subscriptions in the Fund (i.e. after an Investor has received 200% of their gross invested amount net of fees and not including any tax relief); and
- 10% of any returns to Investors above £1 per £1 of any Subscriptions made by Investors in any Investee Company on completion of any Co-Investment alongside the Fund or any Follow-on Funding rounds, subject to such subsequent investment being made by the Investor through the Manager using the same structure as the Fund ("Ascension Syndicate")

Transaction Fee

Prior to any potential distribution being made to an Investor, in relation to each investment in an Investee Company, by the Fund, a transaction fee equal to 0.25% of the total amount available for distribution (prior to the deduction of the Annual Management Fee) will be deducted and will be paid to the Administrator and Custodian.



Target Returns

A portfolio of Investee Companies will be chosen on the basis of a target return of 300% or more (not taking into account any tax reliefs and net of Ascension fees), within 3-6 years.

EIS3 Certificates

EIS3 Certificates will be issued for each individual investment (subject to availability), typically within 12-16 weeks of the investment being made, depending on HMRC's turnaround time. These will be administered through Mainspring's custodian portal.

Business Investment Relief

For Investors who are UK resident non domiciled individuals ('Non Doms'), or UK domiciled and resident but not ordinarily resident individuals ('NORs'), who have claimed the remittance basis of taxation and who wish their investments to qualify for Business Investment Relief using our offshore account facility with our custodian, Mainspring.



Part Four

EIS Tax Relief



Part Four: EIS Tax Relief

The Fund's objective is to deliver tax-free capital growth from a portfolio of Enterprise Investment Scheme investments (EIS) in qualifying businesses.

Benefits of EIS

EIS comprises a variety of tax benefits available to UK tax-paying individuals, subject to investments complying with the relevant conditions and requirements. Reliefs that may be available include:

Income Tax Relief (30%)	30% income tax relief up to a maximum investment of £1,000,000 in any tax year (up to £2,000,000 in certain limited circumstances)
Deferral of Existing CGT	Deferral of Capital Gains Tax ("CGT") on the disposal of other assets in the period of 3 years prior to and 12 months after the qualifying EIS investment for the life of the EIS investment
Loss Relief (up to 45% of loss)	Income Tax Relief from investment losses, reducing the potential loss on a failed £100,000 investment to as little as £38,500 for a 45% rate tax-payer
Capital Gains Tax-Free (0%)	No Income or Capital Gains Tax on realisations of EIS investments (provided the investments have been held for at least 3 years, without breach of the EIS rules)
Inheritance Tax Relief (up to 100%)	100% Inheritance Tax Relief (provided the investments have been held for at least 2 years at time of death)
Business Investment Relief ("BIR")	<p>Under BIR, for individuals not domiciled in the UK ("Non Doms"), foreign income and/or gains remitted to the UK and invested in qualifying investments are treated as not so remitted (and so are not taxable) for the duration of the period that the investments are held, and for up to 45 days before and after investment</p> <p>When Non Doms dispose of their BIR qualifying Investments, they must either transfer the proceeds (up to the amount originally remitted) offshore or reinvest in further BIR qualifying Investments during the 45 day period in order to prevent a taxable remittance from arising</p>

The availability of any tax relief depends on the individual circumstances of each Investor and of the company concerned. This may be subject to change in the future. You should obtain independent tax advice before proceeding with your Subscription.



Part Five

Ascension Overview



Part Five: Ascension Overview

Ascension is an early-stage VC built by exited entrepreneurs to back the next generation of tech and impact founders. It has been investing in early-stage UK technology companies for 7 years now, with four realisations to date. The infrastructure Ascension has developed with its core team, Venture Partners, Mentors, founders and co-investors provides an enduring community in the ecosystem, encouraging deal-flow sharing and ongoing portfolio support. In addition, Ascension has received widespread industry recognition for backing highly scalable tech businesses (Ascension was recently rated the no. 1 most active investor in London [according to Beauhurst](#)), meaning it has access to thousands of potential deals each year.

The goal of the Ascension team is to identify, support and accelerate the success of the next generation of UK technology businesses. Ascension will offer these businesses access to mentoring, resources and portfolio cross-pollination, seeking to enhance investee company performance. In the last year, Ascension has significantly expanded its team and built a diverse skill set to provide portfolio businesses what they need to scale. With this support, these businesses can achieve sustainable growth with limited initial capital investment, which has been demonstrated through some of Ascension's high-growth companies from previous funds.

The Ascension Team



Kip Meek
Chairman



Jean de Fougerolles
Managing Partner



Remy Minute
Partner



Emma Steele
Investment Director



Chris Wheatcroft
Investment Partner



Rakesh Murria
Chief Operating Officer



Nico Albanese
Investment Principal



Iulia Tudor
Portfolio Manager



Hadley Diest
Investment Manager



Ala Alenazi
Life Fund Associate



Sam Marchant
Investment Associate



Maryam Mazraei
Investor



Michelle Bendall
Finance



Eilish Saba
Operations Manager



Rockman Law
Operations Associate



Caspar Barrie
Marketing Associate

Ascension has built a diverse and accomplished team with a breadth of experience and personal brands to juggle the multiple work streams involved in finding the best entrepreneurs and supporting the portfolio's growth



Management Team



Kip Meek
Chairman

[Kip Meek](#) is the Chairman of Ascension, Inquiry Chair at the Competition and Markets Authority (CMA), Chairman of A Million Ads (an Ascension investee company) and a Senior Adviser to the Wireless Infrastructure Group.

He is also the co-founder of the Communications Chambers, a network of senior communications industry professionals, providing public policy and strategic advice to the industry.

He was previously a board member of Ofcom and held senior positions at BT and EE.



Jean de Fougerolles
Managing Partner

[Jean de Fougerolles](#) is the founder of Ascension and has over 20 years experience working in media and technology. He guides the team in each investment decision and also supports the portfolio to scale. After obtaining his MBA from INSEAD in 1996, he became Head of Distribution for MTV Europe out of the London office. Jean then started working at Two Way Media, a pioneer in interactive technology, where he became CEO and led its sale to Virgin Media and a leading private equity group. Jean is originally from Montreal where he received his BA in History with Honours from McGill University. He then became an economist in New York, having completed a Masters Degree in International Relations from Columbia University.

Jean was also an early angel investor in Atom Films, later sold to Viacom as part of Atom Entertainment for US\$200 million.



Remy Minute
Partner

[Remy Minute](#) is a Partner at Ascension. He was the founder and CEO of CSC Media Group Ltd, which he sold to [Sony Pictures Television for £107m in 2014](#). Remy has worked in broadcast and technology for nearly 20 years and is an active angel investor. Remy has been a Partner at Ascension since 2018 and is responsible for leading its (S) EIS investments with Jean and [Nico Albanese](#). Additionally, Remy has been a member of the Ascension Investment Committee for its (S)EIS Funds since 2016.

Remy is an investor in a number of Ascension's funds & portfolio companies, including Blokur, Poplar, Localistico, and others.



Emma Steele
Investment Director

[Emma Steele](#) is an Investment Director at Ascension and focuses on sector verticals across FinTech, Sustainability, and New Work.

Prior to joining Ascension in January 2018, Emma spent five and a half years in the corporate banking division of Santander UK as a Credit Partner in the Large Corporates team and Associate Director in the Healthcare Finance team.

Emma holds an MSc in Development Economics from the University of Sussex and a BSc in Philosophy, Politics & Economics from the University of Warwick.



Rakesh Murria
Chief Operating Officer

[Rakesh Murria](#) is Ascension's Chief Operating Officer, and runs investor relations, operations and portfolio management. He joined Ascension in January 2019. Previously, Rakesh built a 20-year career within the technology, media, and telecommunications (TMT) sector, including roles such as Head of Strategy and Director of Product at EE across mobile, fixed line, TV and B2B. Most recently, Rakesh co-founded a FinTech start-up and was pivotal in the product build, commercialisation and growth of the business as it raised £3m in funding. Rakesh also has several years of advisory work with early-stage and growth companies across the technology spectrum, as well as angel investing since 2017.



Nico Albanese
Investment Principal

[Nico Albanese](#) is a Principal at Ascension. Nico is responsible for sourcing, screening and performing due diligence on investment opportunities - he manages Ascension's 2,500+ annual deal-flow pipeline.

Nico joined Ascension in September 2018 after impressing during Ascension's summer intern programme. Prior to Ascension, Nico was a student in the World Bachelor of Business programme, a triple-degree undergraduate programme between the University of Southern California, The Hong Kong University of Science and Technology and Università Bocconi, that allows students to study across three continents over 4 years.



Iulia Tudor
Portfolio Manager

[Iulia Tudor](#) joined Ascension in May 2021 as Portfolio Manager, leading the work stream related to maximising the value-add to the portfolio.

Iulia has spent nearly a decade working in tech - at the Startup Institute and at TechHub (one of London’s oldest communities for startups) - in operations, community building and business development. She experienced first hand the challenges of expansion, built teams and planned/executed on go-to-market strategies. Previously, Iulia was at Digital Catapult where she focused on building relationships with the investor community and helped startups with their fundraising strategy.



Maryam Mazraei
Investor

[Maryam Mazraei](#) joined Ascension in January 2020 initially as an Investor for the Ascension Fair By Design Fund and now is working closely with Nico managing the Ascension (S)EIS funds.

She is a founder turned VC with over 7 years of experience working in both startup and scaleup environments in a range of industries such as SaaS, AI/ML and Fintech.

She has paramount insight and experience investing in an array of verticals such as Future of Work, B2B SaaS, D2C, Fintech and Impact. Alongside these verticals, she has been involved in the Blockchain and Web3 space since 2015 and is keen to explore opportunities in this space.

Ascension Venture Partners (“VPs”)

The majority of the Venture Partners are exited entrepreneurs, active investors, and shareholders in Ascension. VPs introduce deal-flow to Ascension’s funds, bring corporate development initiatives, assess investment opportunities as part of our due diligence, and mentor relevant portfolio businesses. A number of the Ascension VPs have multiple \$100m+ and \$1bn+ exits from their own businesses and angel investments.

Craig Fletcher



Craig has over 20 years’ experience in eSports, events and video gaming. Craig founded Multiplay in 1997 and lead its growth to become the largest video gaming events and eSports company in the UK. Multiplay was acquired by GAME Digital PLC in 2015.

[Craig Fletcher](#)

Vin Murria OBE



Vin’s career has included a combination of VC, PE and CEO experience, centered around 20 years of M&A in the software sector. Vin founded Advanced Computer Software in 2008 which was acquired by Vista Private Equity for £765m in 2015.

[Vin Murria OBE](#)

Erik Blachford



Erik was the President and CEO of IAC Travel, managing all of IAC’s travel assets including Expedia, Hotels.com and Hotwire. Erik serves on the board for Peloton, SiteMinder, Varsity Tutors, and Zillow, Glassdoor, and Liftopia. Erik is a Venture Partner at TCV.

[Erik Blachford](#)



[Aleks Habdank](#) | [Barney Worfolk-Smith](#) | [David Buller](#) | [Jami Jenkins](#) | [Nikos Makris](#) | [Sam Miller](#)
[Ian McClelland](#) | [Diane Stewart](#) | [Antonin de Fougerolles](#) | [PHARUS](#) | [Wayra](#) | [Kieran Hill](#)

The Ascension EIS Fund Mentors (“Mentors”)

Ascension has assembled an experienced group of Mentors and Advisors, including seasoned entrepreneurs and professionals who provide insight and access to their networks, which Ascension leverages for the benefit of Investee Companies in the Fund. Along with supporting portfolio businesses, Mentors have also provided access to investment opportunities before they reach the wider market. When Ascension is considering investing into a business, it can call upon a relevant Mentor, sending them the business plan, inviting them to join the interview and due diligence process, and working with them to identify whether the proposition has a genuine chance of establishing valuable distribution channels. Ascension currently has a network of approximately 30 Mentors and the list continues to grow:

Industry Mentors (30+)



Kal Atwal



Dougal Scott



Laurence Bret





Part Six

Ascension Track Record



Part Six: Ascension Track Record

Ascension's Portfolio and track record have been performing strongly, especially over the past 24 months:

- **Ascension has achieved 4 realisations (across 4 of its funds): HQ Mobile Ltd at 5.6x (SEIS '15) and 1.45x (the Fund), Mutt Motorcycles Ltd at 9.5x (SEIS '15, 50% partial exit) and 1.98x (the Fund, 50% partial exit), Chilli Connect at 2.27x (SEIS '18) and most recently ZigZag at 6.4x (EIS '17).**
- More than 45 Ascension investments are currently valued at +200%
- Ascension portfolio companies are generating significant industry recognition, with four recently selected for prestigious Tech Nation cohorts:
 - Wagestream joined the [Future 50](#), a network of leading late-stage businesses - other companies include Cazoo, hopin and multiverse
 - Oxwash joined [Net Zero](#), a cohort which will be pivotal in the UK achieving net-zero carbon emissions by 2050
 - Beautonomy and Compare Ethics joined [Libra](#), a cohort of leading companies with at least one black founder
- **Some of the biggest rounds for Ascension portfolio companies have occurred recently: Wagestream \$51m, Lick £15m, Vidsy £12m, MonolithAI £8.5m, Visionable £8m, WeGift £6m, Credit Kudos £6m, Moteefe £4m**
- **The EIS '17 is now valued at 298%, 3 years after being fully invested**

Ascension has achieved 4 realisations since 2018, most recently Global Blue's acquisition of ZigZag (see Part One for further information). Others have come from big corporate/strategic buyers (Santander Bank acquired HQ Mobile Ltd ('Albert') in December 2018; Unity, a large gaming company, acquired Chilli Connect Ltd) in November 2019; and the fourth a partial exit (private equity purchased 50% of the SEIS '15 and the Fund shares in Mutt Motorcycles Ltd) in June 2020.



Below, a sample of Ascension's (S)EIS Fund values on the basis of each pound (£1) invested in the fund (excluding any CGT investment reliefs)



Past performance is not a guide to future performance, figures include the impact of fees charged

Notes

- 100% (S)EIS tax relief achieved for each investment, impacted by successful early realisations
- Any loss relief on businesses that have closed down
- Increase in the value of Fund, less the following below:
- Pay-out to investors (shown net of any fees)

This chart illustrates the value of each Ascension fund since 2015, including (S)EIS income tax reliefs (but excluding any CGT reliefs), loss reliefs, the value of the fund and exit proceeds.



Part Seven

Fund Infrastructure



Part Seven: Fund Infrastructure

The Fund is not a distinct legal entity and is not considered to be a collective investment scheme as defined in section 235 of the Financial Services and Markets Act 2000.

The Fund will deliver one EIS portfolio for each Investor, which will be managed on a discretionary basis by Ascension, making investments as detailed in 'Part Two'. For legal and tax purposes (and as is typical with such funds) the Investor will be the beneficial owner of the shares in the relevant portfolio company. Investments will be managed collectively across all investor portfolios. An investor's portfolio is structured by investments made by the Fund and managed in common with other investors in the Fund. This fund does not offer to create a bespoke portfolio per investor on a managed account service.

Ascension Ventures Ltd ("the Manager")

Ascension acts as the Fund Manager to develop a portfolio of Investments with the aim of creating an exit for each of the Investments within three to six years (being mindful that EIS qualifying investments need to be held for at least three years). Investment returns, net of fees and charges, will be returned directly to the Investor, as they occur, and will not be reinvested.

Ascension is authorised and regulated by the Financial Conduct Authority as an Alternative Investment Fund Manager (AIFM).

Mainspring Nominees Limited (the Administrator and Custodian)

Mainspring Nominees Limited ('Mainspring') is the Administrator (winner of the Fund Administrator of the Year at the [2021 Private Equity Awards](#)) and Custodian, providing safe custody, administration and other services to the Fund. Mainspring Nominees Limited is authorised and regulated by the Financial Conduct Authority under number **591814**.

The Administrator and Custodian will deposit and hold Investors' cash in one or more client bank accounts, in which Investor funds may be aggregated, with a banking institution that is regulated by the FCA and will be deposited in a segregated client money account in accordance with the rules and guidance in CASS 7 of the FCA Handbook, as may be supplemented, varied or amended from time to time (the "Client Money Regulations"). Shares will be held with a separate Nominee, segregated from the assets of the Manager and the Administrator and Custodian in line with the FCA's requirements in CASS 6. The Administrator and Custodian will provide bi-annual statements as of the 5 April and 5 October of each year to the Investors in the Fund.



The agreement with the Administrator and Custodian may be terminated by the Manager or the Administrator and Custodian upon 180 days' prior written notice from December 2020 although in certain circumstances (e.g. the insolvency of either party or an unremedied breach after notice) the Agreement may be terminated at any time.

Investor Updates & Events

Ascension will provide a bi-annual report to Investors detailing the progress of the Investee Companies. Five years after an investment in an investee business, portfolio reports will move to an annual basis each December.

Investors will also be invited to events organised by Ascension, where there will be a chance to meet members of the Ascension Team and a selection of portfolio companies. Investors wishing to get more information or who are interested in meeting more regularly are encouraged to inform Ascension's marketing lead, Caspar Barrie (caspar@ascension.vc).

EIS Certificates & Ascension Portal

Following the issue of the EIS Qualifying Shares, the Investee Company will need to apply to HMRC for authorisation to issue tax relief certificates (EIS3 Form) to Investors. These certificates will enable Investors to claim the EIS Reliefs to which they are entitled (subject to each investor's personal tax circumstances). Although the time taken by HMRC to grant authorisation cannot be controlled by the Company, Ascension will seek to ensure that every effort will be made by the Directors of the Investee Companies to expedite the process and, as soon as authorisation is given, EIS3 Forms will be distributed to the Investors by Ascension's custodian, Mainspring.

Note: all UK tax advantages are subject to change and depend on an individual investor's personal circumstances.

Ascension Syndicate

Ascension has created an infrastructure, through Mainspring, to be the registered legal holder of Investments on behalf of the Investors, to facilitate potential follow-on funding or co-investment from Investors within Ascension's (S)EIS funds. All Investors within this Fund may have pre-emption rights on the possible issue of new shares in an Investee Company and therefore may have the right, but not the obligation, to maintain their percentage shareholding in each Investee Company in which they have a beneficial shareholding, to avoid dilution, as they go through their potential funding rounds.

This Syndicate structure allows Ascension to continue overseeing the execution and management process on an Investor's behalf, along with keeping each portfolio company's capitalisation table 'clean' (i.e. fewer shareholders).

It is important to note that nearly all portfolio companies are forecast to need to raise further rounds of funding to continue their growth. By doing so, the Fund's percentage shareholding in these companies will be diluted. However, Ascension has found, where attainable, these further rounds of funding are often welcomed as the dilution effect is usually offset by having cash in reserve and, on occasions, a significant increase in the valuation of these companies.



Additionally, the Ascension Syndicate offers Investors the opportunity to co-invest alongside Ascension, after consultation with the Investee Company, into future Ascension fund opportunities. If this is of interest, please email rakesh@ascension.vc.

Investors Eligible to Participate

The Fund is open for participation by prospective investors which can be categorised by the Manager as a Retail client under the rules of the FCA, subject to meeting certain regulatory requirements. Further information explaining how this categorisation can be affected, what it means, and the consequences thereof, is set out in the Investment Management Agreement.

Life of the Fund

In order to retain the EIS Reliefs, Investors must normally hold the Qualifying Shares acquired by the Manager for at least a three-year period, and no partial withdrawals are permitted within this time. It is intended that the Manager will consider options for realising the Qualifying Shares in the interests of the Investors after the expiry of the Three-Year Period.

With regard to the Three-Year Period and the feasibility of obtaining a realisation thereafter, the Fund has a target life of between three to six years, but there can be no guarantee that all Qualifying Shares will be realised within this period, or at all. The Manager may, in its absolute discretion, consider requests made to it by an Investor to liquidate any individual shareholdings in the Fund. The Manager will focus on the maximisation of value in considering the strategy for, and timing of, the realisation of the Qualifying Shares.

It would be prudent to view an investment in the Fund as medium to long term. An investment should only be made in the Fund on the basis that it will remain invested for at least three to six years, and that you are prepared to lose your entire holding.

Following any future realisations of the Qualifying Shares in an Investee Company, the realisation proceeds will be paid to Investors, on a company-by-company basis. Consequently, it is most likely that Investors will receive any distributions from the Fund over time.



Part Eight

Timetable & How To Apply



Part Eight: Timetable & How To Apply

Online Application Process

If you wish to make a Subscription, please visit the Online Application Form by clicking below:

[Ascension Online Application](#)

This online application process includes any Anti-Money-Laundering (AML) and other regulatory checks to allow us to process your application smoothly.

Additional Information for Advisors

For advised clients, your financial advisor will be required to log into the online portal to confirm your application once it has been submitted. They will be notified of this via an automated email.

Advisors not already registered with Mainspring can use the link above to sign up and create an online account in a few easy steps. Investors can also add their advisor to their Application and they will be notified of their clients' submission with an automated email enabling them to review and confirm the Application.

Contact

If you have any questions about these documents or require any help filling in the Application Pack, please contact your Financial Advisor. Alternatively, please contact: rakesh@ascension.vc.

The Fund operates an Evergreen model, and will accept Subscriptions every quarter on an ongoing basis, with the Fund raising through tranches that close on the 4th January, 4th April, 4th July and 4th October each year (subject to change at the Manager's discretion).



Part Nine

Fee Structure



Part Nine: Fee Structure

Investment and Management Fees

There is a Management Fee, which is split between:

- a 5% up-front Investor Subscription Fee paid at the point of Subscription to the Fund and
- a Deferred Annual Management Fee equal to 1% (capped at 5 years), but only payable upon any distribution made to the Investors

This would mean over the life of the Fund, the Manager shall charge up to 10% of an Investors subscription in Management Fees.

Initial Charge (charged to Investee Company)

An initial charge may be payable to the Manager of up to 5% of the Fund's Subscription in the Investee Company. This Initial Charge may be charged to the Investee Company.

Use of Fees

- Legal and Administration costs
- All costs associated with the setting up of the Fund, including deal execution fees, Custodian and Administration Costs, all legal, share issue and start-up costs ("Fund Costs")
- Annual Administrator and Custodian fees
- All general day to day running costs of the Fund, including portfolio management

Fees for Follow-on Funding or Co-Investment

All Investors within this Fund may have pre-emption rights that apply on the issue of new shares in an Investee Company. Therefore they may have the right, but not the obligation, to maintain their percentage shareholding in each Investee Company in which they have a beneficial shareholding, to avoid dilution, as the Investee Company goes through subsequent funding rounds.

Fund Investors may wish to co-invest ("Co-Investment") in an investment opportunity alongside the Fund.

The Fund structure allows Ascension to continue overseeing the execution and management process on an Investor's behalf for Follow-on Funding or Co-Investment, along with keeping each portfolio company's capitalisation table 'clean' (i.e. fewer shareholders).

Investors shall be charged a 2.5% fee on the gross investment amount for exercising their pre-emption Follow-on Funding rights or on any Co-Investment with the Fund, should these be available.



Transaction Fee

Prior to any potential distribution being made to an Investor, in relation to each investment in an Investee Company by the Fund or any Follow-on Funding round or any Co-Investment, a transaction fee equal to 0.25% of the total amount available for distribution (prior to the deduction of the Annual Management Fee) will be deducted and paid to the Administrator and Custodian.

Performance Fee

Ascension will be entitled to a Performance Fee equal to an aggregate of:

- Standard Performance Fee of 20% of any returns to Investors above £1.30 per £1 of Subscriptions in the Fund
- Enhanced Performance Fee of 30% of any returns to Investors above £2.30 per £1 of Subscriptions in the Fund (i.e. after an Investor has received 200% of their gross invested amount net of fees and not including any tax relief)
- 10% of any returns to Investors above £1 per £1 of any Subscriptions made by Investors in any Investee Company on completion of any Co-Investment alongside the Fund or any Follow-on Funding rounds, subject to such subsequent investment being made by the Investor through the Manager using the same structure as the Fund (“Ascension Syndicate”)

VAT

All these fees are excluding VAT, but if applicable, may be added.



Part Ten

Risk Factors



Part Ten: Risk Factors

This investment may not be suitable for all Investors. Investors should be aware that investing in unquoted and AIM-listed companies (including Qualifying Companies) carries with it a high degree of inherent risk. This section contains the material risk factors that the Manager believes to be associated with an investment in the Fund but does not necessarily include all the risks associated with such an investment.

Investment Risks

The Fund will invest in venture capital opportunities with a strong focus on tech sectors. By definition, these are high-risk situations, which, if unsuccessful, may result in a total loss of the investment.

The Fund will invest in unquoted companies, the securities of which may not be freely marketable and this may restrict the Fund's ability and any Investor's ability to exit any Investment it makes.

An Investment in a fund such as the Fund should not be considered a short-term investment. Any withdrawals within the Three-Year Period will result in the loss of EIS tax reliefs in relation to those companies. The Manager is likely to seek an exit after at least three years. However, if this timing is not appropriate, it is possible that Investments may be held for a much longer period. It may take considerable time to realise any of the Fund's Investments, while it is possible none are ever realised.

One or more Investee Companies may fail, and their securities may be sold for substantially less than their acquisition cost or those securities may have no value at all. Accordingly, an Investor may potentially lose up to the total amount of an Investment in any Investee Company.

The value of securities can go down as well as up and this could result in an Investor incurring a total loss of their Subscription. If you cannot afford to lose all of your Subscription, you should not invest in the Fund.

There is no guarantee that the investment objective of the Fund will be achieved.

The past performance of investments by the Manager or advised by the Ascension Team should not be regarded as an indication of the performance of future Investments made by the Manager on behalf of Investors through the Fund.

It may be difficult to obtain accurate information to determine at any given time the value of the Fund's Investments.



Market makers may not be prepared to deal in the Fund's Investments, even if these achieve an AIM listing.

Many unquoted companies have small management teams and are highly dependent on the skill and commitment of a small number of individuals. The performance of Investee Companies may, therefore, be adversely affected by the departure or unavailability of certain key personnel.

Smaller unquoted companies requiring venture capital commonly experience significant changes and carry a higher risk than would an investment in larger or longer established businesses. Project development or technology related risks may be greater in such companies.

Force majeure events, which are events beyond the control of a party, including fire, flood, earthquake and other acts of God, terrorist attacks and war may affect a party's ability to perform its contractual obligations or may lead to the underperformance of an Investee Company.

Risks Relating to the EIS Scheme

It is possible that an Investor could cease to be entitled to certain tax benefits available under the EIS Scheme. For example, EIS Reliefs, CGT Reliefs and potential IHT Reliefs may be lost if an Investor receives value from the Investee Company (other than a normal dividend), in the period from one year before the issue of Qualifying Shares to the expiry of the EIS Three Year Period.

There is no guarantee as to the timing of the availability of EIS Compliance Certificates (EIS3 Forms) that are needed in order to claim EIS Reliefs, as this is determined by HMRC.

If the amount of an Investor's Subscription is such that its pro-rata beneficial interest in any Investee Company in the Fund exceeds 30% of the capital or voting rights (taking into account the interests of his "associates" as defined under the legislation, to mean certain relatives (but excluding siblings), trustees and business partners) the Investor will be treated as being "connected" to the Investee Company and will not be entitled to EIS or CGT Reliefs in respect of an Investment in that Investee Company. An investor will also be treated as connected to an Investee Company, and so not entitled to EIS or CGT Reliefs in respect of an Investment in that Investee

Company, if he or an associate is employed by the Investee Company (with some exceptions for individuals who are employed as directors).

Other Risks Relating to Taxation

Whilst it is the intention of the Manager to invest in companies qualifying under the EIS legislation, the Manager cannot guarantee that all Investments will qualify for EIS Reliefs, CGT Reliefs or IHT Relief. Equally, following an Investment in a Qualifying Company, the Manager cannot guarantee the continued availability of EIS Reliefs, CGT Reliefs or IHT Relief relating thereto because this depends on the continuing compliance with the requirements of the EIS and IHT legislation by the Investee Company.



Where an Investor or an Investee Company ceases to maintain EIS status in relation to any individual Investment, it could result in the loss of some or all of the available reliefs (together with a possible charge to interest thereon).

Following the admission of an Investee Company to the Official List of the UK Listing Authority and to trading on the London Stock Exchange plc's market for listed securities (but not a quotation on AIM), Business Property Relief for IHT purposes will cease.

The levels and bases of reliefs from taxation may change or such reliefs may be withdrawn. The tax reliefs referred to in this Information Memorandum are based on legislation currently in force. The ultimate value of any tax relief available depends on the individual circumstances of Investors at the point of investment and subsequently. The tax rules described in this Memorandum are a summary only.

The tax reliefs referred to in this Information Memorandum may not apply throughout the life of the Investment.

The tax year for which EIS Income Tax Relief is available may be later than originally envisaged if the timing of Investments is delayed.

The dates on which EIS Income Tax Relief, CGT Deferral, and IHT Relief are available will be determined by the timing of the Fund's Investments and will not be known in full until the Fund has completed its Investments.

The Manager shall not be liable for any loss incurred by an Investor in relation to the value received by any person from any Investee Company at any time within the applicable period, or as a result of a change in circumstances of an Investee Company at any time within the relevant period.

The Manager retains complete discretion to realise an Investment in a Qualifying Company at any time (including within the EIS Three-Year Period from the date of an Investment) that it considers appropriate. If an Investment is realised within the EIS Three-Year Period, some or all of the tax advantages relating to that particular Investment will be lost. In exercising its discretion to make such a disposal, the Manager is not obliged to take into account the tax position of Investors (individually or generally).

The taxation treatment depends on the individual circumstances of that Investor and may change in the future.

Conflicts Policy

The Fund Manager, in accordance with FCA rules, operates its business in such a way as to minimise the occurrence of conflicts of interest and to enable it to resolve such conflicts in a fair manner if they arise.

The Fund Manager maintains a written conflicts policy, a copy of which is available on request.



Definitions



Definitions

Reference	Description
Administrator and Custodian	Mainspring Nominees Limited. (CRN: 01747595), a provider of safe custody, administration services and certain other services in relation to the Fund. Mainspring Nominees Limited plc. is authorised and regulated by the Financial Conduct Authority, FRN:591814
Administrator and Custodian's Terms of Business	The terms of business to be entered into by each Investor under which the Administrator and Custodian provide safeguarding and administration services, as set out in the Application Pack and available at https://systems.mainspringfs.com/documents/ascension-ventures/custody-agreement/3ff . The latest version can always be found on the Administrator and Custodian's website
Advised Professional Client	An Investor in the Fund who has been categorised as a Professional Client by its Advisor for the purposes of its Subscription in the Fund, as defined by the FCA's Conduct of Business Sourcebook
Advised Retail Client	Any Retail Investor as defined in the FCA's Conduct of Business Sourcebook who receives investment advice from an IFA prior to making a Subscription into the Fund
AIF	An alternative investment fund (AIF) is defined in the Alternative Investment Fund Managers Regulations 2013
AIM	The Alternative Investment Market (AIM) is a sub-market of the London Stock Exchange (LSE) that is designed to help smaller companies access capital from the public market
AIFM	Alternative Investment Fund Manager
AIFMR	The Alternative Investment Fund Managers Directive (AIFMR) is a UK transposition of a European Union (EU) directive that applies to hedge funds, private equity funds, and real estate funds
Annual Management Fee	The annual management fee payable to Ascension Ventures Ltd as described in 'Part Nine' of this Information Memorandum



Reference	Description
Applicable Laws	Relevant UK laws and regulations, including the FCA Rules
Application form	ascension.vc/apply
Application Pack	An Application Pack, which must be read and then completed by the prospective Investor (and Financial Advisor if applicable) to Subscribe to the Fund. The Application Pack includes: Online Application Form (Investor Details, Advisor Details, Suitability and Appropriateness Questionnaires and Appendices) Investment Management Agreement Administrator and Custodians Terms of Business
Ascension Syndicate	The Ascension Syndicate has the opportunity to Follow-On or to Co-Invest alongside Ascension, within the Fund structure
Ascension Team	The team described in 'Part Five' of this Information Memorandum
Ascension Ventures or Ascension	Ascension Ventures Limited (CRN: 07766902) (FRN: 833108) is a UK based venture capital firm. The registered office is 5 Theale Lakes Business Park Moulden Way, Sulhamstead, Reading, Berkshire, England, RG7 4GB The postal office is Tintagel House, 9th floor, 92 Albert Embankment, London SE1 7TY
Associate	Any holding or subsidiary company of any body corporate, or any subsidiary of any such holding company or any director of it that has entered into a contractual agreement with the Manager
AUM	Assets Under Management. Value of cash and securities currently under management by Ascension Ventures
Business Investment Relief	Relief from tax on income or gains remitted to the UK by non-domiciled individuals, pursuant to sections 809VA-809VO of ITA.
Business Property Relief or IHT Relief	Relief from IHT pursuant to sections 103-114 of IHTA
CENTAUR EIS Fund	The previous name for the Ascension EIS Fund, under the same investment thesis and management team
CGT	Capital Gains Tax



Reference	Description
CGT Deferral	Capital gains made on the disposal of any kind of asset may be able to be deferred by reinvestment in EIS qualifying companies (Section 150C and Schedule 5B of TCGA)
CGT Exemption	Exemption from CGT on realised capital gains on disposal of Qualifying Investments (Sections 150A-B,E-F of TCGA)
“CGT Re-investment Relief”	Re-investment relief may enable an individual who has disposed of an asset - that would give rise to a chargeable gain - to treat a maximum of 50% of the gain as exempt from CGT, where they have reinvested all or part of the amount of the gain in SEIS qualifying shares”
CGT Reliefs	The CGT Exemption and CGT Deferral
Closing Date	The final date on which an application for the Fund will be accepted in an Investment Period. The Closing Dates are 4th January, 4th April, 4th July and 4th October
COBS	The chapter of the FCA handbook entitled the ‘Conduct of Business Sourcebook’
Co-Investment	Investors may be able to invest additional capital alongside the Fund at their own discretion
EEA	European Economic Area
EIS	The Enterprise Investment Scheme set out in Sections 156-257 of ITA and Sections 150A - 150C of TCGA
EIS Compliance Certificate	Compliance Certificates (otherwise known as EIS3 Forms) issued by an Investee Company following authorisation from HMRC permitting the Investee Company to issue them to Investors in order for Investors to claim EIS income Tax Relief and CGT Deferral, both where eligible
EIS Income Tax Relief	Relief from income tax available under the EIS pursuant to sections 157 and 158 of ITA
EIS Loss Relief	Relief in respect of income tax for allowable losses pursuant to Section 131 of ITA



Reference	Description
EIS Three Year Period	The period beginning on the later of the date that the Qualifying Shares are issued by the Investee Company and the date that the Investee Company commences trade, and ending three years after that date
EIS Reliefs	EIS Income Tax Relief and EIS Loss Relief
Evergreen Fund	A fund that has no definitive closing date. The Fund will have multiple Closing Dates on the 4th April, 4th July, 4th October and 4th January each year. Once invested the investor has no right to redeem their investment.
Exit	A listing, offer for the entire share capital of a Company, winding up or other capital distribution
FCA	Financial Conduct Authority
FCA Rules	The FCA rules made under powers given to the FCA by the Financial Services and Markets Act 2000
Financial Advisor	A firm authorised by the Financial Conduct Authority to provide advice to investors and potential investors
FPO	Financial Services and Markets Act 2000 (Financial Promotion Order 2005 as amended)
FSMA	Financial Services and Markets Act 2000
Fund	The Ascension EIS Evergreen Fund, a discretionary investment management service managed by the Manager
HMRC	HM Revenue & Customs
IHT	Inheritance Tax
IHT Reliefs	Inheritance Tax Reliefs
IHTA	Inheritance Tax Act 1984
Intermediary	A person/company who promotes and markets the Fund to his/its clients and arranges the Subscription for the Investor



Reference	Description
Investment	A Subscription in either the Fund itself or an Investee Company
Initial Charge	An initial charge payable to the Manager and levied on the Fund companies in which the Fund invests
Investor	A person whose Subscription is accepted by the Manager and so enters into an Investment Management Agreement and invests through the Fund
Investee Company	A Company in which the Fund invests
Investment Period	The period from which an Investor's Subscription is deemed to have been received through to a specific investee company realisation/exit
Investment Conflicts Committee	The committee described in 'Part Ten' of this Information Memorandum
Investment Management Agreement	The agreement to be entered into between Investors and the Manager
Information Memorandum	This information memorandum issued in relation to the Fund and dated November 2021
Income Tax Act or ITA	Income Tax Act 2007
Manager	Ascension Ventures Limited (CRN: 07766902) (FRN: 833108) is a UK based venture capital firm
Management Fee	The performance fee payable to the Manager as described in 'Part Nine' of this Information Memorandum
Mainspring Nominees Limited	Mainspring Nominees Limited is the Administrator and Custodian of the Fund and is authorised and regulated by the FCA, FRN: 591814
Minimum Subscription	Minimum investment by an Investor into the Fund of £25,000
Minimum Viable Product ("MVP")	A minimum viable product is a product with just enough features to satisfy early customers and provide feedback for future product development.
"MRR"	Monthly Recurring Revenue



Reference	Description
Nominee	MNL (Ascension) Nominees Limited a wholly owned subsidiary of Mainspring Nominees Limited or such other nominee the Administrator and Custodian may appoint from time to time to be the registered legal holder of Investments on behalf of the Investors
Performance Fee	The performance fee payable to the Manager as described in 'Part Nine' of this Information Memorandum
Portfolio	In respect of an Investor, the Subscriptions made through the Fund which are allocated to him or her in consideration for his or her investment (together with any un-invested cash from time to time constituting a part of that investment) and which shall at all times be registered in the name of the Nominee on his or her behalf
Qualifying Company	A company that meets the requirements for SEIS as set out in Section 180 of ITA
Qualifying Investment	An Investment by an Investor in a Qualifying Company which satisfies all the conditions for EIS Reliefs or an Investment by an Investor in a Qualifying Company which satisfies all the conditions for SEIS Reliefs
Qualifying Shares	Shares in an Investee Company, subscribed for by the Fund on behalf of Investors, that qualify for SEIS Reliefs or Shares in an Investee Company, subscribed for by the Fund on behalf of Investors, that qualify for EIS Reliefs
Retail Investment Product	As defined in the FCA Handbook
SEIS	The Seed Enterprise Investment Scheme set out in Sections 257A-257HJ of ITA and Sections 150E-G of TCGA
SEIS Compliance Certificate	Compliance Certificates (otherwise known as SEIS3 Forms) issued by an Investee Company following authorisation from HMRC permitting the Investee Company to issue them to Investors in order for Investors to claim SEIS income Tax Relief and CGT Reliefs, both where eligible
SEIS Income Tax Relief	Relief from income tax available under the SEIS pursuant to sections 157 and 158 of ITA



Reference	Description
SEIS Loss Relief	Relief in respect of income tax for allowable losses pursuant to Section 131 of ITA
SEIS Reliefs	SEIS Income Tax Relief and SEIS Loss Relief
SEIS Three Year Period	The period beginning on the later of the date that the Qualifying Shares are issued by the Investee Company and the date that the Investee Company commences trade, and ending three years after that date
Subscription	A subscription to the Fund by an Investor on the terms of this Information Memorandum, the Investment Management Agreement, the Administrator and Custodian's Terms of Business and the Application Pack
TCGA	Taxation of Chargeable Gains Act 1992
Three Year Period	The period beginning on the date shares in an Investee Company are issued and ending three years after that date, or three years after the commencement of the Investee Company's trade, whichever is later

ASCENSION

The UK Seed Fund

Ascension EIS Fund

INFORMATION MEMORANDUM



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