

**THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to what action you should take you are recommended to seek your own financial advice immediately from your stockbroker, bank, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000 (the “FSMA”) if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

A copy of this Prospectus, which comprises a prospectus relating to EPE Special Opportunities Limited (the “Company”) in connection with the issue of ZDP Shares in the capital of the Company and their admission to trading on the Main Market and to listing on the standard listing segment of the Official List, has been prepared in accordance with the UK version of the EU Prospectus Regulation (2017/1129) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (as amended and supplemented from time to time (including, but not limited to, by the Prospectus (Amendment etc) (EU Exit) Regulations 2019/1234 (the “Prospectus Amendment Regulations 2019”) and The Financial Services and Markets Act 2000 (Prospectus) Regulations 2019)) (the “UK Prospectus Regulation”) and the prospectus regulation rules of the Financial Conduct Authority (the “FCA”) (the “Prospectus Regulation Rules”). This Prospectus has been approved by the FCA, as the competent authority under the UK Prospectus Regulation and the FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Accordingly, such approval should not be considered as an endorsement of the issuer, or of the quality of the securities, that are the subject of this Prospectus; investors should make their own assessment as to the suitability of investing in the ZDP Shares. This Prospectus has been made available to the public as required by the Prospectus Regulation Rules.

The ZDP Shares are only suitable for investors: (i) who understand and are willing to assume the potential risks of capital loss and that there may be limited liquidity in the underlying investments of the Company; (ii) for whom an investment in the ZDP Shares is part of a diversified investment programme; and (iii) who fully understand and are willing to assume the risks involved in such an investment. If you are in any doubt about the contents of this Prospectus, you should consult your accountant, legal or professional adviser or financial adviser.

**A standard listing will afford investors in the ZDP Shares a lower level of regulatory protection than that afforded to investors in companies with premium listings on the Official List, which are subject to additional obligations under the Listing Rules.**

Applications will be made to the Financial Conduct Authority and to the London Stock Exchange respectively for the ZDP Shares issued pursuant to the Placing to be admitted: (i) to the Official List (by way of a standard listing under Chapter 14 of the Listing Rules); and (ii) to the London Stock Exchange’s main market for listed securities (together **Admission**). It is expected that Admission will become effective and that unconditional dealings in the ZDP Shares will commence on the London Stock Exchange on 17 December 2021. The ZDP Shares are not dealt in on any other recognised investment exchange and no other such applications have been made or are currently expected.

The Ordinary Shares are admitted to trading on the AIM market of the London Stock Exchange and on the Aquis Stock Exchange (formerly the NEX Exchange) and will continue to be so admitted following Admission. No application has been made or is currently expected to be made to the Financial Conduct Authority, the London Stock Exchange or any other recognised investment exchange in respect of the Ordinary Shares.

The Directors and the Company accept responsibility for the information contained in this Prospectus, and declare that, the information contained in this Prospectus is, to the best of their knowledge, in accordance with the facts and this Prospectus makes no omission likely to affect its import.

Prospective investors should read the entire Prospectus and, in particular, the section headed “Risk Factors” beginning on page 10 when considering an investment in the Company.

---

## **EPE SPECIAL OPPORTUNITIES LIMITED**

*(Incorporated in Bermuda under the Companies Act 1981, as amended, with company number 53954)*

**Placing targeting an issue of 20 million Zero Dividend Preference Shares at a Placing Price of £1.00 per ZDP Share**

**Admission to the standard segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange’s Main Market for listed securities**

***Broker and Placing Agent***

**LIBERUM CAPITAL LIMITED**

---

The maximum number of ZDP Shares to be issued pursuant to the Placing is 20 million ZDP Shares.

This Prospectus may not be distributed or transmitted by any means or media, directly or indirectly, in whole or in part, in or into the United States. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy securities in the United States. The ZDP Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the “**Securities Act**”), or under the securities laws or with any securities regulatory authority of any state or other jurisdiction of the United States. Accordingly, the ZDP Shares may not be offered or sold within the United States or to, or for the account or benefit of US persons (as defined in Regulation S under the Securities Act (“**Regulation S**”)), except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the Securities Act. The ZDP Shares are being offered and sold only in “offshore transactions” to non-US persons as defined in, and pursuant to, Regulation S. The Company has not been, and will not be, registered under the US Investment Company Act of 1940, as amended (the “**Investment Company Act**”), and investors will not be entitled to the benefit of that Act. No offer, purchase, sale or transfer of the ZDP Shares may be made except under circumstances which will not result in the Company being required to register as an investment company under the Investment Company Act.

**The ZDP Shares have not been approved or disapproved by the US Securities and Exchange Commission, any State securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of ZDP Shares or the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.**

Liberum Capital Limited ("**Liberum**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company and for no one else in relation to Admission and the Placing and the other arrangements referred to in this Prospectus. Liberum will not regard any other person (whether or not a recipient of this Prospectus) as its client in relation to Admission and the Placing and the other arrangements referred to in this Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing any advice in relation to Admission or the Placing, the contents of this Prospectus or any transaction or arrangement referred to in this Prospectus. Apart from the responsibilities and liabilities, if any, which may be imposed on Liberum by the FSMA or the regulatory regime established thereunder, Liberum does not make any representation express or implied in relation to, nor accepts any responsibility whatsoever for, the contents of the Prospectus or any other statement made or purported to be made by it or on its behalf in connection with the Company, the ZDP Shares, Admission or the Placing. Liberum (and its affiliates) accordingly, to the fullest extent permissible by law, disclaims all and any responsibility or liability (save for any statutory liability) whether arising in tort, contract or otherwise which it might have in respect of the contents of the Prospectus or any other statement made or purported to be made by it or on its behalf in connection with the Company, the ZDP Shares, Admission or the Placing.

This Prospectus is dated 2 December 2021.

## CONTENTS

	<i>Page</i>
Summary	4
Risk Factors	10
Important Information	19
Consequences of a Standard Listing	25
Expected timetable of Principal Events	26
Placing Statistics	26
Dealing Codes	26
Directors, Investment Advisor and Advisers	27
Part 1: Information on the Company and the ZDP Shares	29
Part 2: Directors and Administration	37
Part 3: The Investment Advisor, Process and Strategy	42
Part 4: The Placing	45
Part 5: The ZDP Shares	49
Part 6: Principal Bases and Assumptions	53
Part 7: Financial Information on the Company	54
Part 8: Taxation	57
Part 9: Additional Information	61
Part 10: Terms and Conditions of the Placing	83
Part 11: Definitions	91
Part 12: Documents incorporated by reference	98

## SUMMARY

### 1 **Introduction and warnings**

**This summary has been prepared in accordance with Article 7 of the UK Prospectus Regulation and should be read as an introduction to the Prospectus. Any decision to invest in the ZDP Shares should be based on consideration of the Prospectus as a whole by the investor. The investor could lose all or part of its invested capital. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in ZDP Shares.**

The securities which the Company intends to issue pursuant to the Placing are zero dividend preference shares of one pence each in the capital of the Company (the “**ZDP Shares**”), whose ISIN is BMG3163K1137 and SEDOL number is BMFSHK1. The Company’s legal entity identifier (“**LEI**”) is 213800BQKN9C23A7LK98.

EPE Special Opportunities Limited, the issuer and offeror of the securities can be contacted by writing to its principal place of business, Liberation House, Castle Street, St Helier, Jersey JE1 2LH or by calling +44 1534 885200, within business hours. The Company can also be contacted through its administrator, Langham Hall Fund Management (Jersey) Limited by writing to Liberation House, Castle Street, St Helier, Jersey JE1 2LH, calling within business hours, +44 1534 885200 or emailing [eso@langhamhall.com](mailto:eso@langhamhall.com).

This Prospectus has been approved by the United Kingdom Financial Conduct Authority of 12 Endeavour Square, London E20 1JN on 2 December 2021. Contact information relating to the Financial Conduct Authority can be found at <https://www.fca.org.uk/contact>.

### 2 **Key information on the issuer**

#### 2.1 **Who is the issuer of the securities?**

The issuer is EPE Special Opportunities Limited of Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The Company’s principal place of business is Liberation House, Castle Street, St Helier, Jersey JE1 2LH. The Company was incorporated in the Isle of Man as a public company limited by shares on 25 July 2002 with registered number 108834C. On 12 September 2018, the Company completed the migration of its place of incorporation from the Isle of Man to Bermuda with registered number 53954. The principal legislation under which the Company operates is the Bermuda Companies Act. The Company’s principal place of business and its place of tax residency is Jersey. The Company is not regulated as a collective investment scheme by the FCA but is an AIF under the AIFM Regime and the EU AIFM Directive.

The Ordinary Shares are quoted on the AIM market of the London Stock Exchange and on the Aquis Stock Exchange (formerly the NEX Exchange). The Company has appointed EPIC Investment Partners LLP as the investment advisor of the Group.

The Company’s investment objective and investing policy is set out below.

#### **Investment Objective**

The Company’s investment objective is to provide long-term return on equity for Ordinary Shareholders by way of investment in a portfolio of private equity assets. The portfolio is likely to be concentrated, numbering between two and ten assets at any one time.

The Company’s investment advisor is EPIC Investment Partners LLP (“**EPIC**” or the “**Investment Advisor**”).

#### **Investing Policy**

The Investment Advisor believes that there is a strong case to invest in small and medium sized enterprises (“**SMEs**”) given the attractive fundamentals of the segment. As a result, the Investment

Advisor continues to use proprietary deal sourcing approaches to source these opportunities, as well as engaging actively with the wider corporate advisory community to communicate the Company's investment strategy.

The Company aims to invest in businesses exhibiting *inter alia* the following characteristics:

- Attractive entry pricing;
- High quality management teams with established track records;
- Defensible competitive position;
- Opportunity for strong revenue growth, either by market expansion or increased market share; and
- Opportunity for strong cash generation.

The Company will continue to target the following types of investments:

- Growth, Buyout and Pre-IPO opportunities: leveraging the Investment Advisor's investment experience, contacts and ability. The Company is particularly focused on making investments in sectors where the opportunity exists to create a unique asset via the consolidation of a number of smaller companies, taking advantage of the lack of liquidity in the SME market and the attraction to secondary buyers of larger operations.
- Special Situations: investment opportunities where the Investment Advisor believes that assets are undervalued due to specific, event-driven circumstances and where asset-backing may be available and the opportunity exists for recovery and significant upside. Target companies may or may not be distressed as a result of the situation. The Investment Advisor will aim to use its restructuring and refinancing expertise to resolve the situation and achieve a controlling position in the target company. The Company seeks to acquire distressed debt, undervalued equity or the assets of target businesses in solvent or insolvent situations.
- Private Investment in Public Equities ("**PIPEs**"): the Company may consider making investments in a number of smaller quoted companies, primarily those whose shares are admitted to AIM. The Company will either seek to acquire and de-list the target company or take a large minority interest in the target company whilst retaining the listing. The Company may offer ordinary shares in the Company as all or part of the consideration for such investments.
- Special Purpose Acquisition Companies ("**SPACs**"): the Company may consider making investments in listed companies which have been established to acquire other companies. The Investment Advisor would seek to work with a management team to develop an acquisition strategy in advance of the listing of the SPAC, at which point the Company would invest. The subsequent acquisition or acquisitions may be funded through further equity raises directly into the SPAC. The strategy would seek to take advantage of the Investment Advisor's combination of experience in both the establishment of and management of listed companies and private equity investing.
- Secondary Portfolios, Limited Partner positions (Secondary or Primary), other EPIC Funds: the Company is able, through EPIC's Placement division, to invest as a limited partner in various private equity funds and debt funds on substantially improved terms. On occasion, the Company will seek to take advantage of these commitments. The Investment Advisor's skill-set and experience is well suited to the requirements of co-investing in funds.

The Company will consider most industry sectors, but has particular expertise in the consumer and retail, business services, financial services and industrials sectors. The Company partners with management teams and entrepreneurs to maximise value by combining financial and operational expertise in each investment.

The Company will seek to invest between £2 million and £30 million in a range of debt and equity instruments with a view to generating returns through both yield (c.5 per cent. to 15 per cent. per annum) and capital gain. Whilst in general the Company aims to take controlling equity positions, it may seek to develop companies as a minority investor. Occasionally the Board may authorise investments of less than £2 million. For investments larger than £30 million, the Company may seek co-investment from third parties or additional public market fundraisings.

The Company looks to invest in businesses with strong fundamentals, including defensible competitive advantage, opportunity for strong future cashflow and dynamic management teams.

The Company's portfolio is likely to be concentrated, numbering between two and ten assets at any one time, which allows the Company to allocate the necessary resource to form genuinely engaged and supportive partnerships with management teams. This active approach facilitates the delivery of truly transformational initiatives in underlying investments during the Company's period of ownership.

The Company aims to invest in UK focused assets as well as those with significant overseas operations.

The Company will not make any material change to its published investment policy without the approval of the Ordinary Shareholders by way of an ordinary resolution at a general meeting. Any change to the investment policy which does not amount to a material change to the investment policy may be made by the Company without the approval of the Ordinary Shareholders.

In the event of the Directors becoming aware of a breach of the investing policy and/or the investment restrictions applicable to the Company and if the Directors consider the breach to be material, a notification will be made to a Regulatory Information Service.

### **Major Shareholders**

As at the latest practicable date, insofar as is known to the Company based on notifications made to it pursuant to the Disclosure Guidance and Transparency Rules (as adopted pursuant to the Bye-Laws), the following persons held, directly or indirectly, three per cent. or more of the Company's voting rights (in each case for the purposes of Chapter 5 of the Disclosure Guidance and Transparency Rules):

<i>Name</i>	<i>% voting rights</i>
Giles Brand	32.14
The Corporation of Lloyds	9.77
Canaccord Genuity Wealth Management	7.31
Boston Trust Company Limited (Trustee of the EBT)	5.82
Premier Miton Investors	5.46
Lombard Odier Darier Hentsch	3.25

## **2.2 Who are the Directors?**

No member of the Group has any executive directors. The following individuals are the non-executive directors of the Company: Clive Spears (Chairman), Heather Bestwick, David Pirouet, Nicholas Wilson and Michael Gray.

## **2.3 Who are the statutory auditors?**

The statutory auditors to the Group are KPMG Audit LLC of Heritage Court, 41 Athol Street, Douglas, Isle of Man, IM1 1LA.

## **2.4 What is the key financial information regarding the Group?**

The selected historical financial information set out below, which has been prepared under IFRS, has been extracted without material adjustment from the annual reports and audited consolidated financial statements of the Group for each of the three financial years ended 31 January 2019, 2020 and 2021 and the interim reports and unaudited financial statements of the Group for each of the six months ended 31 July 2020 and 31 July 2021 which have been incorporated into this Prospectus by reference.

### **Additional information relevant to closed ended funds (unaudited)**

<i>Share Class</i>	<i>Total NAV*</i>	<i>No. of Shares</i>	<i>NAV per Share*</i>		<i>Historical performance of the Company</i>				
					<i>6 months (%)</i>	<i>1 year (%)</i>	<i>3 years (%)</i>	<i>5 years (%)</i>	<i>10 years (%)</i>
Ordinary Shares	£172.4 million	32,148,823	536.19p	NAV per Share total return	8	35	168	67	554

\* As at 31 October 2021, being the latest published NAV prior to the publication of this Prospectus.

## Statement of Comprehensive Income

	Year ended 31 January		Six months ended 31 July		
	2019 (audited)	2020 (audited)	2021 (audited)	2020 (unaudited)	2021 (unaudited)
Total income/(loss) (£'000)	(3,588.1)	39,670.1	42,016.2	(2,438.3)	36,735.2
Total comprehensive income/(loss) (£'000)	(6,671.3)	36,224.7	38,253.0	(4,172.9)	34,309.7
Performance fee (£'000)	(418.7)	7,445.0	16,893.0	6,370.5	26,592.3
Investment Management Fee (£'000)	1,137.1	1,642.5	1,937.2	938.0	1,029.0
Other Expenses (£'000)	1,476.8	1,483.1	1,506.3	636.8	1,236.6
Basic earnings/(loss) per Ordinary Share (pence)	(23.47)	112.86	116.69	(12.69)	106.72

## Statement of Assets and Liabilities

	As at 31 January		As at 31 July	
	2019 (audited)	2020 (audited)	2021 (audited)	2021 (unaudited)
Net assets (£'000)	59,812	104,258	140,693	174,342
Net asset value per Ordinary Share (pence)	205.19	317.18	437.63	542.30

### 2.5 What are the key risks that are specific to the issuer?

The attention of investors is drawn to the risks associated with an investment in the Group which, in particular, include the following:

- Meeting the Company's investment objective is a target but the existence of such an objective should not be considered as an assurance or guarantee that it can or will be met. The Company will be dependent upon the Investment Advisor's successful implementation of the Company's investing policy and its investment strategies, and ultimately on its ability to create an investment portfolio capable of generating attractive returns.
- The Company holds a concentrated investment portfolio and as at 31 October 2021 is approximately 86 per cent. of the Company's gross asset value is represented by 5 investments. In particular, approximately 62 per cent. of the gross asset value of the Company as at 31 October 2021 is represented by the Group's investment in the equity securities of Luceco. Any adverse decline in the value of the Group's investment in Luceco may have a material adverse effect on the Company's ability to pay the Final Capital Entitlement on the ZDP Shares in full on the ZDP Repayment Date.
- The Company's portfolio comprises equity interests in, and debt owed by, unquoted private companies which may be difficult to value and/or realise. The future success of the Company is dependent upon the performance of its portfolio and the identification and acquisition of suitable investment opportunities. There can be no guarantees that such investments can or will be acquired or that its current or future investments will be successful.
- The Company may employ third party borrowings at the level of the Company and/or at the level of any Group entity through which the Company invests. In the event that the Company's income falls for whatever reason, the use of borrowings will increase the impact of such a fall on the net revenue of the Company and accordingly, this will could have a material adverse effect on the performance of the Company and its ability to pay the Final Capital Entitlement on the ZDP Shares in full on the ZDP Repayment Date.

## 3 Key information on the securities

### 3.1 What are the main features of the securities?

#### ZDP Shares

The securities which the Company is targeting to issue pursuant to the Placing is 20 million Zero Dividend Preference Shares of one pence each, whose ISIN is BMG3163K1137, SEDOL number is BMFSHK1 and ticker symbol is ESOZ. The maximum number of ZDP Shares to be issued pursuant to the Placing is 20 million ZDP Shares. The currency of the ZDP Shares is Sterling.

As at 1 December 2021, being the latest practicable date prior to publication of this Prospectus there were no ZDP Shares in issue. As at the same date, the Company had 32,148,823 Ordinary Shares in issue. The Ordinary Shares are quoted on the AIM market of the London Stock Exchange and on the Aquis Stock Exchange (formerly the NEX Exchange). The Loan Notes are quoted on the Aquis Stock Exchange (formerly the NEX Exchange).

### ***Rights attaching to the ZDP Shares***

The ZDP Shares will carry no entitlement to income and the whole of any return will therefore take the form of capital. The ZDP Shares will have an initial capital entitlement on 17 December 2021 of 100p per ZDP Share (being equivalent to the Placing Price) and will have a Final Capital Entitlement of 129.14p per ZDP Share on 16 December 2026, equivalent to a Gross Redemption Yield of 5.25 per cent. per annum on the Placing Price. No further ZDP Shares will be issued at a price which has the effect of reducing the Cover for the ZDP Shares, at or around the time of the issue of such additional ZDP Shares, below four times. The ZDP Shares will not carry the right to vote at general meetings of the Company, but they will carry the right to vote as a class on certain proposals which would be likely to affect materially their position.

### ***Rank of securities in the issuer's capital structure in the event of insolvency***

The ZDP Shares will rank in priority to the Ordinary Shares in the event of an insolvency of the Company.

### ***Restrictions on the free transferability of the ZDP Shares***

Subject as provided below, any ZDP Shareholder may transfer all or any of their ZDP Shares by instrument of transfer in any form which the Directors may approve, subject to compliance with applicable securities laws. The Board may in its absolute discretion and without giving any reason, refuse to register a transfer of a partly paid share provided that the Directors have exercised their discretion without thereby prejudicing dealings being on an open and proper basis. The Board may also refuse to register a transfer of uncertificated shares in such other circumstances as may be permitted or required by the Regulations.

### ***Dividend Policy***

No dividends will be paid to any ZDP Shareholders. Dividends and other payments to holders of Ordinary Shares will be restricted while the ZDP Shares are in issue unless the Cover is at least three times immediately following any such payment.

## **3.2 Where will the securities be traded?**

Application will be made to the London Stock Exchange for all of the ZDP Shares to be issued pursuant to the Placing to be admitted to trading on the Main Market (standard listing segment). It is expected that Admission will become effective, and that dealings in the ZDP Shares will commence, on 17 December 2021.

## **3.3 What are the key risks that are specific to the securities?**

The attention of investors is drawn to the risks associated with an investment in the ZDP Shares issued pursuant to the Placing which, in particular, include the following:

- Although on an insolvency of the Company, the ZDP Shares will rank in priority to the Ordinary Shares, the ZDP Shares will rank behind any secured creditors or unsecured creditors of the Company.
- If the Company is wound up prior to the ZDP Repayment Date, holders of the ZDP Shares may not be entitled to receive the full Final Capital Entitlement.

## **4 Key information on the offer of securities to the public and the admission to trading on a regulated market.**

### **4.1 Under which conditions and timetable can I invest in this security?**

The Company is targeting an issue of 20 million ZDP Shares by way of the Placing. The maximum number of ZDP Shares to be issued pursuant to the Placing is 20 million ZDP Shares. Holders of Ordinary Shares will not suffer any dilution of their voting rights as a result of the issue of the ZDP Shares pursuant to the Placing as ZDP Shares do not carry any voting rights save in limited circumstances.

ZDP Shares are being made available under the Placing at the Placing Price of 100p per ZDP Share. The Placing will close at 11.00 a.m. on 14 December 2021 (or such later date as the Company, the Investment Advisor and Liberum may agree). The results of the Placing are expected to be announced on 15 December 2021. Admission of the ZDP Shares issued pursuant to the Placing is expected to occur on 17 December 2021.

The Placing is conditional upon, *inter alia*, (i) Admission occurring and becoming effective by 8.00 a.m. on or prior to 17 December 2021 (or such later time and/or date, not being later than 8.00 a.m. on 31 January 2022, as the Company, the Investment Advisor and Liberum may agree); (ii) the Placing Agreement becoming otherwise unconditional in all respects (other than in respect of any condition regarding Admission) in relation to the Placing and not having been terminated in accordance with its terms on or before 8.00 a.m. on the date of the Admission; (iii) the Minimum Gross Proceeds being raised pursuant to the Placing; (iv) the Company having the requisite authority to issue and allot the ZDP Shares pursuant to the passing of the Resolution; and (v) Liberum confirming to the Placees their allocation of ZDP Shares.

Application will be made for all of the ZDP Shares to be issued pursuant to the Placing to be admitted to the Official List (by way of a standard listing under Chapter 14 of the Listing Rules) and to trading on the Main Market of the London Stock Exchange.

The costs and expenses (including irrecoverable VAT) of, and incidental to, the Placing payable by the Company are expected to be approximately £610,000 (assuming Gross Proceeds of £20 million). There are no commissions, fees or expenses to be charged to investors by the Company under the Placing.

#### **4.2 Why is this prospectus being produced?**

This Prospectus is being produced in connection with the admission of the ZDP Shares to the standard segment of the Official List and to trading on the main market of the London Stock Exchange.

The Company is targeting an issue of £20 million pursuant to the Placing of ZDP Shares. The Directors intend to use the entirety of the Net Proceeds of the Placing to allow the Company to maintain significant cash balances whilst continuing to invest in accordance with the Company's investing policy.

None of the ZDP Shares available under the Placing are being underwritten.

## RISK FACTORS

Investment in the Company should not be regarded as short-term in nature and involves a high degree of risk. Accordingly, investors should consider carefully all of the information set out in this Prospectus and the risks attaching to an investment in the Company, including, in particular, the risks described below.

The Directors believe that the risks described below are the material risks relating to the ZDP Shares at the date of this Prospectus. There may also be additional risks and uncertainties not currently known to the Directors, or that the Directors deem immaterial at the date of this Prospectus. Investors should review this Prospectus carefully and in its entirety and consult with their professional advisers before making an application to participate in the Placing.

Prospective investors should note that the risks relating to the Company, its industry and the ZDP Shares summarised in the section of this Prospectus headed "Summary" are the risks that the Directors believe to be the most essential to an assessment by a prospective investor of whether to consider an investment in the ZDP Shares. However, as the risks which the Company face relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this Prospectus headed "Summary" but also, among other things, the risks and uncertainties described below.

As required by the UK Prospectus Regulation, the risk that the Directors consider to be the most material risk in each category, taking into account the negative impact on the Company and the probability of its occurrence, has been set out first.

The past performance of the Company and of investments which are referred to in this Prospectus are for information or illustrative purposes only and should not be interpreted as an indication, or as a guarantee, of future performance.

### Risks relating to the ZDP Shares

#### ***Holders of ZDP Shares may not receive the Final Capital Entitlement and the Final Capital Entitlement is not guaranteed***

As a holder of ZDP Shares, on an insolvency of the Company, the ZDP Shares would rank in priority to any return of capital to the holders of Ordinary Shares. Therefore, amounts owing to ZDP Shareholders will be repaid to ZDP Shareholders before any amounts are returned to Ordinary Shareholders. Notwithstanding the foregoing, the ZDP Shares will rank behind any secured creditors and unsecured creditors of the Company. Therefore, it is not guaranteed that the Final Capital Entitlement will be paid. On a return of assets, including the winding-up of the Company, the ZDP Shareholders would only receive the Final Capital Entitlement if there are sufficient assets of the Company, having first taken account of prior ranking liabilities and having regard to any unsecured liabilities of the Company. The ZDP Shares are not a secured, protected or guaranteed investment.

Further, redemptions of ZDP Shares may only be made in compliance with the Bermuda Companies Act which requires that no redemption may be made if, on the date the redemption is to be effected, there are reasonable grounds for believing that the Company is, or after the redemption would be, unable to pay its liabilities as they become due. Furthermore, any premium payable on redemption may only be paid from (i) funds of the Company otherwise available for payment of dividend or distributions; or (ii) out of the Company's share premium account.

The ability of the Company to redeem the ZDP Shares depends on its ability to realise value from its investment portfolio or to borrow funds or raise equity on or prior to the ZDP Repayment Date. Events or changes that will have a material adverse effect on the business of the Company or on the Group's ability to realise its investments for their present value may have a material adverse effect on the Company's ability to pay the Final Capital Entitlement on the ZDP Shares in full on the ZDP Repayment Date.

In addition, if the Company is wound up prior to the ZDP Repayment Date, holders of ZDP Shares may not be entitled to receive the full Final Capital Entitlement. The amount received would therefore be less than

the Final Capital Entitlement and would be subject to the Company having sufficient net assets to pay the Final Capital Entitlement to the holders of ZDP Shares.

***Future share issues, share buy backs or raising of new debt facilities could dilute the interests of the ZDP Shareholders and lower the price of the ZDP Shares***

The Company may issue additional shares in future public offerings or private placements, or make market purchases of its shares, which may dilute the existing investors' interests in the Company. In addition, the issue of additional shares by the Company, or the possibility of such issue, may cause the market price of the ZDP Shares to decline. Furthermore, such additional shares may, subject to any required class consent of the ZDP Shareholders being granted, be of a class ranking in priority to the ZDP Shares in respect of distribution or other rights that may change the risk reward characteristics and reduce the value of the ZDP Shares. Alternatively, the Company may in the longer term raise additional debt facilities which will also be dilutive.

***Interest rate rises are likely to lead to reductions in the market value of the ZDP Shares***

The market value of the ZDP Shares will be affected by changes in general interest rates, with upward movements in interest rates likely to lead to reductions in the market value of the ZDP Shares, as the differential in return profile between the ZDP Shares and alternative investments is likely to narrow.

***The ZDP Shares may trade at a discount***

The ZDP Shares may trade at a discount to their accrued capital entitlement, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition and prospects of the Group. The value of the ZDP Shares can go down as well as up.

***The standard listing of the ZDP Shares will afford the ZDP Shareholders a lower level of regulatory protection than a premium listing***

The ZDP Shares are expected to be admitted to the standard listing segment of the Official List and as a consequence additional ongoing requirements and protections applicable under the Listing Rules to a company admitted to the premium listing segment of the Official List will not apply to the Company.

The ZDP Shares will be listed under Chapter 14 of the Listing Rules and as a consequence a significant number of the Listing Rules will not apply to the Company. ZDP Shareholders will therefore not receive the full protections of the Listing Rules.

***No guarantee that a listing will be maintained***

Listing Rule 14.2.2 requires a minimum of 25 per cent. of the ZDP Shares to be in public hands. Persons in the same group or acting in concert who have an interest in 5 per cent. or more of the ZDP Shares will be excluded from the calculation of the public hands requirement. The Placing is conditional on Admission of the ZDP Shares, and therefore subject to the satisfaction of Listing Rule 14.2.2 as to the number of ZDP Shares held in public hands as at Admission. The Directors will have the discretion to scale back applications under the Placing otherwise than on a *pro rata* basis if the Directors consider this necessary to ensure that sufficient ZDP Shares are held in public hands to satisfy the Listing Rule requirement.

If the number of ZDP Shares in public hands falls below the requisite threshold after their Admission, then the listing of the ZDP Shares may not be capable of being maintained and this is likely to reduce the liquidity of the ZDP Shares and to have a material adverse effect on the ability to sell the ZDP Shares for value prior to the ZDP Repayment Date.

***There may not be a liquid secondary market for the ZDP Shares, the price of which may fluctuate***

There may not be a liquid secondary market for the ZDP Shares, and an investment of this type should be regarded as long-term in nature and may not be suitable as a short-term investment. It should be remembered that the price and value of the ZDP Shares can go down as well as up. The market price and the realisable value of the ZDP Shares, as well as being affected by the underlying value of the Company's net assets, will be affected by interest rates, supply and demand for the ZDP Shares, market conditions and general investor sentiment. As such, the market value and the realisable value (prior to the ZDP

Repayment Date) of the ZDP Shares will fluctuate and may vary considerably. In addition, the published market price of the ZDP Shares will be, typically, their middle market price. Due to the potential difference between the middle market price of the ZDP Shares and the price at which the ZDP Shares can be sold, there is no guarantee that the realisable value of the ZDP Shares will be the same as the published market price.

ZDP Shareholders only have the right to receive the Final Capital Entitlement on the ZDP Repayment Date. ZDP Shareholders wishing to realise their investment prior to that date will therefore be required to dispose of their ZDP Shares on the stock market.

Market liquidity in the shares of companies such as the Company is sometimes less than market liquidity in shares issued by larger companies traded on the London Stock Exchange. There can be no guarantee that a liquid market will exist for the ZDP Shares. Accordingly, ZDP Shareholders may be unable to realise ZDP Shares at all.

Admission should not be taken as implying that there will be a liquid market for the ZDP Shares. There is no guarantee that an active market will develop or be sustained for the ZDP Shares after Admission. If an active trading market is not developed or maintained, the liquidity and trading price of the ZDP Shares could be adversely affected. Even if an active trading market develops, the market price for the ZDP Shares may fall below the Placing Price and ZDP Shareholders may not realise their initial investment.

### **Risks related to the Company's investment objective, policy and strategy**

#### ***There can be no assurance that the Investment Advisor will be successful in implementing the Company's investment objective***

The Company may not achieve its investment objective. Meeting that objective is a target but the existence of such an objective should not be considered as an assurance or guarantee that it can or will be met.

The Company will be dependent upon the Investment Advisor's successful implementation of the Company's investing policy and its investment strategies, and ultimately on its ability to create an investment portfolio capable of generating attractive returns. This implementation in turn will be subject to a number of factors, including market conditions and the timing of investments relative to market cycles, many of which are beyond the control of the Company and difficult to predict.

There can be no assurance that the Company will be successful in sourcing suitable investments or that the Company's portfolio will achieve the Company's target rates of return or that it will not sustain any capital losses through its investments.

If the Company's investment objective is unsuccessful this may have a material adverse effect on the Company's ability to pay the Final Capital Entitlement on the ZDP Shares in full on the ZDP Repayment Date.

#### ***Market conditions may delay or prevent the Company from making appropriate investments that generate attractive returns***

The Company's investment objective requires it to invest in interests which may be both illiquid and scarce. Market conditions may increase illiquidity and scarcity and have a generally negative impact on the Investment Advisor's ability to identify and execute suitable investments that might generate acceptable returns. Market conditions may also restrict the supply of suitable investments that may generate acceptable returns and thereby cause "cash drag" on the Company's performance. Adverse market conditions and their consequences may have a material adverse effect on the Company's investment portfolio default rate, yield on investment and, therefore, cash flows. To the extent that there is a delay in making appropriate investments, this may have a material adverse effect on the Company's ability to pay the Final Capital Entitlement on the ZDP Shares in full on the ZDP Repayment Date.

### **Risks relating to the Company's investment in Luceco**

The Company holds a concentrated investment portfolio and as at 31 October 2021 approximately 86 per cent. of the Company's gross asset value was represented by 5 investments. In particular,

approximately 62 per cent. of the gross asset value of the Company as at 31 October 2021 was represented by the Group's investment in the equity securities of Luceco. The ordinary shares of Luceco are admitted to the premium listing segment of the Official List and are admitted to trading on the Main Market of the London Stock Exchange. Due to the size of the Company's exposure to Luceco, any matters or events having a material adverse effect on Luceco and its business including, but not limited to, rising interest rates, inflation, business and consumer confidence, availability of credit, currency exchange rates and controls, changes in laws, trade barriers, commodity prices, terrorism and political uncertainty may have an adverse effect on the price of Luceco's listed shares and the value of the Group's investment. Any such adverse decline in the value of the Group's investment in Luceco may have a material adverse effect on the Company's ability to pay the Final Capital Entitlement on the ZDP Shares in full on the ZDP Repayment Date.

## **Risks relating to the Company's direct or indirect investments in equity interests and debt owed by unquoted private companies**

### ***The Company's investments***

The Company's portfolio comprises equity interests in, and debt owed by, unquoted private companies which may be difficult to value and/or realise. The future success of the Company is dependent upon the performance of its portfolio and the identification and acquisition of suitable investment opportunities. There can be no guarantees that such investments can or will be acquired or that its current or future investments will be successful.

The Company has invested and may invest in distressed and insolvent companies which have experienced significant operating issues and may have associated financial distress, including companies involved in insolvency proceedings. Although such purchases may result in significant returns, they involve a substantial degree of risk and may not show any return for a considerable period of time. A successful turnaround of an investee company and/or the circumstances in which the rights attaching to a debt investment to convert such investment to equity may not be achieved. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant operating issues and associated financial distress is unusually high. Whilst the Investment Advisor seeks to minimise credit risk and undertake due diligence (as considered appropriate) prior to the Company making an investment, there is no assurance that the Investment Advisor will correctly evaluate the nature and magnitude of the various factors that will affect the prospects for a successful reorganisation or similar action. In any reorganisation or liquidation proceeding relating to a company in which the Company invests, it may lose its entire investment, may be required to accept cash or securities with a value less than its original investment, or be liable to indemnify a lender for losses suffered. If any such losses incurred by the Company are significant, this could impact the Company's ability to pay the Final Capital Entitlement to ZDP Shareholders.

Additionally, it is frequently difficult to obtain accurate information as to the condition of such investments and such information may not exist. Such investments also may be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payment, lender liability and the courts' power to disallow, reduce, subordinate or disenfranchise particular claims. As a result, the Company may have difficulties in valuing or liquidating positions which could have a material adverse effect on the value of the investments made by the Company and the prevailing cover calculation in connection with the ZDP Shares.

Investors should be aware that the Company may seek to leverage its activities. Although the use of leverage may increase the return on investments, it also creates greater potential for loss which could affect the ability of the Company to pay the Final Capital Entitlement to ZDP Shareholders.

Significant risks associated with investments in distressed and insolvent companies include:

- such companies generally have less predictable operating results than more stable companies;
- such companies may have highly indebted capital structures that make them more vulnerable to adverse financial or business developments than less highly indebted companies and they may be at a heightened risk of breaching financial covenants under any financing arrangements to which they are party;

- such companies may be exposed to substantial litigation with less resources to contest claims than more stable companies; and
- such companies are generally dependent on the management talents and efforts of a small group of persons. The death, disability, incapacity or resignation of one or more of those persons could have a material adverse impact on their business and prospects and the investment made.

Such risks could lead to the partial or total loss of the Company's investment in such an investee company and there can be no assurance that any such losses will be offset by gains realised on the Company's other investments. If the Company incurs significant losses as a result of such risks, this could impact the Company's ability to pay the Final Capital Entitlement to ZDP Shareholders.

***Due diligence processes may not reveal all material facts or circumstances***

Before the Company makes any investment, the Investment Advisor may undertake an information gathering exercise. The objective of this exercise is to enable the Investment Advisor to identify attractive investment opportunities based on the facts and circumstances surrounding an investment. When making an assessment regarding an investment, the Investment Advisor will rely on resources available to it, the target of the investment or, in the case of co-investments, the party with whom the Company is co-investing. Accordingly, there can be no assurance that any research and information gathering exercise carried out with respect to any investment opportunity will reveal or highlight all relevant facts that may be necessary or helpful to the Investment Advisor in evaluating such investment opportunity. This could lead to an acquisition being materially overvalued, which could have a significant adverse effect on the performance of the Company.

Additionally, the due diligence undertaken in respect of these investments may be insufficient to reveal all of the past and future liabilities relating to the operations of such investee companies. Such liabilities could include liabilities arising from litigation, breach of environmental regulations, government fines, contractual liabilities and pension deficits, amongst others. The occurrence of any such matters could result in the Company losing some or all of its investment in such companies, which could have a material adverse effect on the performance of the Company and its ability to pay the Final Capital Entitlement to ZDP Shareholders.

***Illiquidity of underlying investments***

The Group may invest in unquoted interests in companies which are not publicly traded or freely marketable and for which a sale may occasionally require the consent of other interested parties. Such investments may therefore be difficult to value and/or realise, and their management and realisation may involve significant time and cost. The illiquidity of these investments may make it difficult to sell investments if the need arises or if the Investment Advisor determines such sale would be in the Company's best interests. In addition, if the Group were to be required to liquidate all or a portion of an investment quickly, the Company may realise significantly less than the value at which the investment was previously recorded. In such circumstances the Company's ability to pay the Final Capital Entitlement to ZDP Shareholders may be adversely affected.

***Ordinary shares in investee companies will usually rank behind all other claims and the Group could fail to recover all or part of its investment***

The Group may hold equity securities of investee companies. Equity securities generally represent the most subordinated in an issuer's capital structure and, as such, generally entitle holders to an interest in the assets of the issuer, if any, remaining after all more senior claims to such assets have been satisfied. Holders of equity securities generally are entitled to dividends only if and to the extent declared by the governing body of the issuer out of income or other assets available, after making interest, dividend and any other required payments in more senior securities of the issuer. Moreover, in the event of an insolvency or winding-up of a company in which the Group holds an investment, the claims of shareholders such as the Group will rank behind all other claims. After repaying holders of more senior securities, such a company may not have any remaining assets to use for repaying amounts owed in respect of an investment by any of the Group. To the extent that any assets remain, holders of claims that rank equally with the investment by the Group would be entitled to share on an equal and rateable basis in distributions that are made out of those assets. Resulting losses to the Group could have a material adverse effect on the performance of the Company, which in turn could have a material adverse effect on the performance of the Company and its ability to pay the Final Capital Entitlement to ZDP Shareholders.

***The Company's investments may, directly or indirectly, be in companies that are highly indebted***

The Company may invest in companies whose capital structures may have a significant amount of debt. In addition, companies that are not or do not become highly leveraged at the time an investment is made may increase their leverage after the time of investment. Investments in highly indebted companies are inherently more sensitive to declines in revenues, increases in expenses and interest rates and adverse economic, market and industry developments. In addition, the incurrence of a significant amount of indebtedness by a company may, among other things:

- limit the company's ability to respond to changing market conditions to the extent additional cash is needed for the response, to make necessary capital expenditures or to take advantage of growth opportunities;
- limit such company's ability to adjust to changing market conditions, thereby placing it at a competitive disadvantage compared to its competitors who have relatively less debt;
- limit the company's ability to engage in strategic acquisitions that may be desirable to generate attractive returns or further growth; and
- limit the company's ability to refinance its debt and/or obtain additional financing on attractive terms or at all.

Additionally, if any investee company breaches any covenants under its financing arrangements and the relevant lender declares the entire amount of such company's indebtedness due and payable or forecloses on any assets pledged as collateral, the Company may lose some or all of its investment in such company. If the Company incurs significant losses as a result of such indebtedness and/or breach, this could have a material adverse effect on the performance of the Company and its ability to pay the Final Capital Entitlement to ZDP Shareholders.

***The amount which the Company invests may exceed the amount realised upon exit***

There can be no guarantee that investments will ultimately be realised for an amount exceeding the amount invested by the Company. Some or all of the Company's investments may be difficult to realise in a timely manner or at an appropriate price, or at all. In such circumstances the Company's ability to pay the Final Capital Entitlement to ZDP Shareholders may be adversely affected.

***Successful implementation of corporate and management strategies***

It is expected that a number of the investments that the Company makes will be in the form of investments for which market quotations are not available. Decisions by the Investment Advisor as to whether to make particular investments and when to exit such investments will be based to a significant extent on an analysis and assessment of both the present value and the expected future value of the relevant investment. Estimates of the future value of investments are inherently uncertain and may not reflect the value the Company is eventually able to realise on such investments due to various factors, including a deterioration in an investee company's trading position or reputation in the market, poor implementation of an investee company's corporate and management strategies, subsequent illiquidity in the market for an investee company's securities or a deterioration in the overall economic climate. The Company's performance and returns could be adversely affected if the value estimates made by the Investment Advisor at the time of investment are materially higher than the values that are ultimately realised on the disposal of such investments. If the Company incurs significant losses as a result of such indebtedness and/or breach, this could have a material adverse effect on the performance of the Company and its ability to pay the Final Capital Entitlement to ZDP Shareholders.

**General**

***The Company may borrow in connection with its investment activities which subjects it to interest rate risk and additional losses if the value of its investments fall***

The Company may employ third party borrowings at the level of the Company and/or at the level of any Group entity through which the Company invests. As at the date of this Prospectus, the Company's only debt is the Loan Notes with an outstanding principal value of £4.0 million which bear a fixed interest rate of 7.5 per cent. per annum. The final repayment date of the Loan Notes is 23 July 2022.

Prospective investors should be aware that, whilst the use of borrowings should enhance the Net Asset Value of the Company when the value of the Company's underlying assets is rising, it will, however, have the opposite effect where the underlying asset value is falling. In addition, in the event that the Company's income falls for whatever reason, the use of borrowings will increase the impact of such a fall on the net revenue of the Company and accordingly, this will could have a material adverse effect on the performance of the Company and its ability to pay the Final Capital Entitlement to ZDP Shareholders.

The Company (and/or any future subsidiary of it that incurs borrowings) will pay interest on any borrowing it incurs. As such, the Company is exposed to interest rate risk due to fluctuations in the prevailing market rates. Interest rate movements may affect the level of income receivable on cash deposits and the interest payable on the Company's variable rate cash borrowings. In the event that interest rate movements lower the level of income receivable on cash deposits or raise the interest required to be paid by the Company the Company's ability to pay the Final Capital Entitlement to ZDP Shareholders may be impacted.

The Company may also invest in other investment funds that employ leverage with the aim of enhancing returns to investors. Where an investment fund employs leverage, shares, limited partnership interests or units in such investment funds will rank after such borrowings and should these investment funds' assets fall in value, their ability to pay their investors may be affected.

### ***Valuation of the Company's portfolio***

The Company's portfolio comprises interests in quoted equity, unquoted private equity and unquoted investment fund assets. The Company determines the fair value of its portfolio with reference to IPEV guidelines and the valuation principles of IFRS 13 (Fair Value Measurement). For unquoted assets, in the absence of a traded market for these assets, determining appropriate portfolio valuations require unobservable inputs that have a significant effect on the asset's valuation. For recently acquired assets, the Company considers the investment cost, in conjunction with cross referencing of the valuation to quoted comparables multiples, as an applicable fair value for the asset. For underperforming assets, the Company considers the net asset or recovery valuation more applicable, in particular where the business' performance is contingent on shareholder financial support. For performing assets, the Company considers the market approach to be the most appropriate with a specific focus on trading comparables, applied on a forward basis. The Company will also consider transaction comparables, applied on a historic basis. For assets managed and valued by third party managers, the Company reviews the valuation methodology of the third-party manager. If deemed appropriate and consistent with the Company's reporting standards, the Company will use the valuation prepared by the third-party manager. The Investment Advisor believe that it is appropriate to apply an illiquidity discount to the multiples of comparable companies when using them to calculate valuations for small, private companies. This discount adjusts for the difference in size between generally larger comparable companies and the smaller assets being valued. The illiquidity discount also incorporates the premium the market gives to comparable companies for being freely traded or listed securities. The Investment Advisor is entitled to receive a management fee for its services to the Company which is based, in part, on the value of the Company's investments. This creates a potential conflict of interest as the Investment Advisor is involved in the preparation of the valuation of the Company's investments. This risk is mitigated by the review and approval of the valuations by the Company's independent Board of Directors and the Company's auditors.

### ***COVID-19 (Coronavirus)***

At the date of this Prospectus, the COVID-19 coronavirus pandemic is continuing to cause economic disruption in most of the world's leading economies, with the pandemic having caused a state of emergency to be declared in various countries, travel restrictions and quarantines to be imposed and various institutions and companies to be closed. Looking beyond the short-term disruption it is extremely difficult to predict what the medium and long-term consequences (whether positive or negative) might be for companies in which the Group directly or indirectly invests, as the extent and duration of any disruption is currently very unclear. Even if the immediate disruption subsides it is unclear whether the virus may perhaps remain active in the population as a seasonal illness occurring annually, and whether the vaccines developed and approved for widespread public use will have a sufficient preventative benefit on a longer-term basis. There is potential for this disruption to have a material adverse effect on the ability of investee companies in which the Company invests to conduct their respective businesses and operations in the ordinary course which in turn could have a material adverse effect on the Group, including its financial position and may materially

prejudice future Shareholder returns, including but not limited to, the right of ZDP Shareholders to receive their full Final Capital Entitlement on the ZDP Repayment Date.

### **Risks related to the Investment Advisor**

#### ***Failure by service providers to Group to perform their obligations could materially disrupt or damage the business of the Company with adverse effects on its business or performance***

Neither the Company nor any other member of the Group has any employees and they rely upon the performance of third-party service providers to perform their executive functions. In particular, the Company is reliant on advice provided by the Investment Advisor. In particular, the Company's performance is likely to be dependent on the effectiveness of the Investment Advisor in the provision of the investment advisory services to the Company. Failure by any service provider to carry out its obligations to the Group in accordance with the terms of its appointment without exercising due care and skill, or to perform its obligations to the Group at all as a result of insolvency or other causes could have a materially adverse effect on the Company's performance. The termination of any relationship between any member of the Group and any third-party service provider, or any delay in appointing a replacement for such service provider, could materially disrupt the business of the Company and could have a material adverse effect on the performance of the Company and its ability to pay the Final Capital Entitlement to ZDP Shareholders.

#### ***The Company's performance may be adversely affected should certain individuals cease to provide their services to the Company***

The success of the Company depends on the diligence, skill and business contacts of the Investment Advisor, in particular, of Giles Brand. In addition, the success of the Company will depend upon the effectiveness with which the Investment Advisor provides its services, which in turn will depend on the continued service, in their respective positions, of certain individuals, principally Giles Brand. The Company cannot predict the impact that any such departures would have on the Company's ability to achieve its investment objectives. The departure of any of these individuals for any reason, or the failure to appoint qualified or effective successors in the event of such departures, could have a material adverse effect on the performance of the Company and its ability to pay the Final Capital Entitlement to ZDP Shareholders.

### **Risks related to regulation and taxation**

#### ***Taxation***

The Finance Act 2013 introduced disguised interest provisions intended to make returns which are economically equivalent to interest subject to tax as income. If the provisions apply to the ZDP Shares, it is likely that the return on the ZDP Shares would be subject to tax as income in the hands of UK resident individuals and others who are subject to UK income tax. There is an exception to these provisions and it is considered likely that this exception should apply to the ZDP Shares.

Any change in the Group's tax status or in taxation legislation or practice in the United Kingdom or elsewhere, could affect the value of the investments held by the Group and the Group's ability to provide returns to Shareholders and could also affect the tax treatment of the ZDP Shares and the tax treatment of their Final Capital Entitlement.

Statements in this Prospectus concerning the taxation of Shareholders are based upon current UK, Bermuda and Jersey tax law and published practice, which law and practice are in principle subject to change (potentially with retrospective effect) that could adversely affect the ability of the Company to meet its investment objective. Statements in this Prospectus in particular take into account the United Kingdom offshore fund rules. Should the Company or any class of shares be regarded as subject to the UK offshore fund rules, this may have adverse tax consequences for certain classes of UK resident Shareholders on the disposal of the ZDP Shares.

#### ***Non-UK tax residence or non-trading status of the Company could be challenged or transactions could be taxed under certain UK anti-avoidance rules***

The Company must conduct its operations in a manner that ensures that it is not treated as being tax resident or as having a taxable presence outside Jersey. Given the location of the assets is predominantly in the UK, the most likely alternative jurisdiction in which the Company may be tax resident is the UK. It is

intended that the affairs of the Company will continue to be conducted so that the central management and control of the Company is not exercised in the UK and, consequently, so that the Company is not UK tax resident. However, it cannot be guaranteed that HMRC will not challenge the position. In order to maintain its non-UK tax residence status, the Company is required to be centrally managed and controlled outside the UK. The composition of the board of the Company, the manner in which the Board conducts its business and the location(s) in which the Board makes decisions will be important in determining and maintaining the non-UK tax residence of the Company. While the Company is incorporated in Bermuda and tax resident in Jersey and a majority of its directors are resident outside the UK, continued attention must be paid to ensure that major decisions by the Company are not made in the UK, to avoid the risk that the Company may lose its non-UK tax residence status.

There is a risk that management errors could potentially lead to the Company being considered UK tax resident. If so, this is likely to result in the Company paying more UK tax than is anticipated, which would negatively affect its financial and operating results. In addition, even where a company maintains its non-UK tax residence status, it will potentially be subject to UK corporation tax if it is carrying on a trade in the UK, in which case the relevant company will be subject to UK income or corporation tax on the income profits and capital gains attributable to its UK trade. It is intended that the Company will not undertake any UK trading activities. It cannot be guaranteed that HMRC will not seek to contend that the Company has acquired one or more of its assets as trading stock and, consequently, is carrying on a trade in the UK. If any such contention were correct, this is likely to result in the Company paying more UK tax than is anticipated. This may affect the Company's performance and therefore its ability to pay the Final Capital Entitlement to ZDP Shareholders.

***Changes in tax legislation could result in the imposition of additional and material tax liabilities on ZDP Shareholders***

Laws in relation to tax (including applicable rates of taxation) and tax authority practice are subject to change. Any change in tax legislation or proposed legislation, or in the interpretation of tax legislation or proposed legislation by tax authorities or courts, or tax rates could adversely affect the after-tax return to ZDP Shareholders from their investment in the Company, possibly with retrospective effect. This could affect the tax treatment for shareholders of their investments in the Company (including the applicable rates of tax and availability of reliefs).

Prospective investors should consult their tax advisers with respect to their own tax position before deciding whether to invest in the Company.

***Enforcement of Judgements***

As the Company is a Bermuda exempted company, the rights of Ordinary Shareholders and ZDP Shareholders are governed by Bermuda law. The rights of shareholders under Bermuda law may differ from the rights of shareholders of companies incorporated in other jurisdictions. The majority of the Directors referred to in this Prospectus are not residents of the UK. As a result, it may be difficult for investors to effect service of proceedings issued in the UK on those persons, or to enforce judgements obtained in the UK courts against the Company or those persons who may be liable under UK law but are not subject to UK jurisdiction.

## IMPORTANT INFORMATION

Prospective ZDP Shareholders should rely only on the information contained in this Prospectus. No person has been authorised to give any information or make any representations other than as contained in this Prospectus and, if given or made, such information or representations must not be relied on as having been authorised by the Company, the Investment Advisor, the Administrator or Liberum or any of their respective affiliates, officers, directors, employees or agents. Without prejudice to the Company's obligations under the Prospectus Regulation Rules, the Listing Rules and the Disclosure Guidance and Transparency Rules neither the delivery of this Prospectus nor any subscription made under this Prospectus shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Prospectus or that the information contained herein is correct as at any time subsequent to its date.

Prospective ZDP Shareholders must not treat the contents of this Prospectus or any subsequent communications from the Company, the Investment Advisor, the Administrator or Liberum or any of their respective affiliates, officers, directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

In connection with the Placing, Liberum or any of its affiliates acting as an investor for its or their own account(s) may subscribe for the ZDP Shares and, in that capacity, may retain, purchase, sell, offer to sell or otherwise deal for its or their own account(s) in ZDP Shares, any other securities of the Company or related investments in connection with the Placing, or otherwise. Accordingly, references in this Prospectus to the ZDP Shares being issued, offered, subscribed or otherwise dealt with, should be read as including any issue or offer to, or subscription or dealing by, Liberum or any of its affiliates acting as an investor for its or their own account(s). Liberum does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

If you are in doubt about the contents of this Prospectus you should consult your stockbroker, bank manager, solicitor, accountant, legal or professional adviser or other financial adviser.

### Data protection

The information that a prospective investor provides in documents in relation to a subscription for ZDP Shares or subsequently by whatever means which relates to the prospective investor (if it is an individual) or a third party individual (personal data) will be processed by the Group at all times in compliance with material requirements of applicable data protection legislation (including the GDPR, the DP Act and the PIPA) in Bermuda, Jersey, the United Kingdom and/or the EEA, as appropriate (the "**DP Legislation**") and shall only process such information for the purposes set out in the Group's privacy policy (the "**Purposes**") which is available for consultation on the Company's website [www.epespecialopportunities.com/](http://www.epespecialopportunities.com/) (the "**Privacy Policy**").

Where necessary to fulfil the Purposes, the Group may disclose personal data to:

- third parties located either within, or outside of, Bermuda, Jersey, the United Kingdom and/or the EEA, for the Registrar and the Administrator to perform their respective functions and in particular in connection with the holding of ZDP Shares; or
- the Registrar, the Administrator, the Investment Advisor and their respective associates, some of which are located outside of Bermuda, Jersey, the United Kingdom and/or the EEA.

Any sharing by the Group of personal data with third parties will be carried out in compliance with DP Legislation and as set out in the Privacy Policy.

Each investor acknowledges that by submitting his or her personal data to the Registrar (acting for and on behalf of the Company) where the investor is a natural person he or she represents and warrants that (as applicable) he or she has read and understood the terms of the Privacy Policy and shall provide consent to the processing of his/her personal data for the Purposes where such consent is required.

Each investor hereby represents and warrants to the Group, the Registrar and the Administrator that by submitting personal data that is not the investor's own personal data to the Registrar (acting for and on behalf of the Company):

- it has brought the Privacy Policy to the attention of any underlying data subjects on whose behalf or account the investor may act or whose personal data will be disclosed to the Group and the Administrator as a result of the investor agreeing to subscribe for ZDP Shares under the Placing and has provided such underlying data subjects with details of the Purposes for which their personal data will be used;
- where consent is required under DP Legislation, the investor has obtained the consent of any data subject to the Group, the Administrator and the Registrar and their respective affiliates and group companies, processing their personal data for the Purposes; and
- the investor has complied in all other respects with all applicable DP Legislation in respect of disclosure and provision of personal data to the Group.

Each investor acknowledges and consents that where appropriate it may be necessary for the Company (or any third party, functionary or agent appointed by the Company), the Registrar, the Administrator and/or the Investment Advisor to:

- disclose personal data to third party service providers, agents or functionaries, whether situated in or outside of Bermuda, Jersey, the United Kingdom and/or the EEA appointed by the Company or its agents to provide services to prospective investors; and
- transfer personal data outside of Bermuda, Jersey, the United Kingdom and/or the EEA to countries or territories which do not offer the same level of protection for the rights and freedoms of prospective investors as the United Kingdom.

If the Company (or any third party, functionary or agent appointed by the Company), the Registrar, the Administrator and/or the Investment Advisor discloses personal data to such a third party, agent or functionary and/or makes such a transfer of personal data it will use reasonable endeavours to ensure that any third party, agent or functionary to whom the relevant personal data is disclosed or transferred is contractually bound to provide an adequate level of protection in respect of such personal data.

Prospective investors are responsible for informing any third party individual to whom the personal data relates to the disclosure and use of such data in accordance with these provisions.

### **Information to distributors**

Solely for the purposes of the product governance requirements contained within PROD 3 of the FCA's Product Intervention and Product Governance Sourcebook (the "**Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the ZDP Shares have been subject to a product approval process, which has determined that the ZDP Shares to be issued pursuant to the Placing are: (i) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties, each as defined in COBS 3.5 and 3.6 of the FCA's Conduct of Business Sourcebook, respectively; and (ii) eligible for distribution through all distribution channels as are permitted by the Product Governance Requirements (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: (a) the price of the ZDP Shares may decline and investors could lose all or part of their investment; the ZDP Shares offer no guaranteed income and no capital protection; (b) an investment in the ZDP Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of the FCA's Conduct of Business Sourcebook; or (b) a

recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the ZDP Shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the ZDP Shares and determining appropriate distribution channels.

### **PRIPs Regulation**

In accordance with the PRIPs Regulation, a Key Information Document in respect of the ZDP Shares has been prepared by the Company and is available to investors at [www.epespecialopportunities.com/](http://www.epespecialopportunities.com/). If you are distributing the ZDP Shares, it is your responsibility to ensure that the relevant Key Information Document is provided to any clients that are “retail clients”.

The Company is the only manufacturer of the ZDP Shares for the purposes of the PRIPs Regulation and neither the Investment Advisor nor Liberum is a manufacturer for these purposes. Neither the Investment Advisor nor Liberum makes any representations, express or implied, or accepts any responsibility whatsoever for the contents of any Key Information Document prepared by the Company nor accepts any responsibility to update the contents of any Key Information Document in accordance with the PRIPs Regulation, to undertake any review processes in relation thereto or to provide such Key Information Document to future distributors of ZDP Shares. Each of the Investment Advisor and Liberum and their respective affiliates accordingly disclaim all and any liability whether arising in tort or contract or otherwise which it or they might have in respect of any Key Information Document prepared by the Company.

### **The AIFM Regime and the EU AIFM Regime**

The regulatory regimes in the UK and the European Union covering the management, administration and marketing of alternative investment funds, widely referred to as “AIFMD”, require the alternative investment fund manager (the “**AIFM**”) of a fund such as the Company to comply with extensive sets of requirements in connection with the marketing of shares in the capital of the Company in the UK and/or the European Union (as appropriate). The regimes are intended to offer an appropriate level of protection to investors in investment products that do not fall under the regimes in the UK and the European Union (as appropriate) for regulation of certain investment products known as “UCITS”. The Company is a Jersey domiciled, externally managed non-EU alternative investment fund for the purposes of the AIFM Regime and the EU AIFM Regime. EPIC Investment Partners (UK) Limited has overall responsibility for the Company’s activities, including its risk and portfolio management activities. EPIC Investment Partners (UK) Limited is therefore the Company’s AIFM for the purposes of the AIFM Regime and the EU AIFM Regime.

### **Regulatory information**

This Prospectus does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, ZDP Shares in any jurisdiction in which such offer or solicitation is unlawful. The issue or circulation of this Prospectus may be prohibited in some countries.

### **Investment considerations**

The ZDP Shares may not be a suitable investment for all investors. An investment in any ZDP Shares is suitable only for investors who are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear losses (which may equal the whole amount invested) that may result from such an investment. An investment in any ZDP Shares should constitute part of a diversified investment portfolio. Typical investors are expected to be professional investors and professionally advised private investors. If investors are in any doubt as to the consequences of their acquiring or holding any ZDP Shares, or whether an investment in ZDP Shares is suitable for them in the light of information contained in this Prospectus or their personal circumstances, including the financial resources available to them, they should consult their stockbroker or other independent financial adviser authorised under FSMA or, in the case of investors outside the United Kingdom, another appropriately authorised independent financial adviser before making their own decision to invest in ZDP Shares.

Any potential investor in the ZDP Shares must determine the suitability of that investment in light of his own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of: (i) the ZDP Shares; (ii) the merits and risks of investing in the ZDP Shares and thereby in a company incorporated in Bermuda; and (iii) the information contained or incorporated by reference in this Prospectus or any applicable supplement;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of his particular financial situation, an investment in the ZDP Shares and the impact such investment will have on his overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the ZDP Shares;
- understand thoroughly the terms of the ZDP Shares and be familiar with the behaviour of financial markets in which they participate; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect his investment and his ability to bear the applicable risks.

The contents of this Prospectus or any other communications from the Company, the Investment Advisor or Liberum and any of their respective affiliates, directors, officers, employees or agents are not to be construed as advice relating to legal, financial, taxation, investment or any other matters. Prospective investors in the ZDP Shares should inform themselves as to:

- the legal requirements within their own countries for the purchase, holding, transfer or other disposal of ZDP Shares;
- any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of ZDP Shares which they might encounter; and
- the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of ZDP Shares.

Prospective investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Group and an investment in the ZDP Shares.

An investment in the ZDP Shares should be regarded as a long-term investment. There can be no assurance that the Company will be able to pay the Final Capital Entitlement on the ZDP Repayment Date in full. It should be remembered that the price of securities and the income from them can go down as well as up.

### **Forward looking statements**

This Prospectus includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or in each case, their negative or other variations or comparable terminology. These forward-looking statements relate to matters that are not historical facts. They appear in a number of places throughout this Prospectus and include statements regarding the intentions, beliefs or current expectations of the Company, the Directors and the Investment Advisor concerning, amongst other things, the investment strategy, financing strategies, investment performance, results of operations, financial condition, prospects and the dividend policies of the Company. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. These factors include, but are not limited to, changes in general market conditions, legislative or regulatory changes, changes in taxation regimes or development planning regimes, the Company’s ability to invest its cash and the proceeds of the Placing in suitable investments on a timely basis and the availability and cost of capital for future investments.

Prospective ZDP Shareholders are advised to read this Prospectus in its entirety, and, in particular, the section of this Prospectus entitled “Risk Factors” for a further discussion of the factors that could affect the Company’s future performance. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this Prospectus may not occur or may not occur as foreseen.

These forward-looking statements speak only as at the date of this Prospectus. Subject to its legal and regulatory obligations (including under the Listing Rules, the Prospectus Regulation Rules, the DTRs and the Takeover Code), the Company expressly disclaims any obligations to update or revise any forward-looking statement contained herein to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based unless required to do so by law or any appropriate regulatory authority, including FSMA, the Listing Rules, the Prospectus Regulation Rules and the DTRs.

Nothing in the preceding three paragraphs should be taken as limiting the working capital statement under the section headed “Working Capital” of Part 7 of this Prospectus.

### **Presentation of financial information**

All financial information for the Group prepared to date is, and all future financial information for the Company and the Group is intended to be, prepared in accordance with IFRS. In making an investment decision, prospective investors must rely on their own examination of the Company and the Group from time to time and the terms of the Placing.

### **Presentation of Net Asset Value**

Except in respect of calculation of the Investment Advisor’s advisory fee or as expressly stated otherwise, references to Net Asset Value of the Company (or Net Asset Value per Ordinary Share) are references to the Net Asset Value of the Company (or Net Asset Value per Ordinary Share) excluding profits attributable to the relevant calendar quarter in respect of which the NAV is calculated.

### **Presentation of industry, market and other data**

Information regarding markets, market size, market share, market position, growth rates and other industry data pertaining to the Company’s business contained in this Prospectus consists of estimates based on data and reports compiled by professional organisations and analysts or data from other external sources and on the Company’s, the Directors’ and Investment Advisor’s knowledge. Information regarding the macroeconomic environment has been compiled from publicly available sources. In many cases, there is no readily available external information (whether from trade associations, government bodies or other organisations) to validate market-related analyses and estimates, requiring the Company to rely on internally developed estimates. The Company takes responsibility for compiling, extracting and reproducing market or other industry data from external sources, including third parties or industry or general publications, but none of the Company, the Investment Advisor or Liberum has independently verified that data. The Company gives no assurance as to the accuracy and completeness of, and takes no further responsibility for, such data. Similarly, while the Company believes its and the Investment Advisor’s internal estimates to be reasonable, they have not been verified by any independent sources and the Company cannot give any assurance as to their accuracy.

### **Currency presentation**

Unless otherwise indicated, all references in this Prospectus to “**GBP**”, “**pounds sterling**”, “**Sterling**”, “**£**”, “**pence**” or “**p**” are to the lawful currency of the UK, and all references to “**US Dollars**” or “**US\$**” are to the lawful currency of the US.

### **Governing law**

Unless otherwise stated, statements made in this Prospectus are based on the law and practice currently in force in England and Wales and Bermuda.

### **Website**

The contents of the Company’s website, [www.epespecialopportunities.com](http://www.epespecialopportunities.com), does not form part of this Prospectus. Investors should base their decision whether or not to invest in the ZDP Shares on the contents of this Prospectus alone.

**Notice to prospective investors in the European Economic Area**

The ZDP Shares have not been, and will not be, registered under the securities laws, or with any securities regulatory authority of, any member state of the EEA and subject to certain exceptions, the ZDP Shares may not, directly or indirectly, be offered, sold, taken up or delivered in or into any member state of the EEA. The distribution of this Prospectus in other jurisdictions may be restricted by law and therefore persons into whose possession this Prospectus comes should inform themselves about and observe any such restrictions.

## CONSEQUENCES OF A STANDARD LISTING

Application will be made for the ZDP Shares issued pursuant to the Placing to be admitted to the standard segment of the Official List pursuant to Chapter 14 of the Listing Rules, which sets out the requirements for standard listings. A standard listing affords ZDP Shareholders a lower level of regulatory protection than that afforded to investors in securities that are admitted to the premium segment of the Official List.

As a consequence of admission of the ZDP Shares to the standard segment of the Official List, the Company is not required to comply with the provisions of, among other things:

- the premium listing principles set out in Listing Rule 7.2.1A of the Listing Rules;
- Chapter 8 of the Listing Rules regarding the appointment of a listing sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters;
- Chapter 9 of the Listing Rules relating to continuing obligations;
- Chapter 10 of the Listing Rules relating to significant transactions which require shareholder consent for certain acquisitions;
- Chapter 11 of the Listing Rules regarding related party transactions;
- Chapter 12 of the Listing Rules regarding purchases by an issuer of its own shares; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to shareholders.

The ZDP Shareholders will therefore not receive the full protections set out in the Listing Rules that apply to issuers that are admitted to the premium segment of the Official List.

In addition, the Bye-Laws (full details of which are provided in Part 9 of this Prospectus) contain certain limitations on the actions of the Company that are designed to protect the interests of the ZDP Shareholders.

Listing Rule 7.1.1 states that the listing principles set out in Listing Rule 7.2.1 apply to every listed company in respect of all obligations arising from the Listing Rules, the Disclosure Guidance and Transparency Rules and the corporate governance rules. Accordingly, as regards these obligations, the Company must:

- take reasonable steps to establish and maintain adequate procedures, systems and controls to enable it to comply with its obligations; and
- deal with the FCA in an open and co-operative manner.

Listing Rule 14.3 sets out the continuing obligations which will apply to the Company. It requires that all the Company's listed securities must be admitted to trading on a regulated market at all times. In addition, the Company must have a minimum number of shares (25 per cent.) of any listed class in public hands at all times in the relevant jurisdictions (or such lower percentage that the FCA may agree to if it considers that the market will operate properly with a lower percentage in view of the large number of shares of the same class and the extent of their distribution to the public) and must notify the FCA as soon as possible if these holdings fall below the stated level. There are a number of other continuing obligations set out in Chapter 14 of the Listing Rules that apply to the Company. These include requirements as to:

- the forwarding of circulars and other documentation to the FCA for publication through the national storage mechanism, and related notification to an RIS;
- the provision to the FCA of up-to-date contact details of appropriate persons to act as the first point of contact with the FCA;
- the form and content of temporary and definitive documents of title;
- the appointment of a registrar;
- the RIS notification obligation in relation to a range of debt and equity capital issues; and
- compliance with the Disclosure Guidance and Transparency Rules.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Prospectus	2 December 2021
Placing closes	11.00 a.m. on 14 December 2021
Publication of results of the Placing*	15 December 2021
Admission and commencement of dealings in the ZDP Shares issued under the Placing	8.00 a.m. on 17 December 2021
CREST accounts credited in respect of Depository Interests (representing uncertificated ZDP Shares issued under the Placing)	8.00 a.m. on 17 December 2021
Where applicable, share certificates despatched in respect of certificated ZDP Shares issued under the Placing	Week commencing 3 January 2022

*Times and dates are subject to change*

\* *The Directors may, with the prior approval of the Company and Liberum, extend such date and thereby extend the Placing period to a time and date no later than 31 January 2022. If the Placing period is extended, the Company will notify investors of such change by the publication of an RNS announcement.*

## PLACING STATISTICS

Target size of the Placing	20 million ZDP Shares
Placing Price	£1.00
Target Gross Proceeds receivable by the Company*	£20 million
Final Capital Entitlement	129.14 pence per ZDP Share
Gross redemption yield at Placing Price	5.25 per cent.
Cover following the Placing	8.17 times

\* *The maximum number of ZDP Shares to be issued pursuant to the Placing is 20 million ZDP Shares. The number of ZDP Shares to be issued pursuant to the Placing, and therefore the Gross Proceeds, is not known at the date of this Prospectus but will be notified by the Company via an RNS announcement prior to Admission. The Placing will not proceed if the Minimum Gross Proceeds are not raised. It is also assumed for this purpose that 20 million ZDP Shares are issued pursuant to the Placing.*

## DEALING CODES

The dealing codes for the ZDP Shares are as follows:

ISIN:	BMG3163K1137
SEDOL:	BMFSHK1
Ticker:	ES0Z

The LEI of the Company is 213800BQKN9C23A7LK98.

## DIRECTORS, INVESTMENT ADVISOR AND ADVISERS

<b>Directors</b>	Clive Spears ( <i>Chairman</i> ) Heather Bestwick Michael Gray David Pirouet Nicholas Wilson  <i>all of the registered office below</i>
<b>Registered Office</b>	Clarendon House 2 Church Street Hamilton HM 11 Bermuda
<b>Principal place of business</b>	Liberation House Castle Street St Helier Jersey JE1 2LH
<b>Investment Advisor</b>	EPIC Investment Partners LLP Audrey House, 16-20 Ely Place London EC1N 6SN
<b>Administrator and Company Secretary to the Group</b>	Langham Hall Fund Management (Jersey) Limited Liberation House Castle Street St Helier Jersey JE1 2LH
<b>Registered Agent (Bermuda)</b>	Conyers Dill & Pearman Corporate Services (Bermuda) Limited Clarendon House 2 Church Street Hamilton HM 11 Bermuda
<b>CREST Provider</b>	Computershare Investor Services (Jersey) Limited Queensway House Hilgrove Street St Helier Jersey JE1 1ES
<b>Broker and Sole Bookrunner to the Company</b>	Liberum Capital Limited Level 12, Ropemaker Place 25 Ropemaker Street London EC2Y 9LY
<b>Nominated Adviser and Broker (in respect of the Ordinary Shares)</b>	Numis Securities Limited Cheapside House 138 Cheapside London EC2V 6LH

<b>English Legal Adviser to the Company</b>	Gowling WLG (UK) LLP 4 More London Riverside London SE1 2AU
<b>English Legal Adviser to the Broker and Sole Bookrunner</b>	Stephenson Harwood 1 Finsbury Circus London EC2M 7SH
<b>Bermuda Legal Adviser to the Company</b>	Conyers Dill & Pearman Limited Clarendon House 2 Church Street Hamilton HM 11 Bermuda
<b>Jersey Legal Adviser to the Company</b>	Carey Olsen Jersey LLP 47 Esplanade St. Helier Jersey JE1 0BD
<b>Auditors of the Group</b>	KPMG Audit LLC Heritage Court 41 Athol Street Douglas Isle of Man IM99 1HN
<b>Reporting Accountant of the Group</b>	KPMG Audit LLC Heritage Court 41 Athol Street Douglas Isle of Man IM99 1HN
<b>Principal Bankers of the Group</b>	Barclays Bank plc 1 Churchill Place London E14 5HP  HSBC Bank plc 1st Floor, 60 Queen Victoria Street London EC4N 4TR  Santander International PO Box 545 19-21 Commercial Street St Helier Jersey JE4 8XG

## PART 1

### INFORMATION ON THE COMPANY AND THE ZDP SHARES

#### Introduction

The Company was incorporated in the Isle of Man as a public company limited by shares with registered number 108834C on 25 July 2003. On 12 September 2018, the Company completed the migration of its place of incorporation from the Isle of Man to Bermuda with registered number 53954. The Company's principal place of business and its place of tax residency is Jersey.

The Ordinary Shares are quoted on the AIM market of the London Stock Exchange and on the Aquis Stock Exchange (formerly the NEX Exchange). The Loan Notes are quoted on the Aquis Stock Exchange (formerly the NEX Exchange).

Further information on the Company is set out below and at Parts 2, 3, 7 and 9 of this Prospectus.

The Company has appointed EPIC Investment Partners LLP as the investment advisor of the Company and the investment advisor of the Group. Further information on the Investment Advisor is set out in Part 3 of this Prospectus and details of the Investment Advisor Agreement are set out in paragraph 1.8.1 of Part 9 of this Prospectus.

#### The Placing and Admission

The Company is seeking to raise £20 million pursuant to the Placing of ZDP Shares. Application will be made for the ZDP Shares to be admitted to the standard segment of the Official List and to be admitted to trading on the main market of the London Stock Exchange. The Company is not regulated by the FCA or any other regulatory authority.

The Company will deploy the net proceeds of the Placing to allow it to maintain significant cash balances whilst continuing to invest in accordance with the Company's investing policy.

#### The ZDP Shares

The ZDP Shares will have a life of five years and a Final Capital Entitlement of 129.14 pence per ZDP Share on the ZDP Repayment Date, equivalent to a Gross Redemption Yield of 5.25 per cent. per annum on the Placing Price. The Gross Redemption Yield of a ZDP Share is not and should not be taken as a forecast of profits and there can be no assurance that the Final Capital Entitlement of the ZDP Shares will be repaid in full on the ZDP Repayment Date. On the basis of the Assumptions (which are set in Part 6 of this Prospectus), the ZDP Shares will have a Final Cover of 7.43 times. Assuming Gross Proceeds of £20 million and expenses of the Placing being £610,000, the ratio of Net Assets of the Company as at 31 October 2021 plus the Gross Proceeds, to the Gross Proceeds is 193:20.

On a return of capital, on a winding up or otherwise, subject to the Bermuda Companies Act, ZDP Shareholders will be entitled to receive an amount equal to the initial capital entitlement of 100 pence per ZDP Share as increased at such rate as accrues daily and compounds annually to give an entitlement to 129.14 pence at 16 December 2026 per ZDP Share, the first such increase to be deemed to have occurred on 17 December 2021 and the last to occur on 15 December 2026. Potential investors should note, however, that a Final Capital Entitlement amount of 129.14 pence per ZDP Share is not a guaranteed or secured repayment amount.

The Final Capital Entitlement will rank behind any secured or unsecured debt of the Group and in priority to the Ordinary Shares. The ZDP Shares carry no entitlement to income and the whole of their potential return, therefore, takes the form of capital.

The ZDP Shares do not carry the right to vote at general meetings of the Company, although they carry the right to vote as a class on certain proposals which would be likely to materially affect their position. Further ZDP Shares (or any shares or securities which rank in priority to or *pari passu* with the ZDP Shares) may be issued without the separate class approval of the ZDP Shareholders provided that the Directors determine

that the ZDP Shares would have a Cover of not less than four times immediately following such issue. Further details of the rights attaching to the ZDP Shares are set out in Part 5 of this Prospectus.

Based on the Assumptions, if the Company's gross assets were to fall by more than 86.5 per cent., or by more than 33.1 per cent. per annum, during the period from 17 December 2021 (the anticipated date of Admission) to the ZDP Repayment Date, this would result in a Final Capital Entitlement per ZDP Share of less than the 129.14 pence entitlement per ZDP Share due on the ZDP Repayment Date. A fall in the Company's gross assets of 86.5 per cent. or by more than 33.1 per cent. per annum during this period and based on the Assumptions, would result in no payment being made to the ZDP Shareholders.

### **Investment Objective**

The Company's investment objective is to provide long-term return on equity for Ordinary Shareholders by way of investment in a portfolio of private equity assets. The portfolio is likely to be concentrated, numbering between two and ten assets at any one time.

The Company's investment advisor is EPIC Investment Partners LLP ("**EPIC**" or the "**Investment Advisor**").

### **Investing Policy**

The Investment Advisor believes that there is a strong case to invest in small and medium sized enterprises given the attractive fundamentals of the segment. As a result, the Investment Advisor continues to use proprietary deal sourcing approaches to source these opportunities, as well as engaging actively with the wider corporate advisory community to communicate the Company's investment strategy.

The Company aims to invest in businesses exhibiting *inter alia* the following characteristics:

- Attractive entry pricing;
- High quality management teams with established track records;
- Defensible competitive position;
- Opportunity for strong revenue growth, either by market expansion or increased market share; and
- Opportunity for strong cash generation.

The Company will continue to target the following types of investments:

- Growth, Buyout and Pre-IPO opportunities: leveraging the Investment Advisor's investment experience, contacts and ability. The Company is particularly focused on making investments in sectors where the opportunity exists to create a unique asset via the consolidation of a number of smaller companies, taking advantage of the lack of liquidity in the SME market and the attraction to secondary buyers of larger operations.
- Special Situations: investment opportunities where the Investment Advisor believes that assets are undervalued due to specific, event-driven circumstances and where asset-backing may be available and the opportunity exists for recovery and significant upside. Target companies may or may not be distressed as a result of the situation. The Investment Advisor will aim to use its restructuring and refinancing expertise to resolve the situation and achieve a controlling position in the target company. The Company seeks to acquire distressed debt, undervalued equity or the assets of target businesses in solvent or insolvent situations.
- Private Investment in Public Equities ("**PIPEs**"): the Company may consider making investments in a number of smaller quoted companies, primarily those whose shares are admitted to AIM. The Company will either seek to acquire and de-list the target company or take a large minority interest in the target company whilst retaining the listing. The Company may offer ordinary shares in the Company as all or part of the consideration for such investments.
- Special Purpose Acquisition Companies ("**SPACs**"): the Company may consider making investments in listed companies which have been established to acquire other companies. The Investment Advisor would seek to work with a management team to develop an acquisition strategy in advance of the listing of the SPAC, at which point the Company would invest. The subsequent acquisition or acquisitions may be funded through further equity raises directly into the SPAC. The strategy would

seek to take advantage of the Investment Advisor's combination of experience in both the establishment of and management of listed companies and private equity investing.

- Secondary Portfolios, Limited Partner positions (Secondary or Primary), other EPIC Funds: the Company is able, through EPIC's Placement division, to invest as a limited partner in various private equity funds and debt funds on substantially improved terms. On occasion, the Company will seek to take advantage of these commitments. The Investment Advisor's skill-set and experience is well suited to the requirements of co-investing in funds.

The Company will consider most industry sectors, but has particular expertise in the consumer and retail, business services, financial services and industrials sectors. The Company partners with management teams and entrepreneurs to maximise value by combining financial and operational expertise in each investment.

The Company will seek to invest between £2 million and £30 million in a range of debt and equity instruments with a view to generating returns through both yield (c.5 per cent. to 15 per cent. per annum) and capital gain. Whilst in general the Company aims to take controlling equity positions, it may seek to develop companies as a minority investor. Occasionally the Board may authorise investments of less than £2 million. For investments larger than £30 million, the Company may seek co-investment from third parties or additional public market fundraisings.

The Company looks to invest in businesses with strong fundamentals, including defensible competitive advantage, opportunity for strong future cashflow and dynamic management teams.

The Company's portfolio is likely to be concentrated, numbering between two and ten assets at any one time, which allows the Company to allocate the necessary resource to form genuinely engaged and supportive partnerships with management teams. This active approach facilitates the delivery of truly transformational initiatives in underlying investments during the Company's period of ownership.

The Company aims to invest in UK focused assets as well as those with significant overseas operations.

The Company will not make any material change to its published investment policy without the approval of the Ordinary Shareholders by way of an ordinary resolution at a general meeting. Any change to the investment policy which does not amount to a material change to the investment policy may be made by the Company without the approval of the Ordinary Shareholders.

In the event of the Directors becoming aware of a breach of the investing policy and/or the investment restrictions applicable to the Company and if the Directors consider the breach to be material, a notification will be made to a Regulatory Information Service.

### **Description of the Company's existing portfolio**

An analysis and overview of the Company's unaudited portfolio (excluding cash) as at 31 October 2021 is set out below:

#### **Sector composition**

<i>Sector</i>	<i>% Gross Assets of the Company</i>
Engineering, Manufacturing and Distribution	62.3%
Retail	21.5%
Healthcare	2.0%
Credit funds	3.3%
Bank Deposits	10.8%

*All portfolio data as at 31 October 2021; Bank Deposits shown net of other assets and liabilities; source: the Company's management accounts.*

Further information on each of the underlying portfolio investments is set out below.

### *Luceco*

Luceco is a manufacturer of wiring accessories, predominantly switches and sockets, under the British General and Masterplug brands. Luceco also supplies to the LED lighting market under the Luceco and Kingfisher brands. In 2007, the business established a Chinese manufacturing facility which has been subsequently expanded twice. The facility has provided Luceco with supply chain flexibility and margin efficiencies. On 17 October 2016, the Luceco Shares were admitted to the standard listing segment of the Official List and to trading on the London Stock Exchange's Main Market.

Luceco was incorporated and registered in England and Wales on 11 October 2004 as a private company limited by shares under the Companies Act 1985 with the name "Hamsard 2772 Limited" and with registered number 5254883. On 9 June 2005, by a resolution of the company, the company's name was changed to Nexus Industries Holding Limited and then on 25 May 2016, changed to Luceco Limited.

On 12 October 2016, by a resolution of the company, the company was re-registered as a public company limited by shares, called Luceco plc. The company operates under the commercial name 'Luceco'.

Luceco's registered office is at Building E Stafford Park 1, Stafford Park, Telford, Shropshire, TF3 3BD and its telephone number is +44 (0)1952 238 100.

The principal laws and legislation under which Luceco operates and the Luceco shares have been created is the Companies Act 2006.

### *The Rayware Group*

The Rayware Group ("**Rayware**") is a wholesaler of six heritage British homeware brands including the iconic Kilner and Mason Cash marques, as well as Viners, Typhoon, Ravenhead and Price & Kensington. The business develops and distributes a wide product range including jars, mixing bowls, cutlery, glassware and tableware.

The business was established in 1975 and has grown through acquisitions, building a portfolio of heritage British homeware brands.

### *Whittard of Chelsea*

Whittard of Chelsea ("**Whittard**") is a British heritage brand supplying a range of premium teas, coffees and hot chocolate to a global consumer market. The business operates an established omni-channel platform spanning retail (45 UK stores), e-commerce (UK site with global distribution), China (Tmall e-commerce platform and developing physical strategy), wholesale and franchise.

Founded by Walter Whittard in 1886, Whittard has accumulated over 130 years of specialist expertise, establishing strong brand recognition and a loyal customer base. Since the acquisition in 2008, the Investment Advisor and management have led the successful turnaround of Whittard by restructuring its operations, developing a scalable omni-channel platform and investing in the brand to establish a premium positioning appropriate to the brand's heritage.

### *David Phillips*

David Phillips provides furniture and furnishing services to the UK property sector, supplying owners, managers, agents and developers in the residential, build-to-rent, student accommodation and social housing sectors. The business was established in 1999 as a London-focused furniture supplier and has since expanded through acquisitions, increasing its geographic reach and product offering to become a market leader.

### *Pharmacy2U*

Pharmacy2U is focussed on delivering repeat NHS prescriptions to patients in the community. Repeat prescriptions comprise c.80 per cent. of the c.£10 billion NHS community prescription market. Pharmacy2U benefits from highly attractive customer dynamics, with low churn rates following patient acquisition and significant lifetime value. Pharmacy2U operates from facilities in Leeds and Leicestershire which employ automated dispensing systems and have substantial capacity to support growth.

Pharmacy2U created the concept of online pharmacy and, in conjunction with the NHS, developed the Electronic Prescription Service technology. The technology allows for prescriptions to be electronically signed by doctors and medicines to be delivered direct to the home.

#### *Credit fund investments*

The Company has made investments in three private credit funds:

- European Capital Private Debt LP (“**ECPD Fund**”) is a provider of private debt to European SMEs, predominantly in France and the UK. The ECPD Fund has total commitments of €473.0 million.
- On 1 September 2020, the Company completed a £1.9 million investment into Atlantic Credit Opportunities Fund Limited, a credit opportunities hedge fund which focuses on European high yield credit.
- On 12 November 2020, the Company completed a further US\$2.5 million investment in a segregated account of Prelude Structured Alternatives Master Fund LP, a multi-manager hedge fund platform.

### **Overview of the Investment Opportunity**

The Company is an AIM traded private equity investment company which seeks to invest between £2 million and £30 million in growth capital and buy-out opportunities, special situations and distressed transactions, as well as public markets opportunities. The Investment Advisor focuses on investment in small and medium sized enterprises given the attractive fundamentals of the segment, including the large market of companies, the lower level of competition for transactions or alternative financing solutions and the strong potential for growth and operational improvements. The Investment Advisor will consider most industry sectors, including the consumer and retail, business services, financial services and industrials sectors. The Investment Advisor partners with management teams and entrepreneurs to maximise value by combining financial and operational expertise in each investment. Whilst in general the Investment Advisor aims to take controlling equity positions it may also seek to develop companies as a minority investor.

The Investment Advisor has significant experience of investing in small and medium sized companies as well as in distressed companies with turnaround potential. Since 2001, it has invested more than £120 million in 36 transactions, of which 10 investments were turnaround or distressed transactions.

The Company’s listed structure creates the opportunity to execute portfolio and larger-scale transactions, and allows the Company to hold its investments over the longer term, maximising value via compounding returns.

### **Outlook and pipeline**

The Investment Advisor is focused on creating value in its portfolio investments, where opportunities for significant value creation remain, as well as on making new investments to increase portfolio diversification and generate attractive returns for Ordinary Shareholders. The Investment Advisor expects to achieve continued cost savings and revenue improvement measures in portfolio companies.

The Investment Advisor has a developed pipeline of attractive new potential investments and the Gross Proceeds of the Placing will allow the Company to maintain significant cash balances whilst continuing to invest in accordance with the Company’s investing policy.

On 2 December 2021, EPIC Acquisition Corp (“**EAC**”), a newly incorporated special purpose acquisition company, announced its intention to raise up to €150 million and its expected admission to listing and trading on Euronext Amsterdam on or around 6 December 2021. The Company has committed to invest €10 million into EAC.

### **Performance history**

#### **Share price and NAV performance**

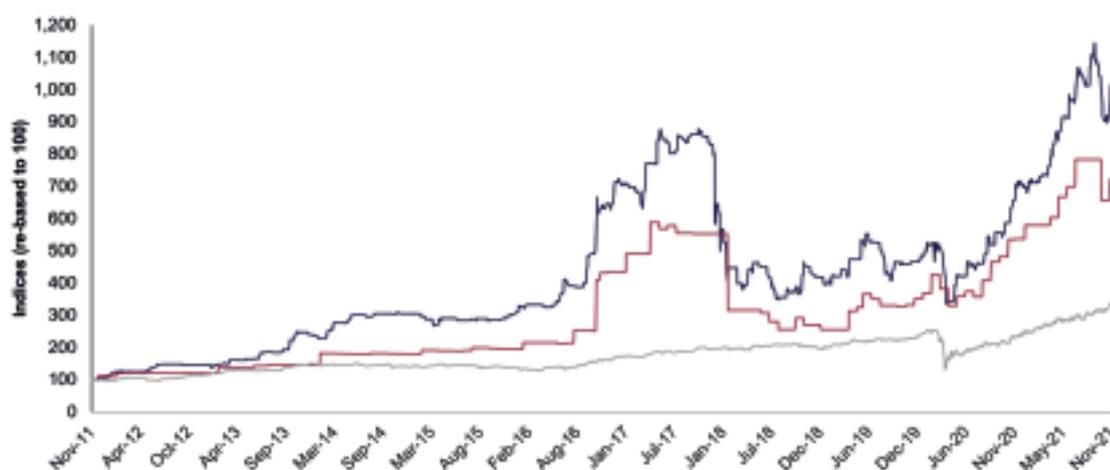
The Company’s unaudited NAV as at 31 October 2021 was 536.19p per Ordinary Share. This represents NAV growth of 534 per cent. for the Ordinary Shares over the last 10 years.

As at 1 December 2021 (being the latest practicable date prior to the publication of this Prospectus), the Ordinary Share price was £3.39, representing a discount to NAV of 36.8 per cent.

Over the last 10 years, NAV has increased by 534 per cent. and the Ordinary Share price has increased by 758 per cent. (in the case of NAV being as at 31 October 2021, being the latest published NAV and in the case of Ordinary Share price being the latest practicable date prior to publication of this Prospectus).

The graph below shows the performance of the Ordinary Shares over the past 10 years to 5 November 2021:

### ESO and Comparables Performance Summary<sup>1</sup>



CAGR <sup>2</sup>	1-Year	3-Years	5-Years	10-Years
<b>ESO Share Price</b>	73.1%	30.8%	9.7%	26.1%
<b>ESO NAV per Share</b>	34.7%	38.9%	10.8%	21.9%
<b>Listed European PE Index<sup>3</sup></b>	57.5%	17.8%	16.2%	12.9%

Note 1: Between 5 November 2011 and 5 November 2021

Note 2: Compound annual growth rate; As at 5 November 2021

Note 3: Listed comparables include: Dunedin Enterprise, JPEL Private Equity, Standard Life Private Equity, ICG Enterprise and Oakley Capital Investments

As at 31 July 2021 the Company's current portfolio had combined sales of c.£425 million and a three year compound annual growth rate ("CAGR") on those combined sales of 9 per cent.

Based on the latest NAV as set out above, as at 31 October 2021 gross asset cover for the total outstanding Loan Notes of £4.0 million was 44 times. Cash balances (including cash held by associates in which the Company is the sole investor) stand at £19.4 million with interest coverage of 65 times per annum. The final repayment date of the Loan Notes is 23 July 2022.

As at 31 July 2021 third party net debt in the Company's portfolio was 0.6 times EBITDA. As at 31 July 2021, the weighted average Enterprise Value of the Company's portfolio was 6.4 times EBITDA for mature unquoted assets 1.5 times sales for unquoted assets investing for growth.

### Disposals and Acquisitions

The Group has made the following disposals and acquisitions since 2018:

- September 2018: the Company exited Process Components to Schenck Process, returning £18.2 million to the Company (since acquisition in March 2005), representing a 4.5 times multiple of money ("Money Multiple") and 20.7 per cent. Internal rate of return ("IRR").
- September 2020: the Company invested £1.9 million in Atlantic Credit Opportunities Fund, a credit opportunities hedge fund.

- November 2020: the Company invested \$2.5 million in a segregated account of Prelude Structured Alternatives Master Fund LP, a multi-manager hedge fund platform.
- November 2020: the Company realised £10.0 million from the sale of shares in Luceco and retained a 24.9 per cent. holding.
- June 2021: the Company realised £15.0 million from the sale of shares in Luceco and retained a 22.1 per cent. holding.
- July 2021: the Company invested £22.5 million to acquire a majority interest in The Rayware Group, a wholesaler of six heritage British homeware brands.

### **The Company's borrowing policy**

The Board may exercise all the powers of the Company to borrow money and give guarantees, mortgage, hypothecate, pledge or charge all or part of its undertaking, property or assets and uncalled capital and to issue debentures and other securities whether outright or as collateral security for any liability of the Company or of any third party.

As at the date of this Prospectus, the Company's only debt is the Loan Notes with an outstanding principal value of £4.0 million which bear a fixed interest rate of 7.5 per cent. per annum. The final repayment date of the Loan Notes is 23 July 2022.

### **Dividend policy**

The Board will review its dividend policy periodically and also evaluate distributing excess capital by way of share buy back and/or special dividends as and when capital is returned to Ordinary Shareholders.

Furthermore, the Company may not, without the previous sanction of a resolution passed at a separate general meeting of ZDP Shareholders convened and held in accordance with the provisions of the Bye-Laws pay a dividend or other distribution, unless the Directors shall have calculated within 60 days prior to the relevant Calculation Date that, immediately following such payment of dividend or other distribution, the ZDP Shares in issue immediately thereafter would have a Cover of not less than three times.

### **Profile of a typical investor**

The Ordinary Shares are designed to be suitable for institutional investors and professionally advised private investors. The Ordinary Shares may also be suitable for investors who are financially sophisticated, non-advised private investors who are capable of evaluating the risks and merits of such an investment and who have sufficient resources to bear any loss which may result from such an investment. Such investors may wish to consult an independent financial adviser who specialises in advising on the acquisition of shares and other securities before investing in the Ordinary Shares. Furthermore, an investment in the Ordinary Shares should constitute part of a diversified investment portfolio. It should be remembered that the price of securities and the income from them can go down as well as up.

### **Regulatory environment of the Company's portfolio companies**

The Company holds a concentrated investment portfolio and as at 31 October 2021 approximately 62 per cent. of the gross asset value of the Company is represented by the Group's investment in the equity securities of Luceco whose ordinary shares are traded on the London Stock Exchange's main market and is therefore subject to compliance with the Listing Rules, Disclosure Guidance and Transparency Rules and the Market Abuse Regulation. Luceco as a manufacturer of lighting and other power products will also be subject to laws and regulations in the UK that affect companies conducting business in the manufacturing and consumer focused sectors including environmental issues, health and safety, privacy, employment, data protection, competition, advertising, taxation, anti-bribery and corruption, money-laundering, trade prohibitions, sanctions and online payment services.

The Company has a small investment in a consumer healthcare company which provides online pharmacy services which will be subject to the laws and regulations in the UK attributable to the Medicines and Healthcare products Regulatory Agency.

Furthermore, the Company has made investments in three private credit funds and such fund investments will be subject to relevant financial services laws and regulations in the UK, United States and/or Europe (as applicable).

Some portfolio companies may operate in industries that are not subject to regulation. The rules, laws and regulations affecting the Company, the Investment Advisor and/or the portfolio companies are evolving and any change in such rules, laws and regulations may have an adverse effect on the ability of the Company, the Investment Advisor and/or the relevant portfolio company to carry on their respective businesses.

### **The Listing Rules and the Disclosure Guidance and Transparency Rules**

The Ordinary Shares are admitted to trading on AIM and, as such, the Company is subject to the AIM Rules. Following Admission, the Company will also be subject to the Listing Rules, however, as set out in the section entitled “Consequences of a Standard Listing”, the full protections of the Listing Rules will not apply to ZDP Shareholders.

The applicability of the Disclosure Guidance and Transparency Rules (the “**DTRs**”) to the Company will change as a result of Admission. For the purposes of continuing obligations and the application of the DTRs on an ongoing basis, the Company will only be subject to the DTRs to a reduced extent as the Company will be treated as an issuer of “preference shares” (as defined in the Listing Rules) for the purposes of the DTRs. Accordingly, DTR 4 (Periodic financial reporting) and DTR 6 (Access to information) will apply to the Company, but with a reduced application that is specified in the DTRs to apply to an issuer of preference shares. Additionally, DTR 5 (Vote holder and issuer notification rules) will not apply to the ZDP Shares at all. DTR 5 will, however, continue to apply to the Ordinary Shares to the extent it has been incorporated into the Bye-Laws.

Following the Placing, the Ordinary Shareholders will continue to hold the voting shares in the Company. However, there are certain matters which will require ZDP Shareholder approval. Details of these matters are set out below. The ZDP Shares do not carry any right to receive a dividend.

### **NMPI Status**

The Unregulated Collective Investment Schemes and Close Substitutes Instrument 2013 (the “**NMPI Regulations**”) extend the application of the existing UK regime restricting the promotion of unregulated collective investment schemes by FCA authorised persons (such as independent financial advisers) to other “non-mainstream pooled investments” (“**NMPIs**”). Consequently, financial advisers, including authorised independent financial advisers, are restricted from promoting NMPIs to retail investors who do not meet certain high net worth tests or who cannot be treated as sophisticated investors.

The ZDP Shares are “excluded securities” for the purposes of the NMPI Regulations. Accordingly, the promotion of the ZDP Shares is not subject to the FCA’s restriction on the promotion of non-mainstream pooled investments.

### **Taxation**

Potential investors are referred to Part 8 of this Prospectus for details of the taxation of the Company and Shareholders. Investors who are in any doubt as to their tax position or who are subject to tax in jurisdictions other than the UK are strongly advised to consult their professional advisers prior to making a subscription for ZDP Shares.

### **Risk Factors**

An investment in ZDP Shares is dependent on many factors and potential investors should read the whole of this Prospectus and, in particular, the section entitled “Risk Factors” on pages 10 to 18 of this Prospectus.

## PART 2

### DIRECTORS AND ADMINISTRATION

#### **The Directors**

The Directors are responsible for managing the business affairs of the Company in accordance with the Bye-Laws and the Bermuda Companies Act and have overall responsibility for the Company's activities.

The Directors may delegate certain functions to other parties such as the Administrator and the Registrar. The Directors have responsibility for exercising supervision of the appointed service providers.

#### ***Clive Spears (Non-executive Chairman)***

Clive Spears retired from the Royal Bank of Scotland International Limited in December 2003 as Deputy Director of Jersey after 32 years of service. His main activities prior to retirement included Product Development, Corporate Finance, Trust and Offshore Company Services and he was Head of Joint Venture Fund Administration with Rawlinson & Hunter. Mr Spears is an Associate of the Chartered Institute for Securities & Investments. He has accumulated a well spread portfolio of directorships centring on private equity, infrastructure and corporate debt. His current appointments include Chairman of Nordic Capital Limited and directorships of a series of ICG plc sponsored funds and funds managed by Kreos Fund Management. He is a resident of Jersey.

#### ***David Pirouet (Non-executive Director)***

David Pirouet joined PricewaterhouseCoopers Channel Islands LLP in 1980, retiring in 2009 after being an Audit and Assurance Partner for over 20 years. During his 29 years at the firm Mr Pirouet specialised in the financial services sector, in particular in the alternative investment management area and also led the business's Hedge Fund and business recovery practices for over four years. Mr Pirouet currently holds a number of non-executive positions across private equity, infrastructure and corporate debt. Mr Pirouet was previously non-executive Director and Chair of the Audit and Risk committee for GCP Infrastructure Investments (FTSE 250 listed company) until he retired in February 2021. He is a resident of Jersey.

#### ***Heather Bestwick (Non-executive Director)***

Heather Bestwick has been a financial services professional for 25 years, onshore in the City of London and offshore in the Cayman Islands and Jersey. She qualified as an English solicitor, specialising in ship finance, with City firm Norton Rose, and worked in their London and Greek offices for 8 years. Ms. Bestwick subsequently practised and became a partner with global offshore firm Walkers in the Cayman Islands, and Managing Partner of the Jersey office. Ms Bestwick sits on the boards of the Deutsche Bank company which managed the dbX fund platform and Rathbone Investment Management International Limited. She is a resident of Jersey.

#### ***Nicholas Wilson (Non-executive Director)***

Nicholas Wilson has over 40 years of experience in hedge funds, derivatives and global asset management. He has run offshore branch operations for Mees Pierson Derivatives Limited, ADM Investor Services International Limited and several other London based financial services companies. He is Chairman of Gulf Investment Fund plc, a premium listed company. He is a resident of the Isle of Man.

#### ***Michael Gray (Non-executive Director)***

Michael Gray joined the Board on 2 September 2021. Prior to this he was at The Royal Bank of Scotland for over 30 years, latterly as Managing Director (Corporate) of RBS International, before retiring in 2015. During his 32 years at the firm Michael covered a broad spectrum of financial services including corporate and commercial banking, funds, trusts and real estate. Mr Gray currently holds a number of non-executive positions across private equity, infrastructure and fund management. Michael's appointments currently include non-executive directorships of Triton Investment Management (a Swedish private equity group), GCP Infrastructure Investments (a FTSE 250 listed company), J-Star Jersey Company Limited (a Japanese private equity group), Foresight 4 VCT plc (a listed venture capital fund), Jersey Finance Limited (a Jersey

finance not-for-profit), JTC plc (a FTSE 250 listed trust and corporate services company) and TEAM plc (a listed wealth management company). He is a resident of Jersey.

Each of the Directors of the Company are considered to be independent.

### **Corporate Governance**

As a Bermuda registered company and under the AIM Rules for Companies, the Company is not required to comply with the UK Corporate Governance Code. The Directors, however, place a high degree of importance on ensuring that the Company maintains high standards of corporate governance and have therefore adopted the Quoted Companies Alliance 2018 Corporate Governance Code (the “**QCA Code**”).

The Board holds at least four meetings annually and has established Audit and Risk and Investment committees. The Board has not established remuneration and nomination committees given the current composition of the Board and the nature of the Company’s operations. The Board reviews the remuneration of the Directors and agrees on the level of Directors’ fees on an annual basis.

### **Internal audit function**

Due to the current size and nature of the Company’s operations, no internal audit function is considered necessary. The Company has engaged the Administrator to provide administration and accounting services.

### **Risk and Audit Committee**

The Company’s Risk and Audit Committee, which comprises David Pirouet (Chair of the Committee) and all of the other Directors, meets formally at least twice a year, and is responsible for considering the appointment and fees of the external auditors and for agreeing the scope of the audit and reviewing its findings. It is responsible for monitoring compliance with accounting and legal requirements, ensuring that an effective system of internal controls is maintained and for reviewing annual and interim financial statements of the Company before their submission for approval by the Board.

### **Investment Committee**

The Board has established an Investment Committee, which comprises Heather Bestwick (Chair of the Committee) and all the other Directors. The purpose of this committee is to review the portfolio of the Company, proposals for new investments and disposals and to evaluate the performance of the Investment Advisor.

### **Share dealings**

The Directors have adopted a code of directors’ dealings in the ZDP Shares and the Ordinary Shares which is in accordance with the Market Abuse Regulation. The Board is responsible for taking all proper and reasonable steps to ensure any dealings by Directors, and any persons closely associated with such Directors are in compliance with the Market Abuse Regulation.

### **Administrator and Company Secretary**

Langham Hall Fund Management (Jersey) Limited has been appointed as Administrator and Company Secretary to the Group pursuant to the Administration Services Agreement.

The Administrator is responsible for the maintenance of the books and financial accounts of the Group and the calculation, in conjunction with the Investment Advisor, of the Net Asset Value of the Company, the ZDP Shares and the Ordinary Shares.

In addition, the Administrator is responsible for overseeing the production of the Group’s accounts, regulatory compliance of the Group (including the making of relevant public and other filings) and providing support to the Group’s corporate governance processes and their continuing obligations under the Listing Rules and the Disclosure Guidance and Transparency Rules. In addition, the Company Secretary is responsible for liaising with the Company, the Investment Advisor, the Registrar and the Administrator in relation to the payment of any dividends (in respect of the Ordinary Shares), as well as general secretarial functions.

## **CREST provider**

Computershare Investor Services (Jersey) Limited has been appointed as CREST provider to the Group.

## **Auditor**

KPMG Audit LLC provides audit services to the Group.

## **Fees and expenses**

### ***Placing expenses***

The costs and expenses of the Placing will be paid by the Company and are not expected to exceed approximately £610,000, assuming Gross Proceeds are £20 million.

The costs and expenses of the Placing will be paid on or around Admission and will include, without limitation, placing fees and commissions; registration, listing and admission fees; printing, advertising and distribution costs; legal fees, and any other applicable expenses. All such expenses will be immediately written off.

As at October 2021 the unaudited Net Asset Value per Ordinary Share was 536.19p. On Admission the Company's gross assets are expected to increase by £19.4 million, after the deduction of the costs and expenses of the Placing that are payable by the Company being c.£610,000.

### ***Ongoing expenses***

The Company incurs on-going annual fees and expenses, which include the following:

- *Investment Advisor*

The investment advisory fee payable by the Company to the Investment Advisor is assessed and payable at the end of each fiscal quarter and is calculated as 2 per cent. of Net Asset Value where Net Asset Value is less than £100 million; otherwise the investment advisory fee is calculated as the greater of £2.0 million or the sum of 2 per cent. of Net Asset Value comprising Level 3 portfolio assets (i.e. unquoted assets), 1 per cent. of Net Asset Value comprising Level 1 assets (i.e. quoted assets), no fees on assets which are managed or advised by a third-party manager, 0.5 per cent. of the Company's net cash (if greater than nil), and 2 per cent. of the Company's net cash (if less than nil) (i.e. reducing fees for net debt positions).

In addition, the distribution policy of each of the Company's associates (ESO Investments 1 Limited and ESO Investments 2 Limited) includes an allocation of profits to the Investment Advisor such that, for each investment where a returns hurdle of 8 per cent. per annum has been achieved, the Investment Advisor is entitled to receive 20 per cent. of the increase in the base value of investment.

- *Financial Administrator*

EPIC Administration Limited provides accounting and financial administration services to the Company. The fee payable to EPIC Administration Limited is assessed and payable at the end of each fiscal quarter and is calculated as 0.15 per cent. of the Company's NAV where the Company's NAV is less than £100 million (subject to a minimum fee of £35,000); otherwise the administration fee shall be calculated as 0.15 per cent. of £100 million plus a fee of 0.1 per cent. of the excess of the Company's NAV above £100 million.

- *Directors*

The Directors are each entitled to be paid a fee of £30,000 per annum (£32,000 for the Chairman and £32,000 for the chair of the Risk and Audit Committee) by the Company. In addition, certain Directors are also appointed as directors of ESO Investments 1 Limited and ESO Investments 2 Limited (both associates of the Company) for which they are entitled to be paid a fee of £3,750 per annum.

- *Other operational expenses*

All other ongoing operational expenses of the Company are borne by the Company including, without limitation, the incidental costs of making its investments and the implementation of its investment objective and policy (including any fees or commissions payable to intermediaries in respect of the sourcing of investments to the extent that the Investment Advisor is unable to source such investments directly and any fees or commissions payable to any due diligence agents or other specialists engaged by the Investment Advisor in connection with the implementation of the investing policy); travel, accommodation and printing costs; the cost of directors' and officers' liability insurance and website maintenance; audit and legal fees; and annual listing fees. All out of pocket expenses (that are reasonably and properly incurred), of the Investment Advisor, the Administrator and the Registrar and the Directors relating to the Company are also borne by the Company. No fees or expenses, including those listed above, will be borne directly by investors.

### **Meetings and reports**

The Group's annual reports and audited consolidated financial statements are prepared up to 31 January each year. Copies of the annual reports and audited consolidated financial statements are sent to Ordinary Shareholders within six months of the year end date. Ordinary Shareholders also receive an unaudited interim report covering the six months to 31 July each year, which is dispatched within three months of that date each year.

It should be noted that, since the ZDP Shares carry no right to vote, ZDP Shareholders will have no right vote at any general meeting of the Company, including the Company's annual general meeting. ZDP Shareholders will, however, be entitled to receive notice of any such general meeting.

### **Net Asset Value publication and calculation**

The unaudited Net Asset Value of the Ordinary Shares will be calculated by the Investment Advisor on a monthly basis, as described below. The Net Asset Value of the Ordinary Shares is published through a RIS and is available through the Company's website.

The Investment Advisor determines asset values using IPEV guidelines and other valuation methods with reference to the valuation principles of IFRS 13: Fair Value Measurement.

For unquoted investments, the assets are classified as Level 3 in the IFRS 13 fair value hierarchy. Various valuation techniques may be applied in determining the fair value of investments held as Level 3 in the fair value hierarchy. For recently acquired assets, the Company considers the investment cost, in conjunction with cross referencing of the valuation to quoted comparables multiples, as an applicable fair value for the asset. For underperforming assets, the Company considers the net asset or recovery valuation more applicable, in particular where the business' performance is contingent on shareholder financial support. For performing assets, the Company considers the market approach to be the most appropriate with a specific focus on trading comparables, applied on a forward basis. The Company will also consider transaction comparables, applied on a historic basis. For assets managed and valued by third party managers, the Company reviews the valuation methodology of the third-party manager. If deemed appropriate and consistent with the Company's reporting standards, the Company will use the valuation prepared by the third-party manager. The Investment Advisor believe that it is appropriate to apply an illiquidity discount to the multiples of comparable companies when using them to calculate valuations for small, private companies. This discount adjusts for the difference in size between generally larger comparable companies and the smaller assets being valued. The illiquidity discount also incorporates the premium the market gives to comparable companies for being freely traded or listed securities. The Investment Advisor also seeks to confirm value using a discounted cash flow and other methods of valuation, and by applying a range approach. The Investment Advisor adopts a conservative approach to valuation with reference to the aforementioned methodology having regard to the possibility of ordinary or greater than ordinary levels of volatility in market conditions returning.

For quoted investments, the assets are classified as Level 1 in the IFRS 13 fair value hierarchy. Accordingly, the assets are valued at the quoted price at close of markets on the relevant date, without adjustment.

The Investment Advisor intends to calculate and publish the unaudited Net Asset Value per Ordinary Share based on a valuation point of 5.00 p.m. (UK time) on the last day of each month. Each monthly Net Asset Value for the Ordinary Shares is calculated in Sterling. Each monthly Net Asset Value is published through a RIS, normally within ten Business Days of such month end. In addition, the Company, the Investment Advisor and the Administrator may, in their sole discretion, arrange for additional valuations to be published or extend the ten Business Days period to cater for exceptional circumstances or significant new developments.

The calculation of the Net Asset Value for the Ordinary Shares will only be suspended in circumstances where the underlying data necessary to value the investments of the Company cannot readily, or without undue expenditure, be obtained or where required by the Bye-Laws or other applicable law and regulation. Details of any suspension in making such calculations will be announced through a RIS as soon as reasonably practicable. The Company, the Investment Advisor and the Administrator may, however, where the underlying data necessary to value the investments of the Company has not been received in good time to prepare the monthly valuations, elect to calculate the current Net Asset Value and Net Asset Value per Ordinary Share using previously provided data in order to avoid the suspension of the calculation of publication of Net Asset Value.

## PART 3

### THE INVESTMENT ADVISOR, PROCESS AND STRATEGY

#### **The Investment Advisor**

EPIC Investment Partners LLP serves as the investment advisor of the Company. The Investment Advisor was incorporated in England and Wales as a limited liability partnership under the Limited Liability Partnerships Act with registered number OC318938 on 6 April 2006. The Investment Advisor's registered office is situated at Audrey House, 16-20 Ely Place, London, EC1N 6SN. The Investment Advisor is an appointed representative of EPIC Investment Partners (UK) Limited. EPIC Investment Partners (UK) Limited is authorised and regulated by the Financial Conduct Authority and is a subsidiary of the Investment Advisor. The Investment Advisor's FCA reference number is 451580. In addition to its private capital investment management division (Capital), the Investment Advisor has a complementary business line, Advisory, which provides independent corporate finance advice and fund placement services. This cross-disciplinary expertise allows the Investment Advisor to access off-market investment opportunities and deploy specialist knowledge.

The Investment Advisor has a successful track record of advising publicly listed vehicles spanning more than 20 years. In addition to the Company, the Investment Advisor has previously advised The Equity Partnership Investment Company plc, EPIC Brand Investments plc and also led the initial public offering of Luceco.

Since inception, the Investment Advisor has made 36 investments into small and medium sized companies in the UK across a broad range of sectors and situations and was appointed Investment Advisor to the Company in September 2003. The Investment Advisor has returned 3.1 times Money Multiple and 17.8 per cent. IRR on all of its investments to 31 July 2021 (unaudited).

The Investment Advisor has longstanding relationships in the UK market which provide it with access to c.300 deals per annum. The Investment Advisor leverages its network of operating partners to drive portfolio value creation.

The Investment Advisor has a committed and stable team, with an average tenure in excess of 10 years. The Investment Advisor's interests are aligned with those of the Company through the EPIC team's ownership of, in aggregate, over 40 per cent. of the Company, including founder Giles Brand with 32.1 per cent., each as at 9 November 2021.

Biographies of the key personnel of the Investment Advisor involved in the provision of services to the Company are as follows:

#### ***Giles Brand***

Giles Brand is a Partner and the founder of the Investment Advisor. He is currently Non-executive Chairman of Whittard of Chelsea and Luceco. Before joining the Investment Advisor, Giles was a founding Director of EPIC Investment Partners, a fund management business which at sale had US \$5 billion under management. Prior to this, Giles worked in Mergers and Acquisitions at Baring Brothers in Paris and London. Giles read History at Bristol University.

#### ***James Henderson***

James Henderson is a Managing Director of the Investment Advisor. He previously worked in the Investment Banking division of Deutsche Bank before joining the Investment Advisor. Whilst at Deutsche Bank he worked on a number of M&A transactions and IPOs in the energy, property, retail and gaming sectors, as well as providing corporate broking advice to mandated clients. At the Investment Advisor, James manages the investment in Pharmacy2U. James read Modern History at Oxford University and Medicine at Nottingham University.

#### ***Hiren Patel***

Hiren Patel is a Partner of the Investment Advisor. He has worked in the investment management industry for the past twenty years. Before joining the Investment Advisor, Hiren was Finance Director of

EPIC Investment Partners. Prior to this, Hiren was employed at Groupama Asset Management where he was the Group Financial Controller.

### **Robert Fulford**

Robert Fulford is a Managing Director of the Investment Advisor. He previously worked at Barclaycard Consumer Europe before joining the Investment Advisor. Whilst at Barclaycard, Robert was the Senior Manager for Strategic Insight and was responsible for identifying, analysing and responding to competitive forces. Prior to Barclaycard, Robert spent four years as a strategy consultant at Oliver Wyman Financial Services, where he worked with a range of major retail banking and institutional clients in the UK, mainland Europe, Middle East and Africa. At the Investment Advisor, Robert manages the investments in Rayware, Whittard of Chelsea and David Phillips. Robert read Engineering at Cambridge University.

### **Alex Leslie**

Alex Leslie is a Managing Director of the Investment Advisor. He previously worked in Healthcare Investment Banking at Piper Jaffray before joining the Investment Advisor. Whilst at Piper Jaffray he worked on a number of M&A transactions and equity fundraisings within the Biotechnology, Specialty Pharmaceutical and Medical Technology sectors. At the Investment Advisor, Alex manages the investment in Luceco plc, Rayware, Prelude, Atlantic Credit Opportunities Fund and European Capital Private Debt Fund. He previously managed the Company's investments in Process Components, BigHead Industries, David Phillips and Driver Require. Alex read Human Biological and Social Sciences at the University of Oxford and obtained an MPhil in Management from the Judge Business School at the University of Cambridge.

### **Ian Williams**

Ian Williams is a Managing Director of the Investment Advisor. He was previously a Partner at Lyceum Capital Partners LLP, responsible for deal origination and engagement, with a primary focus on the business services and software sectors, as well as financial services, education and health sectors. Prior to Lyceum, Ian was a Director at Arbutnot Securities, involved in IPOs, secondary fund raisings and M&A, focused on the support services, healthcare, transport & IT sectors. Ian started his career at Hambros Bank in the M&A team. Ian read Politics and Economics at the University of Bristol.

## **Investment Strategy**

The Company's primary objective is to generate long-term returns on equity for its shareholders by investing in a portfolio of small and medium sized enterprises in the UK.

The Company targets growth and buy-out opportunities, special situations and distressed transactions, deploying capital where it believes the potential for shareholder value creation to be compelling.

Given its attractive fundamentals, the Investment Advisor believes there is a strong case to invest in the UK lower mid-market. Proprietary deal sourcing is complemented by active engagement within the wider corporate advisory community to communicate the Company's clearly defined investment strategy.

The portfolio is likely to be concentrated, numbering between two and ten assets at any one time, which allows the Investment Advisor to allocate the resource to form genuinely engaged and supportive partnerships with management teams. This active approach facilitates the delivery of truly transformational initiatives in underlying investments during the period of ownership.

The Investment Advisor aims to invest in businesses exhibiting *inter alia* the following characteristics:

- attractive entry pricing;
- high quality management teams with established track records;
- defensible competitive position;
- opportunity for strong revenue growth, either by market expansion or increased market share; and
- opportunity for strong cash generation.

## **Conflicts of Interest**

### ***Investment Advisor Conflicts of Interest***

The Investment Advisor may provide investment advisory, management and other services to other clients (including investment companies), including clients which may invest in assets in which the Company may invest, and, in providing such services, may use information obtained by it which it uses in advising on the Company's investments. In the event of a conflict of interest arising, the Investment Advisor will ensure that it is resolved fairly in the best interests of the Shareholders and that investment opportunities shall be fairly allocated to its clients. Furthermore, the activities of the Investment Advisor in its capacity as the Company's investment adviser are subject to the overall direction and review of the Board. Under the terms of the Investment Advisory Agreement between the Investment Advisor and the Company, the Investment Advisor may effect transactions which involve a potential conflict with its duty to the Company, subject to the overriding principles of suitability and with the prior consent of the Board. The Investment Advisor is obliged to disclose to the Company details of all transactions intended to be effective where there is such a potential conflict of interest.

### ***Other Conflicts of Interest***

Each of the other service providers to the Company may from time to time serve other investment funds, however, this does not give rise to any conflicts in respect of their provision of services to the Company.

Each of the Directors hold interests in Ordinary Shares. Please see paragraph 1.5 of Part 9 of this Prospectus for further details.

## PART 4

### THE PLACING

The Company is targeting an issue of 20 million ZDP Shares by way of the Placing. The total number of ZDP Shares issued under the Placing will be determined by the Company, Liberum and the Investment Advisor after taking into account demand for the ZDP Shares, subject to a maximum of 20 million ZDP Shares.

The actual number of ZDP Shares to be issued pursuant to the Placing is not known as at the date of this Prospectus but will be notified by the Company via a RNS announcement prior to Admission.

If the Placing does not proceed, subscription monies received under the Placing will be returned without interest at the risk of the applicant. The target size of the Placing should not be taken as an indication of the number of ZDP Shares to be issued.

The Directors have determined that the ZDP Shares under the Placing will be issued at a price equal to £1.00 per ZDP Share.

The Placing is not being underwritten.

#### ZDP Shares

The ZDP Shares are only suitable for investors: (i) who understand the potential risk of capital loss and the fact that there may be limited liquidity in the ZDP Shares; (ii) for whom an investment in the ZDP Shares would be of a long-term nature constituting part of a diversified investment portfolio; and (iii) who fully understand and are willing to assume the risks involved in investing in the ZDP Shares and thereby in a company incorporated in Bermuda through the ZDP Shares. Typical investors in the Company are expected to be institutional and sophisticated investors and private clients of experienced wealth managers or execution-only retail brokers. No Ordinary Shares will be offered to potential investors pursuant to the Placing.

#### The Placing

Liberum has agreed to use its reasonable endeavours to procure Placees to subscribe for the ZDP Shares on the terms and subject to the conditions set out in the Placing Agreement. Details of the Placing Agreement are set out in paragraph 1.8.2 of Part 9 of this Prospectus.

Applications under the Placing must be for a minimum subscription amount of £1,000.

The terms and conditions which shall apply to any subscription for ZDP Shares pursuant to the Placing are contained in Part 10 of this Prospectus.

#### Conditions

The Placing is conditional, *inter alia*, on:

- (i) the Placing Agreement becoming wholly unconditional (save as to Admission) and not having been terminated in accordance with its terms prior to Admission;
- (ii) Admission occurring by 8.00 a.m. on 17 December 2021 (or such later time and date as may be agreed between Liberum, the Company and the Investment Advisor, being not later than 8.00 a.m. (London time) on 31 January 2022) in respect of the Placing;
- (iii) the Cover remaining above five times following completion of the Placing;
- (iv) the Company having the requisite authority to issue and allot the ZDP Shares pursuant to the passing of the Resolution; and
- (v) the Minimum Gross Proceeds being raised pursuant to the Placing.

#### Pricing

All ZDP Shares issued pursuant to the Placing will be issued at the Placing Price.

### **Voting dilution**

Since the ZDP Shares carry no right to vote, no dilution in the voting control of existing Ordinary Shareholders will result from the Placing.

### **Subscriber warranties**

Each subscriber of ZDP Shares in the Placing and each subsequent investor in the ZDP Shares will be deemed to have represented, warranted, acknowledged and agreed to the representations, warranties, acknowledgments and agreements set out in paragraphs 4 to 7 (inclusive) in Part 10 of this Prospectus.

The Company, the Investment Advisor, Liberum and their respective directors, officers, members, agents, employees, advisers and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgments and agreements.

If any of the representations, warranties, acknowledgments or agreements made by the investor are no longer accurate or have not been complied with, the investor will immediately notify the Company and Liberum.

### **Scaling back and allocation**

The maximum size of the Placing is 20 million ZDP Shares. To the extent that commitments under the Placing exceed 20 million ZDP Shares in aggregate, the Company, in consultation with Liberum and the Investment Advisor reserves the right to scale back applications in such amounts as it considers appropriate. Accordingly, subscribers for ZDP Shares may, in certain circumstances, not be allotted the number of ZDP Shares for which they have committed.

The results of the Placing will be announced by the Company on or around 15 December 2021 via an RNS announcement.

Subscription monies received in respect of unsuccessful applications (or to the extent scaled back) will be returned as soon as reasonably practicable without interest at the risk of the applicant.

### **Placing arrangements**

The Placing Agreement contains provisions entitling Liberum to terminate the Placing (and the associated arrangements) at any time prior to Admission in certain circumstances. If this right is exercised, the Placing and these arrangements will lapse and any monies received in respect of the Placing will be returned to applicants without interest.

The Placing Agreement provides for Liberum to be paid a commission in respect of the ZDP Shares to be allotted pursuant to the Placing. Any commission received by Liberum may be retained, and any ZDP Shares subscribed for by Liberum may be retained, or dealt in, by Liberum for its own benefit.

Further details of the terms of the Placing Agreement are set out in paragraph 1.8.2 of Part 9 of this Prospectus.

### **General**

The Net Proceeds of the Placing are dependent on the level of subscriptions received pursuant to the Placing. Assuming Gross Proceeds are £20 million and the costs and expenses of the Placing are paid by the Company, the Net Proceeds will be approximately £19.39 million.

Pursuant to anti-money laundering laws and regulations with which the Company must comply in the UK and Bermuda, the Company and its agents (and their agents) may require evidence in connection with any application for ZDP Shares, including further identification of the applicant(s), before any ZDP Shares are issued.

In the event that there are any significant changes affecting any of the matters described in this Prospectus or where any significant new matters have arisen after the publication of the Prospectus and prior to

Admission, the Company will publish a supplementary prospectus. The supplementary prospectus will give details of the significant change(s) or the significant new matter(s).

### **Clearing and settlement**

Payment for the ZDP Shares should be made in accordance with settlement instructions to be provided to Placees by Liberum. To the extent that any application for ZDP Shares is rejected in whole or in part (whether by scaling back or otherwise), monies received will be returned without interest at the risk of the applicant.

ZDP Shares will be issued in registered form and may be held in either certificated or uncertificated form in the form of Depositary Interests and settled through CREST following Admission. In the case of Depositary Interests to be issued in uncertificated form pursuant to the Placing, these will be transferred to successful applicants through the CREST system.

### **CREST**

CREST is a paperless settlement procedure operated by Euroclear enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. The Bye-Laws permit the holding of ZDP Shares under the CREST system in the form of Depositary Interests. The Company will make an application for the Depositary Interests to be admitted to CREST with effect from Admission in respect of the ZDP Shares issued under the Placing and it is expected that the Depositary Interests will be admitted with effect from that time. Accordingly, settlement of transactions in Depositary Interests following Admission may take place within the CREST system if any Shareholder so wishes.

It is expected that the Company will arrange for Euroclear to be instructed on 17 December 2021 to credit the appropriate CREST accounts of the subscribers concerned or their nominees with their respective entitlements to Depositary Interests.

CREST is a voluntary system and ZDP Shareholders who wish to receive and retain share certificates will be able to do so. An investor applying for ZDP Shares in the Placing may elect to receive ZDP Shares in the form of Depositary Interests if such investor is a system-member (as defined in the Regulations) in relation to CREST. If a ZDP Shareholder or transferee requests ZDP Shares to be issued in certificated form and is holding such ZDP Shares outside CREST, a share certificate will be despatched either to him or his nominated agent (at his risk) within 21 days of completion of the registration process or transfer, as the case may be, of the ZDP Shares. ZDP Shareholders holding definitive certificates may elect at a later date to hold such ZDP Shares in the form of Depositary Interests through CREST provided they surrender their definitive certificates.

### **Admission and dealings**

Admission is expected to take place and dealings in the ZDP Shares are expected to commence on the London Stock Exchange at 8.00 a.m. on 17 December 2021 in respect of the Placing. There will be no conditional dealings in ZDP Shares prior to Admission.

The ISIN number of the ZDP Shares is BMG3163K1137 and the SEDOL code is BMFSHK1.

The Company does not guarantee that at any particular time market maker(s) will be willing to make a market in the ZDP Shares, nor does it guarantee the price at which a market will be made in the ZDP Shares. Accordingly, the dealing price of the ZDP Shares may not necessarily reflect changes in the Net Asset Value per ZDP Share.

Where applicable, definitive share certificates in respect of the ZDP Shares are expected to be despatched, by post at the risk of the recipients, to the relevant holders, not later than the week commencing 3 January 2022 in respect of the Placing. The ZDP Shares are in registered form and can also be held in uncertificated form. Prior to the despatch of definitive share certificates in respect of any ZDP Shares which are held in certificated form, transfers of those ZDP Shares will be certified against the register of members of the Company. No temporary documents of title will be issued.

### **Use of proceeds**

The Directors intend to use the entirety of the Net Proceeds of the Placing to allow the Company to maintain significant cash balances whilst continuing to invest in accordance with the Company's investing policy.

### **Purchase restrictions**

This Prospectus does not constitute an offer to sell, or the solicitation of an offer to acquire or subscribe for, ZDP Shares or Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements on the Company, the Investment Advisor or Liberum.

Neither the ZDP Shares nor the Ordinary Shares have been (or will be) registered under the Securities Act or with any securities regulatory authority of any State or other jurisdiction of the United States and neither the ZDP Shares nor the Ordinary Shares may be offered, sold, exercised, resold, transferred or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, US Persons (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of the ZDP Shares or the Ordinary Shares in the United States. The ZDP Shares are being offered and sold only in "offshore transactions" to non-US Persons as defined in, and pursuant to, Regulation S.

Moreover, the Company has not been, nor will be, registered under the Investment Company Act and investors will not be entitled to the benefits of the Investment Company Act. No offer, purchase, sale or transfer of the ZDP Shares or any Ordinary Shares may be made except under circumstances which will not result in the Company being required to register as an investment company under the Investment Company Act.

The Company has elected to impose the restrictions described above on the Placing and on the future trading of the ZDP Shares and the Ordinary Shares so that the Company will not be required to register the offer and sale of the ZDP Shares under the Securities Act and will not have an obligation to register as an investment company under the Investment Company Act and related rules thereunder as well as to address certain ERISA, Internal Revenue Code and other considerations.

## PART 5

### THE ZDP SHARES

#### **Rights attaching to the ZDP Shares**

The rights attaching to the ZDP Shares will, subject to the approval of Shareholders at the EGM, be set out in the Bye-Laws, a resolution of the Board to be passed before Admission and as further set out below, and will include the following provisions:

##### **1.1. Dividends**

The ZDP Shares carry no right to receive dividends out of the revenue or any other profits of the Group.

##### **1.2. Capital**

On a return of assets, on a liquidation or otherwise, the surplus assets of the Company after payment of all debts and satisfaction of all liabilities of the Company (excluding for these purposes the payment of the capital entitlement of the ZDP Share) shall be applied as follows:

- (a) first, there shall be paid to holders of the ZDP Shares an amount equal to the initial capital entitlement of 100 pence as increased at such rate as accrues daily and compounds annually to give a final entitlement of 129.14 pence at 16 December 2026 (the “**ZDP Repayment Date**”), the first such increase to be deemed to have occurred on the date of issue of the ZDP Shares and the last to occur on the day before the ZDP Repayment Date; and
- (b) second, there shall be paid to the holders of the Ordinary Shares the balance of the assets of the Company available for distribution in accordance with the Bermuda Companies Act and the Bye-Laws.

##### **1.3. Voting rights**

- (a) The holders of the ZDP Shares shall have the right to receive notice of, but shall not have the right as such to attend or vote at, any general meeting of the Company except (save as provided in paragraph 1.6(d) below):
  - (i) upon any resolution to alter, modify or abrogate the special rights or privileges attached to the ZDP Shares; or
  - (ii) upon a Liquidation Resolution, Recommended Resolution and Reconstruction Resolution (as respectively defined in paragraphs 1.6(a), 1.6(b) and 1.6(c) below).
- (b) Save as described in paragraphs 1.6(b) and 1.6(c) below, the Company may not, without the previous sanction of a resolution passed at a separate general meeting of ZDP Shareholders convened and held in accordance with the provisions of the Bye-Laws:
  - (i) subject to sub-paragraph 1.3(c) below, issue any further shares or rights to subscribe for further shares or convert any securities into shares in any member of the Group or reclassify any issued share capital into shares of a particular class where such shares rank, or would on issue, conversion or reclassification rank, as to capital, in priority to, or *pari passu* with, the ZDP Shares;
  - (ii) pass a resolution for the voluntary winding up of the Company, such winding up to take effect prior to the ZDP Repayment Date (or, if that day is not a business day, the immediately preceding business day);
  - (iii) subject to sub-paragraph 1.3(d) below, pass a resolution to reduce the capital of the Company in any manner or to purchase shares in the Company other than as permitted below;
  - (iv) pass a resolution amending the provisions of this paragraph 1.3(b); or
  - (v) subject to sub-paragraph 1.3(e) below, pay a dividend or other distribution,provided that no such sanction will be required for the passing of any resolution authorising the Company to purchase any ZDP Shares where such shares may only be purchased at prices at

or below their prevailing accrued capital entitlement (as determined by the Directors as at a date falling not more than 10 days before the date of the relevant repurchase) or at a higher price per ZDP Share if the Directors determine this to be in the interests of ZDP Shareholders, or for any purchase of such ZDP Shares in accordance with any such resolution.

- (c) Notwithstanding the restrictions described in paragraph 1.3(b)(i) above, any member of the Group may, subject as provided in the relevant company's constitution, issue any further shares or rights to subscribe for further shares or convert any securities into shares or reclassify any issued share capital into shares of a particular class where such shares rank, or would on issue, conversion or reclassification rank, as to capital, in priority to, or *pari passu* with, the ZDP Shares provided that the Directors shall have calculated within 60 days prior to the Calculation Date (as defined below) that, were the further shares to be issued or the shares to be reclassified or rights of subscription or conversion to be issued and immediately exercised at the date of the report, the ZDP Shares in issue immediately thereafter would have a Cover of not less than four times.
- (d) Notwithstanding the restrictions described in paragraph 1.3(b)(iii) above, any member of the Group may, subject as provided in the relevant company's constitution, pass a resolution to reduce the capital of the Company in any manner or to purchase shares in the Company provided that the Directors shall have calculated within 60 days prior to the Calculation Date (as defined below) that, immediately following such reduction of capital or purchase of such shares, the ZDP Shares in issue immediately thereafter would have a Cover of not less than three times.
- (e) Notwithstanding the restrictions described in paragraph 1.3(b)(v) above, any member of the Group may, subject as provided in the relevant company's constitution, pay a dividend or other distribution provided that the Directors shall have calculated within 60 days prior to the Calculation Date (as defined below) that, immediately following such payment of dividend or other distribution, the ZDP Shares in issue immediately thereafter would have a Cover of not less than three times.
- (f) Where the holders of ZDP Shares are entitled to vote, every such holder present at a meeting shall upon a show of hands have one vote and (subject as referred to in sub-paragraph 1.6(d) below) upon a poll, every such holder present in person or by proxy shall have one vote in respect of each ZDP Share held by him.

#### 1.4. **Cover**

Cover shall represent a fraction where the numerator is equal to the gross assets of the Group on the Calculation Date and the denominator is equal to the aggregate on the Calculation Date of: (i) the aggregate capital entitlement on the ZDP Repayment Date of the ZDP Shares in issue on the Calculation Date; and (ii) the outstanding amounts payable by the Group under bank facilities and any borrowings.

Gross assets for this purpose shall mean the unaudited aggregate value of the gross assets of the Group, including assets represented by principal monies borrowed by any member of the Group, less current liabilities (not including contingent liabilities) of the Group (other than principal monies borrowed), each as determined by the Directors.

In calculating such Cover, the Directors shall where available:

- (i) use the gross assets of the Group at the most recent practicable date before the Calculation Date;
- (ii) assume that the share capital or rights proposed to be issued or arising on reclassification had been issued and/or exercised and/or reclassified at the end of the month prior to the Calculation Date;
- (iii) adjust the gross assets of the Group by adding the minimum net consideration (if any) which would be received upon such issue, reclassification or exercise;
- (iv) take account of the entitlements to be attached to the new shares or securities or rights to be issued;
- (v) aggregate the final capital entitlement of all the existing ZDP Shares and the capital entitlements of the new shares or securities or rights to be issued as aforesaid in each case as at the ZDP Repayment Date;

- (vi) make appropriate adjustments for any other issues or reclassifications or purchases of own share capital which have been made by the Company since the end of the preceding month or will have been made by or at the time of the proposed issue of shares or rights of subscription or conversion into shares or reclassification;
- (vii) make such other adjustments as they consider appropriate.

The Directors shall have absolute discretion to determine whether the conditions set out above are satisfied in any case and no independent valuation need be carried out.

#### 1.5. **Redemption**

- (a) The Company shall (subject to the provisions of the Companies Act 1981) redeem all the outstanding ZDP Shares on or within 14 days before the ZDP Repayment Date.
- (b) On the redemption of ZDP Shares in accordance with the provisions described in this paragraph 1.5(a) above, there shall be paid to the holders of the ZDP Shares an amount equal to the accrued capital entitlement per ZDP Share determined in accordance with the provisions described in paragraph 1.2 above.
- (c) Any redemption notice shall specify the redemption amount and the address at which certificates for ZDP Shares are to be surrendered for redemption. A redemption notice may not be withdrawn without the prior class consent of the holders of the ZDP Shares concerned. No defect in the redemption notice or in the giving thereof shall affect the validity of the redemption proceedings.
- (d) Unless otherwise determined by the Board, payments in respect of the amount due on redemption of ZDP Shares shall be made by Sterling cheque drawn on a bank in the City of London or, upon the request of the holder or joint holders, by transfer to a Sterling account maintained by the payee with a bank in the City of London. Such payment will be made against surrender of the relevant certificate in the case of certificated ZDP Shares or, if the relevant certificate has been lost or destroyed, the giving of an appropriate indemnity in a form satisfactory to the Board, provided that the Board may determine that surrender of certificates shall not be required, in which event each certificate shall be void and of no effect as from the date of payment of the amount due on the redemption of the ZDP Shares to which the certificate relates.

#### 1.6. **Voluntary Redemption**

- (a) If all of the ZDP Shares are not redeemed on or before the ZDP Repayment Date (except by reason of administrative error rectified within 7 days and disregarding any ZDP Shares which are not redeemed as a result of a failure by the holder to comply with a requirement relating to redemption imposed in accordance with the Bye-Laws), the Directors shall convene an extraordinary general meeting of the Company at which a resolution (the "**Liquidation Resolution**") shall be proposed requiring that the Company be wound up summarily pursuant to the Companies Act 1981. At such extraordinary general meeting the provisions relating to voting described in sub-paragraph 1.6(d) below shall apply in respect of any Liquidation Resolution.
- (b) If an offer is made to all holders of ZDP Shares (other than the offeror and/or persons controlled by or acting in concert with the offeror) which becomes or is declared unconditional in all respects prior to the ZDP Repayment Date, which offer entitles holders of ZDP Shares to receive not later than the date falling 14 days after the ZDP Repayment Date an amount in cash equal to or not less than that to which the Directors estimate (so far as practicable at that time) that such holders would otherwise have been entitled to receive on a winding-up of the Company (ignoring any option for alternative consideration pursuant to such offer) and such offer is recommended by the Directors and it is stated to be, in the opinion of the financial adviser appointed by the Company, fair and reasonable then at any extraordinary general meeting of the Company or separate general meeting of the holders of the ZDP Shares held between the date of making such recommendation and the ZDP Repayment Date (both dates inclusive) the provisions relating to voting in sub-paragraph 1.6(d) below shall apply to any resolution or resolutions recommended by the Directors (a "**Recommended Resolution**") and stated to be, in the opinion of the financial adviser appointed by the Directors, fair and reasonable.

- (c) If at any extraordinary general meeting of the Company held on or prior to the ZDP Repayment Date there is proposed any resolution (a “**Reconstruction Resolution**”) to sanction any form of arrangement (whether involving the winding up of the Company, the redemption of the ZDP Shares or otherwise) which would enable the holders of the ZDP Shares to receive not later than the date falling 14 days after the ZDP Repayment Date an amount in cash equal to or not less than that to which the Directors estimate (so far as practicable at that time) that such holders would otherwise have been entitled to receive on a winding-up of the Company (ignoring any options ZDP Shareholders may be given to elect to receive any entitlement otherwise than in cash pursuant to the arrangement) then the provisions relating to voting described in subparagraph 1.6(d) below shall apply in respect of any Reconstruction Resolution.
- (d) Where any resolution or resolutions are proposed pursuant to the provisions of the Bye-Laws referred to in sub-paragraph 1.6(a), 1.6(b) or 1.6(c) above, the vote of those members entitled to vote shall be taken by poll and those holders of ZDP Shares who (being individuals) are present in person or by proxy or (being corporations) are present by proxy or by duly authorised representative and entitled to vote and who vote in favour of such resolution shall, on a poll, have such number of votes in respect of each share held by them (including fractions of a vote) so that the aggregate number of votes cast in favour of such resolution is four times the aggregate number of votes cast against such resolution and each member present in person or by proxy and entitled to vote and who votes against such resolution shall on a poll have one vote for each share held provided that, if any term of any offer or arrangement referred to in sub-paragraph 1.6(a), 1.6(b) or 1.6(c) above (as regards any one or more holders of ZDP Shares) shall have been breached (other than by such holder(s)) in any material respect of which the chairman of the meeting has received written notice prior to the commencement of such meeting, each holder shall, at any such meeting at which such holder is present in person or by proxy and entitled to vote, on a poll, have one vote for each such share held by him.

## PART 6

### PRINCIPAL BASES AND ASSUMPTIONS

Set out below are the principal bases and assumptions used in calculating the illustrative financial statistics contained in this Prospectus. For the avoidance of doubt, the Assumptions have not been used in preparing the working capital statement set out in Part 7 of this Prospectus.

There can be no guarantee that the Assumptions set out below will be realised. In particular, the amounts raised by the Placing may differ from the assumed amounts; market gains or losses between 2 December 2021 and the date of Admission will affect the amount of the Company's assets at Admission; costs will be incurred in investing the Net Proceeds of the Placing; annual running expenses of the Company may exceed the previous levels; and exchange rate differences may prove material. Accordingly, no reliance should be placed on the illustrative financial statistics derived from the Assumptions set out below.

The Assumptions used are:

1. On 31 October 2021 the Company had 32,148,823 Ordinary Shares in issue and gross assets of £176.4 million, net assets were £172.4 million and the Net Asset Value per Ordinary Share was 536.19p. As at 31 October 2021, the Company had outstanding loan notes of £4.0 million.
2. Gross Proceeds of £20 million are raised pursuant to the Placing by the issue of 20 million ZDP Shares at £1.00 per ZDP Share.
3. The total estimated costs of implementing the Placing and Admission are £610,000 (including value added tax) and these costs will all be paid by the Company.
4. No allowance is made for investing the Net Proceeds of the Placing.
5. No allowance is made for the annual running expenses of the Company (including in the calculation of the Cover or the Final Cover). The running expenses for the period from 1 February 2020 to 31 January 2021 (including irrecoverable value added tax thereon but excluding the priority profit share and interest) were approximately £3.4 million and the annual running expenses of the Company going forward are expected to be approximately £3.5 million without interest expense (£0.3 million).
6. The capital accrual of a ZDP Share is 5.25 per cent. per annum, and is deemed to accrue daily and compound annually from 17 December 2021 up to (but excluding) the ZDP Repayment Date. The Final Capital Entitlement of 129.14 pence per ZDP Share is payable on 16 December 2026.
7. The Final Cover assuming that 20 million ZDP Shares are issued pursuant to the Placing is calculated as the ratio of the gross assets of the Company as at 31 October 2021, plus the Net Proceeds of the Placing to the sum of the assets required to pay the Final Capital Entitlement.
8. The Final Cover assumes that the Loan Notes have been redeemed in full.
9. There are no changes to the number of ZDP Shares prior to the winding-up of the Company and the repayment of the ZDP Shares.
10. No UK corporation tax on capital gains tax is payable by the Company; no other changes occur in any relevant taxation law and practice; and the allocation of certain expenses to the capital reserve results in a notional transfer of tax relief from the revenue account to the capital reserve in accordance with the Association of Investment Companies' Statement of Recommended Practice.
11. There are no changes to generally accepted accounting practices relevant to the Company.
12. The Company has an indefinite life.

## PART 7

### FINANCIAL INFORMATION ON THE COMPANY

#### Annual reports and audited consolidated financial statements of the Company

The annual reports and audited consolidated financial statements of the Company for each of the three financial years ended 31 January 2019, 2020 and 2021 (the “**Annual Reports**”) and the interim reports and unaudited financial statements of the Company for each of the six months ended 31 July 2020 and 31 July 2021 (the “**Interim Reports**”) have been incorporated into this Prospectus by reference as set out in Part 12 of this Prospectus.

***Contained in the Annual Reports and the Interim Reports are discussions of the Company’s results of operations and financial condition for the financial years ended 31 January 2019, 2020 and 2021 and the six months ended 31 July 2020 and 31 July 2021 respectively, which have all been prepared in accordance with IFRS. Prospective investors should read the following discussion, together with the whole of this Prospectus, including the Risk Factors, the Annual Reports and the Interim Reports (as incorporated into this Prospectus by reference as set out in Part 12 of this Prospectus) and should not just rely on the key or summarised information contained in this Part 7. Save for the consolidated financial statements of the Company contained in the Annual Reports (as incorporated into this Prospectus by reference as set out in Part 12 of this Prospectus) none of the information in this Prospectus has been audited.***

#### Accounting policies

The Annual Reports and the Interim Reports (as incorporated into this Prospectus by reference as set out in Part 12 of this Prospectus) have been prepared in accordance with IFRS. IFRS comprises standards and interpretations approved by the International Accounting Standards Board and the International Financial Reporting Interpretations Committee as at each relevant accounting period.

#### Operating and financial review

The Annual Reports and the interim reports and unaudited financial statements of the Company for the six months ended 31 July 2021 (as incorporated into this Prospectus by reference as set out in Part 12 of this Prospectus) include, on the pages of this relevant Annual Report or the interim report (as appropriate) specified in the table below, descriptions of the Company’s financial condition (in both capital and revenue terms), changes in its financial condition and details of the Company’s portfolio of investments for each of those years or six month periods (as appropriate).

	<i>(Audited) financial year ended 31 Jan 2019</i>	<i>(Audited) financial year ended 31 Jan 2020</i>	<i>(Audited) financial year ended 31 Jan 2021</i>	<i>(Unaudited) six months ended 31 July 2021</i>
Financial condition	p.47-50	p.47-50	p.49-52	p.33-36
Significant factors affecting income	p.4-7	p.4-7	p.4-7	p.4-7
Material changes in sales or revenue	p.4-7	p.4-7	p.4-7	p.4-7
Policies and factors which could affect operations	p.4-7	p.4-7	p.4-7	p.4-7

#### Selected financial information

The tables below sets out the key financial information that has been extracted without material adjustment from the Annual Reports and the Interim Reports (as incorporated into this Prospectus by reference as set out in Part 12 of this Prospectus). The Company believes that this information summarises the financial condition and results of operations of the Company over the relevant period.

## Statement of Comprehensive Income

	Year ended 31 January			Six months ended 31 July	
	2019 (audited)	2020 (audited)	2021 (audited)	2020 (unaudited)	2021 (unaudited)
Total income/(loss) (£'000)	(3,588.1)	39,670.1	42,016.2	(2,438.3)	36,735.2
Total comprehensive income/ (loss) (£'000)	(6,671.3)	36,224.7	38,253.0	(4,172.9)	34,309.7
Performance fee (£'000)	(418.7)	7,445.0	16,893.0	6,370.5	26,592.3
Investment Management Fee (£'000)	1,137.1	1,642.5	1,937.2	938.0	1,029.0
Other Expenses (£'000)	1,476.8	1,483.1	1,506.3	636.8	1,236.6
Basic earnings/(loss) per Ordinary Share (pence)	(23.47)	112.86	116.69	(12.69)	106.72

## Statement of Assets and Liabilities

	As at 31 January		As at 31 July	
	2019 (audited)	2020 (audited)	2021 (audited)	2021 (unaudited)
Net assets (£'000)	59,812	104,258	140,693	174,342
Net asset value per Ordinary Share (pence)	205.19	317.18	437.63	542.30

## Capitalisation and indebtedness of the Company

The capitalisation and indebtedness information set out below has been extracted without material adjustment from the Company's unaudited management accounts as at 31 October 2021.

The following table, sourced from the Company's internal accounting records, shows the Company's unaudited capitalisation as at 31 July 2021:

	31 July 2021 (Unaudited) GBP
Called up share capital	1,730,828
Share premium account	13,619,627
Capital reserve	163,032,215
Revenue reserve	(4,040,779)
Total	<u>174,341,891</u>

There has been no material change to the Company's capitalisation since 31 July 2021.

The following table shows the Company's unaudited net indebtedness as at 31 October 2021.

	31 October 2021 (Unaudited) GBP £m
A. Cash	19.2
B. Cash equivalent	nil
C. Securities	nil
D. Liquidity (A+B+C)	19.2
E. Current financial receivables	nil
F. Current bank debt	nil
G. Current portion of non-current debt	nil
H. Other current financial debt	4.0

	31 October 2021 (Unaudited) GBP £m
I. Current financial debt (F+G+H)	4.0
J. Net-current financial indebtedness (I-E-D)	(15.2)
K. Non-current bank loans	nil
L. Bonds issued	nil
M. Other non-current loans	nil
N. Non-current financial indebtedness (K+L+M)	nil
O. Net financial indebtedness (J+N)	(15.2)

The Company does not have any indirect and/or contingent indebtedness.

### **No Significant Change**

There has been no significant change in the financial position of the Company during or since 31 July 2021, being the date to which the last published unaudited interim financial statements of the Company were prepared.

### **Working Capital**

The Company is of the opinion that the Company has sufficient working capital for its present requirements that is for at least the next 12 months from the date of the Prospectus.

## PART 8

### TAXATION

#### INTRODUCTION

This section of the Prospectus summarises certain Bermuda and UK tax consequences of investing in ZDP Shares. These summaries are based upon the law and practice in force in Bermuda and the UK as at the date of this Prospectus. The tax treatment applicable to each prospective Shareholder will depend on their particular circumstances and may differ from the summary below. Prospective ZDP Shareholders should also note that such law and practice may change as a result of legislative, judicial and administrative actions, which may have retrospective effect.

**The summaries provide general guidance only and are not intended to provide a comprehensive guide to the taxation of the Company or any of its ZDP Shareholders. There may be other tax consequences of an investment in ZDP Shares and all prospective investors, in particular those who are in any doubt about their tax position, or who are resident or otherwise subject to taxation in a jurisdiction outside Bermuda or the UK, should consult their own professional advisors on the potential tax consequences of subscribing for, purchasing, holding or disposing of any ZDP Shares under the laws of their country and/or state of citizenship, domicile or residence, and should not rely on the summary provided in this Prospectus to determine their own particular tax position. The tax treatment of an investment in ZDP Shares will depend on the individual circumstances of each ZDP Shareholder and may be subject to future change. Nothing in this Prospectus should be taken as providing personal tax advice and neither the Company nor any of their officers, directors, employees, agents or advisors can take any responsibility in this regard.**

The following paragraphs summarise certain Bermuda and UK tax consequences for ZDP Shareholders. It is intended as a general guide only and is not intended to be comprehensive. It does not refer to UK inheritance tax – should a ZDP Shareholder be concerned about any potential UK inheritance tax implications in relation to their holding of ZDP Shares, they should consult their own independent tax advice. Unless otherwise stated, the following summary does not address:

- ZDP Shareholders who hold their ZDP Shares in the Company in connection with a trade, profession or vocation;
- ZDP Shareholders who have (or are deemed to have) acquired their ZDP Shares in connection with an office or employment or who play a role in investment management for the Company;
- ZDP Shareholders who hold their ZDP Shares as part of a hedging transaction;
- ZDP Shareholders subject to special tax rules such as insurance companies, investment trusts, charities, dealers in securities, broker-dealers or persons connected with the Company; or
- ZDP Shareholders who hold their ZDP Shares otherwise than as absolute beneficial owners, such as trustees.

#### BERMUDA TAXATION

The following summary of the anticipated treatment of the Company and holders of ZDP Shares is based on Bermuda taxation law and practice as they are understood to apply at the date of this Prospectus and is subject to changes in such taxation law and practice. It does not constitute legal or tax advice and does not address all aspects of Bermuda tax law and practice (including such tax law and practice as they apply to any land or building situated in Bermuda). Prospective investors in the ZDP Shares should consult their professional advisers on the implications of acquiring, holding, selling or otherwise disposing of the ZDP Shares under the laws of any jurisdiction in which they may be liable to taxation.

At the present time, there is no Bermuda income or profits tax, withholding tax, capital gains tax, capital transfer tax, estate duty or inheritance tax payable by the Company in respect of the ZDP Shares. The Company has obtained an assurance from the Minister of Finance of Bermuda under the Exempted Undertakings Tax Protection Act 1966 that, in the event that any legislation is enacted in Bermuda imposing any tax computed on profits or income, or computed on any capital asset, gain or appreciation or any tax

in the nature of estate duty or inheritance tax, such tax will not, until 31 March 2035, be applicable to the Company or to any of its operations or to its shares, debentures or other obligations except insofar as such tax applies to persons ordinarily resident in Bermuda or is payable by the Company in respect of real property owned or leased by it in Bermuda.

If you are in any doubt as to your tax position you should consult your professional tax adviser.

## **UK TAXATION**

**The following paragraphs are intended only as a general guide and are based on an interpretation of current legislation and HM Revenue & Customs (HMRC) published guidance and practice (which may not be binding), each of which is subject to change at any time (possibly with retrospective effect). They are of a general nature, do not constitute tax advice and apply only to ZDP Shareholders who are resident and domiciled solely in the UK for UK tax purposes, who are the absolute beneficial owners of their ZDP Shares and who hold their ZDP Shares as an investment (other than under an individual savings account). They do not address the position of certain classes of ZDP Shareholders such as dealers in securities, charities, registered pension schemes, insurance companies or collective investment schemes, to whom different tax treatment may apply. If you are in any doubt as to your tax position or if you are subject to tax in a jurisdiction outside the UK, you should consult an appropriate professional adviser without delay.**

### **ZDP Shareholders**

The statements on taxation below are intended to be a general summary of certain tax consequences that may arise for ZDP Shareholders who subscribe for ZDP Shares pursuant to the Placing (which may vary depending upon the particular individual circumstances and status of prospective investors), and a general guide to aspects of the UK tax treatment of the Company. These comments are based on an interpretation of legislation and HMRC published guidance and practice (which may not be binding) as at the time of writing and which are, in principle, subject to future revision (possibly with retrospective effect). This discussion is not intended to constitute advice to any person and should not be so construed.

### **The Company**

It is the intention of the Directors to conduct the affairs of the Company so that the central management and control of the Company is not exercised in the UK so that the Company is not treated as resident in the UK for taxation purposes. It is also the intention of the Directors that the Company does not carry out any trade in the UK (whether or not through a permanent establishment situated there). On this basis, the Company should generally not be liable for UK taxation on its profits other than certain income deriving from a UK source. On the same basis, the Company should not be within the scope of UK tax on chargeable gains wheresoever arising (other than on direct or certain indirect disposals of UK property).

Each ZDP Shareholder should consult their own tax advisers as to the possible tax consequences of buying, holding or selling ZDP Shares under the laws of their country of citizenship, residence or domicile or other jurisdictions in which they are subject to tax.

### ***Redemption and Disposals***

It is expected that the ZDP Shares should not fall within the definition of an “offshore fund” for the purposes of UK tax legislation. Therefore, in principle, any profit on a disposal of ZDP Shares or on receipt of the Final Capital Entitlement by a UK resident ZDP Shareholder or a ZDP Shareholder who carries on a trade in the United Kingdom through a branch, agency or permanent establishment with which their investment in the ZDP Shares is connected, should be taxed as a chargeable gain for UK tax purposes, subject to applicable reliefs and allowances.

If the Company or the ZDP Shares were to meet the definition of an “offshore fund” for the purpose of UK taxation, then in order for a UK resident Shareholder to be taxed under the capital gains tax regime (rather than on an income basis) on disposal of ZDP Shares, the Company must apply to HMRC to be treated as a reporting fund and maintain reporting fund status throughout the period in which the UK Shareholder holds the ZDP Shares.

UK resident individual Shareholders are generally subject to UK capital gains tax for the tax year 2021/2022, at the rate of 10 per cent. for basic rate taxpayers and 20 per cent. for higher and additional rate taxpayers and are entitled to an annual allowance of up to £12,300 per annum (for the tax year 2021/2022). UK corporation tax payers are subject to corporation tax on chargeable gains (currently at the rate of 19 per cent. (for the tax year 2021/2022; it is anticipated that, for profits over £250,000, this will increase to 25 per cent. from 1 April 2023, with profits between £50,000 and £250,000 being charged at 25 per cent. but subject to reduction by a marginal relief).

There are two exceptions to the treatment described in the preceding paragraphs of which ZDP Shareholders should be aware.

### ***ZDP Shareholders subject to UK corporation tax***

For ZDP Shareholders who are subject to UK corporation tax, if the Final Capital Entitlement is received otherwise than pursuant to a liquidation of the Company, the amount by which the Final Capital Entitlement exceeds the amount originally subscribed for the ZDP Shares will instead be treated as a “distribution” for UK corporation tax purposes.

If the relevant ZDP Shareholder is a company that is not “small”, that distribution will normally be exempt from corporation tax. For a company which is “small”, that distribution will be subject to corporation tax as income. A company is “small” for the purposes of the previous paragraph for any accounting period during which staff headcount is below 50 and either turnover or balance sheet total is less than or equal to €10 million.

### ***Disguised Interest***

The Finance Act 2013 introduced disguised interest provisions intended to make returns which are economically equivalent to interest subject to income tax as income.

It is known that HMRC considers that these provisions are, in principle, capable of applying to zero dividend preference shares. However there is an exception for shares that are admitted to trading on a regulated market where, at the time of issue, there are no arrangements involving only the relevant ZDP Shares which would produce a return which is economically equivalent to interest (as defined by the provisions). As a matter of strict legal interpretation of the legislation, it is not entirely clear whether this exception does apply to the ZDP Shares. However, on the basis of HMRC’s published guidance, it is considered likely that the exception should apply to the ZDP Shares. No assurances can be given, however, that HMRC or the courts will agree with this interpretation or that there will be no change in the law.

The exception will not apply if there are arrangements made by any person in relation to any ZDP Shares following their issue where the main purpose or one of the main purposes is to ensure that the return is in fact economically equivalent to interest. Nor will the exception apply if the shareholder’s return is virtually guaranteed on launch, for example where the company’s portfolio is not exposed to investment risk. The Directors do not intend that the Company will make any such arrangements and ZDP Shareholders should consider their position very carefully before making any such arrangements with respect to their own holdings of ZDP Shares and should take appropriate professional advice.

Similar rules concerning the UK tax treatment of disguised interest already exist for UK Corporation Tax but are subject to an exclusion for arrangements that have no tax avoidance purpose. The provisions for income tax do not contain such an exclusion.

UK individual ZDP Shareholders are also reminded that a subsequent “relevant arrangement” made by any person could result in the disguised interest provisions applying to the ZDP Shares even where those provisions did not previously apply to the ZDP Shares.

If these provisions apply to the ZDP Shares, it is likely that the return on the ZDP Shares would be subject to tax as income in the hands of ZDP Shareholders who are subject to United Kingdom income tax.

### **Other UK tax considerations**

The attention of individuals resident in the United Kingdom for taxation purposes is drawn to Chapter 2, Part 13 of the Income Tax Act 2007, which may render them liable to income tax in respect of the undistributed income of the Company or any capital sum received from the Company.

The attention of companies resident in the UK is drawn to the provisions contained in Part 9A (Controlled Foreign Companies) of the Taxation (International and Other Provisions) Act 2010 (the “**CFC**” rules). The UK “controlled foreign company” provisions can subject UK resident companies to tax on the profits of companies not so resident in which they have certain interests. Broadly, a CFC charge may arise to UK tax resident corporates if a non-resident company is controlled by persons who are resident in the UK, profits pass through the CFC “gateway” and no exemption applies. UK corporate investors are advised to consult their independent professional tax advisers as to the implications of these provisions.

It is anticipated that the shareholdings in the Company will be such as to ensure that it would not be a “close company” if it were resident in the UK (broadly, controlled by five or fewer participants). If, however, the Company would be a close company if so resident, capital gains accruing to it may be apportioned to UK resident or ordinarily resident shareholders, under the provisions of section 3 Taxation of Chargeable Gains Act 1992, who may thereby become chargeable to capital gains tax, or corporation tax on chargeable gains, on the gains apportioned to them.

If any ZDP Shareholder is in doubt as to his taxation position, he is strongly recommended to consult an independent professional adviser without delay.

### **ISAs, SIPPS and SSASs**

The ZDP Shares are expected to be eligible to be held in the stocks and shares component of an ISA subject to applicable subscription limits, and provided that the ISA manager has acquired them through the secondary market following their Admission. ZDP Shares acquired pursuant to the Placing will not be eligible for inclusion in an ISA.

The ZDP Shares are expected to be eligible for inclusion in a UK self-invested pension plan (a “**SIPP**”) or a UK small self-administered scheme (a “**SSAS**”), subject to the terms of, and the discretion of the trustees (or, where applicable, the providers) of, the SIPP or the SASS as the case may be.

Investors resident in the UK who are considering acquiring ZDP Shares are recommended to consult their own tax and/or investment adviser in relation to the eligibility of the ZDP Shares in an ISA, SIPP or SSAS.

### **Stamp Duty and Stamp Duty Reserve Tax (“SDRT”)**

Transfers of ZDP Shares and/or Depositary Interests should not generally be liable to UK stamp duty unless the instrument of transfer is executed within the UK when the transfer will be liable to UK ad valorem stamp duty at the rate of 0.5 per cent. of the consideration paid rounded up to the nearest £5.

Provided that ZDP Shares are not registered in any register of the Company kept in the UK, or paired with shares issued or raised by a UK company, then broadly any agreement to transfer the ZDP Shares should not be subject to SDRT.

No UK SDRT will be payable on the transfer of Depositary Interests within CREST on the basis that the ZDP Shares are (i) issued by a company that is not incorporated in the UK, and (ii) listed on a recognised stock exchange, provided that (a) the Company is not centrally managed and controlled in the UK, and (b) the Company’s share register is kept outside of the UK.

The above statement is intended as a general guide to the current UK stamp duty and SDRT position and does not relate to persons such as market makers, brokers, dealers, intermediaries and persons connected with depository arrangements and clearance services.

## PART 9

### ADDITIONAL INFORMATION

#### 1. ADDITIONAL INFORMATION ON THE COMPANY

##### 1.1 Information on the Company

The Company was incorporated in the Isle of Man as a public company limited by shares with registered number 108834C on 25 July 2003. The Company re-registered under the Isle of Man Companies Act 2006, with registration number 008597V. On 12 September 2018, the Company completed the migration its place of incorporation from the Isle of Man to Bermuda with registered number 53954.

The Company conducts its operations from Jersey and is resident in Jersey for tax purposes. The Company's principal place of business is at Liberation House, Castle Street, St Helier, Jersey JE1 2LH.

The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and the telephone number of the Company is +1 441 295 1422.

The principal legislation under which the Company operates is the Bermuda Companies Act.

The Company is not authorised or regulated as a collective investment scheme by the FCA or the Bermuda Monetary Authority. The principal legislation under which the Company operates is the Bermuda Companies Act 1981, as amended. The Ordinary Shares are admitted to trading on AIM and, as such, the Company is subject to the AIM Rules. Following Admission, the Company will also be subject to the Listing Rules, however, as set out in the section entitled "Consequences of a Standard Listing", the full protections of the Listing Rules will not apply to ZDP Shareholders. The applicability of the Disclosure Guidance and Transparency Rules (the "**DTRs**") to the Company will change as a result of Admission. For the purposes of continuing obligations and the application of the DTRs on an ongoing basis, the Company will only be subject to the DTRs to a reduced extent as the Company will be treated as an issuer of "preference shares" (as defined in the Listing Rules) for the purposes of the DTRs. Accordingly, DTR 4 (Periodic financial reporting) and DTR 6 (Access to information) will apply to the Company, but with a reduced application that is specified in the DTRs to apply to an issuer of preference shares. Additionally, DTR 5 (Vote holder and issuer notification rules) will not apply to the ZDP Shares at all. DTR 5 will, however, continue to apply to the Ordinary Shares to the extent it has been incorporated into the Bye-Laws.

##### **Associated companies**

The Company does not have any subsidiaries. The Company's portfolio investments are held via three associates in which the Company is the sole investor: ESO Investments 1 Limited, ESO Investments 2 Limited and ESO Alternative Investments LP (together the "**Associates**"):

<i>Name</i>	<i>Country of incorporation</i>	<i>Principal activity</i>	<i>Proportion of ownership interest (%)</i>
ESO Investments 1 Limited	Jersey	Intermediate holding company	80%
ESO Investments 2 Limited	Jersey	Intermediate holding company	80%
ESO Alternative Investments LP	England and Wales	Intermediate holding vehicle	100%

The primary activity of the Associates is to make, hold and realise investments with a view to profit. Any new investment made by the Company via the Associates is at the sole discretion of the Company. The Associates do not have any source of capital other than the Company and rely upon the Company for any investment funding. Investment funding advanced to the Associates from the Company is contingent on it being used for the same investment. The Associates are required to distribute any

proceeds from each investment to the Company upon receipt. This indicates that the Company has significant influence over the primary activity of the Associates.

The Associates, via their general partner or their board, have discretion over the management of their existing portfolio and on the realisation of those investments. The respective boards, general partner and appointed investment managers of the Associates are independent of the Company and accordingly the Company does not control the investment activities of the Associates. This indicates that the Company does not have overall control over the primary activity of the Associates.

As the Company is the sole investor in the Associates, they do not meet the definition of a joint venture. The Company does not have control over the activities of the Associates and therefore the Directors consider that they do not meet the definition of subsidiaries. The Company does not have any subsidiaries. The Company has significant influence over the activities of the Associates and therefore the Directors consider that, for the reasons detailed above, they meet the definition of "associates".

20 per cent. of the ownership interest in each of ESO Investments 1 Limited and ESO Investments 2 Limited is held by EPE Nominee Limited in connection with certain profit share arrangements for the benefit of the principals of the Investment Advisor, further details of which are set out at note 5 of the interim reports and unaudited financial statements of the Company for the six months ended 31 July 2021, which is incorporated by reference into, and forms part of the Prospectus.

The Associates also hold an 85.3 per cent. interest in Hamsard 3145 Limited, 73.9 per cent. interest in Hamsard 3634 Limited and a 100 per cent. interest in EPIC Investments LLP. Given the Company does not have control over the activities of the Associates, the Directors also consider that these companies also do not meet the definition of subsidiaries.

## 1.2 Share capital of the Company

As at 1 February 2018 (the first date in the period covered by the historical financial information on the Company incorporated by reference in Part 12 of this Prospectus), the authorised share capital of the Company was £2,250,000 divided into 45,000,000 Ordinary Shares of 5p each and the issued share capital comprised 30,065,714 fully paid Ordinary Shares of which 1,765,876 Ordinary Shares were held in treasury.

The Company's issued share capital during the last three financial years is set out below:

- (a) during the financial year ended 31 January 2019, the Company transferred 849,626 Ordinary Shares from treasury to the trustee of the EBT. As at 31 January 2019, the Company's issued ordinary share capital comprised 30,065,714 fully paid Ordinary Shares;
- (b) during the financial year ended 31 January 2020:
  - 4,473,347 Ordinary Shares were issued at a price of 220.11 pence each in consideration for the acquisition for the carried interest entitlement and outstanding accrual in ESO Investments 1 LP; and
  - the Company repurchased 752,001 Ordinary Shares and these shares were held in treasury.

As at 31 January 2020, the Company's issued share capital comprised 34,539,061 fully paid Ordinary Shares; and

- (c) during the financial year ended 31 January 2021:
  - 77,493 Ordinary Shares were issued at a price of 172.50 pence each;
  - the Company repurchased 799,480 Ordinary Shares and these shares were held in treasury.

As at 31 January 2021, the Company's issued share capital comprised 34,616,554 fully paid Ordinary Shares.

No Ordinary Shares have been issued or repurchased by the Company since 31 January 2021.

The authorised share capital of the Company as at the date of this Prospectus is 45,000,000 Ordinary Shares. The issued share capital of the Company as at the date of this Prospectus is 34,616,554 fully paid Ordinary Shares. As at the date of this Prospectus, 2,467,731 Ordinary Shares were held in treasury and 1,744,418 Ordinary Shares were held by the EBT. All of the Ordinary Shares in issue are fully paid up.

Set out below is the issued share capital of the Company as it will be following the Placing (assuming that 20 million ZDP Shares are allotted):

	<i>Nominal value (£)</i>	<i>Number</i>
Ordinary Shares (fully paid)	1,730,828	34,616,554
ZDP Shares (fully paid)	200,000.00	20,000,000

Subject to applicable law and the other provisions of the Bye-Laws, the Bye-Laws authorise the Directors to issue up to 25 million ZDP Shares. There are no provisions which apply a right of pre-emption in respect of the ZDP Shares.

The Directors have absolute authority to allot the ZDP Shares subscribed for pursuant to the Placing under the Bye-Laws and are expected to resolve to do so shortly prior to Admission.

Save as otherwise set out in this Part 9, no share or loan capital of the Company is under option or agreed conditionally or unconditionally to be put under option.

The ZDP Shares will be listed on the standard segment of the Official List and will be traded on the main market of the London Stock Exchange. The ZDP Shares are not listed or traded on, and no application has been or is being made for the admission of the ZDP Shares to listing or trading on, any other stock exchange or securities market.

The ZDP Shares are in registered form and, from Admission, will be capable of being held in uncertificated form in the form of Depositary Interests and title to such Depositary Interests may be transferred by means of a relevant system (as defined in the Regulations). Where the ZDP Shares are held in certificated form, share certificates will be sent to the registered members or their nominated agent (at their own risk) within 21 days of the completion of the registration process or transfer, as the case may be, of the ZDP Shares. Where ZDP Shares via Depositary Interests are held in CREST, the relevant CREST stock account of the registered members will be credited. The Registrar, whose registered address is set out on page 26 of this Prospectus, will maintain a register of Shareholders holding their Shares via Depositary Interests in CREST.

ZDP Shares are being issued pursuant to the Placing to be fully paid at a price of £1.00 per ZDP Share. No expenses are being charged to any subscriber or purchaser.

Each new ZDP Share will rank *pari passu* in all respects with each other ZDP Share issued and will have the same rights (including voting and rights on a return of capital) and restrictions as each existing other ZDP Share issued, as set out in the Bye-Laws. The ZDP Shares will be denominated in Sterling.

### 1.3 The Bye-Laws

The Bye-Laws contain provisions, *inter alia*, to the following effect (save that the provisions relating to the ZDP Shares are subject to Shareholder approval at the EGM):

#### 1.3.1 **Objects/purposes**

The objects of the Company are unrestricted, and the company has the capacity of a natural person. The Company can therefore undertake activities without restriction on our capacity.

#### 1.3.2 **Voting rights**

1.3.2.1 Holders of Ordinary Shares are entitled (subject as referred to in paragraph 1.3.8.1 1 below) to one vote per share on all matters submitted to a vote of holders of Ordinary Shares. Unless a different majority is required by Bermuda law, ordinary

resolutions to be approved by holders of Ordinary Shares require approval by a majority of not less than half of the votes cast at a meeting at which a quorum is present and special resolutions to be approved by holders of Ordinary Shares require approval by a two-thirds of the votes cast at a meeting at which a quorum is present.

1.3.2.2 The holders of the ZDP Shares shall have the right to receive notice of, but shall not have the right as such to attend or vote at, any general meeting of the Company except (but save as provided in paragraph 1.3.8.4 below):

1.3.2.2.1 upon any resolution to alter, modify or abrogate the special rights or privileges attached to the ZDP Shares; or

1.3.2.2.2 upon a Liquidation Resolution, Recommended Resolution and Reconstruction Resolution (as respectively defined in paragraphs 1.3.8.1, 1.3.8.2 and 1.3.8.3 below).

1.3.2.3 Save as provided in paragraphs 1.3.8.2 and 1.3.8.3 below, the Company may not, without the previous sanction of a resolution passed at a separate general meeting of ZDP Shareholders convened and held in accordance with the provision of the Bye-Laws:

1.3.2.3.1 subject to paragraph 1.3.2.4 below, issue any further shares or rights to subscribe for further shares or convert any securities into shares in any member of the Group or reclassify any issued share capital into shares of a particular class where such shares rank, or would on issue, conversion or reclassification rank, as to capital, in priority to, or *pari passu* with, the ZDP Shares;

1.3.2.3.2 pass a resolution for the voluntary winding up of the Company, such winding up to take effect prior to the ZDP Repayment Date (or, if that day is not a business day, the immediately preceding business day);

1.3.2.3.3 subject to sub-paragraph 1.3.2.5 below, pass a resolution to reduce the capital of the Company in any manner or to purchase shares in the Company other than as permitted below;

1.3.2.3.4 pass a resolution amending the provisions of this paragraph 1.3.2.3; or

1.3.2.3.5 subject to sub-paragraph 1.3.2.6 below, pay a dividend or other distribution,

provided that no such sanction will be required for the passing of any resolution authorising the Company to purchase any ZDP Shares where such shares may only be purchased at prices at or below their prevailing accrued capital entitlement (as determined by the Directors in accordance with the Articles as at a date falling not more than 10 days before the date of the relevant repurchase) or at a higher price per ZDP Share if the Directors determine this to be in the interests of ZDP Shareholders, or for any purchase of such ZDP Shares in accordance with any such resolution.

1.3.2.4 Notwithstanding paragraph 1.3.2.3.1 above, any member of the Group may, subject as provided in the relevant company's constitution, issue any further shares or rights to subscribe for further shares or convert any securities into shares or reclassify any issued share capital into shares of a particular class where such shares rank, or would on issue, conversion or reclassification rank, as to capital, in priority to, or *pari passu* with, the ZDP Shares provided that the Directors shall have calculated within 60 days prior to the Calculation Date (as defined below) that, were the further shares to be issued or the shares to be reclassified or rights of subscription or conversion to be issued and immediately exercised at the date of the report, the

ZDP Shares in issue immediately thereafter would have a Cover of not less than four times.

- 1.3.2.5 Notwithstanding the restrictions described in paragraph 1.3.2.3.3 above, any member of the Group may, subject as provided in the relevant company's constitution, pass a resolution to reduce the capital of the Company in any manner or to purchase shares in the Company provided that the Directors shall have calculated within 60 days prior to the Calculation Date (as defined below) that, immediately following such reduction of capital or purchase of such shares, the ZDP Shares in issue immediately thereafter would have a Cover of not less than two times.
- 1.3.2.6 Notwithstanding the restrictions described in paragraph 1.3.2.3.5 above, any member of the Group may, subject as provided in the relevant company's constitution, pay a dividend or other distribution provided that the Directors shall have calculated within 60 days prior to the Calculation Date (as defined below) that, immediately following such payment of dividend or other distribution, the ZDP Shares in issue immediately thereafter would have a Cover of not less than two times.
- 1.3.2.7 Where by virtue of the provisions of the Bye-Laws, the holders of ZDP Shares are entitled to vote, every such holder present at a meeting shall upon a show of hands have one vote and (subject as referred to in paragraph 1.3.6.4 below) upon a poll, every such holder present in person or by proxy shall have one vote in respect of each ZDP Share held by him.

### 1.3.3 **General Meetings**

- 1.3.3.1 Under Bermuda law, a company is required to convene at least one general meeting of shareholders each calendar year (the "**annual general meeting**"). However, the members may by resolution waive this requirement, either for a specific year or period of time, or indefinitely. When the requirement has been so waived, any member may, on notice to the company, terminate the waiver, in which case an annual general meeting must be called.
- 1.3.3.2 Bermuda law provides that a special general meeting of shareholders may be called by the board of directors of a company and must be called upon the request of shareholders holding not less than 10 per cent. of the paid-up capital of the company carrying the right to vote at general meetings. Bermuda law also requires that shareholders be given at least five days' advance notice of a general meeting, but the accidental omission to give notice to any person does not invalidate the proceedings at a meeting. The Bye-laws provide that the chairman, any two directors, any director and the secretary, or the Board may convene an annual general meeting, and the Board may convene a special general meeting. Under our bye-laws, at least 21 clear days' notice in writing of an annual general meeting or 14 clear days notice in writing of a special general meeting must be given to each shareholder entitled to vote at such meeting. This notice requirement is subject to the ability to hold such meetings on shorter notice if such notice is agreed: (i) in the case of an annual general meeting by all of the shareholders entitled to attend and vote at such meeting; or (ii) in the case of a special general meeting by a majority in number of the shareholders entitled to attend and vote at the meeting holding not less than 95 per cent. in nominal value of the shares entitled to vote at such meeting. The quorum required for a general meeting of shareholders is two or more persons present in person or by proxy, or one person present in person or by proxy holding not less than one-tenth of the nominal issued share capital of the Company to which voting rights are attached.

### 1.3.4 **Dividends**

- 1.3.4.1 The Ordinary Shares carry the right to receive such dividends as may be declared in accordance with the Bye-laws.

- 1.3.4.2 The ZDP Shares carry no rights to receive dividends out of the revenue or any other profits of the Group.
- 1.3.4.3 The Company may, by an ordinary resolution, declare that a dividend be paid in cash or in specie to Ordinary Shareholders according to their respective rights and interests in the Company, however no dividend shall exceed the amount recommended by the Board. In addition the Board may declare and pay such interim dividends on the Ordinary Shares, including any interim dividend payable at a fixed rate, as appears to the Board to be justified by the profits of the Company and the position of the Company. Any interim dividend on the Ordinary Shares with an aggregate value that either by itself, or together with any other interim dividends declared and/or paid on any class of shares in the preceding 12 months, exceeds 3 per cent of the mean market capitalisation of all of the Company's equity securities listed on any stock exchange for the 12 months preceding the proposed record date for the interim dividend shall require an ordinary resolution of the shareholders of the Company.
- 1.3.4.4 Under Bermuda law, a company may not declare or pay dividends if there are reasonable grounds for believing that: (i) the company is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) that the realisable value of its assets would thereby be less than its liabilities.

### 1.3.5 **Capital**

- 1.3.5.1 On a return of assets, on a liquidation or otherwise, the surplus assets of the Company after payment of all debts and satisfaction of all liabilities of the Company (excluding for these purposes the payment of the capital entitlement of the ZDP Share) shall be applied as follows:
  - 1.3.5.1.1 first, there shall be paid to holders of the ZDP Shares an amount equal to the initial capital entitlement of 100 pence as increased at such rate (as determined by the Board at the time of the issue of ZDP Shares) as accrues daily and compounds annually to give a final entitlement, at such date as determined by the Board at the time of the issue of the ZDP Shares (the "**ZDP Repayment Date**"), the first such increase to be deemed to have occurred on the date of issue of the ZDP Shares and the last to occur on the day before the ZDP Repayment Date; and
  - 1.3.5.1.2 second, there shall be paid to the holders of the Ordinary Shares the balance of the assets of the Company available for distribution in accordance with the Bermuda Companies Act and the Bye-Laws.

### 1.3.6 **Redemptions**

- 1.3.6.1 The Company shall (subject to the provisions of Bermuda Companies Act) redeem all the outstanding ZDP Shares on or within 14 days of the ZDP Repayment Date.
- 1.3.6.2 On the redemption of ZDP Shares in accordance with paragraph 1.3.6.1 above, there shall be paid to the holders of the ZDP Shares an amount equal to the accrued capital entitlement per ZDP Share determined in accordance with paragraph 1.3.5 above.
- 1.3.6.3 Any redemption notice shall specify the redemption amount and the address at which certificates for ZDP Shares are to be surrendered for redemption. A redemption notice may not be withdrawn without the prior class consent of the holders of the ZDP Shares concerned. No defect in the redemption notice or in the giving thereof shall affect the validity of the redemption proceedings.
- 1.3.6.4 Unless otherwise determined by the Board, payments in respect of the amount due on redemption of ZDP Shares shall be made by sterling cheque drawn on a bank in the City of London or, upon the request of the holder or joint holders, by transfer to a sterling account maintained by the payee with a bank in the City of London.

Such payment will be made against surrender of the relevant certificate in the case of certificated ZDP Shares or, if the relevant certificate has been lost or destroyed, the giving of an appropriate indemnity in a form satisfactory to the Board, provided that the Board may determine that surrender of certificates shall not be required, in which event each certificate shall be void and of no effect as from the date of payment of the amount due on the redemption of the ZDP Shares to which the certificate relates.

### 1.3.7 **Cover**

1.3.7.1 Cover shall represent a fraction where the numerator is equal to the gross assets of the Group on the Calculation Date and the denominator is equal to the aggregate on the Calculation Date of: (i) the aggregate capital entitlement on the ZDP Repayment Date of the ZDP Shares in issue on the Calculation Date; and (ii) the outstanding amounts payable by the Group under bank facilities and any borrowings.

1.3.7.2 Gross assets for this purpose shall mean the unaudited aggregate value of the gross assets of the Group, including assets represented by principal monies borrowed by any member of the Group, less current liabilities (not including contingent liabilities) of the Group (other than principal monies borrowed), each as determined by the Directors.

1.3.7.3 In calculating such Cover, the Directors shall where available:

- (i) use the gross assets of the Group at the most recent practicable date before the Calculation Date;
- (ii) assume that the share capital or rights proposed to be issued or arising on reclassification had been issued and/or exercised and/or reclassified at the end of the month prior to the Calculation Date;
- (iii) adjust the gross assets of the Group by adding the minimum net consideration (if any) which would be received upon such issue, reclassification or exercise;
- (iv) take account of the entitlements to be attached to the new shares or securities or rights to be issued;
- (v) aggregate the final capital entitlement of all the existing ZDP Shares and the capital entitlements of the new shares or securities or rights to be issued as aforesaid in each case as at the ZDP Repayment Date;
- (vi) make appropriate adjustments for any other issues or reclassifications or purchases of own share capital which have been made by the Company since the end of the preceding month or will have been made by or at the time of the proposed issue of shares or rights of subscription or conversion into shares or reclassification;
- (vii) make such other adjustments as they consider appropriate.

1.3.7.4 The Directors shall have absolute discretion to determine whether the conditions set out above are satisfied in any case and no independent valuation need be carried out.

### 1.3.8 **Voluntary Redemption**

1.3.8.1 If all of the ZDP Shares are not redeemed on or before the ZDP Repayment Date (except by reason of administrative error rectified within 7 days and disregarding any ZDP Shares which are not redeemed as a result of a failure by the holder to comply with a requirement relating to redemption imposed in accordance with the Bye-Laws), the Directors shall convene an extraordinary general meeting of the Company at which a resolution (the "**Liquidation Resolution**") shall be proposed requiring that the Company be wound up summarily pursuant to the Companies Act 1981. At such extraordinary general meeting the provisions relating to voting

described in sub-paragraph 1.3.8.4 below shall apply in respect of any Liquidation Resolution.

- 1.3.8.2 If an offer is made to all holders of ZDP Shares (other than the offeror and/or persons controlled by or acting in concert with the offeror) which becomes or is declared unconditional in all respects prior to the ZDP Repayment Date, which offer entitles holders of ZDP Shares to receive not later than the date falling 14 days after the ZDP Repayment Date an amount in cash equal to or not less than that to which the Directors estimate (so far as practicable at that time) that such holders would otherwise have been entitled to receive on a winding-up of the Company (ignoring any option for alternative consideration pursuant to such offer) and such offer is recommended by the Directors and it is stated to be, in the opinion of the financial adviser appointed by the Company, fair and reasonable then at any extraordinary general meeting of the Company or separate general meeting of the holders of the ZDP Shares held between the date of making such recommendation and the ZDP Repayment Date (both dates inclusive) the provisions relating to voting in sub-paragraph 1.3.8.4 below shall apply to any resolution or resolutions recommended by the Directors (a “**Recommended Resolution**”) and stated to be, in the opinion of the financial adviser appointed by the Directors, fair and reasonable.
- 1.3.8.3 If at any extraordinary general meeting of the Company held on or prior to the ZDP Repayment Date there is proposed any resolution (a “**Reconstruction Resolution**”) to sanction any form of arrangement (whether involving the winding up of the Company, the redemption of the ZDP Shares or otherwise) which would enable the holders of the ZDP Shares to receive not later than the date falling 14 days after the ZDP Repayment Date an amount in cash equal to or not less than that to which the Directors estimate (so far as practicable at that time) that such holders would otherwise have been entitled to receive on a winding-up of the Company (ignoring any options ZDP Shareholders may be given to elect to receive any entitlement otherwise than in cash pursuant to the arrangement) then the provisions relating to voting described in subparagraph 1.3.8.4 below shall apply in respect of any Reconstruction Resolution.
- 1.3.8.4 Where any resolution or resolutions are proposed pursuant to the provisions of the Bye-Laws referred to in sub-paragraph 1.6(a), 1.6(b) or 1.6(c) above, the vote of those members entitled to vote shall be taken by poll and those holders of ZDP Shares who (being individuals) are present in person or by proxy or (being corporations) are present by proxy or by duly authorised representative and entitled to vote and who vote in favour of such resolution shall, on a poll, have such number of votes in respect of each share held by them (including fractions of a vote) so that the aggregate number of votes cast in favour of such resolution is four times the aggregate number of votes cast against such resolution and each member present in person or by proxy and entitled to vote and who votes against such resolution shall on a poll have one vote for each share held provided that, if any term of any offer or arrangement referred to in sub-paragraph 1.3.8.1, 1.3.8.2 or 1.3.8.3 above (as regards any one or more holders of ZDP Shares) shall have been breached (other than by such holder(s)) in any material respect of which the chairman of the meeting has received written notice prior to the commencement of such meeting, each holder shall, at any such meeting at which such holder is present in person or by proxy and entitled to vote, on a poll, have one vote for each such share held by him.

### 1.3.9 **Transfer of Shares**

Ordinary Shares and ZDP Shares are in registered form.

A shareholder may transfer all or any of their Ordinary Shares and/or ZDP Shares in the case of certificated shares by an instrument of transfer in writing in any usual form or in any form approved by the Board or, in the case of uncertificated shares, without a written instrument in accordance with the UK Uncertificated Securities Regulations 2001. Any written instrument of

transfer must contain the business or residential address of the transferee and be executed by or on behalf of the transferor.

The Board may in its absolute discretion and without giving any reason refuse to register any transfer of a certificated share unless:

- (a) the transferee has furnished a declaration, in a form satisfactory to the Board, together with such documents as the Board may require for the purposes of anti-money laundering compliance and, if the Board so requires, such other evidence and declarations as to status, residence or otherwise;
- (b) it is in respect of a share which is fully paid up;
- (c) it is in respect of a share on which the Company has no lien;
- (d) it is in respect of only one class of shares;
- (e) it is in favour of a single transferee or not more than four joint transferees;
- (f) it is duly stamped (if so required)
- (g) it is delivered for registration to the Company's registered office, or such other person as the Board may from time to time appoint, accompanied (except in the case of a transfer where a certificate has not been required to be issued) by the certificate for the shares to which it relates and such other evidence as the Board may reasonably require to prove the title of the transferor and the due execution by him of the transfer or if the transfer is executed by some other person on his behalf, the authority of that person to do so; and
- (h) the holding of such share would not result in a regulatory, pecuniary, legal, taxation or material administrative disadvantage for the Company or its shareholders as a whole which is not otherwise generally associated with the holding of the Company's shares,

provided that the Board shall not refuse to register any transfer of shares which are traded on the London Stock Exchange in circumstances where such refusal would prevent dealings in such shares from taking place on an open and proper basis.

The Board may also refuse to register a transfer a share to a "**Prohibited Person**", that is a person, as determined by the Board, to whom a sale or transfer of shares:

- (a) would be in breach of the laws or requirements of any jurisdiction or governmental authority;
- (b) may cause the Company to be classified as an "investment company" under the United States Investment Company Act of 1940;
- (c) in circumstances (whether taken alone or in conjunction with other persons or any other circumstances appearing to the Board to be relevant) which, in the opinion of the Board, might result in the Company and/or its shareholders as a whole incurring any liability to taxation or suffering any other regulatory, pecuniary, legal or material administrative disadvantage that the Company might not otherwise have suffered or incurred.

A person who is a "U.S. Person" as defined in Regulation S of the Securities Act to whom the Board has not consented to is also a Prohibited Person.

In addition, transfers of shares will not be recognised:

- (a) where a notice has been served on a shareholder requiring such shareholder to disclose in writing information in relation to (i) any beneficial interest of any third party in the shares the subject of the notice; (ii) any other interest of any kind whatsoever which a third party may have in the shares; and (iii) the identity of any third party having any such interest, and a shareholder has failed to comply with such disclosure requirement;
- (b) to a minor;

- (c) to a bankrupt;
- (d) to any person who is, or may be, suffering from mental disorder and either:
  - (i) has been admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 (an Act of Parliament) or any similar statute relating to mental health (whether in the United Kingdom, Bermuda or elsewhere); or
  - (ii) an order has been made by any court having jurisdiction (whether in the United Kingdom, Bermuda or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.

If the transferee of any shares of the Company is a Prohibited Person or the Board otherwise determines that the holding of shares by such transferee would be in breach of any relevant legal or regulatory requirement or would subject the Company to any adverse legal, regulatory or taxation consequences or the Board otherwise determines (in its sole discretion and without being obliged to provide its reasons therefor) that such holding is not in the Company's interests, the Company may direct such transferee to sell his shares to a person who is not a Prohibited Person within thirty days of the notice of refusal and the transferee shall comply with any such direction.

#### 1.3.10 **Variation of rights**

1.3.10.1 If at any time the share capital of the Company is divided into shares of different classes any of the rights for the time being attached to any share or class of shares in the Company (and notwithstanding that the Company may be or be about to be in liquidation) may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated in such manner (if any) as may be provided by such rights or, in the absence of any such provision, either with the consent in writing of the holders of not less than three quarters, in par value, of the issued shares of the class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of the class duly convened and held in accordance with the Company's bye-laws (but not otherwise).

1.3.10.2 For the purposes of this paragraph 1.3.10, unless otherwise expressly provided by the rights attached to any shares or class of shares, those rights attaching to any class of shares for the time being shall be deemed to be altered or abrogated by the reduction of the capital paid up on such shares or by the allotment of further shares ranking in priority for the payment of a dividend or in respect of capital or howsoever or which confers on the holders voting rights more favourable than the first mentioned shares, but shall not be deemed to be altered or abrogated by:

1.3.10.2.1 the creation or issue of further shares ranking *pari passu* in all respects (save as to the date from which such new shares shall rank for dividend) with or subsequent to those already issued;

1.3.10.2.2 the purchase or redemption by the Company of any of its own shares in accordance with the Bye-Laws; and

1.3.10.2.4 the exercise of disenfranchisement power under the disclosure provisions requiring Shareholders to disclose an interest in the Company's shares as set out in the Bye-Laws.

#### 1.3.11 **Share capital and changes in capital**

The share capital of the Company is divided into Ordinary Shares of 5p each and ZDP Shares of 1p each. Subject to the Companies Act 1981 of Bermuda and to any special rights from time being attached to any existing shares, the Board may, if authorised by an ordinary resolution of shareholders, allot or issue shares that have attached to them such preferred,

deferred or other special rights or restrictions, whether in regard to dividend, voting, transfer, return of capital or otherwise, as the Board may determine.

The Board may, if authorised by an ordinary resolution of shareholders, increase, divide, consolidate, subdivide, change the currency denomination of, diminish or otherwise alter or reduce the share capital of the Company in any manner permitted by the Companies Act 1981 of Bermuda.

#### 1.3.12 **Disclosure of interests in shares**

The provisions of Chapter 5 of the Disclosure Guidance and Transparency Rules (“**DTR 5**”) are deemed to be incorporated by reference into the Bye-Laws and accordingly the vote holder and issuer notification rules set out in DTR 5 apply to the Company and each holder of Ordinary Shares but not, for the avoidance of doubt, holders of ZDP Shares, save that (i) notwithstanding the time limits for disclosure set out in DTR 5, the Company must notify such information without delay and (ii) the information must be notified by delivery of an announcement to a Regulatory Information Service for distribution to the public as opposed to “made public” in accordance with DTR 5 .

In addition, the Company may give notice to a shareholder requiring such shareholder to disclose in writing information in relation to (i) any beneficial interest of any third party in the shares the subject of the notice; (ii) any other interest of any kind whatsoever which a third party may have in the shares; and (iii) the identity of any third party having any such interest.

#### 1.3.13 **Untraced shareholders**

The Company shall be entitled to sell at the best price reasonably obtainable any share of a member or any share to which a person is entitled by transmission if and provided that:

- (a) during the period of 12 years prior to the date of the publication of the advertisements referred to in paragraph (b) below (or if published on different dates, the earlier or earliest of them) no cheque, order or warrant in respect of such share sent by the Company through the post in a pre-paid envelope addressed to the shareholder or to the person entitled by transmission to the share at his address on the share register or other last known address given by the shareholder or person to which cheques, orders or warrants in respect of such share are to be sent has been cashed and the Company has received no communications in respect of such share from such shareholder or person provided that during such period of 12 years at least three cash dividends (whether interim or final) in respect of the shares in question have become payable and no such dividend during that period has been claimed by the person entitled to it;
- (b) on or after expiry of the said period of 12 years the Company has given notice of its intention to sell such share by advertisements in both a national daily newspaper published in the United Kingdom and in a newspaper circulating in the area in which the last known address of such member or person appeared;
- (c) the said advertisements, if not published on the same day, shall have been published within 30 days of each other;
- (d) during the further period of three months following the date of publication of the said advertisements (or, if published on different dates the later or latest of them) and prior to the exercise of the power of sale the Company has not received any communication in respect of such share from the shareholder or person entitled by transmission; and
- (e) The Company has given notice to the London Stock Exchange of its intention to make such sale, if shares of the class concerned are listed or dealt in on that exchange.

#### 1.3.14 **Borrowing powers**

The Directors may exercise all powers of the Company to borrow money, to guarantee, to indemnify and to mortgage or charge the Company's undertaking, property, assets (present and future) and uncalled capital or any part or parts thereof. There are no limits on the borrowing powers of the Company.

#### 1.3.15 **Directors**

Unless and until otherwise determined by Shareholders by ordinary resolution, the number of Directors shall be not less than two but there shall be no maximum. A majority of the Directors must not be resident in the United Kingdom.

Directors may be appointed by shareholders by ordinary resolution either to fill a vacancy or as an addition to the existing Board, provided the total number of Directors does not exceed any maximum set pursuant to the Bye-laws.

Directors may also be appointed by the Board either to fill a vacancy or as an addition to the existing Board, but the total number of Directors shall not exceed any maximum number set pursuant to the Bye-laws. Any Director so appointed by the Board shall only hold office only until the annual general meeting of next following such appointment.

A Director is not required to hold any shares of the Company.

There is no obligation for Directors to retire by rotation.

Shareholders may by ordinary resolution remove any Director before the expiration of his period of office provided that the notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director not less than 14 days before the meeting and at such meeting the Director shall be entitled to be heard on the motion for such Director's removal.

A Director shall also be automatically removed from office if:

- (a) he is requested to resign by notice in writing addressed to him at his address as shown in the register of Directors and signed by all the other Directors provided that this does not cause a majority of the Directors to be resident in the United Kingdom; or
- (b) he is convicted of an indictable offence and the Directors shall resolve that it is undesirable in the interests of the Company that he remains a Director; or
- (c) the conduct of that Director (whether or not concerning the affairs of the Company) is the subject of either: (i) an order pursuant to section 95 of Bermuda Companies Act; or (ii) an investigation by the police of any jurisdiction and the Board shall resolve that it is undesirable that he remains a Director; or
- (d) notice is given to terminate his contract of employment or engagement with the Company where he is in breach of such contract; or
- (e) he has been disqualified from acting as a director; or
- (f) subsequent to his appointment, he becomes resident in the United Kingdom and as a result thereof the majority of the Directors are resident in the United Kingdom.

The Bermuda Companies Act imposes a duty on directors of the Company to act honestly and in good faith, with a view to the best interests of such company and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### 1.4 Information on the Directors

Details of the names of companies and partnerships of which the Directors are or have been members of the administrative, management or supervisory bodies or partners at any time in the five years preceding the date of this Prospectus:

<i>Name</i>	<i>Current directorships/partnerships</i>	<i>Past directorships/partnerships</i>
Clive Spears	EPE Special Opportunities Limited ESO Investments 1 Limited ESO Investments 2 Limited Meridian Asset Management (C.I.) Limited Nordic Capital Limited ICG Fund V GP Limited ICG Europe Fund V GP No 1 Limited Partnership ICG Fund V Jersey Limited ICG Fund V Limited Partnership ICG Fund V CIP Limited Partnership ICG Fund V Investor Feeder Limited Partnership ICG Fund V Dutch CIP Limited Partnership ICG EFV MLP Limited ICG EFV MLP GP Limited Kreos Capital Group Limited ICG Asia Pacific Fund III GP Limited ICG Europe Fund VI GP Limited ICG Fund VI Jersey Limited ICG Fund VI Treasury Limited Kreos Capital Group V Limited Nordic Capital IX Limited Match Jersey Limited ICG SDP Treasury Limited Nordic Capital Cooperation Group Limited ICG Europe Fund VII Treasury Limited ICG Progress Co-Investment Limited Partnership Kreos Capital Group VI Limited Ultra Electronics Finance limited ICG Fund VI New Jersey Limited ICG Fund V New Jersey Limited ICG Mid Market Treasury Limited ICG EFV Treasury Limited Nordic Capital Group Limited ICG SDP Treasury II Limited Nordic Capital X Limited Nordic Capital XI Limited Kreos Capital Group 2020 Opportunity Limited ICG Treasury VIII Limited Kreos Capital Group VII Limited	Lema Fund Limited Nomura Fund of Funds GP Limited GCP Infrastructure Investments Limited Nordic Capital VIII Limited Nomura European Mezzanine Fund GP 1 Limited Gorey Investments Limited ICG ICAP IV Treasury Limited Invesco Enhance Income Fund Limited

<i>Name</i>	<i>Current directorships/partnerships</i>	<i>Past directorships/partnerships</i>
David Pirouet	<p>EPE Special Opportunities Limited  D.L.R.S. Advisory Services Limited  Vilaw Consultants Limited  EMSA Fund Management (Jersey) Limited  Kames Target Healthcare General Partner Limited  Kreos Capital Group Limited  Kreos Capital Group V Limited  Kreos Capital Group VI Limited  Nordic Capital V Limited  Nordic Capital VI Limited  Nordic Capital VII Limited  ICG Europe Fund V GP Limited  ICG Europe Fund V Jersey Limited  ICG EFV MLP Limited  ICG EFV MLP GP Limited  ICG Asia Pacific Fund III GP Limited  ICG Europe Fund VI GP Limited  ICG Europe Fund VI Jersey Limited  ICG Europe Fund VI Treasury Limited  ICG SDP Treasury Limited  ICG Europe Fund VII Treasury Limited  ICG Fund V New Jersey Limited  ICG Fund VI New Jersey Limited  ICG Europe Mid-Market Treasury Limited  ICG Europe Fund V Treasury Limited  ICG SDP Treasury II Limited  Ultra Electronics Finance Limited  Kreos Capital Group VII Ltd  Kreos Capital Group 2020 Opportunity Limited  ICG Europe Fund VIII Treasury Limited</p>	<p>GCP Infrastructure Investments Limited  Ludgate Environmental Fund Limited  ACPI Investments Group Limited  ACPI Investments Limited  ACPI FM Limited  ACPI IM Limited  ICG ICAP IV Treasury Limited</p>
Heather Bestwick	<p>EPE Special Opportunities Limited  ESO Investments 1 Limited  ESO Investments 2 Limited  Deutsche International Corporate Services Limited  Rathbone Investment Management International Limited</p>	<p>Highland CLO Funding, Ltd.  Sole Shipping SO GP II Limited  Sole Shipping SO Adviser Limited  Sole Shipping SO Co-Invest I GP Ltd  Sole Shipping SO Co-Invest II GP Ltd.  Sole Shipping SO GP III Limited  HBL Limited  Andium Homes Limited  Equiom (Jersey) Limited  Equiom (Guernsey) Limited  Rokos Capital Management (GP) Ltd  Rokos Intermediate (Jersey) Ltd  Equiom Trust Company (CI) Limited</p>

<i>Name</i>	<i>Current directorships/partnerships</i>	<i>Past directorships/partnerships</i>
Nicholas Wilson	EPE Special Opportunities Limited Gulf Investment Fund plc Beresford Gabler Securities Limited	Qatar Investment Fund Plc Epicure Qatar Opportunities Holdings Limited
Michael Gray	EPE Special Opportunities Limited ESO Investments 1 Limited ESO Investments 2 Limited GCP Infrastructure Investments Limited J-Star Jersey Company Limited Foresight Enterprise VCT plc Jersey Finance Limited Triton Investment Management Limited Triton Investments Management SARL JST Company Limited Jersey AVS Corporate Services Limited TEAM plc MMG Consulting Limited JTC plc	

None of the Directors:

- (i) has any convictions in relation to fraudulent offences for at least the previous five years; or
- (ii) has been declared bankrupt or been a director or member of the administrative, management or supervisory body of a company or a senior manager of a company at the time of any receivership or liquidation for at least the previous five years; or
- (iii) has been subject to any official public incrimination and/or sanctions by any statutory or regulatory authority (including designated professional bodies) or has ever been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company for at least the previous five years.

## 1.5 Directors' and others' interests

The Directors' interests in the Ordinary Shares as at the latest practicable date are as follows:

<i>Name</i>	<i>No. of Ordinary Shares held</i>	<i>No. of Matching Shares*</i>
Clive Spears	136,314	21,939
Nicholas Wilson	131,264	21,477
Heather Bestwick	22,307	21,939
David Pirouet	14,073	13,207
Michael Gray	2,378	Nil

\* *The Matching Shares are issued in connection with the JSOP. See paragraph 1.11 of this Part 9 for further details.*

The voting rights of Ordinary Shareholders are the same in respect of each Ordinary Share of the relevant class held in the share capital of the Company.

As at the latest practicable date, insofar as is known to the Company based on notifications made to it pursuant to the Disclosure Guidance and Transparency Rules (as adopted pursuant to the Bye-Laws), the following persons held, directly or indirectly, three per cent. or more of the Company's voting rights (in each case for the purposes of Chapter 5 of the Disclosure Guidance and Transparency Rules):

<i>Name</i>	<i>% voting rights</i>
Giles Brand	32.14
The Corporation of Lloyds	9.77
Canaccord Genuity Wealth Management	7.31
Boston Trust Company Limited (Trustee of the EBT)	5.82
Premier Miton Investors	5.46
Lombard Odier Darier Hentsch	3.25

The Company is not aware of any person who, directly or indirectly owns or controls the Company. The Company is not aware of any arrangements the operation of which may at a subsequent date result in a change of control of the Company.

The Bye-Laws contain provisions whereby a Director shall not vote, *inter alia*, in respect of any matter in which he has, directly or indirectly, any material interest. Save, in relation to the directorships listed in paragraph 1.4 of this Part 9, there are no potential conflicts of interest between any duties owed by the Directors to the Company and their private interests and/or other duties.

## 1.6 Directors' Appointments

No Director has a Service Contract with the Company, nor are any such contracts proposed.

The aggregate remuneration paid and benefits in kind granted to the Directors by the Company in respect of the financial year ended 31 January 2021 was c.£168,000 and was made up as follows:

<i>Position</i>	<i>Appointed on</i>	<i>Fees</i>	<i>Additional fees</i>	<i>Share based payments</i>
Clive Spears (Chairman)	July 2003	£32,000	£3,000	£11,222
David Pirouet	June 2019	£32,000	–	£4,776
Nicholas Wilson	July 2003	£30,000	–	£10,928
Heather Bestwick	February 2017	£30,000	£3,000	£11,222
Michael Gray	September 2021	–	–	–

## 1.7 Employees of the Company

The Company does not have any employees.

## 1.8 Material contracts and Related Party transactions

The following are the only contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Company since its incorporation and which are or may be material to the Company or have been entered into by the Company at any time and contain a provision under which the Company has any obligation or entitlement which is material to the Company at the date of this Prospectus:

### 1.8.1 Revised Investment Advisory Agreement

EPIC acts as investment advisor to the Company, pursuant to the investment advisory agreement between the Company and EPIC dated 20 November 2008, which was amended and restated pursuant to a revised investment advisory agreement dated 4 August 2010, with effect from 31 August 2010, and further amended on 9 September 2019 (the "**Revised Investment Advisory Agreement**").

The Investment Advisor is currently entitled to receive an aggregate annual advisory fee from the Company, payable quarterly in arrears, at the rate of

2 per cent. of NAV where the NAV is less than £100 million otherwise the investment advisory fee shall be calculated as the greater of £2.0 million or the sum of 2 per cent. of the NAV comprising Level 3 portfolio assets (i.e. unquoted assets), 1 per cent. of NAV comprising Level 1 assets (i.e. quoted assets), no fees on assets which are managed or advised by a third-party manager, 0.5 per cent. of the Group's net cash (if greater than nil), and 2 per cent. of the Group's net cash (if less than nil) (i.e. reducing fees for net debt positions).

The Investment Advisor is also entitled to charge and retain structuring fees, exit and financing fees. The level of these will depend upon the size and complexity of transactions but will not exceed 2 per cent. of the transaction value.

Either party may terminate the Revised Investment Advisory Agreement and the appointment of the Investment Advisor thereunder by giving the other party twelve months' prior written notice, subject to earlier termination by either party by notice in writing within one month in the event of, *inter alia*, a party becoming insolvent, having a receiver, liquidator or administrator appointed, or committing a material breach of the Revised Investment Advisory Agreement or with immediate effect if the Investment Advisor is not, or ceases to be, authorised under FSMA. Additionally, the Revised Investment Advisory Agreement will terminate without compensation becoming payable to the Investment Advisor on the winding up of the Company following the passing of a winding-up resolution. On termination, the Company will pay the fees and expenses of the Investment Advisor up to and including the date of termination as well as any accrued performance fee.

### 1.8.2 **Deed Poll**

In summary, the Deed Poll contains provisions to the following effect, which will be binding on the holders of Depositary Interests.

Holders of Depositary Interests will warrant, *inter alia*, that ZDP Shares held by the Depositary or the Custodian (on behalf of the Depositary) are free and clear of all liens, charges, encumbrances or third party interests and that transfers or issues of Depositary Interests to the Custodian for the account of the holder are not in contravention of the Company's constitutional documents or any contractual obligation, law or regulation. Each holder of Depositary Interests will indemnify the Depositary for any losses the Depositary incurs as a result of breach of this warranty.

The Depositary and any Custodian must pass on to the holders of Depositary Interests and exercise on behalf of holders of Depositary Interests all rights and entitlements received or to which they are entitled in respect of the underlying ZDP Shares which are capable of being passed on or exercised. Rights and entitlements to cash distributions, to information, to make choices and elections and to attend and vote at general meetings shall, subject to the Deed Poll, be passed on in the form in which they are received together with amendments and additional information necessary to effect such passing-on, or, as the case may be, exercised in accordance with the Deed Poll.

The Depositary will be entitled to cancel Depositary Interests and withdraw the underlying ZDP Shares in certain circumstances including where a holder of Depositary Interest has failed to perform any obligation under the Deed Poll or any other agreement or instrument with respect to the Depositary Interests.

The Deed Poll contains provisions excluding and limiting the Depositary's liability. For example, the Depositary shall not be liable to any holder of Depositary Interests or any other person for liabilities in connection with the performance or non-performance of obligations under the Deed Poll or otherwise except as may result from its negligence or wilful default or fraud. Furthermore, except in the case of personal injury or death, the Depositary's liability to a holder of Depositary Interests will be limited to the lesser of:

- the value of the ZDP Shares and other deposited property properly attributable to the Depositary Interests to which the liability related; and
- that proportion of £5 million which corresponds to the proportion which the amount the Depositary would otherwise be liable to pay to the holder of the Depositary Interest bears to the aggregate of the amounts the Depositary would otherwise be liable to pay to all such holders in respect of the same act, omission or event which gave rise to such liability or, if there are no such amounts, £5 million.

The Depositary is not liable for any losses attributable to or resulting from the Company's negligence or wilful default or fraud of that of the CREST operator.

The Depositary is entitled to charge holders of Depositary Interests fees and expenses for the provision of its services under the Deed Poll.

Each holder of Depositary Interests is liable to indemnify the Depositary and any Custodian (and their agents, officers and employees) against all liabilities arising from or incurred in connection with, or arising from any act related to, the Deed Poll so far as they relate to the property held for the account of Depositary Interests held by that holder, other than those resulting from the wilful default, negligence or fraud of the Depositary, or the Custodian or any agent, if such Custodian or agent is a member of the Depositary's group, or, if not being a member of the same group, the Depositary shall have failed to exercise reasonable care in the appointment and continued use and supervision of such Custodian or agent.

The Depositary may terminate the Deed Poll by giving not less than 30 days' prior notice. During such notice period, holders may cancel their Depositary Interests and withdraw their deposited property and, if any Depositary Interests remain outstanding after termination, the Depositary must as soon as reasonably practicable, among other things, deliver the deposited property in respect of the Depositary Interests to the relevant holder of Depositary Interests or, at its discretion sell all or part of such deposited property. It shall, as soon as reasonably practicable deliver the net proceeds of any such sale, after deducting any sums due to the Depositary, together with any other cash held by it under the Deed Poll *pro rata* to holders of Depositary Interests in respect of their Depositary Interests.

The Depositary or the Custodian may require from any holder, or former or prospective holder, information as to the capacity in which Depositary Interests are owned or held and the identity of any other person with any interest of any kind in such Depositary Interests or the underlying ZDP Shares and holders are bound to provide such information requested. Furthermore, to the extent that the Company's constitutional documents require disclosure to the Company of, or limitations in relation to, beneficial or other ownership of, or interests of any kind whatsoever, in the ZDP Shares, the holders of Depositary Interests are to comply with such provisions and with the Company's instructions with respect thereto.

It should also be noted that holders of Depositary Interests may not have the opportunity to exercise all of the rights and entitlements available to holders of ZDP Shares in the Company, including, for example, in the case of ZDP Shareholders, the ability to vote on a show of hands. In relation to voting, it will be important for holders of Depositary Interests to give prompt instructions to the Depositary or its nominated Custodian, in accordance with any voting arrangements made available to them, to vote the underlying ZDP Shares on their behalf or, to the extent possible, to take advantage of any arrangements enabling holders of Depositary Interests to vote such ZDP Shares as a proxy of the Depositary or its nominated Custodian.

A copy of the Deed Poll can be obtained on request in writing to the Depositary

### 1.8.3 **Depositary Agreement**

The terms of the depositary agreement dated 21 September 2018 between the Company and the Depositary under which the Company appoints the Depositary to constitute and issue from time to time, upon the terms of the Deed Poll, a series of Depositary Interests representing securities issued by the Company and to provide certain other services in connection with such Depositary Interests are summarised below (the "**Depositary Agreement**").

The Depositary agrees that it will perform its obligations with reasonable skill and care. The Depositary assumes certain specific obligations, including the obligation to arrange for the Depositary Interests to be admitted to CREST as participating securities and to provide copies of and access to the register of Depositary Interests.

The Depositary will either itself or through its appointed Custodian hold the deposited property on trust (which includes the securities represented by the Depositary Interests) for the benefit of the holders of the Depositary Interests as tenants in common, subject to the terms of the Deed Poll. The Company agrees to provide such assistance, information and documentation to the Depositary as is reasonably required by the Depositary to properly carry out its duties, responsibilities and obligations under the Deed Poll and the Depositary Agreement. In particular, the Company is to supply the Depositary with all documents it sends to ZDP Shareholders so that the Depositary can distribute the same to all holders of Depositary Interests. The

Depository Agreement sets out the procedures to be followed where the Company is to pay or make a dividend or other distribution.

The Company is to indemnify the Depository for any loss it may suffer as a result of the performance of the Depository Agreement except to the extent that any losses result from the Depository's own negligence, fraud, wilful default or breach of the Depository Agreement. The Depository is to indemnify the Company for any loss the Company may suffer as a result of or in connection with the Depository's fraud, negligence or wilful default of the Depository Agreement save that the aggregate liability of the Depository to the Company over any 12 month period shall in no circumstances whatsoever exceed twice the amount of the fees payable to the Depository in any 12 month period in respect of a single claim or in the aggregate.

Subject to earlier termination, the Depository is appointed for a fixed term of one year and thereafter until terminated by either party giving not less than six months' notice.

In the event of termination, the parties agree to phase out the Depository's operations in an efficient manner without adverse effect on the members of the Company and the Depository shall deliver to the Company (or as it may direct) all documents, papers and other records relating to the Depository Interests which are in its possession and which is the property of the Company.

The Company is to pay certain fees and charges, including a set-up fee and an annual fee, a fee based on the number of Depository Interests per year and certain CREST related fees. The Depository is also entitled to recover out of pocket fees and expenses.

The Depository Agreement will be amended pursuant to a side letter to be entered into between the Company and the Depository before Admission in order to facilitate the issue of the ZDP Shares.

#### 1.8.4 **Placing Agreement**

A placing agreement dated 2 December 2021 entered into between the Company and Liberum pursuant to which, subject to certain conditions, Liberum has agreed to use its reasonable endeavours to procure purchasers for the ZDP Shares to be issued pursuant to the Placing.

The Placing Agreement is conditional on, *inter alia*, (i) Admission occurring by 8.00 a.m. on 17 December 2021 (or such later date, being not later than 31 January 2022, as the Company and Liberum may agree); and (ii) the Company having the requisite authority to issue and allot the ZDP Shares pursuant to the passing of the Resolution. The Placing Agreement is further conditional upon the Placing raising the Minimum Gross Proceeds.

In the event that any of the conditions in the Placing Agreement are not met, Liberum shall, amongst other things, not be under any obligation to complete the Placing, the Company shall withdraw its application for Admission (making such announcement as reasonably required by Liberum) and appropriate arrangements for the return of issue monies received shall be made.

In consideration for their services under the Placing Agreement, Liberum will receive a customary placing commission calculated by reference to the gross proceeds of the Placing, together with reimbursement for all out-of-pocket expenses incurred by it in connection with the Placing.

The Company has, in the Placing Agreement, given certain customary warranties and have agreed to provide customary indemnities to Liberum.

#### 1.9 **Litigation**

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the period commencing 12 months before the date of this Prospectus which may have, or have had in the recent past, significant effects on the Company and/or the Group's financial position or profitability.

### 1.10 Unsecured loan notes

The Company has issued Loan Notes which pay interest at 7.5 per cent. per annum and are redeemable on 23 July 2022 (subject to voluntary early redemption by the Company). At 31 January 2021, £3,987,729 (2020: £3,987,729) of Loan Notes in principal amount were outstanding. Issue costs totalling £144,236 have been offset against the value of the loan note instrument and are being amortised over the life of the instrument. The total issue costs expensed in the year ended 31 January 2021 was £20,605 (2020: £20,605). The carrying value of the Loan Notes in issue at the year-end was £3,956,822 (2020: £3,936,217). The total interest expense for the Loan Notes for the year ended 31 January 2021 was £319,685 (2020: £319,685). This includes the amortisation of the issue costs.

### 1.11 EBT

The Directors and certain employees of the Investment Advisor (together “**Participants**”) receive remuneration in the form of equity-settled share-based payment transactions, through the JSOP.

The EBT was created to award shares to Participants as part of the JSOP. Participants are awarded a certain number of Ordinary Shares (“**Matching Shares**”) which are subject to a three-year service vesting condition from the grant date. In order to receive their Matching Share allocation Participants are required to purchase Ordinary Shares on the open market (“**Bought Shares**”). The Participant will then be entitled to acquire a joint ownership interest in the Matching Shares for the payment of a nominal amount, on the basis of one joint ownership interest in one Matching Share for every Bought Share they acquire in the relevant award period. The Trust holds the Matching Shares jointly with the Participant until the award vests. These Ordinary Shares carry the same rights as the rest of the Ordinary Shares.

## 2. MANDATORY BIDS AND COMPULSORY ACQUISITION RULES

### 2.1 Mandatory bid

The Company is not a company to which the Takeover Code applies as it does not have its registered office in the United Kingdom, the Channel Islands or the Isle of Man. Furthermore, the Bye-Laws do not incorporate provisions equivalent to the mandatory offer rules set out in Rule 9 of the Takeover Code or any other provisions of the Takeover Code.

### 2.2 Compulsory acquisition

Under 102 of the Bermuda Companies Act, if an offeror makes a tender offer to acquire shares in a company and this offer is accepted within four months by not less than 90 per cent. of the shares (in value) to which such offer relates, the offeror may then compulsorily acquire the outstanding shares who have not accepted the offer. It would do so by sending a notice to outstanding holders of shares telling them that it will compulsorily acquire their shares. The consideration offered to the holders whose shares are compulsorily acquired under the Bermuda Companies Act must, in general, be the same as the consideration that was available under the tender offer.

In addition, if an offeror acquires or agrees to acquire not less than 90 per cent. of the shares (in value) to which the offer relates, any holder of shares to which the offer relates who has not accepted the offer may require the offeror to acquire his shares on the same terms as the takeover offer.

The offeror would be required to give any holder of shares notice of his right to be bought out within one month of that right arising. If a holder of shares exercises his/her rights, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

Pursuant to section 103 of the Bermuda Companies Act, if an offeror acquires 95 per cent. of a company’ shares or class of shares, he may give notice the remaining shareholders or class of shareholders of the intention to acquire the terms on the terms set out in the notice. Where such a notice is given the purchasers shall be entitled and bound to acquire the shares on the terms set out in the notice.

### **3. CREST AND DEPOSITARY INTERESTS**

- 3.1 The Company has established depositary arrangements to enable investors to settle interests in the ZDP Shares through the CREST system. CREST is a paperless settlement system allowing securities to be transferred from one user's CREST account to another without the need to use share certificates or written instruments of transfer. Securities issued by companies incorporated outside the UK, such as the Company, cannot be held or transferred electronically in the CREST system. However, depositary interests allow such securities to be dematerialised and settled electronically through CREST. Where investors choose to settle interests in the ZDP Shares through the CREST system, and pursuant to depositary arrangements established by the Company, Computershare Investor Services PLC (the "**Depositary**") will hold the Shares and issue dematerialised depositary interests representing the underlying ZDP Shares ("**Depositary Interests**").
- 3.2 The Depositary will issue the dematerialised Depositary Interests. The Depositary Interests will be independent securities constituted under English law which may be held and transferred through the CREST system. The Depositary Interests will be created pursuant to and issued on the terms of a deed poll dated 13 September 2018 and executed by the Depositary in favour of the holders of the Depositary Interests from time to time (the "**Deed Poll**"). Prospective Holders of Depositary Interests should note that they will have no rights against Euroclear UK & Ireland or its subsidiaries in respect of the underlying ZDP Shares or the Depositary Interests representing them. The Shares will be transferred to the Custodian and the Depositary will issue Depositary Interests to participating members and provide the necessary custodial services.
- 3.3 In relation to those Shares held by Shareholders in uncertificated form, although the Company's register of members shows the Custodian as the legal holder of the Shares, the beneficial interest in the Shares remains with the holder of the Depositary Interests, who has the benefit of all the rights attaching to the Shares as if the holder of the Depositary Interests were named on the certificated Share register itself.
- 3.4 Each Depositary Interest will be represented as one Share, for the purposes of determining, for example, in the case of Shares, eligibility for any dividends. The Depositary Interests will have the same ISIN number as the underlying Shares and will not require a separate listing on the Official List. The Depositary Interests can then be traded and settlement will be within the CREST system in the same way as any other CREST securities.
- 3.5 Application has been made for the Depositary Interests to be admitted to CREST with effect from Admission.

### **4. GENERAL**

- 4.1 The total costs (including fees and commissions) (exclusive of recoverable VAT) payable by the Company in connection with the Placing and Admission are estimated to amount to up to £610,000 assuming Gross Proceeds of £20 million. The estimated Net Proceeds accruing to the Company from the Placing are £19.4 (assuming 20 million ZDP Shares are issued pursuant to the Placing). Under the Placing, on the basis that 20 million ZDP Shares are issued, the gross assets of the Company would increase by approximately £19.4 million immediately after Admission. The Directors intend to use the Net Proceeds to fund investments in accordance with the Company's investing policy. In addition, and at the discretion of the Board, such amounts may also be used to repay some or all of the outstanding c.£4 million Loan Notes at the maturity date of 23 July 2022.
- 4.2 None of the ZDP Shares available under the Placing are being underwritten.
- 4.3 The Placing of the ZDP Shares in the UK is being carried out on behalf of the Company by Liberum which is authorised and regulated in the United Kingdom by the Financial Conduct Authority.
- 4.4 The Investment Advisor may be a promoter of the Company. Save as disclosed in paragraph 1.8.1 above no amount or benefit has been paid, or given, to the promoter or any of its subsidiaries since the incorporation of the Company and none is intended to be paid, or given.

- 4.5 Each of the Investment Advisor and Liberum has given and not withdrawn its written consent to the issue of this Prospectus with references to its name in the form and context in which such references appear. The telephone number of the Investment Advisor is +44 (0) 20 7269 8860.
- 4.6 The Investment Advisor was incorporated in England and Wales as a limited liability partnership on 6 April 2006 under the Companies Act 2006 (registration number OC318938). The registered office of the Investment Advisor is Audrey House, 16-20 Ely Place, London, EC1N 6SN (tel. +44 207 269 8860). The Investment Advisor is an appointed representative of EPIC Investment Partners (UK) Limited with reference no. 507832. EPIC Investment Partners (UK) Limited is authorised by the FCA with reference no. 217457. The Investment Advisor accepts responsibility for the information in Part 1 of this Prospectus under the headings “Description of the Company’s existing portfolio” (on pages 30 to 32 of this Prospectus) and “Performance history” (on pages 32 to 34 of this Prospectus and Part 3 of this Prospectus). The Investment Advisor has taken all reasonable care to ensure that the information contained such sections of this Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omissions likely to affect its import.
- 4.7 The Administrator provides the Company with certain custody services, including the safekeeping of the Company’s assets.
- 4.8 Where information contained in this Prospectus has been sourced from a third party, the Company confirms that such information has been accurately reproduced and, as far as the Company is aware and able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.
- 4.9 The Company has no existing interests in real property and has no tangible fixed assets which are material to its business.

## **5. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available on the website of the Group (<https://www.epespecialopportunities.com/>) and for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU up to and including the date of Admission:

- the statement of capital of the Company and the memorandum and Bye-Laws;
- the letters of consent referred to in paragraph 4.5 above;
- the letters of appointment referred to in this Part 9;
- the Annual Reports and Interim Reports referred to in Part 12 of the Prospectus; and
- this Prospectus.

This Prospectus is dated 2 December 2021.

## PART 10

### TERMS AND CONDITIONS OF THE PLACING

#### 1. Introduction

Each investor which confirms its agreement to Liberum, to subscribe for ZDP Shares under the Placing (for the purposes of this Part 10, a “**Placee**”) will be bound by these terms and conditions and will be deemed to have accepted them.

Each of the Company and/or Liberum, as applicable, may require a Placee to agree to such further terms and/or conditions and/or give such additional warranties and/or representations as it (in its absolute discretion) sees fit and/or may require any such Placee to execute a separate placing letter (for the purposes of this Part 10, a “**Placing Letter**”). The terms of this Part 10 will, where applicable, be deemed to be incorporated into that Placing Letter.

#### 2. Agreement to subscribe for ZDP Shares

Conditional on, *inter alia*: (i) Admission occurring and becoming effective by 8.00 a.m. on or prior to 17 December 2021 (or such later time and/or date, not being later than 8.00 a.m. on 31 January 2022, as the Company, the Investment Advisor and Liberum may agree); (ii) the Placing Agreement becoming otherwise unconditional in all respects (other than in respect of any condition regarding Admission) in relation to the Placing and not having been terminated in accordance with its terms on or before 8.00 a.m. on the date of the Admission; (iii) the Minimum Gross Proceeds being raised pursuant to the Placing; and (iv) Liberum confirming to the Placees their allocation of ZDP Shares, a Placee agrees to become a member of the Company and agrees to subscribe for those ZDP Shares allocated to it by Liberum at the Placing Price. To the fullest extent permitted by law, each Placee acknowledges and agrees that it will not be entitled to exercise any remedy of rescission at any time. This does not affect any other rights the Placee may have.

Multiple applications or suspected multiple applications on behalf of a single investor are liable to be rejected.

Fractions of Shares will not be issued.

#### 3. Payment for ZDP Shares

Each Placee undertakes to pay in full the Placing Price for the ZDP Shares issued to such Placee in the manner and by the time directed by Liberum, as applicable. In the event of any failure by a Placee to pay as so directed and/or by the time required by Liberum, as applicable, the relevant Placee shall be deemed hereby to have irrevocably and unconditionally appointed Liberum, as applicable, or any nominee of Liberum as its agent to use its reasonable endeavours to sell (in one or more transactions) any or all of the ZDP Shares in respect of which payment shall not have been made as directed, and to indemnify Liberum and its respective affiliates on demand in respect of any liability for stamp duty and/or stamp duty reserve tax or any other liability whatsoever arising in respect of any such sale or sales. A sale of all or any of such ZDP Shares shall not release the relevant Placee from the obligation to make such payment for relevant ZDP Shares to the extent that Liberum or its nominee has failed to sell such ZDP Shares at a consideration which, after deduction of the expenses of such sale and payment of stamp duty and/or stamp duty reserve tax as aforementioned, is equal to or exceeds the Placing Price per ZDP Share.

#### 4. Representations, Warranties and Undertakings

4.1 By agreeing to subscribe for ZDP Shares, each Placee which enters into a commitment to subscribe for ZDP Shares (for the purposes of this Part 10, a “**Placing Commitment**”) will (for itself and for any person(s) procured by it to subscribe for ZDP Shares and any nominee(s) for any such person(s)) be deemed to acknowledge, understand, undertake, represent and warrant to each of the Company, the Investment Advisor, the Registrar and Liberum, that:

4.1.1 in agreeing to subscribe for ZDP Shares under the Placing, it is relying solely on this Prospectus and any supplementary prospectus issued by the Company and not on any other information given, or representation or statement made at any time, by any person concerning the

Company, the ZDP Shares or the Placing. It agrees that none of the Company, the Investment Advisor, the Registrar or Liberum, nor any of their respective officers, agents, employees or affiliates, will have any liability for any other information or representation. It irrevocably and unconditionally waives any rights it may have against any such persons in respect of any other information or representation;

- 4.1.2 if the laws of any territory or jurisdiction outside the United Kingdom are applicable to its agreement to subscribe for ZDP Shares under the Placing, it warrants that it has complied with all such laws, obtained all governmental and other consents which may be required, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with its application in any such territory or jurisdiction and that it has not taken any action or omitted to take any action which will or might reasonably be expected to result in the Company, the Investment Advisor, the Registrar or Liberum, or any of their respective officers, agents, employees or affiliates acting in breach of the regulatory or legal requirements, directly or indirectly, of any territory or jurisdiction outside the United Kingdom in connection with the Placing;
- 4.1.3 it has carefully read and understands this Prospectus (and any supplementary prospectus issued by the Company) in its entirety and acknowledges that it is acquiring ZDP Shares on the terms and subject to the conditions set out in this Part 10 and, as applicable, in the contract note or placing confirmation, as applicable, referred to in paragraph 4.1.11 of this Part 10 (for the purposes of this Part 10, the “**Contract Note**” or the “**Placing Confirmation**”) and the Placing Letter (if any) and the Bye-Laws as in force at the date of Admission;
- 4.1.4 it has not relied on Liberum, or any person affiliated with Liberum in connection with any investigation of the accuracy of any information contained in this Prospectus;
- 4.1.5 the content of this Prospectus is exclusively the responsibility of the Company and its Directors and neither Liberum, the Investment Advisor, the Registrar, nor any person acting on their behalf nor any of their affiliates are responsible for or shall have any liability for any information, representation or statement contained in this Prospectus (and any such supplementary prospectus issued by the Company) or any information previously published by or on behalf of the Company and will not be liable for any decision by a Placee to participate in the Placing based on any information, representation or statement contained in this Prospectus or otherwise;
- 4.1.6 no person is authorised in connection with the Placing to give any information or make any representation other than as contained in this Prospectus and, if given or made, any information or representation must not be relied upon as having been authorised by Liberum, the Company, the Investment Advisor or the Registrar;
- 4.1.7 it is not applying as, nor is it applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in section 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986;
- 4.1.8 the price per ZDP Share is fixed at the Placing Price and is payable to Liberum on behalf of the Company in accordance with the terms of this Part 10 and, as applicable, in the Contract Note or Placing Confirmation and the Placing Letter (if any);
- 4.1.9 it has the funds available to pay in full for the ZDP Shares for which it has agreed to subscribe pursuant to its Placing Commitment and that it will pay the total subscription in accordance with the terms set out in this Part 10 and, as applicable, as set out in the Contract Note or Placing Confirmation and the Placing Letter (if any) on the due time and date;
- 4.1.10 its commitment to acquire ZDP Shares under the Placing will be agreed orally with Liberum as agent for the Company and that a Contract Note or Placing Confirmation will be issued by Liberum as soon as possible thereafter. That oral confirmation will constitute an irrevocable, legally binding commitment upon that person (who at that point will become a Placee) in favour of the Company and Liberum to subscribe for the number of ZDP Shares allocated to it and

comprising its Placing Commitment at the Placing Price on the terms and conditions set out in this Part 10 and, as applicable, in the Contract Note or Placing Confirmation and the Placing Letter (if any) and in accordance with the Bye-Laws in force as at the date of Admission. Except with the consent of Liberum such oral commitment will not be capable of variation or revocation after the time at which it is made;

- 4.1.11 its allocation of ZDP Shares under the Placing will be evidenced by Contract Note or Placing Confirmation, as applicable, confirming: (i) the number of ZDP Shares that such Placee has agreed to acquire; (ii) the aggregate amount that such Placee will be required to pay for such ZDP Shares; and (iii) settlement instructions to pay Liberum as agent for the Company. The terms of this Part 10 will be deemed to be incorporated into that Contract Note or Placing Confirmation;
- 4.1.12 settlement of transactions in the ZDP Shares following Admission will take place in CREST but Liberum reserves the right in its absolute discretion to require settlement in certificated form if, in its opinion, delivery or settlement is not possible or practicable within the CREST system within the timescales previously notified to the Placee (whether orally, in the Contract Note or Placing Confirmation, in the Placing Letter or otherwise) or would not be consistent with the regulatory requirements in any Placee's jurisdiction;
- 4.1.13 none of the ZDP Shares have been or will be registered under the laws of any member state of the EEA, the United States, Canada, Japan, Australia, the Republic of South Africa or any other jurisdiction where the extension or availability of the Placing would breach any applicable law. Accordingly, the ZDP Shares may not be offered, sold, issued or delivered, directly or indirectly, within any member state of the EEA, the United States, Canada, Japan, Australia, the Republic of South Africa or any other jurisdiction where the extension or availability of the Placing would breach any applicable law unless an exemption from any registration requirement is available;
- 4.1.14 it: (i) is entitled to subscribe for the ZDP Shares under the laws of all relevant jurisdictions; (ii) has fully observed the laws of all relevant jurisdictions; (iii) has the requisite capacity and authority and is entitled to enter into and perform its obligations as a subscriber for ZDP Shares and will honour such obligations; and (iv) has obtained all necessary consents and authorities to enable it to enter into the transactions contemplated hereby and to perform its obligations in relation thereto;
- 4.1.15 if it is within the United Kingdom, it is a person who falls within: (i) Articles 19(1) or 19(5) (Investment Professionals); or (ii) Articles 49(2)(A) to (D) (high net worth companies, unincorporated associations etc.) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 or is a person to whom the ZDP Shares may otherwise lawfully be offered whether under such Order or otherwise, or, if it is receiving the offer in circumstances under which the laws or regulations of a jurisdiction other than the United Kingdom would apply, that it is a person to whom the ZDP Shares may be lawfully offered under that other jurisdiction's laws and regulations;
- 4.1.16 it is a "qualified investor" within the meaning of the Prospectus Regulation;
- 4.1.17 in the case of any ZDP Shares acquired by an investor as a financial intermediary within the meaning of the Prospectus Regulation: (i) the ZDP Shares acquired by it in the Placing have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any relevant Member State other than qualified investors, as that term is defined in the Prospectus Regulation, or in circumstances in which the prior consent of Liberum has been given to the offer or resale; or (ii) where ZDP Shares have been acquired by it on behalf of persons in the UK other than qualified investors, the offer of those ZDP Shares to it is not treated under the Prospectus Regulation as having been made to such persons;
- 4.1.18 if it is outside the United Kingdom, neither this Prospectus (and any supplementary prospectus issued by the Company) nor any other offering, marketing or other material in connection with the Placing or the ZDP Shares (for the purposes of this Part 10, each a "**Placing Document**") constitutes an invitation, offer or promotion to, or arrangement with, it or any person for whom

it is procuring to subscribe for ZDP Shares pursuant to the Placing unless, in the relevant territory, such offer, invitation, promotion or other course of conduct could lawfully be made to it or such person and such documents or materials could lawfully be provided to it or such person and ZDP Shares could lawfully be distributed to and subscribed and held by it or such person without compliance with any unfulfilled approval, registration or other regulatory or legal requirements;

- 4.1.19 (i) the ZDP Shares have not been and will not be registered under the Securities Act and are being offered only in “offshore transactions” to non-US persons as defined in and pursuant to Regulation S and that it is purchasing the ZDP Shares outside the United States in compliance with such regulations; (ii) the Company has not registered, and does not intend to register, as an investment company under the Investment Company Act and the ZDP Shares may only be transferred under circumstances which will not result in the Company being required to register under the Investment Company Act; and (iii) that, in each case, it agrees to sell, transfer, assign, pledge or otherwise dispose of the ZDP Shares in offshore transactions to non-US Persons as defined in, and in compliance with, Regulation S (which includes, for the avoidance of doubt, any *bona fide* sale on the London Stock Exchange’s main market for listed securities);
- 4.1.20 it does not have a registered address in, and is not a citizen, resident or national of Canada, Japan, Australia, the Republic of South Africa or any other jurisdiction in which it is unlawful to make or accept an offer of the ZDP Shares and it is not acting on a non-discretionary basis for any such person;
- 4.1.21 if the investor is a natural person, such investor is not under the age of majority (18 years of age in the United Kingdom) on the date of such investor’s agreement to subscribe for ZDP Shares under the Placing and will not be any such person on the date that such subscription is accepted;
- 4.1.22 it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) relating to the ZDP Shares only in circumstances in which section 21(1) of FSMA does not require approval of the communication by an authorised person and you acknowledge and agree that no Placing Document is being issued by Liberum in its capacity as an authorised person under section 21 of FSMA and they may not therefore be subject to the controls which would apply if they were made or approved as financial promotion by an authorised person;
- 4.1.23 it is aware of and acknowledges that it is required to comply with all applicable provisions of FSMA with respect to anything done by it in relation to the ZDP Shares in, from or otherwise involving, the United Kingdom;
- 4.1.24 it is aware of the obligations regarding insider dealing in the Criminal Justice Act 1993, the Market Abuse Regulation and the Proceeds of Crime Act 2002 and confirms that it has and will continue to comply with those obligations;
- 4.1.25 it has not, directly or indirectly, distributed, forwarded, transferred or otherwise transmitted this Prospectus (and any supplementary prospectus issued by the Company) or any other Placing Document to any persons within the United States or to any US Person, nor will it do any of the foregoing;
- 4.1.26 no action has been taken or will be taken in any jurisdiction other than the United Kingdom and Jersey that would permit a public offering of the ZDP Shares or possession of this Prospectus (and any supplementary prospectus issued by the Company), in any country or jurisdiction where action for that purpose is required;
- 4.1.27 neither Liberum, nor any of its affiliates nor any person acting on their behalf is making any recommendations to it, advising it regarding the suitability of any transactions it may enter into in connection with the Placing or providing any advice in relation to the Placing and participation in the Placing is on the basis that it is not and will not be a client of Liberum and that Liberum has no duties or responsibilities to it for providing the protections afforded to its clients or for

providing advice in relation to the Placing nor, if applicable, in respect of any representations, warranties, undertakings or indemnities contained in or incorporated into any Contract Note, Placing Confirmation or any Placing Letter;

- 4.1.28 that, save in the event of fraud on the part of Liberum, none of Liberum, its ultimate holding companies nor any direct or indirect subsidiary undertakings of such holding Company, nor any of its respective directors, members, partners, officers and employees shall be responsible or liable to a Placee or any of its clients for any matter arising out of Liberum's role as sponsor, financial adviser, bookrunner or placing agent or otherwise in connection with the Placing and that where any such responsibility or liability nevertheless arises as a matter of law the Placee and, if relevant, its clients, will immediately and irrevocably waive any claim against any of such persons which the Placee or any of its clients may have in respect thereof;
- 4.1.29 that where it is subscribing for ZDP Shares for one or more managed, discretionary or advisory accounts, it is authorised in writing for each such account: (i) to subscribe for the ZDP Shares for each such account; (ii) to make on each such account's behalf the undertakings, acknowledgements, representations, warranties and agreements set out in this Prospectus; and (iii) to receive on behalf of each such account any documentation relating to the Placing in the form provided by the Company and Liberum. It agrees that the provision of this paragraph shall survive any resale of the ZDP Shares by or on behalf of any such account;
- 4.1.30 it irrevocably appoints any Director and any director of Liberum to be its agent and on its behalf (without any obligation or duty to do so), to sign, execute and deliver any documents and do all acts, matters and things as may be necessary for, or incidental to, its subscription for all or any of the ZDP Shares comprising its Placing Commitment, in the event of its own failure to do so;
- 4.1.31 if the Placing does not proceed or the conditions to the Placing under the Placing Agreement are not satisfied or the ZDP Shares for which valid application are received and accepted are not admitted to listing on the Official List and to trading on the London Stock Exchange's main market for listed securities for any reason whatsoever then none of Liberum, the Company or the Investment Advisor nor persons controlling, controlled by or under common control with any of them nor any of their respective employees, agents, officers, members, stockholders, partners or representatives, shall have any liability whatsoever to it or any other person;
- 4.1.32 in connection with its participation in the Placing it has observed all relevant legislation and regulations, in particular (but without limitation) those relating to anti money laundering, anti terrorist financing and proceeds of crime applicable to the Company, together the "**Money Laundering Regulations**") and that its application for ZDP Shares under the Placing is only made on the basis that it accepts full responsibility for any requirement to verify the identity of its clients and other persons in respect of whom it has applied for ZDP Shares. In addition, it warrants that it is a person: (i) subject to the Money Laundering Regulations 2007 in force in the United Kingdom; or (ii) subject to the Money Laundering Directive (2005/60/EC of the European Parliament and of the EC Council of 26 October 2005 on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing); or (iii) acting in the course of a business in relation to which an overseas regulatory authority exercises regulatory functions and is based or incorporated in, or formed under the law of, a country in which there are in force provisions at least equivalent to those required by the Money Laundering Regulations; (iv) *inter alia*, the Proceeds of Crime (Jersey) Law 1999, the Money Laundering (Jersey) Order 2008 and the AML / CFT Handbook for regulated financial services business.
- 4.1.33 due to anti-money laundering requirements, Liberum may require proof of identity and verification of the source of payment before the application for ZDP Shares under the Placing can be processed and that, in the event of delay or failure by the applicant to produce any information required for verification purposes, Liberum may refuse to accept the application and the subscription monies relating thereto. It holds harmless and will hold harmless and indemnify Liberum against any liability, loss or cost ensuing due to the failure to process such application, if such information as has been requested has not been provided by it in a timely manner;

- 4.1.34 it is aware of, has complied with and will at all times comply with its obligations in connection with money laundering under the Money Laundering Regulations;
- 4.1.35 any personal data provided by it to the Company or Registrar will be stored both on the Registrar's computer system and manually. Such personal data is used by the Registrar to maintain the Company's register of Shareholders and mailing lists and this may include sharing such data with third parties in one or more other countries when: (i) effecting the payment of dividends and other distributions to Shareholders; and (ii) filing returns of Shareholders and their respective transactions in ZDP Shares with statutory bodies and regulatory authorities. Personal data may be retained on record for a period exceeding six years after it is no longer used. By becoming registered as a holder of ZDP Shares a person becomes a data subject (as defined in the Data Protection Act 1998) and is deemed to have consented to the processing by the Company or the Registrar of any personal data relating to them in the manner described above.
- 4.1.36 Liberum is entitled to exercise any of their rights under the Placing Agreement (including, without limitation, rights of termination) or any other right in its absolute discretion without any liability whatsoever to them;
- 4.1.37 the representations, undertakings and warranties contained in this Part 10 and, as applicable, in the Contract Note or Placing Confirmation and the Placing Letter (if any), are irrevocable. It acknowledges that Liberum and the Company and their respective affiliates will rely upon the truth and accuracy of the foregoing representations, warranties and undertakings and it agrees that if any of the representations or warranties or undertakings made or deemed to have been made by its subscription of the ZDP Shares under the Placing are no longer accurate, it shall promptly notify Liberum and the Company;
- 4.1.38 where it or any person acting on behalf of it is dealing with Liberum any money held in an account with Liberum on behalf of it and/or any person acting on behalf of it will not be treated as client money within the meaning of the relevant rules and regulations of the FCA which therefore will not require Liberum to segregate such money, as that money will be held by Liberum under a banking relationship and not as trustee;
- 4.1.39 any of its clients, whether or not identified to Liberum will remain its sole responsibility and will not become clients of Liberum for the purposes of the rules of the FCA or for the purposes of any other statutory or regulatory provision;
- 4.1.40 the allocation of ZDP Shares in respect of the Placing shall be determined by the Company in its absolute discretion (in consultation with Liberum and the Investment Advisor) and that the Company may scale down any Placing Commitment on such basis as they may determine (which may not be the same for each Placee);
- 4.1.41 time shall be of the essence as regards its obligations to settle payment for the ZDP Shares subscribed under the Placing and to comply with its other obligations under the Placing;
- 4.1.42 it authorises Liberum to deduct from the total amount subscribed under the Placing, as applicable, the aggregation commission (if any) (calculated at the rate agreed with the Placee) payable on the number of ZDP Shares allocated under the Placing;
- 4.1.43 in the event that a supplementary prospectus is required to be produced pursuant to section 87G FSMA and in the event that it chooses to exercise any right of withdrawal pursuant to section 87(Q)(4) FSMA, such Placee will immediately re-subscribe for the ZDP Shares previously comprising its Placing Commitment; and
- 4.1.44 the Placing will not proceed if the Placing does not raise the Minimum Gross Proceeds;
- 4.1.45 the commitment to subscribe for ZDP Shares on the terms set out in this Part 10 and, as applicable, in the Contract Note or Placing Confirmation and the Placing Letter (if any) will continue notwithstanding any amendment that may in the future be made to the terms of the

Placing and that it will have no right to be consulted or require that its consent be obtained with respect to the Company's conduct of the Placing.

The Company, the Investment Advisor, the Registrar and Liberum will rely upon the truth and accuracy of the foregoing representations, warranties, undertakings and acknowledgements. You agree to indemnify and hold each of the Company, the Investment Advisor, the Registrar, Liberum and their respective affiliates harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of any breach of the representations, warranties, undertakings, agreements and acknowledgements in this Part 10.

## 5. Purchase and Transfer Restrictions concerning US Securities Laws

- 5.1 By participating in the Placing, each Placee acknowledges and agrees that it will (for itself and any person(s) procured by it to subscribe for ZDP Shares and any nominee(s) for any such person(s)) be further deemed to acknowledge, understand, undertake, represent and warrant to each of the Company, the Investment Advisor, the Registrar and Liberum that:
- 5.1.1 (i) the ZDP Shares have not been and will not be registered under the Securities Act and are being offered only in "offshore transactions" to non-US persons as defined in, and pursuant to, Regulation S and that it is purchasing the ZDP Shares outside the United States in compliance with such regulations; (ii) the Company has not registered, and does not intend to register, as an investment company under the Investment Company Act and the ZDP Shares may only be transferred to persons reasonably believed to be QIBs and QPs under circumstances which will not result in the Company being required to register under the Investment Company Act and (iii) that, in each case, it agrees to sell, transfer, assign, pledge or otherwise dispose of the ZDP Shares in offshore transactions to non-US Persons as defined in, and in compliance with, Regulation S (which includes, for the avoidance of doubt, any *bona fide* sale on the London Stock Exchange's main market for listed securities).
- 5.1.2 it acknowledges that the Company has put in place transfer and offering restrictions with respect to persons located in the United States and US-persons (as defined in Regulation S) to ensure that the Company will not be required to register as an investment company;
- 5.1.3 it will not be entitled to the benefits of the US Investment Company Act;
- 5.1.4 unless the Company expressly consents in writing otherwise, no portion of the assets used to purchase, and no portion of the assets used to hold, the ZDP Shares or any beneficial interest therein constitutes or will constitute the assets of: (i) an "employee benefit plan" as defined in Section 3(3) of the United States Employee Retirement Income Security Act of 1974 as amended (for the purposes of this Part 10, "**ERISA**") that is subject to Title I of ERISA; (ii) a "plan" as defined in Section 4975 of the United States Internal Revenue Code of 1986, as amended (for the purposes of this Part 10, the "**US Internal Revenue Code**"), including an individual retirement account or other arrangement that is subject to Section 4975 of the US Internal Revenue Code; or (iii) an entity which is deemed to hold the assets of any of the foregoing types of plans, accounts or arrangements that is subject to Title I of ERISA or Section 4975 of the US Internal Revenue Code. In addition, if a Placee is a governmental, church, non-US or other employee benefit plan that is subject to any federal, state, local or non-US law that is substantially similar to the provisions of Title I of ERISA or Section 4975 of the US Internal Revenue Code, its purchase, holding, and disposition of the ZDP Shares must not constitute or result in a non-exempt violation of any such substantially similar law; and
- 5.1.5 the Company reserves the right to make inquiries of any holder of the ZDP Shares or interests therein at any time as to such person's status under the US federal securities laws and to require any such person that has not satisfied the Company that holding by such person will not violate or require registration under the US securities laws to transfer such ZDP Shares or interests in accordance with the Bye-Laws (as amended from time to time).

## **6. Supply and Disclosure of Information**

If Liberum, the Registrar or the Company or any of their agents request any information about a Placee's agreement to subscribe for ZDP Shares under the Placing, such Placee must promptly disclose it to them and ensure that such information is complete and accurate in all respects.

## **7. Miscellaneous**

The rights and remedies of Liberum, the Registrar, the Investment Advisor and the Company under these terms and conditions are in addition to any rights and remedies which would otherwise be available to each of them and the exercise or partial exercise of one will not prevent the exercise of others.

On application, if a Placee is an individual, that Placee may be asked to disclose in writing or orally, his nationality. If a Placee is a discretionary fund manager, that Placee may be asked to disclose in writing or orally the jurisdiction in which its funds are managed or owned. All documents provided in connection with the Placing will be sent at the Placee's risk. They may be sent by post to such Placee at an address notified by such Placee to Liberum.

Each Placee agrees to be bound by the Bye-Laws (as amended from time to time) once the ZDP Shares which the Placee has agreed to subscribe for pursuant to the Placing, have been acquired by the Placee. The contract to subscribe for ZDP Shares under the Placing and the appointments and authorities mentioned in this Prospectus will be governed by, and construed in accordance with, the laws of England and Wales. For the exclusive benefit of Liberum, the Company, the Investment Advisor and the Registrar, each Placee irrevocably submits to the jurisdiction of the courts of England and Wales and waives any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum. This does not prevent an action being taken against a Placee in any other jurisdiction.

In the case of a joint agreement to subscribe for ZDP Shares under the Placing, references to a Placee in these terms and conditions are to each of the Placees who are a party to that joint agreement and their liability is joint and several.

Liberum and the Company expressly reserve the right to modify the Placing (including, without limitation, its timetable and settlement) at any time before allocations are determined. The Placing is subject to the satisfaction of the conditions contained in the Placing Agreement and to the Placing Agreement not having been terminated. Further details of the terms of the Placing Agreement are contained in Part 9 of this Prospectus.

## **PART 11**

### **DEFINITIONS**

The following definitions apply throughout this Prospectus, unless the context requires otherwise:

<b>Admission</b>	the admission of the ZDP Shares issued pursuant to the Placing to the standard listing segment of the Official List and to trading on the Main Market of the London Stock Exchange becoming effective in accordance with the Listing Rules and/or the LSE Admission Standards
<b>Administrator</b>	Langham Hall Fund Management (Jersey) Limited
<b>Advisory Fee</b>	the fee payable by the Company to the Investment Advisor, as described in Part 2 of this Prospectus
<b>AIFM Regime</b>	together, The Alternative Investment Fund Managers Regulations 2013 (as amended by The Alternative Investment Fund Managers (Amendment etc.) (EU Exit) Regulations 2019) and the Investment Funds Sourcebook forming part of the FCA Handbook
<b>AIM</b>	the AIM Market operated by the London Stock Exchange
<b>AIM Rules for Companies</b>	the rules for companies whose securities are admitted to trading on AIM published by the London Stock Exchange as amended from time to time
<b>Annual Reports</b>	the annual reports and audited consolidated financial statements for the Group for each of the three years ended 31 January 2019, 2020 and 2021
<b>Assumptions</b>	the assumptions set out in Part 6 of this Prospectus
<b>Benefit Plan Investor</b>	(i) an employee benefit plan that is subject to the fiduciary responsibility or prohibited transaction provisions of Title I of the ERISA (including, as applicable, assets of an insurance company general account) or a plan that is subject to the prohibited transaction provisions of section 4975 of the Internal Revenue Code (including an individual retirement account), (ii) an entity whose underlying assets include “plan assets” by reason of a plan’s investment in the entity, or (iii) any “benefit plan investor” as otherwise defined in section 3(42) of ERISA or regulations promulgated by the US Department of Labor
<b>Bermuda Companies Act</b>	the Companies Act 1981 of Bermuda, as amended from time to time
<b>Board</b>	the directors of the Company whose names are set out on page 26 of this Prospectus
<b>Borrowings</b>	any money borrowed by the Group from any third party (including for the avoidance of doubt through the issue of any loan notes) for the purposes of making investments or the working capital requirements of the Group and which, for the avoidance of doubt excludes:  (i) the Gross Proceeds; and  (ii) any facilities incurred in connection with the payment of the Final Capital Entitlement

<b>Business Day</b>	a day on which the London Stock Exchange and banks in England and Wales are normally open for business
<b>Bye-Laws</b>	the bye-laws of the Company, as adopted from time to time
<b>Calculation Date</b>	means the close of business on a date which is not earlier than 60 days prior to (and excluding) the date of the announcement of such issue or reclassification or, if applicable and earlier, the date of any announcement of the intention to make such proposed issue
<b>Certificated Shares</b>	Shares represented by a certificate
<b>Company</b>	EPE Special Opportunities Limited, a company limited by shares incorporated in Bermuda under the Bermuda Companies Act with registered number 53954
<b>Company Secretary</b>	Langham Hall Fund Management (Jersey) Limited
<b>Cover</b>	has the meaning given to it in paragraph 1.4 of Part 5 of this Prospectus
<b>CREST Account</b>	an account in the name of the relevant holder in CREST
<b>CREST</b>	the relevant system (as defined in the Regulations) in respect of which Euroclear is the operator (as defined in the Regulations)
<b>CTA</b>	Corporation Tax Act 2010
<b>Custodian</b>	the custodian nominated by the Depositary
<b>Deed Poll</b>	the deed in respect of the Depositary Interests to be executed by the Depositary, a summary of which is set out in paragraph 1.8.2 of Part 9 of this Prospectus
<b>Depositary</b>	Computershare Investor Services PLC
<b>Depositary Agreement</b>	the depositary agreement between the Company and the Depositary, a summary of which is set out in paragraph 1.8.3 of Part 9 of this Prospectus
<b>Depositary Interests</b>	the dematerialised depositary interests to be issued by the Depositary representing the underlying ZDP Shares which may be settled through the CREST system
<b>Directors</b>	the directors of the Company whose names are set out on page 26 of this Prospectus
<b>DP Act</b>	the Data Protection Act 2018, as amended
<b>DTRs or Disclosure Guidance and Transparency Rules</b>	the disclosure guidance and transparency rules made, in the case of the transparency rules, by the FCA under Part VI of the FSMA
<b>ECPD Fund</b>	European Capital Private Debt Fund
<b>EEA</b>	the states which comprise the European Economic Area
<b>EBT</b>	EPIC Private Equity Employee Benefit Trust
<b>EGM</b>	<u>the extraordinary general meeting of the Company to be held at 9.00 a.m. on 13 December 2021 including any adjournment thereof for the purpose of passing the Resolution</u>

<b>ERISA</b>	the United States Employee Retirement Income Security Act of 1974, as amended from time to time, and the applicable regulations thereunder
<b>EU AIFM Regime</b>	Directive 2011/61/EU of the European Parliament and of the Council on Alternative Investment Fund Managers, as amended from time to time
<b>Euroclear</b>	Euroclear UK and Ireland Limited, the operator of CREST
<b>Exchange Act</b>	the US Securities Exchange Act of 1934, as amended from time to time
<b>FATCA</b>	the US Foreign Account Tax Compliance Act of 2010
<b>FCA</b>	the Financial Conduct Authority
<b>Final Capital Entitlement</b>	129.14 pence per ZDP Share
<b>Final Cover</b>	the ratio calculated in accordance with paragraph 1.4 of Part 6 of this Prospectus
<b>FSMA</b>	the Financial Services and Markets Act 2000, as amended from time to time
<b>GDPR</b>	the General Data Protection Regulation (EU) 2016/679
<b>Gross Proceeds</b>	the aggregate value of the ZDP Shares issued under the Placing at the Placing Price
<b>Gross Redemption Yield</b>	in respect of a ZDP Share, the annually compounded rate of interest at which the total discounted value of future payments of capital equate to its actual or assumed value at the date of calculation
<b>Group</b>	the Company and, following the date of this Prospectus, its subsidiaries and subsidiary undertakings from time to time
<b>HMRC</b>	HM Revenue and Customs
<b>IFRS</b>	International Financial Reporting Standards, as adopted by the European Union, as amended from time to time
<b>Information Reporting Regimes</b>	the Foreign Account Tax Compliance provisions of the Hiring Incentives to Restore Employment Act, as enacted in Sections 1471-1474 of the Code (or any amended or successor version thereof), US Department of Treasury Regulations and any similar or related legislation (whether of the US or any other jurisdiction and, for the avoidance of doubt, including the Common Standard on Reporting and Due Diligence for Financial Account Information published by the OECD and the EU Directive on administrative cooperation in the field of taxation (2011/16/EC)), together with any regulations, forms, instructions or other guidance issued thereunder (now or in the future) and any intergovernmental agreement or other similar agreement between the US and one or more other governments or tax authorities (including but not limited to the intergovernmental agreement between the UK and US) that is entered into in order to facilitate compliance with, or otherwise relates to, any of the preceding, together with any regulations, forms, instructions or other guidance issued (now or in the future) by any government or tax authority in a jurisdiction other than the United States in relation to any such intergovernmental agreement or similar agreement

<b>Interim Reports</b>	the interim reports and unaudited financial statements of the Group for each of the six months ended 31 July 2020 and 31 July 2021
<b>Internal Revenue Code</b>	the US Internal Revenue Code of 1986, as amended from time to time
<b>Investment Advisers Act</b>	the US Investment Advisers Act of 1940, as amended from time to time
<b>Investment Company Act or ICA</b>	the US Investment Company Act of 1940, as amended from time to time
<b>Investment Advisor</b>	EPIC Investment Partners LLP
<b>Investment Advisory Agreement</b>	the investment advisory agreement between the Company and the Investment Advisor, a summary of which is set out in paragraph 1.8.1 of Part 9 of this Prospectus
<b>IRS</b>	the US Internal Revenue Service
<b>JSOP</b>	the Company's joint share ownership plan
<b>Key Information Document</b>	the key information document relating to the ZDP Shares, produced pursuant to the PRIIPs Regulation, as amended and updated from time to time
<b>latest practicable date</b>	1 December 2021, being, unless stated otherwise, the latest practicable date prior to the date of this Prospectus for ascertaining certain information contained herein
<b>Liberum</b>	Liberum Capital Limited
<b>Liquidation Resolution</b>	any special resolution to wind-up the Company in accordance with the Bermuda Companies Act
<b>Listing Rules</b>	the Listing Rules made by the FCA under Part VI of the FSMA, as amended from time to time
<b>Loan Note Instrument</b>	the loan note instrument constituted by the Company on 23 July 2015
<b>Loan Notes</b>	the pounds sterling denominated £10,000,000 unsecured 7.50 per cent. loan notes issued by the Company pursuant to the Loan Note Instrument on 23 July 2015
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Luceco</b>	Luceco plc
<b>Luceco Shares</b>	ordinary shares of £0.0005 each in the share capital of Luceco
<b>Market Abuse Regulation</b>	the UK version of Regulation (EU) No 596/2014 of the European Parliament and of the Council on 16 April 2014 on market abuse, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018
<b>Matching Shares</b>	has the meaning given to it in paragraph 1.11 of Part 9 of this Prospectus
<b>Minimum Gross Proceeds</b>	£10 million

<b>Money Laundering Regulations</b>	the UK Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017, as amended from time to time
<b>Net Asset Value or NAV</b>	the net asset value of the Company, excluding income, calculated in accordance with the valuation policies of the Company from time to time
<b>Net Proceeds</b>	the net proceeds of the Placing, estimated at £19.43 million in aggregate (assuming the Gross Proceeds are £20 million)
<b>NMPIs</b>	non-main stream pooled investments
<b>NMPI Regulations</b>	the Unregulated Investment Schemes and Close Substitutes Instrument 2013
<b>Official List</b>	the Official List of the FCA
<b>Ordinary Shares</b>	ordinary shares of 5 pence each in the share capital of the Company
<b>P2U</b>	Pharmacy2U
<b>PIPA</b>	the Personal Information Protection Act 2016 of Bermuda
<b>PIPES</b>	private investment in public equities
<b>Placee</b>	a person subscribing for ZDP Shares under the Placing
<b>Placing Agreement</b>	the Placing Agreement between the Company and Liberum, as described in paragraph 1.8.4 of Part 9 of this Prospectus
<b>Placing Price</b>	£1.00 per ZDP Share
<b>Placing</b>	the conditional placing by Liberum on behalf of the Company of ZDP Shares at the Placing Price pursuant to the Placing Agreement
<b>Plan Asset Regulations</b>	the US Department of Labor Regulations, 29 C.F.R. 2510.3-101, as and to the extent modified by section 3(42) of ERISA
<b>PRIIPs Regulation</b>	the UK version of Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products and its implementing and delegated acts which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended by The Packaged Retail and Insurance-based Investment Products (Amendment) (EU Exit) Regulations 2019
<b>Prospectus Regulation</b>	the UK version of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended by The Prospectus (Amendment, etc) (EU Exit) Regulations 2019
<b>Prospectus Regulation Rules</b>	the Prospectus Regulation Rules made by the FCA under Part VI of the FSMA
<b>Prospectus</b>	this prospectus

<b>QIBs</b>	qualified institutional buyers (as defined in Rule 144A under the Securities Act)
<b>Qualifying Investors</b>	investors who are selected by the Investment Advisor (in its sole discretion) as significant investors and whose application for ZDP Shares is not made by a financial intermediary
<b>Registrar</b>	Computershare Investor Services (Jersey) Limited
<b>Regulation S</b>	means Regulation S under the Securities Act
<b>Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) as amended
<b>Regulatory Information Service or RIS</b>	a regulatory information service that is on the list of regulatory information services maintained by the FCA
<b><u>Resolution</u></b>	<u>the special resolution of Shareholders to be proposed at the EGM to, <i>inter alia</i>, create and authorise the issue of the ZDP Shares</u>
<b>Revised Investment Advisory agreement</b>	the amended and restated investment advisory agreement between the Company and the Investment Advisor, a summary of which is set out in paragraph 1.8.1 of Part 9 of this Prospectus
<b>RNS announcement</b>	means an announcement by a regulatory news service
<b>SDRT</b>	UK stamp duty reserve tax
<b>Securities Act</b>	the US Securities Act of 1933, as amended
<b>Shareholder</b>	a holder of Shares
<b>Shares</b>	transferable securities issued by the Company, including Ordinary Shares and ZDP Shares
<b>Similar Law</b>	any US federal, state, local or foreign law that is similar to provision 406 of ERISA or section 4975 of the Internal Revenue Code
<b>SMEs</b>	small and medium sized enterprises
<b>SPACs</b>	special purpose acquisition companies
<b>SPV</b>	special purpose vehicle
<b>Takeover Code</b>	the City Code on Takeovers and Mergers
<b>Treasury Regulations</b>	the US Department of Treasury Regulations
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland
<b>US Person</b>	a “US Person” as defined in Regulation S of the Securities Act
<b>US Tax Code</b>	the US Internal Revenue Code of 1986, as amended
<b>US or United States</b>	the United States of America (including the District of Columbia) and any of its territories, possessions and other areas subject to its jurisdiction
<b>US\$</b>	US dollars
<b>VAT</b>	UK Value Added Tax

<b>Whittard</b>	Whittard of Chelsea
<b>ZDP Repayment Date</b>	the date on which the Final Capital Entitlement becomes due being 16 December 2026
<b>ZDP Shareholder</b>	a holder of ZDP Shares in the Company
<b>ZDP Shares</b>	zero dividend preference shares of one pence each in the capital of the Company and having the rights and being subject to the restrictions set out in the Bye-Laws

## PART 12

### DOCUMENTS INCORPORATED BY REFERENCE

The annual reports and audited consolidated financial statements of the Group for each of the three financial years ended 31 January 2019, 2020 and 2021 (the “**Annual Reports**”) and the interim reports and unaudited financial statements of the Company for each of the six months ended 31 July 2020 and 31 July 2021 (the “**Interim Reports**”) contain information which is relevant to the Placing and Admission. These documents are available on the Company’s website at <https://www.epespecialopportunities.com/reports-and-accounts.php>.

The tables below set out the information from the Annual Reports and the Interim Reports which is incorporated by reference into, and forms part of, this Prospectus and which is available for inspection as set out at paragraph 5 of Part 9 of this Prospectus.

Any non-incorporated parts of the Annual Reports and the Interim Reports are either not relevant for the purposes of the Placing and/or Admission or the relevant information is included elsewhere in this Prospectus. Any documents themselves incorporated by reference or referred or cross-referred to in any Annual Report or Interim Report shall not form part of this Prospectus.

#### Annual Reports

<i>Document</i>	<i>Sections</i>	<i>Page numbers</i>
Annual report and audited consolidated financial statements of the Company for the financial year ended 31 January 2019  <a href="https://www.epespecialopportunities.com/reports-and-accounts.php">https://www.epespecialopportunities.com/reports-and-accounts.php</a>	Chairman’s Statement	4 to 5
	Investment Advisor’s Report	6 to 8
	Introduction to EPE Special Opportunities	9 to 18
	Investment Strategy and Portfolio Review	19 to 26
	Governance Report	27 to 35
	Report of the Directors	40 to 41
	Statement of Directors’ Responsibilities	42
	Independent Auditor’s Report	43 to 46
	Consolidated Statement of Comprehensive Income	47
	Consolidated Statement of Assets and Liabilities	48
	Consolidated Statement of Changes in Equity	49
	Consolidated Statement of Cash Flows	50
	Notes to the Financial Statements	51 to 73
Annual report and audited consolidated financial statements of the Company for the financial year ended 31 January 2020  <a href="https://www.epespecialopportunities.com/reports-and-accounts.php">https://www.epespecialopportunities.com/reports-and-accounts.php</a>	Chairman’s Statement	4 to 5
	Investment Advisor’s Report	6 to 7
	Introduction to EPE Special Opportunities	9 to 18
	Investment Strategy and Portfolio Review	19 to 26
	Governance Report	27 to 35
	Report of the Directors	40 to 41
	Statement of Directors’ Responsibilities	42
	Independent Auditor’s Report	43 to 46

<i>Document</i>	<i>Sections</i>	<i>Page numbers</i>
	Consolidated Statement of Comprehensive Income	47
	Consolidated Statement of Assets and Liabilities	48
	Consolidated Statement of Changes in Equity	49
	Consolidated Statement of Cash Flows	50
	Notes to the Financial Statements	51 to 70
Annual report and audited consolidated financial statements of the Company for the financial year ended 31 January 2021  <a href="https://www.epespecialopportunities.com/reports-and-accounts.php">https://www.epespecialopportunities.com/reports-and-accounts.php</a>	Chairman's Statement	4 to 5
	Investment Advisor's Report	6 to 8
	Introduction to EPE Special Opportunities	9 to 18
	Investment Strategy and Portfolio Review	19 to 26
	Governance Report	27 to 35
	Report of the Directors	40 to 41
	Statement of Directors' Responsibilities	42
	Independent Auditor's Report	43 to 48
	Statement of Comprehensive Income	49
	Statement of Assets and Liabilities	50
	Statement of Changes in Equity	51
	Statement of Cash Flows	52
	Notes to the Financial Statements	53 to 71

## **Interim Reports**

<i>Document</i>	<i>Sections</i>	<i>Page numbers</i>
Interim reports and unaudited financial statements of the Company for the six months ended 31 July 2020  <a href="https://www.epespecialopportunities.com/reports-and-accounts.php">https://www.epespecialopportunities.com/reports-and-accounts.php</a>	Chairman's Statement	4 to 5
	Investment Advisor's Report	6 to 8
	Introduction to EPE Special Opportunities	9 to 18
	Investment Strategy and Portfolio Review	19 to 26
	Independent Review Report to EPE Special Opportunities Limited	30
	Statement of Comprehensive Income	31
	Statement of Financial Position	32
	Statement of Changes in Equity	33
	Statement of Cash Flows	34
	Notes to the Financial Statements	35 to 44

<i>Document</i>	<i>Sections</i>	<i>Page numbers</i>
Interim reports and unaudited financial statements of the Company for the six months ended 31 July 2021  <a href="https://www.epespecialopportunities.com/reports-and-accounts.php">https://www.epespecialopportunities.com/reports-and-accounts.php</a>	Chairman's Statement	4 to 5
	Investment Advisor's Report	6 to 7
	Introduction to EPE Special Opportunities	10 to 17
	Investment Strategy and Portfolio Review	20 to 27
	Independent Review Report to EPE Special Opportunities Limited	32
	Statement of Comprehensive Income	33
	Statement of Financial Position	34
	Statement of Changes in Equity	35
	Statement of Cash Flows	36
	Notes to the Financial Statements	37 to 45

