

Information Memorandum

ASCENSION CARRY BACK EIS FUND

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](#)



[UK's 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**
- **CARRY-BACK IS TIME-SENSITIVE**



Executive Snapshot

Strategy

The Fund's strategy is to rapidly build a diversified portfolio of EIS-qualifying UK technology companies. This is achieved by investing **alongside Ascension's established institutional and tax-efficient funds**. Crucially, it also captures **follow-on investment opportunities** where house funds are unable to participate due to constraints related to their investment reserves, mandate, or allocation policies.

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.

Portfolio size & deployment

An EIS Fund structured for prior-year income tax relief (carry-back) and CGT deferral. Invest via rolling closes until late March for a **target portfolio of 8-12** companies. **As the exact size is timing-dependent, please contact Ascension at the point of investment for confirmation.**

Key sectors

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

EIS status

All deals expected to have HMRC Advance Assurance prior to completion.

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.**

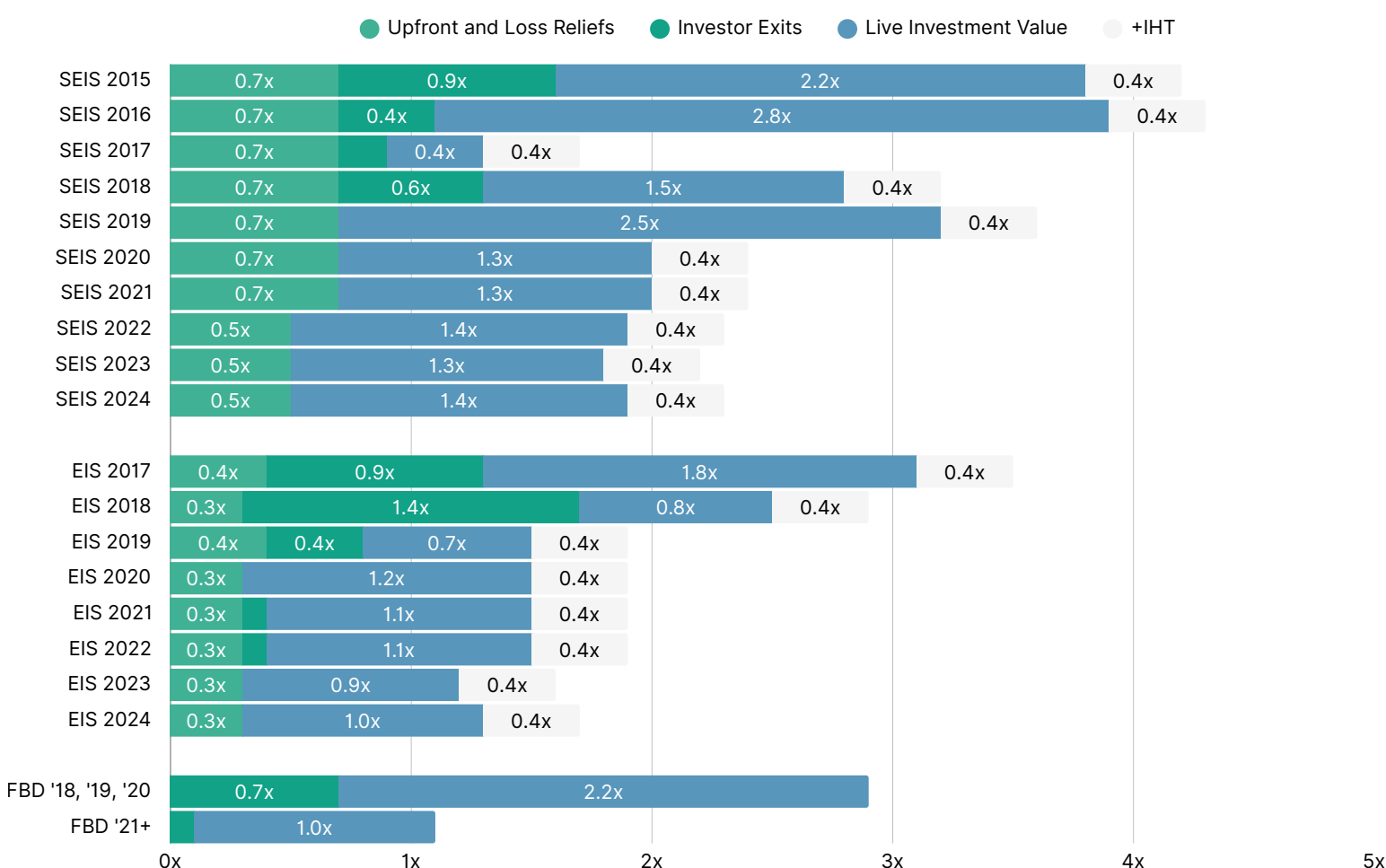
Independent Ratings

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. 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, the Ascension Momentum Fund, and the Ascension Life Fund (the precursor to the Knowledge-Intensive Fund).



Executive Snapshot (Cont.)

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 on a per-company performance hurdle of £1.10 per £1 invested.

INVESTOR JOURNEY AND HOW RETURNS FLOW

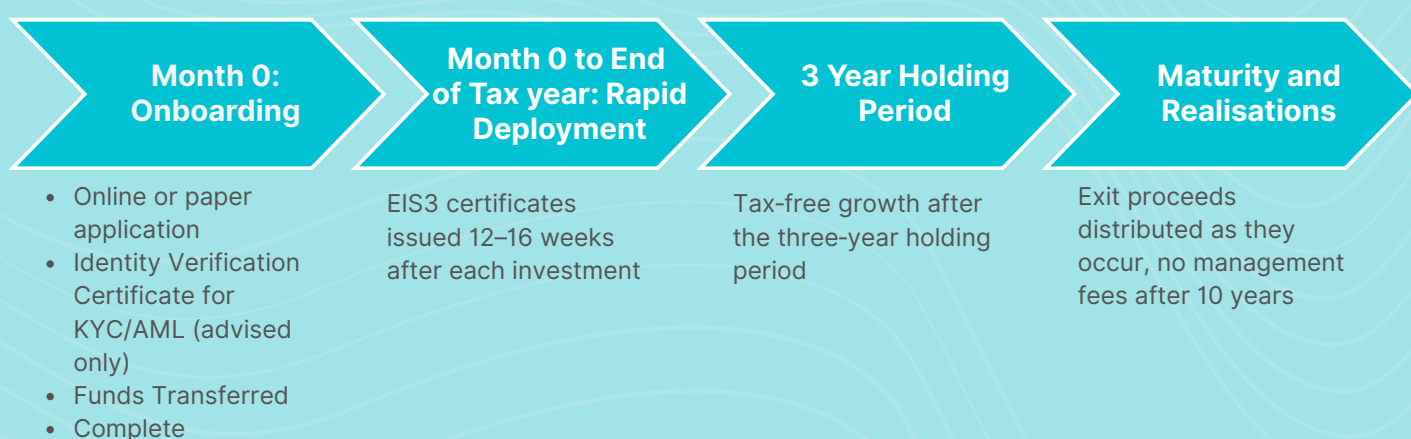
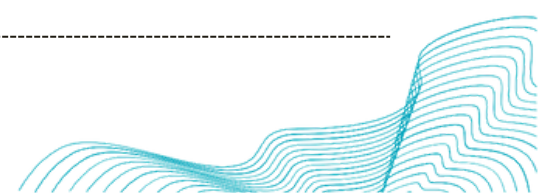


Table of Contents

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	29
PART 7 — TIMETABLE & HOW TO APPLY	32
APPENDICES A & B	34



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 Fund are in the shares of unquoted, early-stage companies. These investments are high-risk, illiquid, and can be difficult to value. You could lose the full amount you invest.

Unapproved EIS status

The Fund is structured as an "unapproved" EIS arrangement. This means that instead of receiving a single fund-level certificate, investors receive an individual EIS3 certificate for each investee company. These are typically issued 12–16 weeks after the shares in each company are allotted. The availability of EIS tax reliefs is dependent on your personal circumstances and prevailing HMRC rules, which are subject to change.

Investors who require a single, fund-level EIS certificate should consider **Ascension's HMRC "approved Knowledge-Intensive EIS fund"**, which operates under a different set of rules.

Eligible recipients only

This document may only be communicated to individuals who fall into one of the following categories: a certified high-net-worth investor (COBS 4 Annex 2R); a self-certified sophisticated investor (COBS 4 Annex 3R); a certified sophisticated investor (COBS 4 Annex 4R); a restricted investor (COBS 4 Annex 5R); or a client of an FCA-authorized advisor who has confirmed the suitability of this investment. If you do not meet at least one of these criteria, you must not act or rely on this document.

Appropriateness assessment & cooling-off

All private and direct investors are required to complete an appropriateness questionnaire via our online portal. First-time private investors will also observe a mandatory 24-hour cooling-off period before their investment can be finalised. Investors applying through a financial advisor will follow their advisor's standard account-opening procedures.

Notice to Investors (Cont.)

Past performance & forward-looking statements

Past performance is not a reliable indicator of future results. Any targets, forecasts, or forward-looking statements contained in this document are for illustrative purposes only and are not guaranteed.

Consumer Duty commitment

Ascension adheres to the FCA's Consumer Duty (PRIN 2A). We are committed to ensuring that all our communications are clear, fair, and not misleading, and we focus on delivering good outcomes for our clients.

Complaints & redress

The Fund's Administrator and Custodian are covered by the Financial Services Compensation Scheme (FSCS) in the event of their default, subject to statutory limits. This does not cover investment performance. Full details of our complaints procedure are available on request.



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 Adviser	Philip Hare & Associates LLP	OC394844	Bridge House, 181 Queen Victoria St, London EC4V 4EG
Legal Adviser	Harper James Solicitors	CRN 07761967	Units 2-5 Velocity Tower, 1 St Mary's Sq, Sheffield S1 4LP
Regulatory Adviser	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

Contact: For all enquiries regarding applications, the investment portal, or certificates, please email:
investors@ascension.vc.

Part 1

FUND OVERVIEW

*ASCENSION CARRY BACK EIS FUND,
2025*

Information Memorandum



Fund Overview

The Ascension Carry Back EIS Fund is a time-sensitive portfolio designed for investors deploying capital before the tax-year end. Our dual-engine strategy provides unique access to both exclusive follow-on opportunities from our portfolio and new funding rounds, where we co-invest alongside our other institutional and tax-efficient funds

Structure & Strategy

The Ascension Carry Back EIS Fund is a discretionary managed portfolio service, structured as an Alternative Investment Fund (AIF). Our strategy is to provide time-sensitive deployment into high-growth, UK-based technology companies, focusing on scalable B2B and B2B2C business models.

Our **dual-engine investment approach** is led by our Investment Committee (IC) and provides access to two distinct opportunity types:

1. **New Investments:** Sourcing and co-investing in new opportunities alongside our other institutional and tax-efficient funds.
2. **Exclusive Follow-on Investments:** Capitalising on opportunities within our existing 200+ company portfolio to back our proven companies as they scale.

This blended strategy ensures our portfolio companies are well-capitalised and benefit from a broad network of support. **While the fund is evergreen in its approach to accepting subscriptions, deployment is deadline-driven.** The investment cycle is intentionally accelerated to ensure capital is invested ahead of the 5th April tax deadline, fulfilling the fund's primary objective.

Return Objective

The Fund's objective is to achieve a target return of £3.00 for every £1.00 invested, (gross, over a 3-10 year horizon, excluding tax reliefs). This is a long-term goal, with a target holding period for each investment of between 3 and 10 years. Investors should be aware that this is a target and not a guarantee; venture capital investing is high-risk, and capital is not assured.



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 portfolio construction is designed for rapid diversification, deploying each subscription into a portfolio of around 8-12 companies ahead of the 5 April tax (or an investors required) deadline.

This accelerated pacing is a core feature of the fund, specifically structured to enable investors to utilise carry-back relief. Our dual-engine sourcing model provides the high-quality, pre-vetted deal flow required for this concentrated deployment, ensuring our portfolio companies are well-capitalised and supported from the outset.

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 CARRY BACK EIS FUND,
2025*

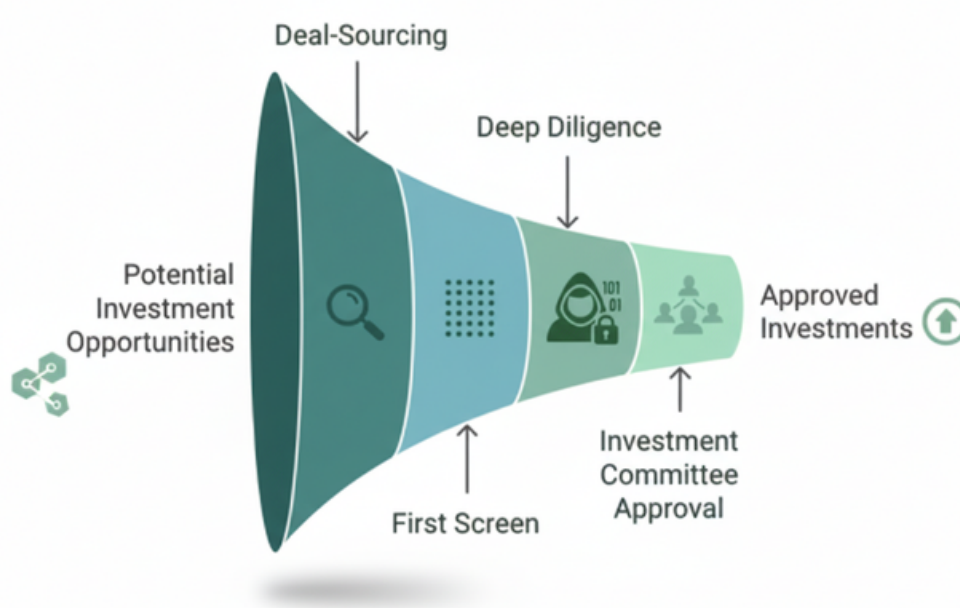
Information Memorandum



Investment Process & Governance

Five-Gate Process

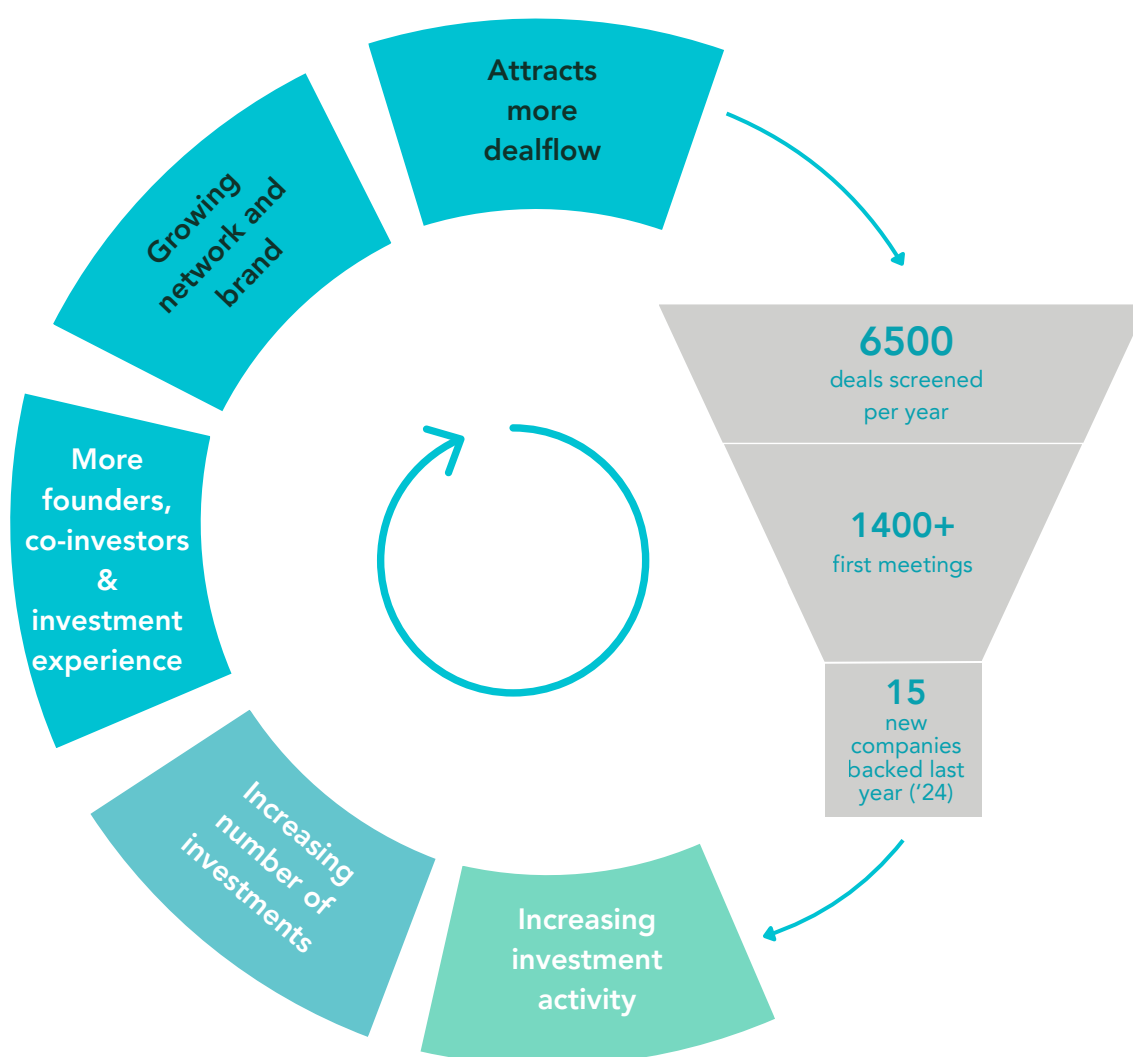
1. **Deal Sourcing:** Our process is fed by two distinct channels. We source new investments by reviewing over 6,500 opportunities annually from our proprietary networks, while simultaneously sourcing follow-on investments from a pre-vetted pipeline within our existing 200+ company portfolio. This dual approach provides a continuous flow of high-quality opportunities.
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.



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 CARRY BACK EIS FUND,
2025
Information Memorandum*



Track Record & Team

Track record

As at **October 2025** the Ascension team has recorded **15 realisations since 2018**, including **seven 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 Carry Back 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.

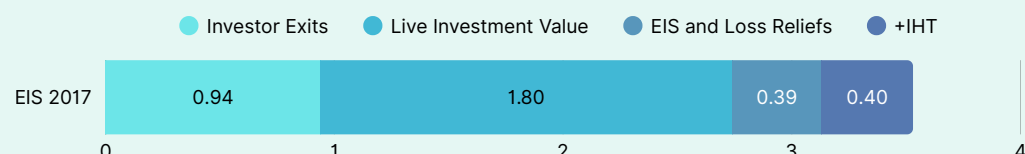


Track Record & Team (Cont.)

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

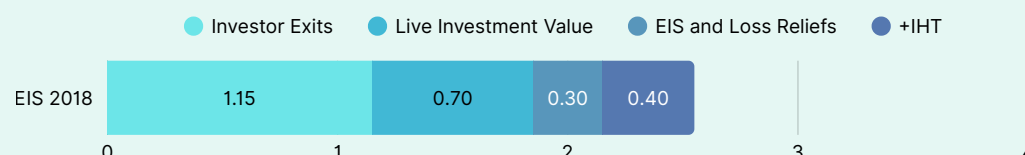


TO WATCH



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 Driftrock



EXITS

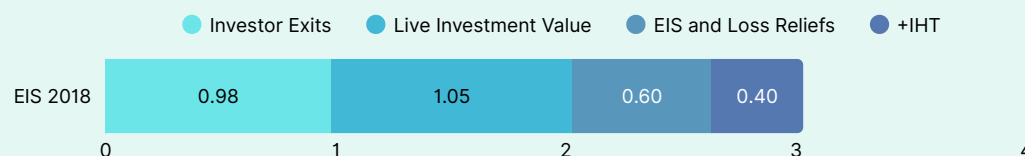


TO WATCH



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



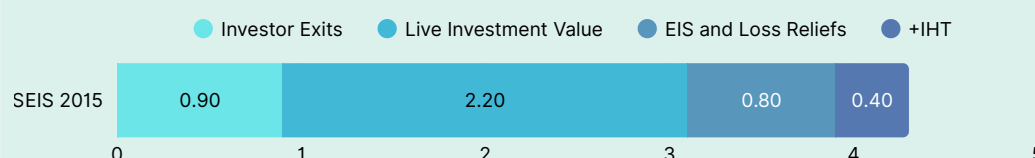
Past performance does not predict future returns. Figures are shown gross of fees, expenses and taxes. Tax reliefs are illustrative, based on top-rate assumptions, and depend on personal circumstances.



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

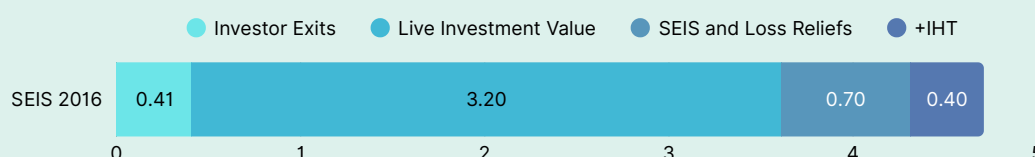


TO WATCH



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

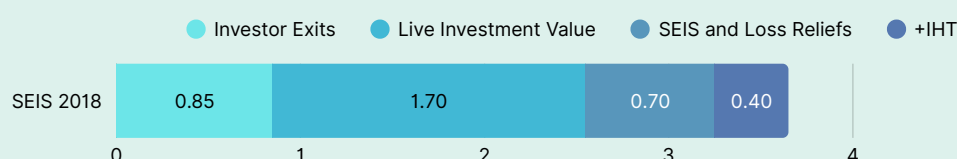


TO WATCH



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 value in 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.



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 Lad
IC Member

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

Detailed CVs are available on request.

Part 4

FEE STRUCTURE & COSTS

*ASCENSION CARRY BACK EIS FUND,
2025*

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 EIS investments. The majority of our remuneration is tied to performance, meaning we only succeed when our investors do

Charge	Payer	When Applied	Rate / Amount	VAT?
Up-front Investment Fee	Investor	On subscription	5%	No
Deferred Annual Management Fee (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%	Yes
Performance Fee (per investee company)	Investor	Per Company >£1.10/£	20% excess	No
Syndicate/Co-invest Performance Fee	Investor	Per Company >£1/£	10% excess	No
Follow-on Fee	Investor	On follow-on	2.50%	No
Transaction Fee	Investor	Exit distribution	0.25%	No
Initial Company Charge	Investee Company	Deal completion	≤ 5%	No

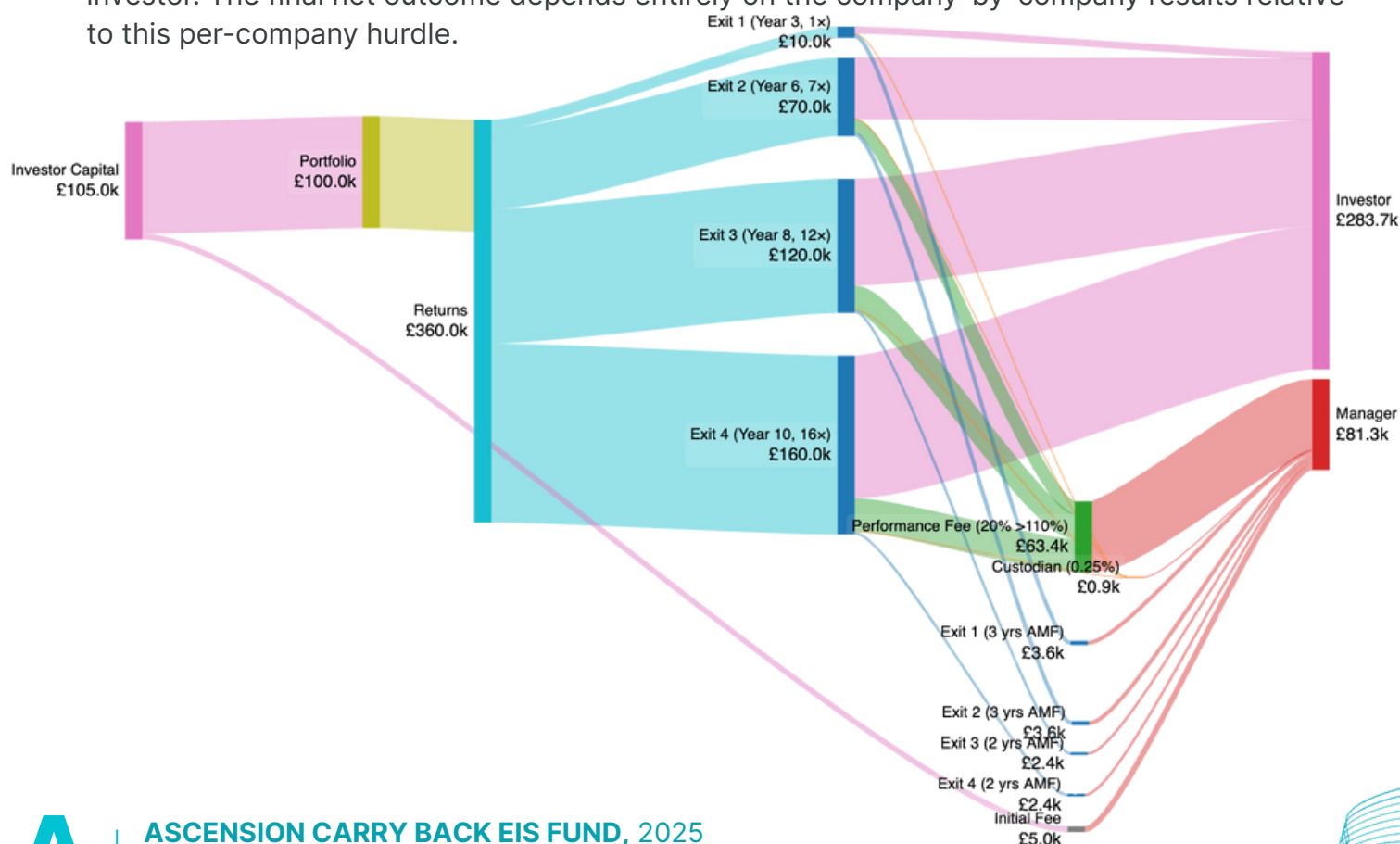


Fee Structure & Costs (Cont.)

Illustrative Cash Flows

The below narrative describes the flow of funds for a single £100,000 net subscription (representing a £105,000 total outlay from the investor), assuming a 10-year holding period and an aggregate gross exit of £360,000 across the portfolio. This is a schematic illustration for flow of returns and fees, not a forecast.

- **Capital In:** An investor commits £105,000. Of this, £5,000 is the up-front investment fee. The remaining £100,000 is the net subscription deployed across the target portfolio.
- **Distributions:** Upon the successful exit of a portfolio company, gross proceeds are received. Before funds are returned to the investor, fees are settled. First, the Transaction Fee (0.25%, paid to the Administrator) is deducted. Next, the accrued Deferred Annual Management Fee (AMF) is paid.
- **Performance Hurdle:** A performance fee is only charged on a per-company basis after the investor has received back £1.10 for every £1.00 they subscribed into that specific company. Any additional distributable cash is then split, with 80% going to the investor and 20% to the Manager as a Performance Fee.
- **Net to Investor:** After all fees are settled, the remaining proceeds are distributed to the investor. The final net outcome depends entirely on the company-by-company results relative to this per-company hurdle.



Part 5

TAX BENEFITS

*ASCENSION CARRY BACK EIS FUND,
2025*

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 EIS3 Certificates

For each business the fund invests in, investors receive an individual EIS3 certificate directly from that investee company. These certificates are typically issued within 12-16 weeks after each investment is made and the company receives authorisation from HMRC.

Tax relief is then claimed for the tax year in which each respective share issue occurred, with the option to carry back the relief for that investment to the preceding tax year. This flexible approach means an investor's total subscription may be allocated across different tax years as each certificate becomes available for 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	+ Downside Protections	+ Amplification with IHT
	EIS	EIS + Loss Relief	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)	£104,785	£68,419	£20,525
AMC (deferred)	£9,600	£9,600	£9,600
Custodian fee	£262	£171	£51
Performance fee	£14,145	£7,422	£0
Net proceeds after fees	£80,778	£51,226	£10,874
Total at breakeven	£110,778	£109,576	£109,224
Winner multiple required	10.48x	6.84x	2.05x

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: AMF 1% + VAT p.a. (deferred, capped 10y) , custodian 0.25% of exit proceeds , performance fee 20% above 110% per-company hurdle (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.



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 CARRY BACK EIS FUND,
2025*

Information Memorandum



Risk Factors

An investment in the Ascension Carry Back 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.

EIS & Tax Risks

- **Tax reliefs are not guaranteed:** They depend on the company maintaining its qualifying status and on your personal circumstances. Reliefs can be withdrawn by HMRC.
- **Tax legislation may change:** Future governments could alter or abolish EIS reliefs, affecting your net return.
- **A minimum 3-year holding period applies:** Selling shares early will lead to the withdrawal of upfront income tax relief.
- **EIS3 certificate timing can vary:** The processing of the forms required to claim tax relief is handled by HMRC and is outside of the manager's control.



Risk Factors (Cont.)

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.

Date-Driven Deployment Risk

Unlike a traditional evergreen fund, the Ascension Carry Back EIS Fund is specifically structured to deploy capital ahead of a deadline to meet an investor's tax-planning objectives. This creates a specific Date-Driven Deployment Risk.

While we have a robust pipeline of new and follow-on opportunities, the process of finalising an investment is subject to external factors beyond our control, such as delays in legal negotiations, third-party approvals, or obtaining HMRC Advance Assurance.

Any such delay could compromise our ability to deploy your capital before your required deadline. A failure to invest funds within the intended tax year would result in you being unable to claim carry-back relief for that period, which is a primary objective of the fund. While every effort is made to meet deployment targets, there is no guarantee that investments will be completed within the specified timeframe.



Part 7

TIMETABLE & HOW TO APPLY

***ASCENSION CARRY BACK EIS FUND,
2025
Information Memorandum***



Timetable & How To Apply

Item	Detail
Next Close	Subscriptions are accepted on a rolling basis throughout the year. The final close for investors seeking deployment before the 5th April is typically mid-March Please refer to our latest communications for the definitive final application date and portfolio size available
Portal	ascension.vc/apply
Cooling-off	24h for first-time direct investors
Adviser Route	Adviser 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.
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 Manager	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.
Carry-back	The process of applying tax relief earned in the current tax year against the income tax liability of the preceding tax year. This Fund is specifically structured to facilitate this.



Appendix A | Definitions & Glossary

Term / Acronym	Definition
CGT (Capital Gains Tax)	UK tax on the profit realised from the sale of certain assets.
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.
Date-Driven Deployment Risk	A specific risk associated with this Fund, where external factors could delay the investment of capital beyond an investor's required deadline (e.g., the 5th of April), potentially causing the investor to lose the ability to claim carry-back relief for their intended tax year.
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.
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

AIFM Status & MiFID Note

This service is a discretionary portfolio service that constitutes an AIF under UK rules. Ascension Ventures Ltd acts as the AIFM under the 'de-minimis' regime. The service is marketed only to eligible investors in line with FCA financial promotion rules.

Valuation

Unquoted securities are valued using industry-standard methodologies; however, these are estimates, and their carrying value may differ significantly from the final realisable value upon an exit.

Leverage & Derivatives

The service does not use structural leverage or derivatives for investment purposes.

Conflicts & Allocations

Potential conflicts of interest, such as the allocation of deals across different Ascension funds or follow-on opportunities, are managed strictly under the firm's Conflicts Policy to ensure fairness.

Custody & CASS

Client money and securities are held by the Administrator/Custodian in accordance with FCA CASS rules. Shares are legally registered to MNL (Ascension) Nominees Ltd, while investors always retain beneficial ownership.

Reporting

Investors receive portfolio reports and company updates via the online portal. As holdings mature (typically after 5 years), the frequency of reporting may be reduced where appropriate.



Appendix B | Legal & Regulatory Notices

Complaints & FSCS

A formal complaints process is available, with rights of referral to the Financial Ombudsman Service for eligible complainants. FSCS protection applies to the Administrator/Custodian in the event of their default (within statutory limits) but does not cover investment losses.

Privacy & Data Protection

Personal data is processed in accordance with UK GDPR and the Data Protection Act 2018. Our full Privacy Notice is available on our website.

PRIIPs/KID Notice

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).



Information Memorandum

**ASCENSION
CARRY BACK EIS
FUND**