

Information Memorandum

ASCENSION KNOWLEDGE INTENSIVE EIS FUND 2026

The UK Seed Fund

— ascension.vc



Ascension EIS
Score



Top 50 Best
Performing
Investors



Top 50 UK
Venture Investors



Top 10 most active
London VCs over
past decade



Seed VC of the
year



One of the most active
impact VCs in Europe



UKs most active
impact investor

High-Risk Warning

Don't invest unless you're prepared to lose all the money you invest. This is a high-risk investment, and you are unlikely to be protected if something goes wrong.

[Take two minutes to learn more.](#)



Risk Summary

- **YOU COULD LOSE ALL THE MONEY YOU INVEST.**
- **YOU ARE UNLIKELY TO BE ABLE TO ACCESS YOUR MONEY EASILY OR QUICKLY.**
- **YOU WON'T RECEIVE ANY REGULAR INCOME; RETURNS DEPEND ON EXITS.**
- **TAX BENEFITS ARE NOT GUARANTEED AND DEPEND ON PERSONAL CIRCUMSTANCES.**



Executive Snapshot

Strategy

Investing into a diversified portfolio of approximately 10-12 UK-based, R&D-intensive technology companies from late-Seed to pre-Series A, focusing on B2B and B2B2C business models with strong, defensible intellectual property.

Target return

£3.00 per £1.00 invested (gross, 3 – 10 yr horizon, not including any tax incentives).

Ticket size

The minimum investment (ticket size) for an individual investor is £25,000.

Close Date

The final date for applications and cleared funds is **3rd April 2026**.

KI EIS Status

An **HMRC Approved Knowledge-Intensive (KI) EIS Fund**. This structure is a key feature, allowing investors to receive a single **EIS5 certificate** for their entire portfolio. This enables the claiming of tax relief for the tax year in which the fund closes, providing significant certainty and simplifying tax administration.

Portfolio size & deployment

c10-12 companies per investor, deployed within 12 months.

Key sectors

Sectors where the UK has a competitive global advantage, including DeepTech, Applied AI, Commerce, New Work, Fintech, and Health.

Track record

As at October 2025, the Ascension team has achieved 15 realisations since 2018. This includes seven exits generating a return of 5x or more and three exits achieving over a 9x return. Furthermore, our live portfolio contains over 70 holdings currently valued at more than 200% of their original cost. Notable past exits include Credit Kudos (acquired by Apple), Monolith.ai and Goodstack. **Past performance is not a reliable indicator of future results.**

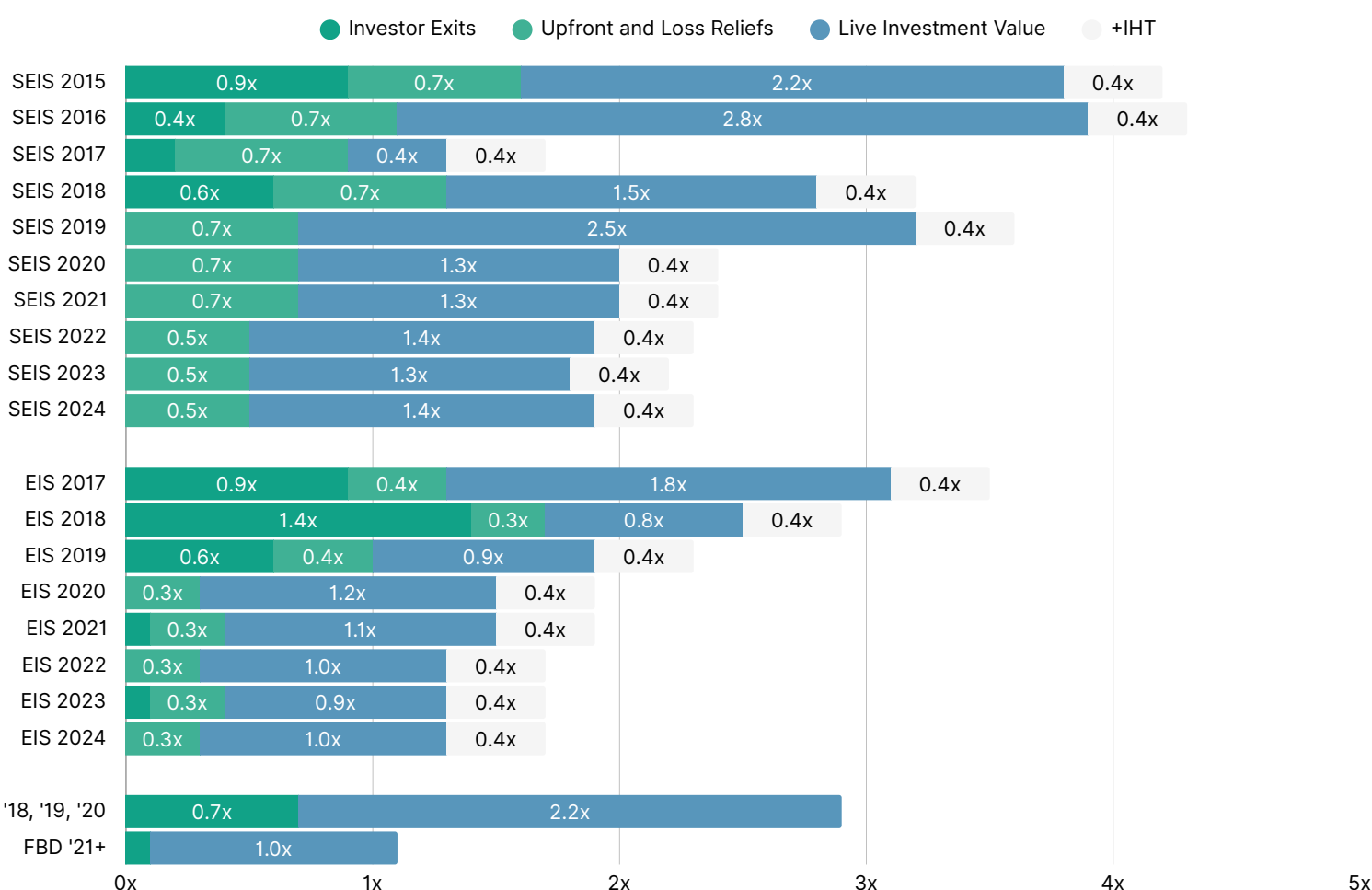
Independent Ratings

Ascension is rated a Top 15 EIS Fund Manager by MICAP, and the Ascension EIS scored **87 in Tax Efficient Review**—with only a handful of managers ever having scored higher. Both reviewers rate Ascension as first for investor fees. The firm was also voted **Seed VC of the Year 2022** by the UK Business Angels Association.



Executive Snapshot - Track Record

Investor Exits, Tax Reliefs, and Live Portfolio Value by Year (October 2025)



Past performance is not a reliable indicator of future results.

Returns shown are based on multiples of the initial investment and are presented gross of fees, expenses and any applicable taxes. Some realised exits remain subject to contractual milestones or deferred consideration.

Tax reliefs illustrated are calculated on the basis of a top-rate income tax payer, including income tax relief, loss relief and (for SEIS) capital gains reinvestment relief. The availability and value of any tax reliefs depend on individual circumstances and may change in the future.

The EIS track record includes the Ascension EIS, the Ascension Carry-Back Fund, the Ascension Knowledge-Intensive EIS Fund, and the Ascension Life Fund (the precursor to the Knowledge-Intensive Fund).



Executive Snapshot

Why Ascension?

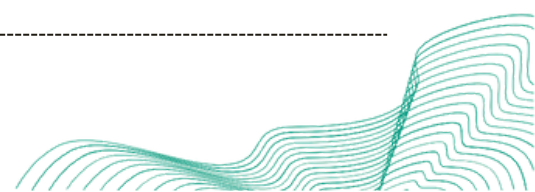
1. **Experienced operator-investors** - 15 strong team and 17 Venture Partners with exits to Virgin, Sony, Vista Equity Partners amongst others. Our deep operational experience allows us not only to select the most promising ventures, but also to actively guide them towards successful exits with later-stage acquirers.
2. **Institutional validation** - £30m+ institutional funds under management with LPs including Better Society Capital, Joseph Rowntree Foundation, Nationwide, and Comic Relief.
3. **Alignment** - performance fees apply only once investors have received a **market leading £1.30 per £1** invested at a fund level.

INVESTOR JOURNEY AND HOW RETURNS FLOW



Table of Contents

RISK SUMMARY	01
EXECUTIVE SNAPSHOT	02
TABLE OF CONTENTS	05
NOTICE TO INVESTORS	06
DIRECTORY & KEY CONTACTS	08
PART 1 — FUND OVERVIEW	09
PART 2 — INVESTMENT PROCESS & GOVERNANCE	12
PART 3 — TRACK RECORD & TEAM	15
PART 4 — FEE STRUCTURE & COSTS	21
PART 5 — TAX BENEFITS	24
PART 6 — RISK FACTORS	30
PART 7 — TIMETABLE & HOW TO APPLY	34
APPENDICES A & B	35



Notice to Investors

This Information Memorandum ("IM") is issued and approved as a financial promotion for the purposes of Section 21 of the Financial Services and Markets Act 2000 ("FSMA") by Ascension Ventures Limited (FRN 833108), 10 Orange Street, London WC2H 7DQ. (This statement forms part of, and should be read together with, the Information Memorandum and Investment Management Agreement dated October 2025. Capitalised terms are defined in the Glossary).

High-risk investment:

Investments made through the Ascension Knowledge Intensive EIS Fund are shares in unquoted, early-stage companies. They are high-risk, illiquid, and may be hard to value. You could lose the full amount invested and you are unlikely to be protected if something goes wrong.

HMRC Approved Knowledge-Intensive Fund:

The approval of a fund by HM Revenue & Customs is relevant only for the purpose of attracting certain tax advantages provided by section 251, Income Tax Act 2007. Such approval covers only certain administrative matters. It in no way bears on the commercial viability of the investments to be made; neither does it guarantee the availability, amount or timing of relief from income tax or capital gains tax.

Eligible recipients only:

This IM may only be communicated to, and investments may only be made by, persons who fall into one of the following categories:

- Certified high-net-worth investor (COBS 4 Annex 2R)
- Self-certified sophisticated investor (COBS 4 Annex 3R)
- Certified sophisticated investor (COBS 4 Annex 4R)
- Restricted investor (COBS 4 Annex 5R)
- A client of an FCA-authorised advisor who has confirmed suitability
- If you do not meet at least one of these categories, you must not rely on this document.

Appropriateness Assessment & Cooling-Off:

Before an application can be completed, all direct/private investors will be required to complete an appropriateness questionnaire. First-time direct investors will also observe a mandatory 24-hour cooling-off period, which is built into the Ascension online portal. Investors applying via a financial advisor will follow their advisor's normal account-opening procedures.



Notice to Investors (Cont.)

NOTICE TO INVESTORS

(This statement forms part of, and should be read together with, the Information Memorandum dated October 2025. Capitalised terms are defined in the Glossary).

Past performance & forward-looking statements:

Past performance is not a reliable indicator of future results. Any forward-looking statement, target return, or multiple is for illustrative purposes only and is not guaranteed to be achieved.

Consumer Duty commitment:

Ascension Ventures Ltd. adheres to the FCA Consumer Duty (PRIN 2A), seeking to deliver good outcomes for retail clients and ensuring that all communications are clear, fair, and not misleading.

Complaints & Redress:

The Fund's Administrator and Custodian, which hold all client securities and cash, are covered by the Financial Services Compensation Scheme ("FSCS") in the event of their default, subject to statutory limits. Details of the full complaints procedure are available on request. If you are in any doubt about the contents of this Information Memorandum, you should obtain independent advice from a suitably qualified advisor authorised under FSMA.



Directory & Key Contacts

Function	Entity	Reg / FRN / CRN	Address
Manager & AIFM	Ascension Ventures Ltd.	CRN 07766902 • FRN 833108	10 Orange Street, Haymarket, London WC2H 7DQ
Tax Advisor	Philip Hare & Associates LLP	OC394844	Bridge House, 181 Queen Victoria St, London EC4V 4EG
Legal Advisor	Harper James Solicitors	CRN 07761967	Units 2-5 Velocity Tower, 1 St Mary's Sq, Sheffield S1 4LP
Regulatory Advisor	Enterprise Incubator & Consultancy	OC414734	1-6 Speedy Place, Cromer St, London WC1H 8BU
Administrator & Custodian	Apex Unitas Ltd.	CRN 08255713 • FRN 591814	Aldwych House, London WC2A 1AP
Nominee	MNL (Ascension) Nominees Ltd.	CRN 12291992	Aldwych House, London WC2A 1AP
IFA Promoter	RAM Capital Partners LLP	OC329154 • FRN 470347	Mappin House 4 Winsley Street London W1W 8HF



Part 1

FUND OVERVIEW

ASCENSION KI EIS FUND, 2026
Information Memorandum



Fund Overview

Ascension EIS is an Approved Knowledge Intensive Enterprise Investment Scheme portfolio that targets high-growth, late-seed technology companies in the United Kingdom. Since 2015 Ascension has specialised in £2 – 4 million funding rounds, backing founders once product-market fit is proven but before Series A pricing takes hold.

Structure & Strategy

The Fund operates as an Alternative Investment Fund (AIF), investing in UK-based technology companies raising capital at the late-seed to pre-Series A stage. At this crucial juncture, companies typically have a minimum viable product, early customer traction, and are demonstrating product-market fit. However, they have not yet attracted the premium valuations associated with a formal Series A round. By investing here, Ascension aims to secure attractive entry points into businesses on the cusp of rapid scaling.

As an HMRC Approved Fund, all subscriptions are pooled at a fixed close date. The capital is then deployed by the manager into a diversified portfolio according to strict HMRC rules: at least 50% of capital must be invested within 12 months, and 90% within 24 months, with a minimum of 80% of the total fund being invested into qualifying KICs. This structure is designed to provide a smoother investor experience, particularly regarding tax administration, as it results in a single point of claim for tax relief via the EIS5 certificate.

Ascension's typical full deployment time is c12 months.

Our strategy is built on sharing deal flow, due diligence resources, and governance structures. This integrated approach provides a robust pipeline of opportunities and ensures that our tax-efficient funds benefit from the same institutional-grade scrutiny and rigour.

Return Objective

The Fund targets a gross, fund-level return of £3.00 for every £1.00 invested over a three-to-ten-year horizon. This target is before the deduction of any fees and does not include the significant upside from available EIS tax incentives. To ensure strong alignment with investors, our performance fees are structured with high hurdles. A 20% performance fee is charged only on distributions above £1.30 per £1 invested, with an enhanced 30% fee applying to returns above £2.30 per £1 invested. We succeed only when our investors have first received a significant return on their capital.



Fund Overview (Cont.)

Operational Edge

Ascension is more than just a provider of capital; we are a team of experienced operator-investors. Our 15-strong team and 17 Venture Partners have founded, scaled, and exited businesses to major global acquirers like Virgin, Sony, Peloton, and Apple. This deep operational experience allows us not only to select the most promising ventures but also to actively guide them towards success. We provide hands-on support in critical areas such as hiring key talent, developing product distribution strategies, and securing follow-on fundraising from later-stage VCs. We typically take a board or observer seat, enabling us to provide close strategic guidance and ensure our portfolio companies are well-positioned for a successful exit.

Portfolio Construction & Pacing

Our goal is to construct a diversified portfolio for each investor, mitigating the inherent risks of early-stage investing. We aim to build a portfolio of approximately 11 to 12 KI companies per investor. This diversification spreads risk and increases the probability of capturing outsized returns from one or more successful ventures. Capital is deployed on a deal-by-deal basis as compelling opportunities are identified and pass our rigorous due diligence process, paced to meet the mandatory HMRC deployment deadlines.

Sector Focus

Our investment focus is concentrated on sectors where our team and network can add the most significant value.

- **DeepTech & Applied AI:** Businesses leveraging fundamental scientific and engineering innovation to solve major industrial or societal problems.
- **Commerce:** Next-generation platforms and tools that are rebuilding the infrastructure for B2B and B2B2C markets.
- **New Work:** Technologies transforming how businesses operate, collaborate, and manage their workforce in a post-pandemic world.
- **Fintech:** Innovative solutions disrupting financial services, from embedded finance to regulatory technology.
- **Health:** Digital health and med-tech companies using technology to improve patient outcomes and increase efficiency in healthcare systems.

This disciplined focus ensures we invest in fields we understand deeply, allowing us to effectively vet opportunities and provide meaningful post-investment support.



Part 2

INVESTMENT PROCESS & GOVERNANCE

ASCENSION KI EIS FUND, 2026
Information Memorandum

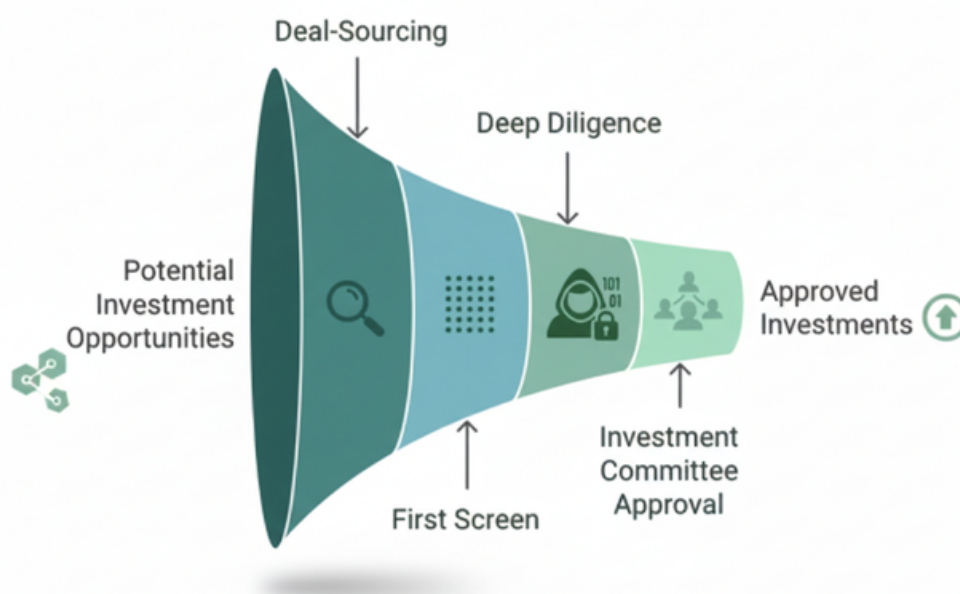


Investment Process & Governance

Five-Gate Process

1. **Deal Sourcing:** We review over 6,500 decks annually, sourced through our proprietary networks of founders, co-investors, and industry experts, as well as inbound channels.
2. **First Screen:** A rigorous initial assessment ensures alignment with our investment thesis. Fewer than 5% of all reviewed opportunities progress to the next stage of detailed review.
3. **Deep Diligence:** Companies that pass the initial screen undergo comprehensive commercial, product, and market due diligence. Final approval from our Investment Committee is required to proceed.
4. **Execution:** We seek HMRC Advance Assurance to confirm EIS eligibility and execute all legal documentation. Investor funds and resulting securities are held securely by our independent Custodian.
5. **Active Monitoring:** Our involvement continues post-investment. We review quarterly KPIs, often take a board or observer seat to provide strategic guidance, and consider follow-on capital on a case-by-case basis.

The typical time to close a deal, from deep diligence to final execution, is between **30 and 60 days**.



Investment Process & Governance (Cont.)

ASCENSION INVESTMENT FLYWHEEL

Our growth is powered by a self-reinforcing investment flywheel. Each year, we screen thousands of opportunities, hold hundreds of first meetings, and convert these into a select number of new investments in high-potential companies. This increasing pace of activity, together with co-investors and alumni founders, expands our network and brand—attracting stronger deal flow and compounding our ability to select and support the most compelling opportunities.



Part 3

TRACK RECORD & TEAM

*ASCENSION KI EIS FUND, 2026
Information Memorandum*



Track Record & Team

Track record

As at **October 2025** the Ascension team has recorded **15 realisations since 2018**, including **six exits of 5x or more and two above 9x**.

Median time to exit is **4.2 years**; median cash multiple **4.7x**. Notable transactions include **Credit Kudos (10x, acquired by Apple)**, **Monolith (9x acquired by Coreweave)** and **Goodstack (9x secondary sale)**. Across the live portfolio, **70-plus holdings are currently valued at more than 200% of cost.***

Impact delivery alongside financial returns (institutional impact fund): While distinct from the Ascension KI EIS Fund, our institutional-backed impact fund has also demonstrated outcomes across fintech, climate and health — including £363m in household cost savings, reaching 3.4m underserved users, and had 67% of companies featuring women in leadership roles.

Ascension is rated a **Top 15 EIS Fund Manager by MICAP** and the Ascension EIS scored **87 in Tax Efficient Review** (only three managers have ever scored higher), Ascension's deal-selection discipline is widely recognised; the firm was also **voted Seed VC of the Year 2022 by the UK Business Angels Association**.

Partners and Venture Partners bring operating and exit experience from **Peloton, Hopin, Moderna** and more-providing founders with hands-on support and giving investors line-of-sight to later-stage acquirers.

***Past performance is not a reliable indicator of future results. Multiples on initial investment.**

Industry Recognition & Pedigree

Our disciplined deal selection and hands-on portfolio support have been widely recognised by our peers and independent industry bodies.

- **Seed VC of the Year 2022:** Awarded by the UK Business Angels Association (UKBAA), the largest early-stage investor network in the UK
- **Top-Rated by Independent Reviewers:** The Ascension EIS scored **87 in the Tax Efficient Review**, placing it in the top tier of UK EIS managers
- **Highly Active Investor:** Beauhurst has ranked Ascension as one of the **top 10 most active VCs** in London over the past decade, highlighting the strength and breadth of our deal flow



Track Record & Team (Cont.)

TRANSFORMATIONAL OUTCOMES OF 6X OR BETTER



SIGNIFICANT GROWTH MULTIPLES OF 2X TO 5X



AT COST OR MODERATELY ABOVE



ACQUIRERS



Past performance does not predict future returns. Figures are gross of fees, expenses and taxes, shown on an initial investment multiple basis. Certain exits remain subject to contractual milestones or deferred receipts.



The Ascension Team



Kip Meek
Chair

Former Ofcom Senior Partner



Sonia Powar,
NED

25 years' experience across private equity, venture capital, and venture debt



Jean de Fougères
Partner

Sold Two Way Media to Virgin Media



Emma Steele
Partner

Ex-Santander corp. banker



Remy Minute
Partner

Sold CSC Media to Sony



Iulia Tudor
Partner

Ex-TechHub / Digital Catapult



Rakesh Murria
Chief Operating Officer

Former Product Director, EE



Keir Wright-Whyte
Finance Director

Ex-PwC; fund finance



Toyosi Ogedengbe
Principal

Ex-Speedinvest & Bessemer



Romha Berhane
Portfolio Manager

Ex Convex Insurance & Cabinet Office



Freya Wordsworth
Associate

Ex-head of investment at Regionally



Bill Bousfield
Head of Distribution

30 yrs financial sales



Alex Heerema
Investment Manager

Ex-Prime Ventures & Techstars



Chris Wheatcroft
Investment Partner

Ex Angels Den



Ben Fletcher
BDM

Ex-Brompton



Asha Ladd
IC Member

20 years' experience across private equity, venture capital, and banking

Detailed CVs are available on request.

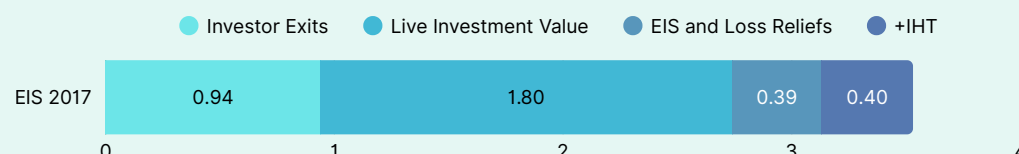


Track Record & Team (Cont.)

REAL INVESTOR PERFORMANCE EIS 2017

Commercially, this investor has **already received 94% of capital in cash** and **still holds live positions worth 180%** — a **2.7x** fund-only return.

- With EIS income tax relief and loss relief protection, the position rises to around a **3.3x all-in multiple**
- **IHT exemption provides a further +0.40x**, increasing the multiple to 3.7x
- Exits in ZigZag and Bizzon, + upside still expected from Runa and Localistico



EXITS

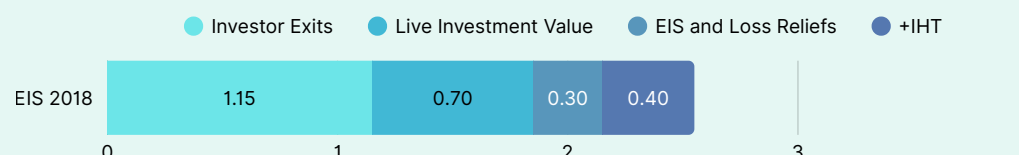


TO WATCH



REAL INVESTOR PERFORMANCE EIS 2018

- Already paid back 115% in cash, with 73% live — a **1.9x commercial return**
- EIS reliefs increase this to about **2.4x**
- **IHT exemption adds +0.40x**, bringing the total to 2.8x
- Anchored by an early win in Goodstack and ongoing exposure to Runa and Driftrack



EXITS

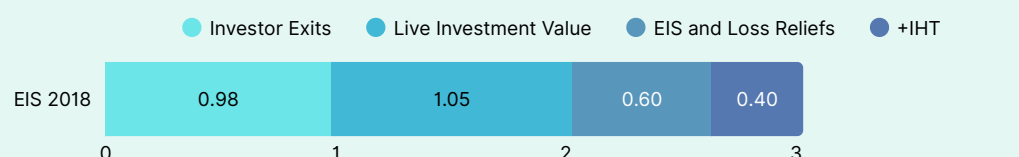


TO WATCH



REAL INVESTOR PERFORMANCE EIS 2019

- **Cash returned 98%**, live 105% — a **2.0x commercial multiple**
- Tax reliefs **lift this to about 2.6x**
- **IHT exemption adds +0.40x**, for a total of 3.0x
- Realised gain in Greendeck plus live exposure to Solo Innovations and FF Poplar



EXITS



TO WATCH



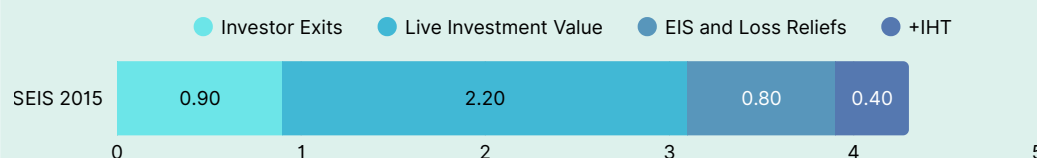
Past performance does not predict future returns. Figures are shown gross of fees, expenses and taxes. Tax reliefs are illustrative, based on top-rate assumptions, and depend on personal circumstances.



Track Record & Team (Cont.)

REAL INVESTOR PERFORMANCE SEIS 2015

- **Gross realised cash: 93%**, live 225% — a **3.2x** commercial multiple
- **SEIS reliefs and CGT** reinvestment relief push this to **3.9x**, with **£1.66 cash back with the investor per £1 invested**
- IHT relief adds +0.40x, bringing the total to **4.3x**
- Backed by realised value in partial exit in Goodstack and Mutt, live value driven by strong growth in Vidsy, Goodstack and Get Agent



EXITS

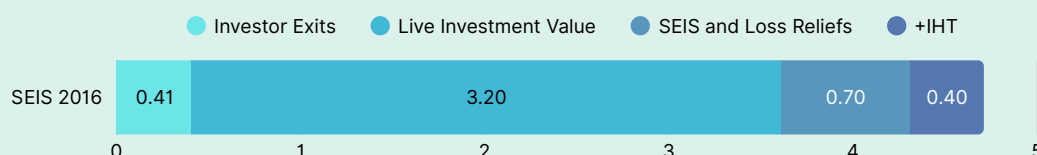


TO WATCH



REAL INVESTOR PERFORMANCE SEIS 2016

- **Gross realised cash: 41%**, live 316% — a **3.6x** commercial multiple
- With SEIS, CGT reinvestment and loss relief added in, this climbs to **4.2x**
- IHT exemption adds +0.40x, giving a total of **4.6x**
- Portfolio upside defined by Zeroheight, Runa, and A Million Ads



EXITS

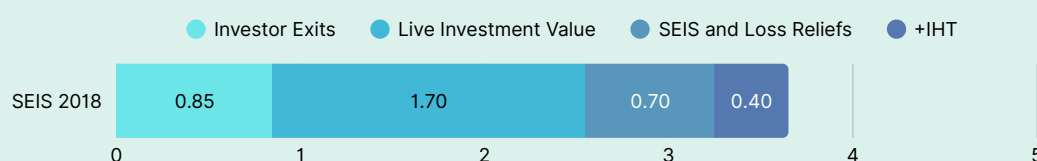


TO WATCH



REAL INVESTOR PERFORMANCE SEIS 2018

- **Cash returned 85%**, live 173% — a **2.58x** commercial multiple
- **SEIS reliefs raise this to 3.2x**
- IHT relief adds +0.40x, giving 3.5x.
- Unrealised by Checkpoint and Vochlea, with realised value from Greendeck



EXITS



TO WATCH



Past performance does not predict future returns. Figures are shown gross of fees, expenses and taxes. Tax reliefs are illustrative, based on top-rate assumptions, and depend on personal circumstances.



Part 4

FEE STRUCTURE & COSTS

*ASCENSION KI EIS FUND, 2026
Information Memorandum*



Fee Structure & Costs

Ascension is committed to a transparent and fair fee structure that aligns our interests directly with those of our investors. Our fees are designed to be competitive while ensuring the Fund is properly resourced to source, execute, and manage high-potential KI investments. The majority of our remuneration is tied to performance, meaning we only succeed when our investors do.

The Ascension EIS and Asension KI Funds are rated best in market by both Tax Efficient Review and MICAP.

Charge	Payer	When Applied	Rate / amount	VAT?
Up-front investment fee	Investor	On subscription	5%	No
Deferred AMF	Investor	1% p.a. on the subscription for years 1-5; thereafter 1% on the cost of live holdings (min 0.5%) until year 10	1% p.a.	Yes
Perf. fee – Standard	Investor	Fund-level > £1.30/£	20% excess	No
Perf. fee – Enhanced	Investor	Fund-level > £2.30/£	30% excess	No
Follow-on fee	Investor	On follow-on	2.5%	No
Transaction fee	Investor	Exit distribution	0.25%	No
Initial company charge	Investee	Deal completion	≤ 5%	No

Note: No management fees are charged after year 10.

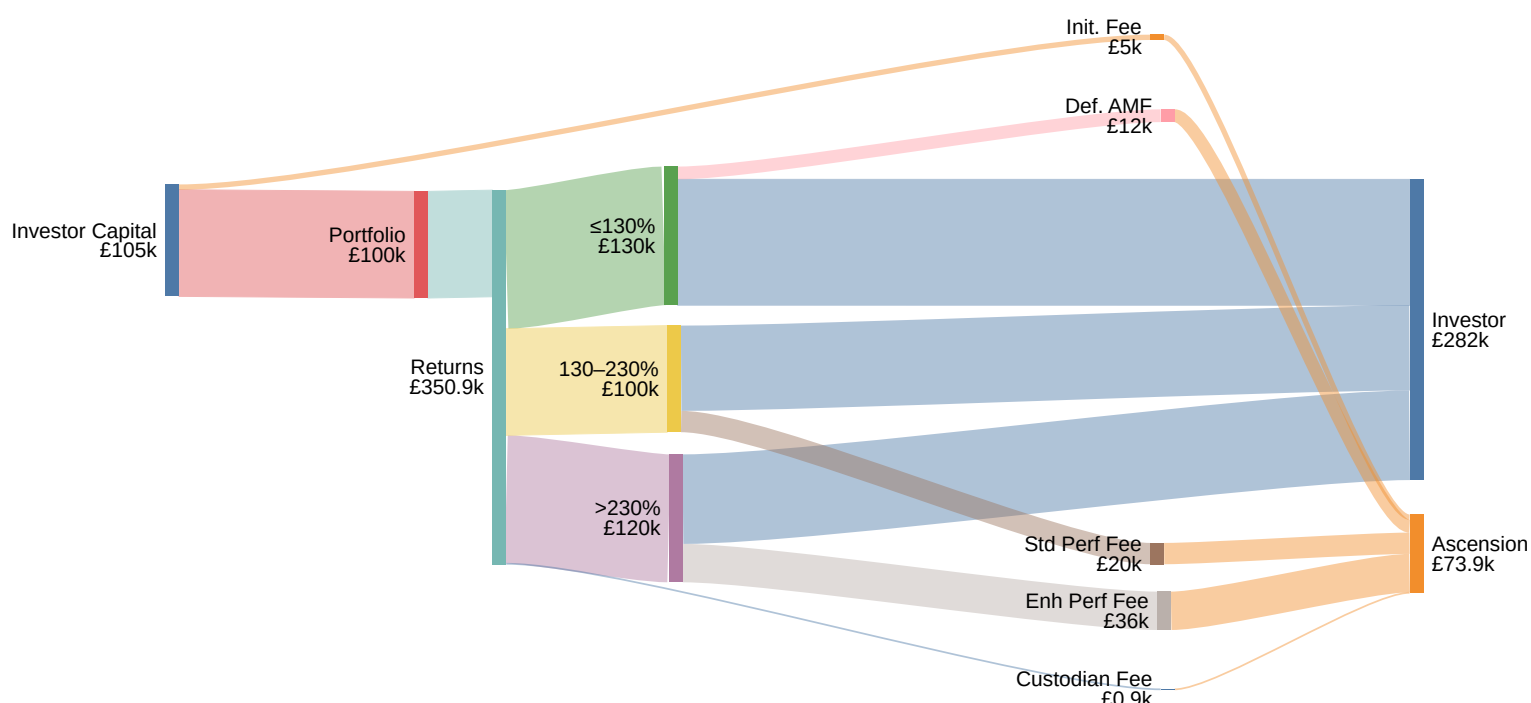


Fee Structure & Costs (Cont.)

The below diagram tracks a single £100k commitment with the Ascension Investment Fee paid separately, from draw-down to exit. In this example, £350k of gross proceeds are returned.

Follow the diagram left to right:

- Capital in: £100k is deployed into ten seed investments. A one-off £5k up-front fee is taken at the outset to cover initial legal and deal costs.
- Gross returns: The portfolio generates £350k in total. For clarity, the flows split according to the hurdle bands:
 - ≤130% (£130k): From this portion, the deferred AMF of £12k is deducted, with the remaining £118k flowing directly to investors.
 - 130–230% (£100k): From this portion, a Standard Performance Fee of £20k is taken, with £80k released to investors.
 - >230% (£120k): From this portion, an Enhanced Performance Fee of £36k is taken, with £84k released to investors.
- Minor costs: A single £0.9k custodian fee is applied to cover transaction and exit administration expenses.



Illustrative assumptions: The example above assumes a deferred AMF of 1% p.a. + VAT (capped at year 10), a 0.25% transaction fee on distributions, and performance fees calculated on amounts above the defined fund-level hurdles. These figures are schematic and for illustration purposes only; actual returns and fees may vary.



Part 5

TAX BENEFITS

*ASCENSION KI EIS FUND, 2026
Information Memorandum*



Tax Benefits

CORE EIS RELIEFS – 2025/26 TAX YEAR (WITH APRIL 2026 BPR CHANGE)

Relief	Current rule / rate	Key limits & conditions
Income-tax relief	30% of the amount subscribed	Annual investor limit £1m (doubles to £2m if any excess over £1m goes into Knowledge-Intensive Companies). Must hold the shares ≥ 3 years
Carry-back	Relief can be carried back one tax year	Counts against that earlier year's £1m / £2m limit
CGT deferral	100% of a gain can be deferred by investing 1 yr before – 3 yrs after the gain arises	No monetary cap. Deferred gain crystallises when EIS shares are sold or otherwise disqualified
Tax-free growth	0% CGT on disposal of EIS shares	Shares held ≥ 3 yrs and company still qualifies
Loss relief	Offset net loss (post 30% relief) against income or gains at up to 45%	Claim in the year of loss or carry-back one year
Business Property Relief (BPR)	100% IHT relief on the first £1m of combined BPR and APR-qualifying assets; 50% relief on any excess (effective IHT rate 20%)	Two-year holding period; company must be trading and unquoted at death. New cap applies from 6 Apr 2026

Tax rules can change and reliefs depend on personal circumstances.

Claiming Your Relief: your EIS5 Certificate

Investing in an HMRC Approved Fund streamlines tax relief. You receive a single EIS5 certificate after the Fund is deployed and authorised, rather than multiple EIS3 forms. This allows you to claim income tax relief on your entire investment for the 2025/26 tax year or carry it back to 2024/25, subject to annual limits. This process provides certainty on the timing of your tax relief and simplifies financial planning.



Worked Examples - Breaking Even from one exit, after all fees

“What does it take to get your money back?”

This chart shows the return a single winning company must deliver to recover a £105k outlay in a 10-company EIS portfolio (9 fail, 1 succeeds), after all fees, over an eight year time horizon – and how EIS, loss relief, and potential IHT relief can reduce that breakeven point.

	Initial Tax Relief Only EIS	+ Downside Protections EIS + Loss Relief	+ Amplification with IHT EIS + LR + IHT Relief
Total outlay	£105,000	£105,000	£105,000
Setup	£100k across 10; 9 fail, 1 wins	Same	Same
Upfront reliefs	£30,000 EIS	£30,000 EIS	£30,000 EIS + £40,000 IHT
Potential loss relief	Excluded here	£28,350	£28,350
Gross exit (winner)	£84,820	£56,400	£16,300
AMC (deferred)	£9,600	£9,600	£9,600
Custodian fee	£212	£141	£41
Performance fee	£0	£0	£0
Net proceeds after fees	£75,008	£46,659	£6,659
Total at breakeven	£105,008	£105,009	£105,009
Winner multiple required	8.48x	5.64x	1.63x

Assumes 45% marginal rate for loss relief (claimed post-disposal on failed holdings). Conservative IHT illustration assumes £40,000 based on 100% BPR at cost after 2 years. Fees applied: AMC 1% + VAT p.a. (deferred, capped 10y), custodian 0.25% of exit proceeds, performance fee 20% above 130% (after AMC & custodian). CGT deferral excluded.



Worked Examples - CGT Deferral & Estate Planning

Illustrative example showing how CGT deferral combined with Business Property Relief (BPR) may work in an estate planning context.

Step 1 – Initial Gain

- £500,000 gain realised (e.g. from sale of property)
- CGT at 24% (residential): £120,000 payable now if no action taken

Step 2 – Invest in EIS

- Reinvest full £500,000 gain into EIS shares
- CGT deferred – £0 payable now
- 30% EIS income tax relief: £150,000 (if sufficient liability)

Step 3 – After 2 Years

- Shares qualify for 100% BPR
- Value excluded from estate for IHT purposes

Step 4 – If investor passes away holding shares

- Deferred gain is not revived – no CGT becomes payable on the deferred £500,000
- Value of shares excluded from estate for IHT purposes (BPR)
- Potential combined effect: £120,000 CGT avoided + up to £200,000 IHT avoided

Illustrative only. CGT deferral is available on reinvestment of gains into EIS-qualifying shares. If the investor still holds the shares at the time of their death, the deferred gain does not become chargeable. BPR available after 2 years, subject to rules and qualifying criteria. Tax treatment depends on individual circumstances and may change.



Worked Examples - Pension Drawdown to EIS – Tax & Estate Planning Benefits

From April 2027, unused pension funds and death benefits will lose their inheritance tax (IHT)-free status, potentially leading to effective tax rates of up to 67%. This presents a significant challenge for investors seeking to preserve and grow their retirement funds. Strategic planning, including the use of tax-efficient schemes like the Enterprise Investment Scheme (EIS), can help mitigate these impacts.

Low Tax Case

No other income

Gross drawdown:	£500,000
Tax-free cash (25%):	+£125,000
Income tax paid:	-£87,160
Retained after-tax cash:	£37,840
EIS relief (30%):	+£75,000
Potential IHT saving:	+£200,000

Total recovered before returns:	£437,840
Net at risk (before LR):	£62,160

With EIS returns:

1x EIS return:	£687,840
2x EIS return:	£937,840
3x EIS return:	£1,187,840

Potential additional loss relief (not included above): up to £78,750 if all EIS investments fail.

High Tax Case

Top rate taxpayer

Gross drawdown:	£500,000
Tax-free cash (25%):	+£125,000
Income tax paid:	-£168,750
Retained after-tax cash:	£-43,750
EIS relief (30%):	+£75,000
Potential IHT saving:	+£200,000

Total recovered before returns:	£356,250
Net at risk (before LR):	£143,750

With EIS returns:

1x EIS return:	£606,250
2x EIS return:	£856,250
3x EIS return:	£1,106,250

Potential additional loss relief (not included above): up to £78,750 if all EIS investments fail.

Illustrative only. Assumes £50k/year invested into EIS for 5 years. EIS relief at 30% if sufficient tax liability. Potential IHT saving based on BPR at cost after 2 years. Loss relief depends on qualifying criteria and is not included in the main net at risk calculation. Tax treatment depends on individual circumstances and may change.



Key Take-Aways for Investors

- **Layered Benefits:** EIS provides a multi-layered defence for your capital. The 30% income-tax relief provides an immediate benefit, CGT deferral offers powerful planning flexibility, loss relief acts as a crucial downside protection on failed investments, and BPR provides a valuable IHT shelter after two years.
- **Lower Breakeven Multiples:** The combination of these tax reliefs means that even in a high-failure scenario, a single moderate exit within the portfolio can be sufficient to preserve an investor's capital on a net-of-tax basis.
- **BPR Cap:** Under current rules effective from April 2026, the 100% IHT relief from BPR is capped at the first £1m of qualifying assets. Any value above this threshold receives 50% relief, resulting in an effective IHT rate of 20% on the excess.



Part 6

RISK FACTORS

*ASCENSION KI EIS FUND, 2026
Information Memorandum*



Risk Factors

An investment in the Ascension KI EIS Fund carries a high degree of risk, and you could lose all the capital you invest. This section outlines the material risks associated with the investment but is not exhaustive.

Prospective investors should read this section carefully and consult with an independent financial advisor.

Investment Risk

- **Capital is at risk:** Early-stage companies have a high failure rate, and you could lose your entire investment.
- **Shares are illiquid:** As they are unquoted, it can be difficult or impossible to sell them. You should be prepared to hold investments for the long term (e.g., 3-10 years).
- **Valuations are uncertain:** The estimated value of a portfolio company may differ materially from the actual price achieved at exit.
- **Your shareholding may be diluted:** Companies will likely require further funding, which will reduce the Fund's percentage ownership.
- **Companies depend on key people:** The departure of a founder could significantly harm a company's prospects and value.
- **Economic conditions can impact returns:** A recession or rising interest rates can make it harder for companies to get funding or achieve a successful exit.

Knowledge Intensive (KI) Specific Risks

- **Technology & IP risk:** The core technology of a KI company may fail to develop, become obsolete, or face intellectual property challenges from competitors.
- **Longer commercialisation pathways:** These R&D-heavy businesses can take significantly longer and require more follow-on funding to reach commercial scale, increasing risk.

EIS & Tax Risks

- **Loss of Tax Reliefs:** Reliefs depend on companies maintaining their qualifying status for at least three years and on your personal circumstances; they can be withdrawn by HMRC.
- **Legislation Can Change:** The rules governing EIS tax reliefs can be altered or removed by future governments, which could adversely affect your return.
- **HMRC Approval Is Not Guaranteed:** Advance Assurance from HMRC that an investment will qualify for EIS is not a binding guarantee.



Risk Factors

Loss of relief

If a portfolio company later conducts a non-qualifying trade, HMRC can withdraw EIS status; investors would lose the associated tax benefits and may face a claw-back of previously claimed relief plus interest.

Operational & Other Risks

- **Deployment Delays:** The manager may delay investing your capital if suitable investment opportunities are scarce.
- **Third-Party Failure:** The failure of an administrator or custodian could cause delays in accessing your cash or investment certificates.
- **Regulatory Changes:** Changes to financial regulations could alter how the fund is operated.
- **Past Performance:** Past performance is not a reliable indicator of future results.



Part 7

TIMETABLE & HOW TO APPLY

ASCENSION KI EIS FUND, 2026
Information Memorandum



Timetable & How To Apply

Investing in the Ascension Knowledge Intensive EIS Fund is a straightforward process, managed through our secure online portal. The Fund operates with a fixed close date to allow for the orderly pooling and deployment of capital into the portfolio, in line with the requirements for an HMRC Approved Fund.

Item	Detail
Fund Close	3 rd April 2026
Application Process	Visit our online portal at ascension.vc/apply
Cooling-off Period	24h for first-time direct/private investors
Advised Investors	Advisor uploads application; no cooling-off
Contact	investors@ascension.vc



Appendix A | Definitions & Glossary

Term / Acronym	Definition
Advance Assurance	A statement from HMRC giving an opinion on whether a proposed share issue is likely to qualify for EIS. It is not a binding guarantee.
AIF (Alternative Investment Fund)	A collective investment vehicle, such as the Fund, regulated under the UK AIFMD regime.
AIFM (Alternative Investment Fund Manager)	The firm with legal responsibility for managing an AIF (in this case, Ascension Ventures Ltd). Also defined as Alternative Investment Fund Manager.
AIFMD	The Alternative Investment Fund Managers Directive (AIFMD) 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 (AMF)	The annual management fee payable to Ascension Ventures Ltd as described in 'Part Nine' of the Information Memorandum.
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 the Online Application Form, Investment Management Agreement, and the Administrator and Custodians terms of business.
Approved KI EIS Fund	An HMRC-approved fund under ITA 2007 s.251 that allows investors to claim tax relief for the tax year the fund closed via a single EIS5 certificate.
AUM	Assets Under Management. Value of cash and securities currently under management by Ascension Ventures.
BPR (Business Property Relief)	An Inheritance Tax relief that can provide 100% exemption from IHT on qualifying assets after a two-year holding period. Also referred to as relief from IHT pursuant to sections 103-114 of IHTA.
Business Investment Relief	Relief for non-domiciliaries from tax on remitted income or gains pursuant to sections 809VA-809 VO of ITA.
CGT (Capital Gains Tax)	UK tax on the profit realised from the sale of certain assets.



Appendix A | Definitions & Glossary

Term / Acronym	Definition
Custodian	An independent, regulated financial institution responsible for holding the Fund's assets (investors' cash and share certificates) for safekeeping.
Distribution	The process of paying out the cash proceeds from an Exit to the Fund's investors.
EIS (Enterprise Investment Scheme)	A UK government scheme providing a range of tax reliefs to investors who subscribe for shares in qualifying early-stage companies. Set out in Sections 156-257 of ITA and Sections 150A-150C of TCGA.
EIS3 Certificate	A form issued by an investee company to an investor to certify that their investment meets the criteria of the Enterprise Investment Scheme.
EIS5 Certificate	The official form issued by the Manager of an Approved Fund (with HMRC authority) to investors, enabling them to make their EIS tax relief claims on their total subscription to the fund.
Exit (or Realisation)	The sale or disposal of the Fund's shares in a portfolio company to 'realise' its value. Can include a listing, an offer for the entire share capital of a Company, a winding up, or other capital distribution.
FCA (Financial Conduct Authority)	The UK's conduct regulator for financial services firms.
FPO	Financial Services and Markets Act 2000 (Financial Promotion Order 2005 as amended).
FSCS (Financial Services Compensation Scheme)	A statutory safety net that can compensate consumers if an authorised financial services firm fails.
FSMA	The Financial Services and Markets Act 2000, the primary UK legislation governing financial services regulation.
HMRC	His Majesty's Revenue & Customs, the UK's tax authority.



Appendix A | Definitions & Glossary

Term / Acronym	Definition
Hurdle	A minimum rate of return that must be achieved at the fund level before the Manager is entitled to charge a Performance Fee.
IHT (Inheritance Tax)	UK tax on the value of an estate transferred on death.
Investee Company	A Company in which the Fund invests.
Investment Management Agreement	The agreement to be entered into between Investors and the Manager.
KIC (Knowledge-Intensive Company)	A specific category of company under EIS rules, often with high R&D expenditure, which allows for higher annual investment limits for Investors.
Late-Seed	A stage of venture capital funding that sits between the initial seed round and a formal, larger Series A round.
Loss Relief	A tax relief that allows an investor to offset a loss from the disposal of qualifying EIS shares against either their income tax or capital gains tax.
Multiple	A measure of investment performance, calculated by dividing the gross proceeds from an exit by the amount of capital initially invested.
Nominee	A separate legal entity that holds the legal title to the shares on behalf of the beneficial owners (the Investors).
Performance Fee	A share of the Fund's profits paid to the Manager, typically after Investors have received back their initial capital plus a minimum preferred return (the hurdle).
Portfolio	The collection of all investments made and held by the Fund on behalf of its investors.
Qualifying Company	A company that meets the requirements for EIS as set out in Section 180 of ITA and/or ITA07/S252A, as applicable.
Qualifying Investment	An Investment by an Investor in a Qualifying Company which satisfies all the conditions for EIS Reliefs.



Appendix A | Definitions & Glossary

Term / Acronym	Definition
Qualifying Shares	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.
Series A	The first significant round of venture capital financing a company receives from institutional investors, typically after demonstrating product-market fit.
Subscription	The amount of money committed by an investor to the Fund.
TCGA	Taxation of Chargeable Gains Act 1992.
Unquoted Company	A company whose shares are not listed or traded on a public stock exchange, making them inherently illiquid.
Valuation	The process of determining the current worth of a company.



Appendix B | Legal & Regulatory Notices

Regulatory Status:

The Fund is an Alternative Investment Fund (AIF). Ascension Ventures Ltd acts as the Alternative Investment Fund Manager (AIFM) and is registered with the FCA as a "de minimis" AIFM, as its assets under management are below the relevant regulatory thresholds and it does not use leverage.

MiFID Carve-Out:

The Fund is classified as a "collective investment undertaking" under Article 2(1)(i) of the Markets in Financial Instruments Directive (MiFID II). As such, its management is excluded from the full scope of MiFID's investment firm requirements. Ascension Ventures Ltd conducts its business in accordance with the FCA's Conduct of Business Sourcebook (COBS) and Client Assets Sourcebook (CASS) as applicable.

PRIPs & KID:

Units in the Fund are non-readily realisable securities. Where the Packaged Retail and Insurance-based Investment Products (PRIIPs) regulation applies, relevant summary disclosures will be provided to investors in the form of a Key Information Document (KID).

Financial Services Compensation Scheme (FSCS):

The Fund's Administrator and Custodian, Apex Unitas Ltd, is a participant in the FSCS. This means that in the event of the default of the Administrator or Custodian, eligible claimants may be entitled to compensation from the scheme, subject to statutory limits. The FSCS does not provide compensation for poor investment performance.

Conflicts of Interest:

Ascension maintains a comprehensive, documented Conflicts of Interest Policy to manage any potential conflicts that may arise, including in relation to deal allocation, personal account dealing, and co-investment by staff or other funds. A copy of this policy is available on request.



Appendix B | Legal & Regulatory Notices

Complaints Procedure:

Should you have a complaint, it should be addressed in writing to the Compliance Officer, Ascension Ventures Ltd, 10 Orange Street, London WC2H 7DQ. If you are not satisfied with our final response, eligible complainants may refer the matter to the Financial Ombudsman Service.

Data Protection:

We process all personal data in strict accordance with the UK General Data Protection Regulation (GDPR) and the Data Protection Act 2018. Our full privacy policy is available at ascension.vc/privacy.

Anti-Money Laundering & Sanctions:

All investors are required to satisfy Know-Your-Customer (KYC) and Anti-Money Laundering (AML) checks before an investment can be accepted. We will not accept subscriptions from any person or entity subject to UK, EU, or UN sanctions.

Tax Reporting (FATCA / CRS):

In order to comply with international tax reporting regulations, such as the US Foreign Account Tax Compliance Act (FATCA) and the Common Reporting Standard (CRS), Ascension may be required to disclose certain investor information to HMRC, which may then be exchanged with other tax authorities.

Information Memorandum

ASCENSION KNOWLEDGE INTENSIVE EIS FUND 2026

The UK Seed Fund