

Don't invest unless you're prepared to lose all your money invested. This is a high-risk investment. You could lose all the money you invest and are unlikely to be protected if something goes wrong. Take 2 mins to learn more overleaf.

# Zenzic Estate Planning Service

Investing in shares which offer Business Relief from inheritance tax  
An Asset-Backed portfolio underpinned by UK real estate

## IMPORTANT INFORMATION

Reliance on this promotion for the purpose of engaging in any subscription for shares and/or investment activity may expose an individual to a significant risk of losing all the subscription monies invested. If you are in any doubt about the action you should take or the contents of this document, you should contact your stockbroker, solicitor, accountant, bank manager or other professional adviser authorised under the Financial Services and Markets Act 2000, who specialises in advising on investment in and/or subscriptions for shares and other securities.

THIS INVESTMENT IS NOT SUITABLE FOR ALL INVESTORS AS THE UNDERLYING INVESTMENTS ARE ILLIQUID.

STRICTLY PRIVATE AND CONFIDENTIAL

**ZENZIC**  
CAPITAL

# Key Risks

**Due to potential for losses, the Financial Conduct Authority (FCA) considers this investment to be high risk.**

## **1. You could lose all the money you invest**

If the business you invest in fails, you are likely to lose 100% of the money you invested. Most start-up businesses fail.

## **2. You are unlikely to be protected if something goes wrong**

Protection from the Financial Services Compensation Scheme (FSCS), in relation to claims against failed regulated firms does not cover poor investment performance. Try the FSCS investment protection checker.

<https://www.fscs.org.uk/check/investment-protection-checker>

Protection from the Financial Ombudsman Service (FOS) does not cover poor investment performance. If you have a complaint against an FCA-regulated firm, FOS may be able to consider it. Learn more about FOS protection.

<https://www.financial-ombudsman.org.uk/consumers>

## **3. You won't get your money back quickly**

Even if the business you invest in is successful, it may take several years to get your money back. You are unlikely to be able to sell your investment early.

The most likely way to get your money back is if the business is bought by another business or lists its shares on an exchange such as the London Stock Exchange. These events are not common.

If you are investing in a start-up business, you should not expect to get your money back through dividends. Start-up businesses rarely pay these.

<https://www.financial-ombudsman.org.uk/consumers>

## **4. Don't put all your eggs in one basket**

Putting all your money into a single business or type of investment for example, is risky. Spreading your money across different investments makes you less dependent on any one to do well.

A good rule of thumb is not to invest more than 10% of your money in high-risk investments.

<https://www.fca.org.uk/investsmart/5-questions-ask-you-invest>

## **5. The value of your investment can be reduced**

The percentage of the business that you own will decrease if the business issues more shares. This could mean that the value of your investment reduces, depending on how much the business grows. Most start-up businesses issue multiple rounds of shares.

These new shares could have additional rights that your shares don't have, such as the right to receive a fixed dividend, which could further reduce your chances of getting a return on your investment.

If you are interested in learning more about how to protect yourself, visit the FCA's website. <https://www.fca.org.uk/investsmart>

<https://www.sapphirecapitalpartners.co.uk/take-2-minutes-to-learn-more>

# Important Information

This document, which has been prepared by ZSL Capital Limited (“ZSL”, Zenzic Capital”) and has been approved for the purposes of section 21 of the Financial Services and Markets Act 2000 (“FSMA”) by Sapphire Capital Partners LLP on 03/11/2025. Sapphire Capital Partners LLP is a limited liability partnership registered in Northern Ireland whose registered number is NC000562 and whose registered address is 28 Deramore Park, Belfast, BT9 5JU which is authorised and regulated by the Financial Conduct Authority (“FCA”) and its FCA registration number is FRN 565716. The document comprises an Information Memorandum, which has been prepared in connection with proposed subscriptions for shares through the Zenzic Estate Planning Service (“ZEPS”) together with a separate Application Form.

No shares to be acquired through ZEPS are being offered to the public for the purposes of the Prospectus Regulations ((EU)2017/1129) and no application has been or will be made for the admission of any of the Direct Lending Companies’ shares to the official list of the UK Listing Authority, to trading on the AIM or to trading on any other recognised investment exchange.

This document is confidential and is being supplied solely for the information of the addressee and may not be used, disclosed, copied, reproduced, published, or further distributed to any other person in whole or in part, for any purpose.

The purpose of this document is to provide information to persons who have expressed an interest in the possibility of subscribing for shares in Direct Lending Companies through ZEPS.

The communication of this Information Memorandum and the contents thereof is intended for persons in the United Kingdom only and is made to and directed at persons reasonably believed to be such persons as are referred to below and must not be passed on, directly or indirectly, to any other person:

- a. Professional clients or eligible counterparties as defined in the Conduct of Business Sourcebook (“COBS”) forming part of the FCA’s Handbook of Rules and Guidance;
- b. Retail Clients who confirm in writing that they will receive advice on the Investments referred to in this Information Memorandum from a financial adviser authorised and regulated by the FCA;
- c. Any person to whom the communication may otherwise lawfully be made.

The Condition referred to above is that either:

- a. The person who will arrange or deal in relation to the investments which are the subject of this Information Memorandum will comply with the FCA’s rules on appropriateness set out in COBS 10, or equivalent requirements, for any application or order made in response to this Information Memorandum; or
- b. The recipient has confirmed that they are a Retail Client of a firm authorised in terms of FSMA that will comply with the FCA’s rules on suitability as set out in COBS 9, in relation to an investment in the Fund as set out in this Information Memorandum.

**Your attention is drawn to the Risk Summary on page 22 of this document, which sets out certain risk factors relating to any investment in and/or subscription for shares and/or loan arrangements. All statements regarding ZEPS business, financial position and prospects should be viewed in light of the risk factors set out in the Risks Summary of this document.**

The distribution of this Information Memorandum in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any such distribution could result in a violation of the law of such jurisdictions.

Nothing in this document shall be construed as the giving of investment or tax advice in relation to ZEPS or any other person. If you are in any doubt as to whether to invest in and/or subscribe for the shares described herein, you should consult an independent financial adviser (“IFA”) who is qualified to advise on investments/subscriptions/loans of this nature.

The financial illustrations in this Information Memorandum are purely illustrative and do not constitute a forecast of what may arise. Prospective shareholders should seek advice of a person authorised under FSMA that specialises in advising on investments in and/or subscriptions for unlisted shares and/or loans prior to subscription for shares in the Direct Lending Companies.

All statements of opinion and/or belief in this document and all views expressed regarding ZEPS’ projections, forecasts and statements relating to expectations of future events are those of ZEPS. No representation or warranty is made, or assurance given that such statements, views, projections or forecasts are correct or that the Direct Lending Companies’ objectives will be achieved.

ZSL has taken reasonable care to ensure that the contents of this document are fair, clear and not misleading but investors should make their own independent assessment of ZEPS and rely on their own judgement or that of their IFA in deciding whether to appoint the ZEPS discretionary investment fund manager to make investments on their behalf. The attention of prospective investors is drawn to the contents of the section in this document entitled “Risk Summary.”

**The information in this document is provided on a confidential basis.**

**This Information Memorandum is dated 3 November 2025. Copyright ZEPS. All rights reserved.**

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## Welcome to Zenzic Capital

Dear Investor,

Zenzic Capital has been lending into real estate over many years. We specialise in lending and investing across a range of real estate asset classes.

Our successes have been based on a deep understanding of the real estate market coupled with a focus on financial rigour and careful deal structuring. We use our proven experience to source attractive opportunities whilst also seeking to mitigate downside risk. We are able to uncover opportunities that are often overlooked by banks and other lenders whose focus is generally on larger transactions and often constrained by less flexible deal structuring.

We have created the Zenzic Estate Planning Service (ZEPS) to give individual private investors access to these attractive real estate opportunities. Our first priority is preserving capital and optimising investment returns, but ZEPS also potentially enables you to shelter part of your estate from Inheritance Tax (IHT). Under Business Relief, qualifying investments which have been held for more than two years, are IHT free\*.

We believe that ZEPS offers an attractive risk adjusted return which could provide you with welcome income or deliver future capital growth, whilst also forming part of your estate planning strategy for future generations to benefit from.

We are excited by the opportunities that we see in the current market and look forward to welcoming all new investors.



**Thomas Lloyd-Jones**  
**Managing Partner**

**\*Please note from 6 April 2026 Business Relief affords 100% IHT relief on unlisted assets up to £1m. Any unlisted qualifying assets above this threshold will benefit from a 50% IHT reduction.**

# Key Features

## Potential benefits

ZEPS aims to help investors find attractive, stable returns by investing in shares issued by companies (“**Direct Lending Companies**”) whose subsidiaries will aim to deploy the capital in a diversified portfolio of loans to Real Estate Companies secured against a range of real estate assets.



Asset-Backed investments



Strongly performing sector underpinned by long-standing supply/demand imbalance



Diversified underlying investments



Income and/or capital growth



Low correlation with traditional investments



Potential inheritance tax relief on the amount invested

# Investment Structure

## THE ZENZIC ESTATE PLANNING SERVICE (ZEPS) AND THE ZEPS DFM

Each Client selects an investment strategy and in accordance with their Mandate, the ZEPS DFM will create and manage Portfolios of investments based on that strategy on a discretionary client-by-client basis.

Clients may select a Mandate which is based on one of the three investment return strategies: Growth, Income or Blended described in this Information Memorandum.

Based on the chosen investment return strategy, the ZEPS DFM may then subscribe for Shares in one or more Direct Lending Companies which will then be held within each Client's Portfolio. The Shares are held by the Nominee on behalf of Clients who hold the beneficial interest.

Clients may also appoint the ZEPS DFM to make investments on their behalf pursuant to such other strategies as may in the future be offered by the ZEPS DFM and agreed with its Clients from time to time.

## ZEPS NOMINEE

The legal title to shares issued by Direct Lending Companies and acquired by investors will be held in the name of WCS Nominees Limited (the "Nominee" or "ZEPS Nominee"), a company registered in England and Wales with company number 06002307, and registered office at First Floor, 12-14 Masons Avenue, London, EC2V 5BT, on their behalf, unless notified otherwise. Investors will hold the beneficial title to those Shares.

## DIRECT LENDING COMPANIES

The capital subscribed to Direct Lending Companies will be lent down to their subsidiaries which will make loans to companies which, in turn, trade as real estate property developers, operators, contractors and/or investors in the UK residential and commercial markets ("Real Estate Companies").

The board of each Direct Lending Company is chaired by an Independent Chairperson.

The Shares selected by the ZEPS DFM will benefit from a return derived from the successful trading activities and profits of the subsidiaries of each Direct Lending Company which has issued those Shares, though as success can never be assured your capital invested in Shares through ZEPS will be at risk. Your attention is drawn to the Risk Summary on pages 22 to 26.

## ZEPS ADMINISTRATOR

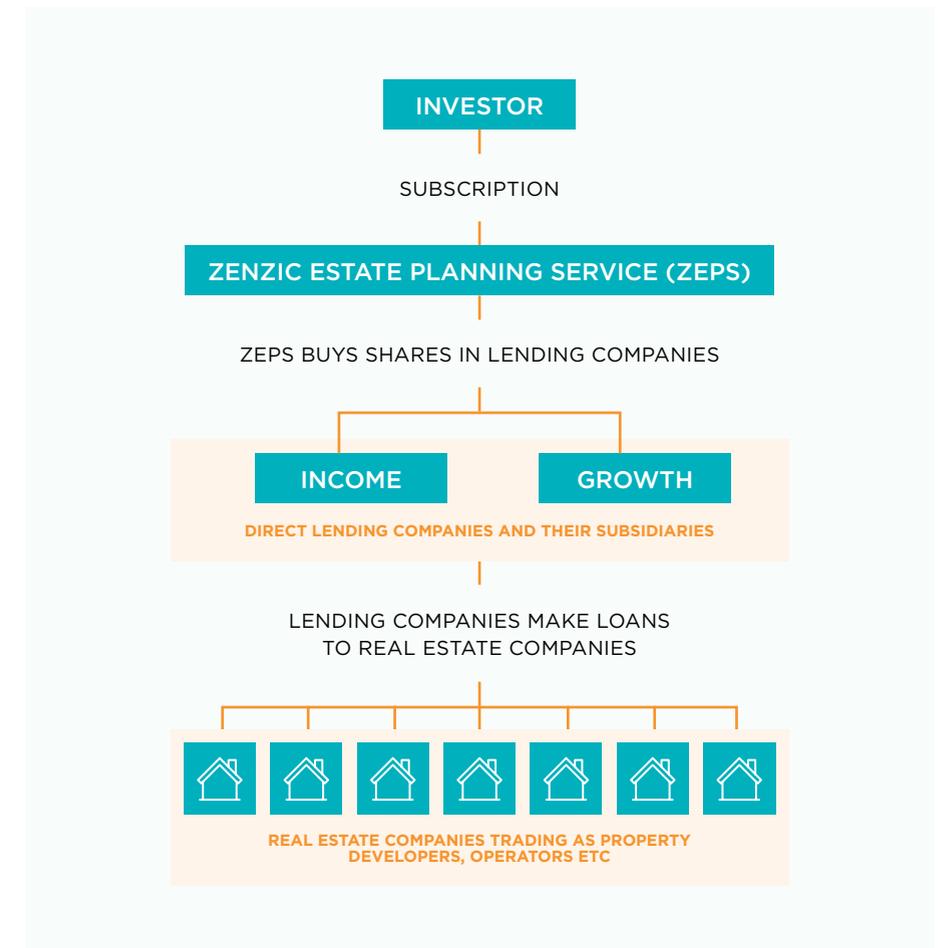
Woodside Corporate Services Limited has been appointed by the ZEPS DFM to act as the initial administrator and receiving agent ("ZEPS Administrator" or the "Custodian") for subscriptions to ZEPS.

Woodside Corporate Services Limited is a company registered in England and Wales under with company number 06171085 and registered office at First Floor, 12-14 Masons Avenue, London, EC2V 5BT. The Custodian is authorised and regulated by the FCA with FRN 467652.

The Custodian will hold your cash as client money (as defined in the FCA Handbook) in accordance with the FCA rules on client money (CASS), and accordingly you are afforded the highest level of protection over your cash.

## ZENZIC CAPITAL

The Direct Lending Companies in which the ZEPS DFM may invest are advised by ZSL Capital Limited.



# Investment Highlights



5-6% target annual rate of return



Select between a “Growth Strategy” and/or an “Income Strategy”



Invest in shares which potentially offer Business Relief (“BR”) from IHT after two years



Liquidity – option to withdraw invested capital – 30 days notice



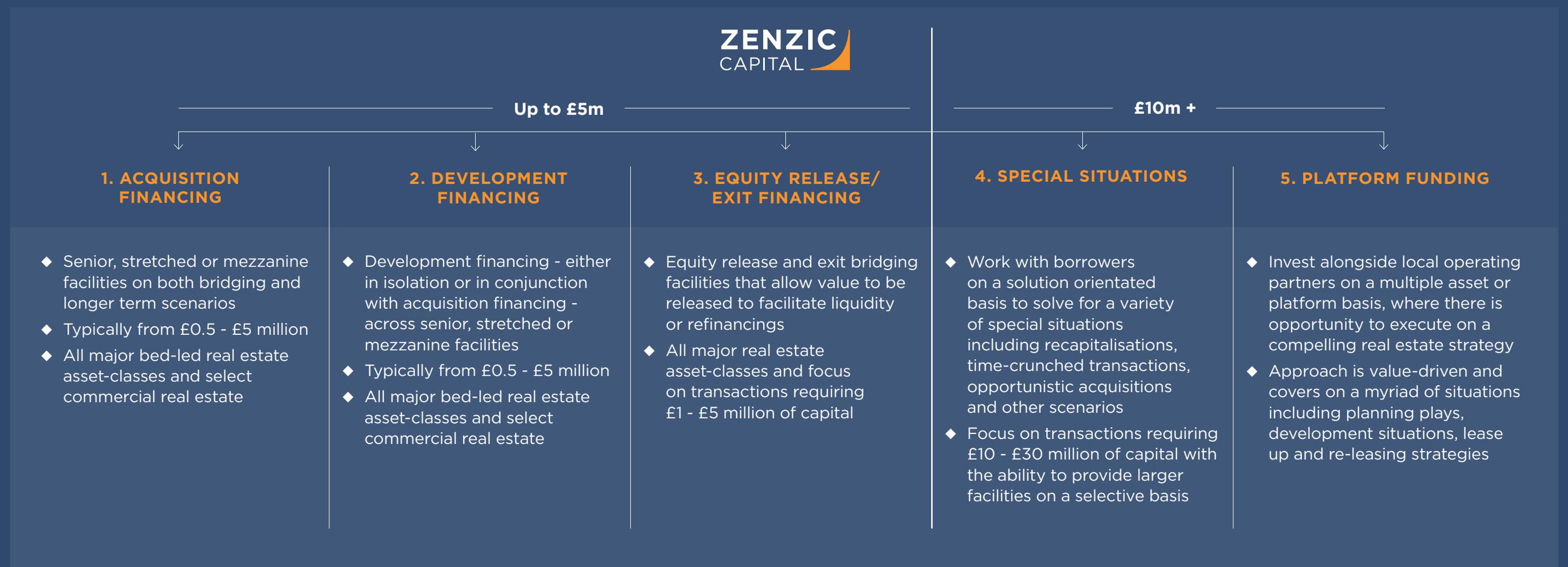
No management fee charges unless the target return is met



Asset-Backed security for every loan

# Introduction to Zenzic Capital

A real estate lender and debt investment manager. ZEPS focuses on items 1 - 3 below



# Investment Strategies

## UNDERSTANDING YOUR INVESTMENT OPTIONS

Not all investors will have the same objectives. ZEPS enables you to tailor your investments so that you can, with advice from your financial adviser, manage your wealth in a way that is suitable to your personal circumstances.

## SELECTING YOUR INVESTMENT STRATEGY

ZEPS offers you the opportunity to select from two distinct investment strategies ('Income' or 'Growth') or to create a bespoke combination of both ('Blended'). Your financial adviser will be able to advise you on the most suitable strategy to meet your needs.



Growth  
Strategy



Income  
Strategy



Blended  
Strategy

# Investment Strategies

## GROWTH STRATEGY

If you are seeking capital growth, the Growth Strategy offers a target return of 5-6% per annum over the medium-to-long-term. Returns will be accumulated during the lifetime of your investment and reinvested rather than paid out as income. There is the possibility to make ad hoc withdrawals of capital.

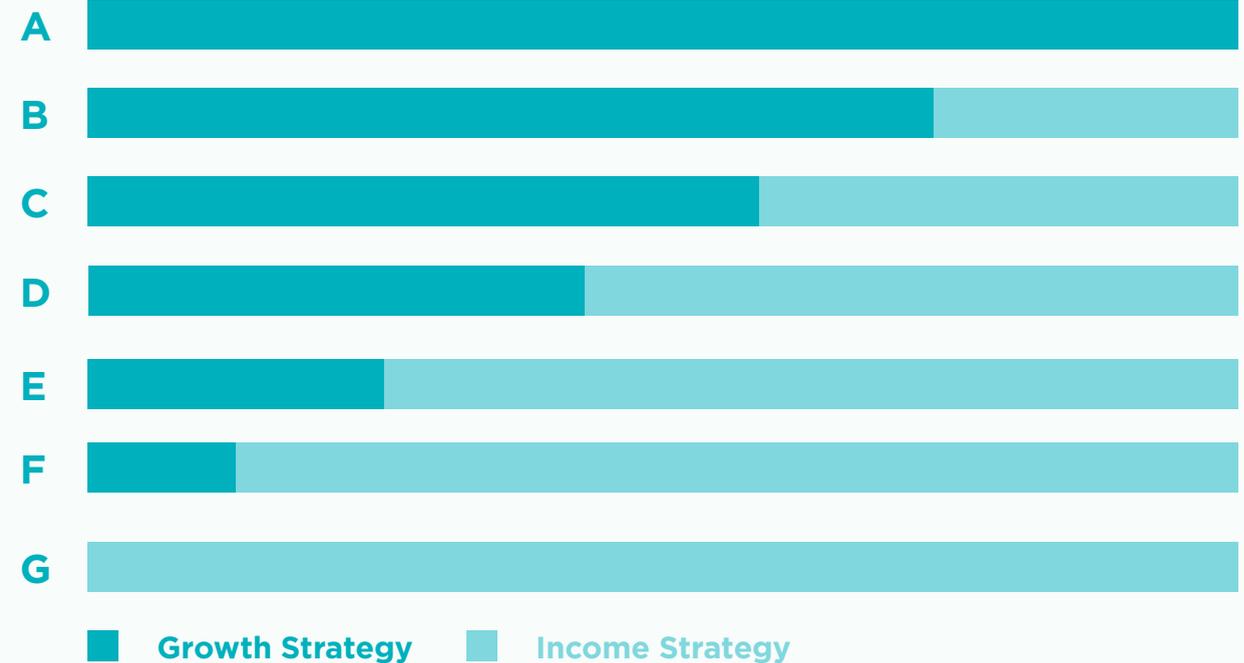
## INCOME STRATEGY

If you are looking for income, the Income Strategy offers a target return of 5-6% per annum, over the medium-to-long-term. Returns will be calculated and paid out quarterly. There is the possibility to make ad hoc withdrawals of capital.

## BLENDED STRATEGY

For those who are looking for both income and capital growth, you can select a blend of the 'Income' and 'Growth' strategies. You are able to create a bespoke portfolio strategy that is most suitable for your age, health and financial situation. This blend can be changed over time to reflect your changing needs or circumstances.

### Portfolio Investment Allocation



# Investment Strategies

## MINIMUM INVESTMENT

The minimum subscription to ZEPS is £25,000, after the deduction of any initial advice fees charged by an investor's IFA and the minimum investment in each strategy is £5,000. These amounts are subject to ZEPS' DFM's discretion to accept a lesser amount.

The minimum subscription amount does not apply to employees of Zenzic Capital and Sapphire Capital Partners LLP.

There is no maximum subscription.

Once an investor has subscribed to ZEPS, they can make supplementary subscriptions at any time subject to a minimum of £25,000 (subject to ZEPS' DFM's discretion to accept a lesser amount). Each additional subscription to the ZEPS will be assessed separately for the purposes of the two-year BR holding period to the extent the ZEPS DFM is directed to invest in the shares of the Direct Lending Companies.

## WITHDRAWING YOUR CAPITAL

You may request that some or all of your capital from your investment is withdrawn at any time, but if you are not withdrawing all of your capital then you must leave a residual balance invested in ZEPS of £5,000 in any one strategy. The ZEPS DFM will normally, although not guaranteed, fulfil withdrawal requests by selling your Shares to a third party within 30 days which may be a Zenzic Capital subsidiary or to the Direct Lending Company which has issued the Shares. A sale of Shares will be subject to stamp duty. If the value has increased, a withdrawal by way of a sale to a third party could result in a taxable capital gain arising, and a withdrawal by way of a sale back to the issuing Direct Lending Company is likely to be subject to income tax on the increase in value. An Exit Fee of 1% will be charged if an investor instructs the ZEPS DFM to dispose of investments in Shares. Such commission will be paid by deduction from the net disposal proceeds. No Exit Fee will be levied if shares are sold in order to distribute the achieved quarterly targeted rate of return (1.25% - 1.5%) under the Income Strategy. No Exit Fee will be levied if shares are sold in order to facilitate the payment of ongoing Advisor Fees under either the Growth or Income Strategies. The value of an investment may go down as well as up and a Client may not get back the full amount invested and may, therefore, lose some or all of the investment.

## SHARE LIQUIDITY

There is no ready market for the sale of your ZEPS investments, so the ZEPS DFM cannot guarantee your ability to sell your investments for their fair market value immediately. However, each Direct Lending Company will aim to ensure that it has Available Cash to fund Share buybacks within a reasonable period following a withdrawal request. Therefore, at any given point in time, each Direct Lending Company may be in a position to buy-back a Client's Shares if they choose to sell them and their sale cannot be matched with a purchase by a third party.

If a Direct Lending Company has insufficient Available Cash to fund your requested withdrawal of capital, then the Direct Lending Company will seek to act fairly in the interests of all Clients holding its Shares. This may mean that withdrawal requests are satisfied in the order in which they are made. Alternatively, in the event of significant withdrawal requests, realisations may be achieved by means of a tender offer. In these circumstances the value achieved may be less than the published value of the investments.

# Illustrative Scenarios

The table illustrates how you might create income or capital growth from an investment into ZEPS and how your IHT liability might be reduced. You will need to discuss your personal circumstances with your IFA to determine a suitable strategy and the appropriate level of investment.

The table assumes a £250,000 investment is made and that the target return of 5-6% per annum is achieved. Potential outcomes are shown over two years (the minimum qualification period for BR) and seven years for both the 'Income' and 'Growth' strategies.

After two years, your investment into ZEPS may qualify for BR and therefore fall outside of your estate for the purposes of IHT\*. The key conditions for BR to apply are that:

- ◆ The shares are unquoted which means they are not listed on the London Stock Exchange or another regulated exchange (excluding AIM listings);
- ◆ The company is a trading company not an investment company (lending is deemed a trading activity); and
- ◆ At the time of death, you have owned the shares for at least two years.

Illustration only	INCOME STRATEGY		GROWTH STRATEGY	
	Scenario A ZEPS (2 yrs)	Scenario B ZEPS (7 yrs)	Scenario C ZEPS (2 yrs)	Scenario D ZEPS (7 yrs)
Gross investment in ZEPS	£250,000	£250,000	£250,000	£250,000
Net investment after 1% initial fee (Income option only)	£247,500	£247,500	£250,000	£250,000
Annual income at 5.5% per annum of Net Investment	£13,612	£13,612	-	-
Total income over lifetime of investment	£27,225	£95,287	-	-
<b>Investment growth at 5.5% per annum compound of net investment</b>	-	-	<b>£28,256</b>	<b>£113,669</b>
<b>Value of investment at exit</b>	<b>£247,500</b>	<b>£247,500</b>	<b>£278,256</b>	<b>£363,669</b>
<b>Total cash return (including income)</b>	<b>£274,725</b>	<b>£342,788</b>	<b>£278,256</b>	<b>£363,669</b>
Total cash return on investment (%)	11.0%	39.0%	11.3%	45.5%
Potential IHT saving (at 40% of exit value)*	£99,000	£99,000	£111,302	£145,467
Total potential benefit (total cash return plus potential IHT saving)	£126,225	£194,287	£139,558	£259,137
Total potential benefit (total income or growth return and potential IHT saving %)	51.0%	79.0%	55.8%	103.7%

**\*It should be noted that the illustrative example above has assumed that the investor holds less than £1,000,000 in unlisted shares that qualify for business relief. From 6 April 2026, any investor with assets exceeding £1,000,000 in unlisted shares will benefit from a 50% relief on IHT.**

ZEPS targets a return of 5-6% per annum on the amount invested net of an initial fee of 1% (Income option only). This excludes any potential further returns generated over the AMC Threshold, which could further boost the overall returns to the investors. Note, this also excludes any initial and ongoing fees that may be charged by your IFA. This table is only an illustration and the target return is not guaranteed, capital is at risk and investors may get back less than the amount invested.

# Zenzic Capital Team

**THOMAS  
LLOYD-JONES**

MANAGING  
PARTNER



Over 20 years' advisory and investment experience. Previously he was joint-leader of Zenzic debt advisory practice, advising on >\$2bn of transactions across asset-backed sectors. Previous experience include roles at Macfarlanes and EY advising private equity and credit funds on transactional and fund formation matters. Thomas holds a law degree from Cambridge University.

**NADINE  
BUCKLAND**

MANAGING  
PARTNER



Over 20 years' advisory and investment experience. Previously she was joint-leader of Zenzic debt advisory practice, advising on >\$2bn of transactions across asset-backed sectors. Previous experience also includes RSM Tenon where she focussed on insolvency matters.

**GIOVANNI  
LARCHER**

HEAD OF  
SPECIAL  
SITUATIONS  
LENDING



Over 10 years' investment banking experience with a focus on real estate. Before joining Zenzic he was a Vice President at Brookfield Financial (BFIN) where he oversaw pan-European and cross-border real estate debt and capital markets activities. Gio holds a BA in Business Administration and Law and MSc in Finance from Bocconi University, Milan.

**SIMON  
BROWN**

HEAD OF  
REDEVELOPMENT  
FINANCE LENDING



Simon has over 20 years' experience in property and commercial / corporate finance (SME). Prior to Zenzic, Simon was Head of Lending at Capital Rise, a specialist property lender. Simon's experience includes the Sancus Group, Investec Private Bank, RBS and Allied Irish Bank. He is a Chartered Accountant and holds a BA in Economics from Oxford Brooks University.

**CHRIS  
BLOWERS**

SENIOR ADVISOR



Chris co-founded Maslow Capital in 2009 and grew the business into one of the leading providers of alternative development finance in the UK, lending >£2bn to developers. During his 40-year career, Chris has held senior positions at RBS, AIB, and Investec Private Bank.

**EDWARD BARNES**

SENIOR ANALYST



Eddie has over 4 years' experience in the banking and finance sector. He joined Zenzic Capital from the Property Finance division of Westpac Banking Corporation in Melbourne, Australia. Eddie holds a BA in International Relations and a BComm in Economics from Monash University.

# Zenzic Capital Team

**EMMA  
TRUEMAN**

FUND OPERATIONS  
VP



Over 20 years' work experience in financial services and brings with her a wealth of knowledge in fund operations having occupied operations specialist roles in various well established firms including Goldman Sachs, TortoiseEcofin and Schroders. Emma also holds the IMC certificate and a CII Certificate in Mortgage Advice that she obtained in 2020.

**BOB  
BRANSCOMBE**

PORTFOLIO  
MANAGEMENT  
ADVISER



Chartered surveyor and construction manager with 20+ years in property and funding. Expertise in portfolio management, project appraisals, loan book control, and fund monitoring for schemes valued between £250k and £350m. Previously a fund monitor, quantity surveyor, and project manager across various schemes.

**STEVE  
SWALLOW**

PARTNER



Over 27 years of investment experience in European structured credit. Previously, he was a partner at East Lodge Credit and prior to that was Head of European ABS at CQS and Executive Director of Credit at Rabobank International.

# Sapphire Capital Team

**BOYD  
CARSON**

MANAGING PARTNER  
SAPPHIRE CAPITAL  
PARTNERS LLP | ACTING  
AS THE ZEPS DFM



Boyd has over 30 years of experience in the accounting and corporate finance markets, having previously worked at PwC where he was a director in the firm's Transaction Services group in New York specialising in mergers, acquisitions and disposals. Boyd is a Fellow of the Institute of Chartered Accountants and a Harvard Alumnus.

**BEN  
MCMEEKIN**

JUNIOR PARTNER

SAPPHIRE CAPITAL  
PARTNERS LLP | ACTING  
AS THE ZEPS DFM



Ben specialises in launching and managing tax efficient investment products in the venture capital and property sectors. Ben has a first-class honours degree in mechanical and automotive engineering.

# Lending Process

Zenzic Capital have been investing in real estate for many years and follow a proven and established investment process

## LENDING CRITERIA, CREDIT ASSESSMENTS AND RISK MANAGEMENT FRAMEWORK

### Loans to Real Estate Companies will be where applicable:

- ◆ Secured by a first or second legal ranking charge;
- ◆ Made on the basis of a valuation report by an independent qualified surveyor;
- ◆ Advanced on the basis that project risk is mitigated through the appointment of a project monitor;
- ◆ Each secured property must be held freehold or long leasehold;
- ◆ With due consideration being taken to any environmental issues, such as contamination;
- ◆ In the normal course of business for a trading money lending business;
- ◆ Pursuant to a robust credit assessment strategy based on sufficient information of which Zenzic Capital is aware at the time the credit assessment is carried out and obtained, where appropriate, from the relevant Real Estate Company to whom it is proposed a loan should be made; and

- ◆ Unanimously approved by the Zenzic Capital Credit Committee made up of senior management and the Board of Directors.

### The additional factors which Zenzic Capital regard when undertaking a credit assessment and deciding what steps are needed to make the credit assessment a reasonable one, include each of the following criteria where applicable:

- ◆ The type of loan;
- ◆ The amount of the loan or the credit limit;
- ◆ The duration (or likely duration) of the loan;
- ◆ The frequency of the repayments;
- ◆ The amount of the repayments;
- ◆ The rate of charge;
- ◆ Any other costs, including any charge for non-compliance with the loan agreement, which will or may be payable by or on behalf of the Real Estate Companies in connection with the loan agreement; and

- ◆ The price (that is, the interest rate) of the loan which we will negotiate on a basis which is fair and appropriate and reflective of the risk profile of the loan taking into account the time value of money.

Zenzic Capital use appropriate data and modelling in order to undertake a credit assessment and have clear and effective policies and procedures to enable it to carry out these assessments which have been approved by the directors of each Direct Lending Company.

The effectiveness and compliance with these policies and procedures is assessed and periodically reviewed by the directors of each Direct Lending Company and following the review appropriate measures to address any deficiencies in policies and procedures will be taken.

Zenzic Capital maintain a record of each credit assessment where a loan agreement is entered into which is sufficient to demonstrate that a credit risk assessment was carried out, was reasonable, and undertaken in accordance with the criteria noted above.

# Lending Process

## RISK MANAGEMENT

Zenzic Capital use a risk management framework that is appropriate to the nature, scale and complexity of each Direct Lending Company taking into account the credit assessments of its loans, the probability of defaults and the circumstances in which the valuation of each loan will be reviewed.

The Directors of each Direct Lending Company will assess, monitor and periodically review the adequacy and effectiveness of the risk management framework including by assessing outcomes against expectations and identify appropriate measures to be taken by Zenzic Capital to address any deficiencies in the risk management framework.

## INDEPENDENT CHAIRPERSON AND CONFLICTS OF INTEREST

The board of each Direct Lending Company is chaired by a director who is independent of Zenzic Capital and its Associates provided by Truva Corporate Administration Limited (“**Truva**”).

Monies may be lent to Real Estate Companies which are also advised by Zenzic Capital or an Associate or in which Zenzic Capital or an Associate holds an equity interest or where Zenzic Capital or an Associate have another conflict of interest.

All transactions where a conflict of interest exists will always be disclosed to the Directors of the Direct Lending Company and cannot be executed without the approval of the Independent Chairperson on the basis that the terms are at least as good as those generally available. The Independent Chairperson may seek third party advice as they think appropriate.

## THE ROLE OF TRUVA IN PROVIDING THE INDEPENDENT CHAIRPERSON

Truva, has its principal address at 85 Great Portland Street, London, England, W1W 7LT with registered number 12642399 and it has been appointed to provide the Independent Chairperson to each Direct Lending Company pursuant to the terms of a director services agreement (“Director Services Agreement”).

Truva has served and is currently serving as independent director for a number of funds and programmes, as well as acting as corporate services provider on a number of securitisation transactions involving pools of mortgage loans.

The terms of each of the Director Services Agreements provide that either the Direct Lending Company or Truva may terminate such agreement upon the occurrence of certain stated events, including certain breaches by the other party of its obligations under such agreements. In addition, the Director Services Agreement may be terminated by either the Direct Lending Company or Truva on one (1) month’s written notice to each other party to the Director Services Agreement.

The Director Services Agreement provides that none of Truva or any of the Directors provided by the Truva Group shall be liable to the Direct Lending Companies under or in connection with the Director Services Agreement in an amount of more than £3,000,000, except in circumstances where such liability was caused by the actual fraud of Truva or, as the case may be, any of the Directors provided by the Truva Group.

# Example Portfolio Transactions

\*LTGDV figures are based on the gross development value of the site as appraised by an independent third party. This is calculated by dividing the gross loan amount by the gross development value of the project prior to development.

STAGS WAY, SCORTON	
LOAN PURPOSE	Residential Development
LOAN AMOUNT	£1,661,250
LTGDV*	75.0%
INVESTMENT DATE	26/01/2024



Development of 5 detached houses with private garden and garage (2 x 4 bed and 3 x 3 bed).

BURLEY STREET, LEEDS	
LOAN PURPOSE	Student Accommodation Development
LOAN AMOUNT	£4,836,064
LTGDV*	70.5%
INVESTMENT DATE	02/02/2024



Demolition of existing buildings and development of 183 PBSA studio beds.

THE FORMER HOPE AND ANCHOR PUB, WELHAM GREEN	
LOAN PURPOSE	Residential Development
LOAN AMOUNT	£3,116,500
LTGDV*	67.75%
INVESTMENT DATE	23/04/2024



Conversion of a former public house into 9 residential units comprising 3 apartments within the former public house building itself and 6 houses constructed on the surplus land adjacent.

The examples provided above are purely for illustrative purposes. It is noted that these are examples only and do not represent actual investment opportunities for ZEPS and should not be regarded as an indication of the performance of future investments in ZEPS. The above refers to gross development and does not take into consideration fees, commissions and other costs.

# Example Portfolio Transactions

\*LTGDV figures are based on the gross development value of the site as appraised by an independent third party. This is calculated by dividing the gross loan amount by the gross development value of the project prior to development.

RACECOURSE ROAD, EAST AYTON	
LOAN PURPOSE	Residential Development
LOAN AMOUNT	£2,525,508
LTGDV*	70.10%
INVESTMENT DATE	15/05/2024



Development of 9 new build houses on greenfield land in East Ayton, North Yorkshire. Development site is surplus land adjacent to a new care facility being constructed concurrently.

WYATTS GREEN, BRENTWOOD	
LOAN PURPOSE	Residential Development
LOAN AMOUNT	£7,142,382
LTGDV*	68.09%
INVESTMENT DATE	21/05/2024



Demolition of existing buildings and structures, and construction of 12 houses, comprising 2 x 2 bed bungalows, 4 x 3 bed, 5 x 4 bed and 1 x 5 bed dwellings; provision of associated garaging, parking and landscaping.

THE FORMER SEVEN SISTERS PUB, SEAFORD	
LOAN PURPOSE	Residential Development with a commercial component
LOAN AMOUNT	£3,248,170
LTGDV*	70.92%
INVESTMENT DATE	23/05/2024



Conversion of a former public house into 4 apartments and a ground-floor retail premises, with 4 duplex houses built on the surplus land.

The examples provided above are purely for illustrative purposes. It is noted that these are examples only and do not represent actual investment opportunities for the ZEPS and should not be regarded as an indication of the performance of future investments in the ZEPS. The above refers to gross development and does not take into consideration fees, commissions and other costs.

# Fees and Charges

Type of Fee	Fee Payer	Fee Payable	Due Date
<b>Initial Fee</b>	Investor	Investor's investing in the Income Strategy will be charged an initial one-off fee of 1% to cover the additional administrative requirements of facilitating payments. It should be noted that the initial fee is not applicable to investors within the Growth Strategy. The initial fee is calculated as a percentage of the net subscription remaining after deducting any IFA charges. This fee is payable to Zenzic Capital to cover the costs of administration.	At the point of subscription.
<b>Annual Management Charge ("AMC")</b>	Direct Lending Companies/ Investor	Zenzic Capital will charge 2% of net asset value per annum in consideration for their services to the Direct Lending Companies. The AMC is only payable by the investor provided the AMC Threshold (6% p.a.) has been exceeded. If the AMC Threshold is exceeded, the AMC will be deducted from the amount payable to the investor. It should be noted, that in the event the AMC Threshold is surpassed by less than 2%, the AMC charged will be the net of the investor's return less the AMC Threshold. The costs of the ZEPS DFM services are met by Zenzic Capital.	The AMC is payable at the end of each financial year and will only be charged once the AMC Threshold has been met.

## ILLUSTRATIVE EXAMPLE OF THE INCOME OPTION FOR A ONE YEAR PERIOD AND 10% GROSS RETURN

Gross Investment	£250,000
Less Initial Fee (1%)	£2,500
<b>Net Investment:</b>	<b>£247,500</b>
Example Gross Return	10.0%
Annual return	£24,750
<b>Less Investor Return (6%):</b>	<b>£14,850</b>
Less AMC (2%):	£4,950
Excess Annual Return	£4,950
<b>Total Investor Return:</b>	<b>£19,800</b>
<b>Total Annual Return:</b>	<b>8.0%</b>

\*The illustrative example above details the amount of fees an Investor would pay in the event of the Service returning 10% p.a.

\*All charges & fees will be subject to any applicable VAT & Stamp Duty (please refer to IMA)

Continued overleaf...

# Fees and Charges

Type of Fee	Fee Payer	Fee Payable	Due Date
<b>Exit Fee</b>	Investor	You will be charged an exit fee of 1% if you instruct the DFM to sell your shares. The exit fee will be deducted from the net disposal proceeds. You will not be charged an exit fee where the shares are sold in order to distribute the achieved target return under the Income Strategy, nor will it be charged on withdrawal via probate.	The exit fee is only payable upon a request to exit an investor's position in ZEPS. The fee is not payable where shares are sold to facilitate the annual target return of ZEPS.
<b>Switching Fee</b>	Investor	You may request a portfolio adjustment in writing to align with a different investment strategy at any time. A 1% administration fee, deducted from the transfer amount, applies to share transfers between the Direct Lending Companies.	
<b>Direct Lending Company costs</b>	Direct Lending Companies	Zenic Capital will arrange for all running costs and expenses, such as costs associated with the ZEPS Administrator and ZEPS Nominee, to be borne by the Direct Lending Companies unless otherwise agreed by Zenic Capital, the ZEPS DFM and the Board of Directors.	All associated operational costs for the Direct Lending Companies will be borne by the Direct Lending Companies.
<b>IFA</b>	Investor	Zenic Capital can facilitate agreed initial and ongoing adviser charges. Ongoing adviser charges may be paid either from funds held in cash by the ZEPS Administrator on your behalf or by selling an appropriate number of shares provided the ZEPS DFM is instructed by you to do so. Such a sale of shares will be subject to stamp duty and may give rise to an income tax or capital gains tax liability if the shares are sold at profit. You will not receive any distribution from which to settle any income tax or capital gains tax liabilities that arises for you as a result of such payments. Any amount withdrawn will also lose Business Relief qualifying status.	Adviser charges will only be payable upon a pre-arranged agreement between the investor and their IFA.

\*All charges & fees will be subject to any applicable VAT & Stamp Duty (please refer to IMA)



# Making an Investment

## Step by Step



# 1

### APPLY

You will need to complete the enclosed application form (and suitability questionnaire where applicable), and review the Investment Management Agreement by which you appoint the ZEPS DFM to act on your behalf, and return it with the appropriate identification documents.



# 2

### ACCOUNT APPROVAL

Once the ZEPS DFM has reviewed the details of your application and approved you for the Service. You can make a payment by cheque or bank transfer, using the details on the application form.



# 3

### FUNDS ARE INVESTED

Your subscription, less any initial fees (if applicable), will be invested into one or more Direct Lending Companies. This will usually happen within one month. You will receive a contract note from the appointed Administrator confirming the details of the investment.

# Making an Investment Continued

## Step by Step



### 4

#### VALUATIONS & WITHDRAWALS

Throughout the investment period, we will send you updated valuations of your investment upon request, together with a bi-annual investor statement showing any movements on your account. You may request ad hoc withdrawals at any time, or regular withdrawals commencing 12 months after your initial subscription.



### 5

#### BUSINESS RELIEF QUALIFICATION FOR INVESTMENTS IN SHARES

Two years after your shares are purchased, the value of your investment should qualify for 100% BR and therefore effectively fall outside your estate for IHT purposes.\*

\*Please note, from 6 April 2026 Business Relief affords 100% IHT relief on unlisted assets up to £1m. Any unlisted qualifying assets above this threshold will benefit from a 50% IHT relief.



### 6

#### INVESTMENT INHERITED

If you die while still holding your investment, your personal representatives will send us a copy of your death certificate. The investment will then be held in the name of your personal representatives. Once probate has been arranged, we will transfer the investment as instructed by your personal representatives.

# Frequently Asked Questions

## WHAT HAPPENS TO MY INVESTMENT WHEN I DIE?

On receipt of a death certificate, your investments will be transferred into the name(s) of your personal representative(s) and we will await their instruction as to how the investment is to be administered.

## WHAT HAPPENS IF I DO NOT SURVIVE THE TWO-YEAR MINIMUM PERIOD OF OWNERSHIP?

In these circumstances, an investment in shares will not qualify for BR, but it may be possible to pay the resultant IHT liability in a series of instalments.

## CAN I INVEST IN JOINT NAMES?

Yes, ZEPS is available to joint applicants.

## CAN I TRANSFER MY INVESTMENT TO SOMEONE ELSE DURING MY LIFETIME?

Yes, we can arrange for your investment to be transferred during your lifetime. In some instances the transfer may give rise to a capital gains tax liability.

## WHEN DOES THE TWO-YEAR BR MINIMUM PERIOD OF OWNERSHIP START?

The two year period typically commences when your subscription is invested into the shares of the Direct Lending Companies, although this is ultimately determined by HMRC. It will typically take up to one month to invest your subscription (but could take longer).

## CAN I TRANSFER MY INVESTMENT INTO A TRUST?

Yes, your investment may be transferred to an existing trust, subject to receipt of the necessary paperwork.

## SHOULD I UPDATE MY WILL?

It is not necessary to update your will but depending on your circumstances there may be some benefits in doing so. Please consult with your financial adviser.

## DO I NEED TO BE ACTIVELY INVOLVED IN THE COMPANIES HELD IN MY PORTFOLIO?

No. There is no requirement to participate in the running of the business in order to qualify for IHT relief.

## IS QUALIFICATION FOR BR GUARANTEED?

We make every effort, including consultation with professional advisers, to ensure that the entirety of your investment in shares will qualify for BR. However, BR qualification is ultimately determined by HMRC after your death. As such we cannot offer a guarantee of qualification.

## WHAT HAPPENS TO MY MONEY WHEN IT IS WAITING TO BE INVESTED INTO COMPANIES?

During this time your money is held in a personal segregated client account in your name with the Custodian appointed by the ZEPS DFM.

# Frequently Asked Questions

## CAN ZEPS FACILITATE THE PAYMENT OF ADVICE FEES TO MY IFA?

The ZEPS DFM is able to facilitate the payment of any IFA charges arising in connection with this investment. Initial adviser charges will be deducted or withheld at the outset and will reduce the amount available for investment. Any ongoing advice charges will be paid from the sale of shares and will be facilitated quarterly in arrears. Please note that if your adviser charges fees subject to VAT, we cannot cover the VAT element and you will remain responsible for this.

## IS ZEPS A FUND?

ZEPS is not a fund or a legal entity, but a discretionary investment management service. It is not considered to be a collective investment scheme (as defined in section 235 of the Financial Services and Markets Act 2000) or a collective investment undertaking under European legislation.

## CAN I CHANGE MY MIND AFTER I HAVE INVESTED?

You can write to us within 14 days to cancel your investment. However, if we have already subscribed for any shares for your portfolio at that point, you will not be able to obtain a refund for them. However, you can request that your shares are sold. See the Investment Management Agreement for full details.

## IS MY INVESTMENT COVERED BY THE FINANCIAL SERVICES COMPENSATION SCHEME (“FSCS”)?

See FSCS explanation in the RISKS SUMMARY section of this document.

# Risk Summary

As with any investment decision, there are always associated risks. By understanding how these can be mitigated you will be able to make informed decisions and be able to manage the risk to an acceptable level

**This summary is designed to help investors understand the principal risks associated with investments through ZEPS. It is important that investors fully understand these risks and we encourage you to consider them carefully before making any investment decisions.**

If you would like more information or detail about any of the risks, please contact your financial advisor.

Prospective investors should seek advice from an IFA authorised under the Financial Services and Markets Act 2000, who specialises in advising on investment in and/or subscriptions for shares and other securities, to ensure that this service is suitable for their individual needs and circumstances.

Please remember that the legal and regulatory parameters within which businesses operate can change. Neither Zenzic Capital nor the ZEPS DFM can give advice either on the merits of this opportunity or on its suitability for individual investors and whilst this summary highlights the key risks, it does not and cannot cover exhaustively all of the risks that may apply to an investment through ZEPS.

## RISK TO CAPITAL

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

## PERFORMANCE

Investors in ZEPS should be aware that there is no guarantee that the investments will achieve their return expectations or targets. Prospective investors should be aware that past performance is not a guide to future performance and that any statements made in relation to expected performance are projections rather than guarantees. If Real Estate Companies which receive loans from the Direct Lending Companies fail to pay interest repayments or pay back the loan to the Direct Lending Companies, the value of shares in the Direct Lending Companies would be materially affected.

A strong pipeline of new lending opportunities for the Direct lending Companies is an important part of generating enough revenue to cover their general overheads and other costs and to generate the anticipated returns. The Direct Lending Companies will be reliant on Zenzic Capital to ensure a strong pipeline.

# Risk Summary

## **BUSINESS RISK**

The performance of the Direct Lending Companies in which the ZEPS DFM arranges investments is dependent upon a number of factors which include but are not limited to, the quality of their customer bases and their respective revenue streams, the strength of management and controls, and the value of any assets held as security. Both specific and general circumstances can adversely affect customers' abilities or willingness to meet their obligations. Businesses may also be affected by competition, interest rates, inflation, employment rates, COVID-19, Brexit, and other macroeconomic factors over which the ZEPS DFM has no control. There is therefore a possibility that one or more of the holdings into which investments are arranged may under perform and cause a loss of value for investors.

## **DIVERSIFICATION**

Investments may be arranged into a single Direct Lending Company. This limited diversification could increase the risk for investors. It should be noted that while investors may only receive shares issued by one Direct Lending Company, that investment may be secured against a diversified portfolio of three or more real estate projects (although this cannot be guaranteed).

## **INVESTMENT PERIOD AND ILLIQUIDITY**

It is important that investors understand they may not be able to liquidate investments early. Investors can request an early repayment of capital but the ZEPS DFM may not be able to meet such a request. Investors should bear this in mind when deciding the amount they are happy to invest. Partial repayments of capital may also not be possible or permitted. The underlying assets of the Direct Lending Companies are also highly illiquid, which may mean that it could take a substantial amount of time for investments to be liquidated.

## **RELIANCE ON ZENZIC CAPITAL AND THE ZEPS DFM**

Zenzic Capital and the ZEPS DFM are each dependent on certain key individuals and on their business and financial skills. The success of ZEPS will primarily depend upon the ongoing ability of Zenzic Capital to identify, source, select, finance, and monitor appropriate investments.

## **DEALING WITH SMEs**

Small to medium enterprises ("SMEs") are on average more risky counterparties than larger companies as they may be less prepared for the economic factors (such as interest rate changes, inflation, impact of COVID-19, effects of Brexit, political and regulatory changes, economic uncertainties etc.) and company-specific risks which they face.

# Risk Summary

## ECONOMIC RISK

The Real Estate Companies to which Direct Lending Companies make loans are subject to UK-based economic risk. If there are adverse changes in the market or in the macro-economy, this could cause the Direct Lending Companies to generate less income than expected which could in turn impact their ability to make payments to investors. This may also impact the recoverability of loans made to the Real Estate Companies and the ability of Direct Lending Companies to return investors' capital.

## CREDIT UNDERWRITING

Details of the Real Estate Companies to which loans are made may not be disclosed on a named or detailed basis to investors because of confidentiality and other restrictions. To this extent, investors may not, therefore, have an opportunity to evaluate for themselves such Real Estate Companies and, therefore, investors will be dependent upon the judgement and ability of the Direct Lending Companies and Zenzic Capital in deciding which businesses to deal with.

## FINANCIAL SERVICES COMPENSATION SCHEME ("FSCS")

Two types of FSCS protection are relevant to investors: deposits and investments. Deposit protection applies when money belonging to investors is held in the client account. This occurs initially when investor money is transferred to the ZEPS Administrator to make an investment and when interest repayments or dividends and repayments of capital are being held on behalf

of investors. While the money is in a client account (which is likely to be a short period) it is protected by the FSCS deposit protection which is currently £85,000 per person per eligible claim. This client account is operated by Woodside Corporate Services Limited, the Custodian appointed by the ZEPS DFM, and is held with the Royal Bank of Scotland.

Investors may also be entitled to investment protection in cases where loss is incurred by factors such as investments in ZEPS being mis-sold or misrepresented. The FSCS investment protection is currently up to £85,000 per person per eligible claim.

The shares issued by Direct Lending Companies are not protected by the FSCS. Accordingly, neither the FSCS nor anyone else will pay an investor compensation upon the failure of a Direct Lending Company. If a Direct Lending Company goes out of business or becomes insolvent, you may lose all or part of your investment. Individuals approaching retirement and considering options under the new pension freedoms should recognise that an investment in the shares of a Direct Lending Company is a much higher-risk alternative to buying an annuity. Individuals in retirement, who may have significant sums in savings and may be concerned about interest rates and are tempted to invest may be taking an inappropriate level of risk with their money. It should be noted that an investment in ZEPS should be made in the context of wider portfolio of investments with sufficient assets in readily realisable investments to cover any anticipated liabilities. If you remain in doubt whether an investment is appropriate for you, you should contact your IFA.

# Risk Summary

## **BUSINESS RELIEF**

Each Direct Lending Company will seek to conduct its business so as to ensure, so far as possible, that it is always regarded by HMRC as constituting the trade of money-lending so that investors may obtain Business Relief in respect of their investments which are made through ZEPS, and to this end, whilst not determinative of the issue, all loans will be made on commercial terms comparable to the terms offered by other money-lenders, including banks. As the precise distinction between the activities of a money-lender and investment business are unclear and as interpretations of the law by HMRC can vary according to the particular facts of each case there can be no guarantee that HMRC will always regard investments in a Direct Lending Company as qualifying or continuing to qualify for Business Relief. Therefore, as a general policy, Zenic Capital and the boards of the Direct Lending Companies will always give priority to making commercial decisions based upon sound business reasons around the need to maximise the security and value of a portfolio of loans rather than seeking to make or churn loans with the primary objective of ensuring that Business Relief may be available for Investors.

Nor can any assurance be given that even if HMRC were to treat the activities of a Direct Lending Company as constituting a trading business that HMRC will grant Business Relief on the full amount of each investment in a Direct Lending Company. For example, if HMRC were to regard cash held by a Direct Lending Company as being in excess of its needs for working capital and liquidity requirements, Business Relief otherwise available may be restricted proportionately to so much of an Investor's interest in the business as is not regarded as in excess of such needs.

## **CHANGES IN LAW, REGULATIONS OR ADMINISTRATIVE PRACTICES**

The structure of ZEPS is based on English law, regulatory and administrative practice in effect as at the date of this Information Memorandum and has due regard to the expected tax treatment of all relevant entities under UK tax law and the published practice of HMRC in force or applied in the UK as at the date of this Information Memorandum. No assurance can be given as to the impact of any possible change to English law, regulatory or administrative practice in the UK, or to UK tax law, or the interpretation or administration thereof or to the published practice of HMRC as applied in the UK after the date of this Information Memorandum.

## **FORWARD LOOKING STATEMENTS**

This document includes statements that are (or may be deemed to be) "forward-looking statements" which can be identified by the use of forward-looking terminology including the words "believes", "continues", "expects", "intends", "may", "target", "would" or "should" or, in each case their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. Forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements contained in this document based on past trends or activities should not be taken as a representation that such trends or activities will continue in the future.

# Risk Summary

## CYBERSECURITY

The ZEPS DFM and Zenic Capital may be subject to risks resulting from cybersecurity incidents or technological malfunctions. Such incidents or malfunctions may have a negative impact on the repayment of your investment, interfere with the ability of the ZEPS DFM to calculate the value of your investment, disrupt the ability of investors to subscribe Shares through ZEPS or make withdrawals and other processes all of which may have a negative impact on the returns generated for investors. A cybersecurity incident may also have an impact on the security of your personal data held by the ZEPS DFM, Zenic Capital or WCS Nominees Limited. Additionally, such cybersecurity incidents may negatively impact the reputation of ZEPS or the ZEPS DFM and Zenic Capital which may affect the capacity of ZEPS DFM to achieve any targeted return. The ZEPS DFM and Zenic Capital rely on third party providers for many day-to-day operations and will be subject to the risk that the protections and policies implemented by such providers will be ineffective to protect the ZEPS DFM or Zenic Capital from such incidents or malfunctions.

## EXTERNAL FACTORS

The value of the investor's investment may be affected by a range of external factors including but not limited to economic and political conditions, interest rates, fluctuations in foreign exchange rates, etc. As a result of the United Kingdom's decision to leave the European Union and as a result of the COVID-19 World Health Organisation declared pandemic, there may be a period of uncertainty and a potential economic downturn or recession. Any uncertainty and downturn or recession in the economy of the United Kingdom or in the economy of a country trading with the United Kingdom may have an adverse impact upon the prospects of the loans to Real Estate Companies or impact Real Estate Companies ability to repay loans and therefore negatively impact the investments made by investors.

# Definitions

The following definitions apply throughout the Information Memorandum, unless context requires otherwise

## **ADMINISTRATOR**

Woodside Corporate Services Limited has been appointed by the ZEPS DFM to act as the initial administrator and receiving agent (“ZEPS Administrator” or the “Custodian”) for subscriptions to ZEPS.

## **AMC THRESHOLD**

The rate of return (6% p.a.) beyond which the Annual Management Charge will come into effect.

## **“APPLICABLE RULES” AND “FCA RULES”**

All relevant laws, regulations and rules issued by relevant governmental or regulatory authorities.

## **ASSET-BACKED**

An investment whose income payments, and hence value, are derived from and collateralised (or “backed”) by a specified pool of underlying assets.

## **ASSOCIATE**

Any person or persons who (i) is acting with Zenzic Capital; or (ii) over whose affairs Zenzic Capital enjoys a power of direction, alone or with others with whom Zenzic Capital is acting; or (iii) who alone or with others with whom that person is acting, enjoys a power of direction over the affairs of Zenzic Capital and, in all cases, whether any action or power of direction is exercisable directly or indirectly and including their respective successors and assigns; or (iv) any employee of the foregoing.

## **AVAILABLE CASH**

The cash held by a Direct Lending Company less provisions made on a prudent basis for working capital and a reserve of approximately 10% of its current assets from which the buy-back of a Client’s Shares if a withdrawal is requested and a sale of the Shares cannot be matched with a purchase by a third party.

## **BUSINESS RELIEF (OR BR)**

Relief from inheritance tax pursuant to Chapter 1 of Part V of the Inheritance Tax Act 1984, formerly known as Business Property Relief.

## **CLIENT**

A person who is accepted by the ZEPS DFM and for whom the ZEPS DFM will provide the Service pursuant to the terms of that Client’s own Investment Management Agreement and Mandate.

## **DIRECT LENDING COMPANY**

A company which trades or whose subsidiary trades as a money-lender to Real Estate Companies.

## **FSMA**

The Financial Services and Markets Act 2000 as amended from time to time.

## **IFA**

An independent financial adviser being a Financial Conduct Authority authorised intermediary offering investment advice to their clients.

## **INDEPENDENT CHAIRPERSON**

A director of a company in which the ZEPS DFM invests who is appointed to serve as the chairperson of the board of that company and who is independent of Zenzic Capital and its Associates.

## **MANDATE**

The investment strategy of Client described in his or her Application Form which is certified as being suitable by the ZEPS DFM having regard to the information set out in the Application Form regarding the Client’s knowledge and experience in the investment field relevant to the types of investments to be made pursuant to the Service; his or her financial situation including his or her ability to bear losses; and his or her investment objectives including his or her risk tolerance all as described in his or her Application Form.

## **NET INVESTMENT**

The gross amount you invest in the Service less initial charges (if applicable) or fees payable in respect of your investment.

## **PORTFOLIO**

The portfolio of cash and assets the legal title to and custody of which are held by the Nominee and the Custodian respectively and which comprise a Client’s investments; the investments which are made on a Client’s behalf by the ZEPS DFM and all cash and other assets derived therefrom. The Nominee is the registered legal holder of investments on behalf of each Client.

## **REAL ESTATE COMPANIES**

Companies which trade as real estate property developers, operators, contractors and/or investors in the UK residential and commercial markets.

## **RETAIL CLIENT**

A retail client within the meaning of the FCA Rules.

## **SHARES**

Ordinary Shares of a Direct Lending Company carrying the rights and being subject to the obligations attaching there to as are set out in its articles of association.

## **TARGET ANNUAL RETURN**

The price to be set for the product to return a desired profit or rate of return on investment.

## **ZENZIC CAPITAL**

Zenzic Capital is a trading name of ZSL Capital Limited and any related subsidiaries.

## **ZENZIC ESTATE PLANNING SERVICE**

Zenzic Estate Planning Service or the “ZEPS” or the “Service” means the discretionary investment portfolio management service described in the Information Memorandum and the Application Form.

## **ZEPS DISCRETIONARY FUND MANAGER**

Sapphire Capital Partners LLP, (the “ZEPS DFM”) is a limited liability partnership registered in Northern Ireland whose registered number is NC000562 and whose registered address is 28 Deramore Park, Belfast, BT9 5JU which is authorised and regulated by the Financial Conduct Authority (“FCA”) and its FCA registration number is FRN 565716.

## **ZSL CAPITAL**

“ZSL Capital” means ZSL Capital Limited, a private limited company registered in England & Wales under number 11398339 and whose registered office is at 2 London Wall Place, London EC2Y 5AU.

# Awards and Accolades

The Zenzic Estate Planning Service has been recognised at the Growth Investor Awards for the past 3 years



**2025 FINALIST**  
GROWTH INVESTOR OF THE YEAR

The highest accolade for investment providers, this award recognises outstanding investment managers demonstrating the best investment performance, the best product and service developments, and the best 'impact beyond investment' on customers and the wider business community.



**2025 FINALIST**  
BEST NEW PRODUCT OR SERVICE

ZEPS is recognised as a finalist where the judges assessed the overall impact of the innovation based on its effect on funding volumes, value for investee companies, challenges overcome, customer feedback, and business impact.



**2025 FINALIST**  
BEST BR SERVICE - EMERGING

ZEPS is recognised as a finalist where the judges assessed success across investee company selection, investment volume and inflows, adviser relations, customer feedback, and overall impact.



**2025 FINALIST**  
BEST BR INVESTMENT MANAGER - UNLISTED

ZEPS is recognised as a finalist where the judges assessed success across investee selection, investment volume and performance, adviser relations, customer feedback, and overall impact.



**2024 WINNER**  
BEST NEW SERVICE

The Zenzic Estate Planning Service (ZEPS) stood out to the judges for its robust product offering, delivering consistent returns with a fee structure that aligns with the interests of investors. The other finalists included Barclays Bank, Committed Capital Fuel Ventures Hawksmoor Investment Management and One Planet Capital.



**2024 ONE TO WATCH**  
BEST BR SERVICE - EMERGING

This accolade highlights Zenzic Capital's emerging influence and promising future in the BR service sector, affirming our commitment to innovation and excellence in estate planning.



**2023 FINALIST**  
EMERGING BR INVESTMENT MANAGER - UNLISTED

The Zenzic Estate Planning Service was recognised as a finalist based on its performance, investee selection, investment volume and performance, adviser relations, customer feedback and overall impact.

**The awards celebrate the UK SME investment industry's pivotal role in job and wealth creation by honouring exceptional contributions in backing high-potential businesses and excellent application of growth capital, supporting the prosperity of the UK economy.**

## IMPORTANT INFORMATION

Reliance on this promotion for the purpose of engaging in any subscription for shares and/or investment activity may expose an individual to a significant risk of losing all the subscription monies invested. If you are in any doubt about the action you should take or the contents of this document, you should contact your stockbroker, solicitor, accountant, bank manager or other professional adviser authorised under the Financial Services and Markets Act 2000, who specialises in advising on investment in and/or subscriptions for shares and other securities.