

# Calculus EIS Fund



Calculus  
CAPITAL

# Further Information

If you have any questions at all, please do not hesitate to get in touch by telephone or send us an email. Making the right investment decision is more important than ever, and we want you to feel comfortable about making an informed decision about whether or not to invest with us.

This document describes arrangements by which Investors who wish to make private equity investments in EIS Qualifying Companies may appoint Calculus Capital Limited ("Calculus") to act as their common investment fund manager and to manage the investments made on their behalf. These arrangements together constitute the Calculus EIS Fund ("Fund"). Calculus is authorised to act as an investment manager by the UK Financial Conduct Authority ("FCA"). Its registered office is at 12 Conduit Street, London, W1S 2YZ and its FCA registration number is 190854.

This document constitutes a financial promotion relating to the Fund and is both issued and approved by Calculus which has taken all reasonable care to ensure that it is fair, clear and not misleading, but the statements of opinion or belief contained in this document regarding future events represent Calculus' own assessment and interpretation of information available to it at the date of issue of this document. No representation is made that such statements are correct or that the objectives of the Fund will be achieved. Additionally, some information contained in this document has been obtained from published sources prepared by other parties and no responsibility is assumed for the accuracy or completeness of such information.

Accordingly, each prospective investor must determine for himself what reliance (if any) he should place on such statements and information and no responsibility is accepted by Calculus in respect thereof. All information and illustrations in this document are stated as at July 2021.

This document does not constitute, and may not be used for the purposes of, an offer to or an invitation to treat to any person in any jurisdiction outside the United Kingdom or any person who is a citizen of the United States of America or who is a resident in the United States of America for tax purposes ("US persons"). This document and the information contained in it are not for publication or distribution to persons outside the United Kingdom.

It is very important that you carefully read and fully understand this document and the risks involved with the arrangements described in this document so that you can decide whether they are right for you. The opportunity described in this document is NOT suitable for all. Key risks are explained on pages 4 and 5 and should be carefully considered. You should seek your own independent advice and then rely on your own independent assessment of the Fund; nothing in this document constitutes tax, legal or investment advice.

## Contact us

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## Calculus EIS Fund at a glance

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**Fund Closing Dates:**

Last Friday in October  
Last Friday in January  
Last Friday in April  
Last Friday in July

**Target Timeframe to Full Investment:**

15–18 months from respective closing date

**Minimum Companies in a Portfolio:**

5

**Portfolio Diversification:**

We invest in a range of sectors, with focus on high growth areas

**Minimum Investment:**

£30,000

**Holding Period:**

Minimum 3 years for EIS Reliefs, 2 years for IHT Relief. Target exit per investee company 3–5 years, but timings may vary

# Key Risks

This Fund may not be suitable for all investors. Potential investors are recommended to seek independent financial and tax advice before investing. Please note that Calculus is not able to provide you with advice about whether you should invest in this Fund.

## PORTFOLIO RISKS

- Having regard to the Fund's investment objectives and the tax reliefs available, investment in the Fund must be considered as a long-term investment.
- Investors may not receive back the full amount that they have invested in the Fund. The value of each investment made by the Fund may fall, and there is no guarantee that an investment will not lose all of its value.
- Success of the Fund will depend in part upon the skill and expertise of Calculus and the continued availability of the senior investment team, which cannot be guaranteed.
- Investments in shares in unquoted companies are not readily marketable and the timing of any realisation cannot be predicted. You should not invest in this product unless you have carefully thought about whether you can afford it and whether it is right for you, having had the opportunity to take independent advice. You should be prepared to leave the investment intact for significantly longer than three years.
- Investment in smaller and unquoted companies involves a higher degree of risk than investment in larger companies and those traded on the main market of the London Stock Exchange. Smaller companies generally may have limited product lines, markets or financial resources and may be more dependent on their management or key individuals than larger companies. Although the Fund and Calculus may receive conventional rights granted to private equity funds and managers in the legal investment documents it negotiates with Investee Companies in connection with the Fund's investments, as a minority investor it will not always be in a position to fully protect the interests of Investors in the Fund.
- EIS qualifying companies are also required to meet a "risk to capital" gateway test requiring them to have long term growth and development objectives and for there to be a significant risk that invested capital will be lost over and above the net return to investors.
- The past performance of investments made by funds managed by Calculus should not be regarded as a reliable indication of the future performance of investments made by the Fund. Although Calculus has been successful in identifying investments in the past, it may be unable to find a sufficient number of attractive opportunities to meet its investment objectives, including achievement of its target IRR, or fully invest the Fund's capital without significant delay.
- The fact that shares in EIS Qualifying Companies are, in general, not publicly traded or freely marketable may mean that proper information to determine the current value of investments will not be available.
- Many unquoted companies requiring private equity investment are experiencing significant change and carry higher risk than an investment in larger or longer established businesses would.
- Legal and regulatory changes could occur during the life of the Fund which may adversely affect the Fund or its Investors.
- Technology- or scientific research-related risks may be greater in some companies although this may be justified by the prospect of higher expected returns from those investments.
- Many unquoted companies have small management teams and are highly dependent on the skills and commitment of a small number of individuals. The departure of any directors and/or key employees could have a material adverse on the Investee Company's business.

## TAXATION RISKS

- Rates of tax, tax benefits and allowances described in this Information Memorandum are based on current legislation and HM Revenue & Customs practice. These may change from time to time and are not guaranteed. This investment may not be suitable for all investors. Calculus does not provide advice and potential investors are recommended to seek specialist independent tax and financial advice before investing. The Fund has been designed with UK-resident taxpayers in mind. If you are not resident or ordinarily resident in the UK for tax purposes, it may not be appropriate or advantageous for you to invest in the Calculus EIS Fund. Applications will not be accepted from US persons.
- Whilst it is the intention of Calculus to invest in companies qualifying under EIS legislation, Calculus cannot guarantee that all investments will qualify for EIS Relief or IHT relief or, indeed, if they do initially, that they will continue to do so throughout the life of the investment.
- Your obtaining income tax relief is subject to your making the proper filings with HM Revenue & Customs within the requisite time periods and you may lose such relief if you do not make such filings.
- The dates on which initial income tax relief, CGT deferral relief and inheritance tax relief relating to investment in EIS Qualifying Companies are available will depend on the dates on which the Fund makes its EIS Qualifying Investments.
- Following an investment in an Investee Company, the continued availability of EIS Reliefs to the Investor relating to any individual investment depends on compliance with the requirements of the EIS legislation by both the Investor and Investee Company.
- Where an Investor or an Investee Company ceases to maintain EIS status in relation to any individual investment, this could result in the loss of some or all of the available reliefs in relation to that investment (together with a possible charge to interest thereon).
- Following the admission of an Investee Company to the main market of the London Stock Exchange, (but not to trading on the AIM) or certain overseas stock markets, business property relief for inheritance tax purposes will cease.
- The levels and bases of reliefs from taxation may change or such reliefs may be withdrawn. The tax reliefs referred to in this document are those currently available and their value depends on the individual circumstances of Investors.
- Where an exit is facilitated through a share buyback by the Investee Company, this may be treated as a taxable income distribution unless certain criteria are met, including that the Investor is UK resident and has held the shares for a minimum five-year period.

## FUND ISSUES

- The Fund Manager will normally allocate investments to Investors proportionate to their respective Contributions to the Fund. As investments arise at different times, the contributions of a later Investor in the Fund may not be invested in all or any of the Investee Companies in which an earlier Investor is invested. Similarly an early Investor in the Fund may not have sufficient uninvested cash in his Portfolio to participate in the same investments as a later Investor.
- The Fund Manager may depart from this basis of allocation if, in its absolute discretion, it considers it appropriate to do so having regard to the overall investment policy of the Fund and the benefit of creating diversity within the Portfolios of Investors.

.....  
Dominic Buchanan and Bennett McGhee  
Co Founders of Home Team  
.....



# Welcome



John Glencross  
Chief Executive

.....

“Calculus has been investing in companies in thriving areas of the UK economy since 1999, and our approach has remained consistent – we back growing, entrepreneurial companies led by talented management teams”

.....

Calculus Capital is investing in some of the most exciting companies in the UK. These companies may be using technology to bring innovation to established industries, making groundbreaking advances in the treatment of common illnesses, or developing immersive entertainment experiences across gaming platforms. Calculus has been investing in companies in thriving areas of the UK economy since 1999, and our approach has remained consistent – we back growing, entrepreneurial companies led by talented management teams.

We led the way when we launched the first approved EIS fund, and the EIS industry has grown substantially. Since inception of the scheme, 32,965 companies have received investment and around £24 billion of funds have been raised.\* EIS is a vital source of equity capital for growing companies and successive governments have continued to support the scheme because of its obvious benefits for the UK economy – increasing productivity, creating jobs and boosting growth.

While the economic benefits may be clear, many EIS-eligible firms are also bringing new innovations to market that have wide-reaching benefits for society. Calculus portfolio company Arecor has developed its own portfolio of superior therapeutics, primarily focused on enabling improved treatments for diabetes. One of our technology companies, Rotageek, helps multi-site businesses manage and schedule staff to meet demand, drive efficiency and reduce costs. The company recently expanded into healthcare, attracting significant interest and winning contracts with NHS hospitals and Trusts.

However, EIS investment is, first and foremost, about getting the best possible return on capital for investors. Our experienced investment team typically assess more than 600 companies a year and carry out a thorough due diligence process for each investment made. We create a balanced, thoughtfully structured portfolio of companies operating in the fastest growing sectors in the UK. We look forward to reviewing more investment opportunities in this coming year and building a strong portfolio for our investors.

Yours sincerely

A handwritten signature in black ink that reads "John Glencross". The signature is written in a cursive, slightly stylized font.

\*HMRC Key Statistics – May 2021

.....  
Clare Flynn Levy  
Founder & CEO Essentia Analytics  
.....



# Why EIS?

## WHAT IS EIS?

The Enterprise Investment Scheme (EIS) is designed to help smaller higher-risk trading companies raise finance by offering a range of tax reliefs to investors who purchase new shares in those companies. By investing in the Calculus EIS Fund, Calculus will invest monies in such companies on your behalf.

Each investor in the Calculus EIS Fund will have at least five entrepreneurial, EIS Qualifying Companies in their portfolio, across a range of sectors.

\*EIS and SEIS Statistics, HMRC, May 2021

## WHY NOW?

Since the Enterprise Investment Scheme (EIS) was launched in 1994, 32,965 companies have received investment and around £24 billion of funds have been raised.\*

There is continued governmental support of EIS as a strategy for growth for small companies. In 2019 to 2020, 4,215 companies raised a total of £1,905 billion of funds under the EIS scheme.\* Funding has increased from 2018 to 2019, when 4,060 companies raised £1,867 billion.\*

Investment in our Calculus EIS Fund – with its focus on capital appreciation, tax mitigation and risk management – is seen as a valuable addition to funding a future pension.

## TAX BENEFITS

The Calculus EIS Fund takes advantage of the generous tax incentives currently offered by the Treasury and HM Revenue & Customs for investment in smaller UK companies. These tax benefits have the ability to enhance the return on your investment. Under current legislation the Calculus EIS Fund will provide Investors with access to five generous tax incentives:



**Income tax relief** at 30% which can be taken in the tax year the Fund makes each investment or carried back to the previous tax year



**Tax-free capital gains** on the investments within the Fund



**Full capital gains tax** (CGT) deferral of tax due on other capital gains for the life of the investment



**Loss relief** which can be taken as a deduction against income or as a capital loss and can give total tax relief up to 61.5% for the tax year the loss occurred or the preceding year



**Full inheritance tax relief** provided the investments have been held for two years and are held at time of death

The information given above provides only a summary of the tax benefits. The rates shown are based on current UK legislation which could change in the future, possibly retrospectively. These tax benefits depend on individual circumstances. If you are unsure of your tax situation, you should seek professional advice from a qualified tax adviser. Tax rules and regulations can be subject to change.

# Why Choose Calculus?

## OUR HISTORY:

Calculus are pioneers of EIS, having created the first UK approved EIS fund and we are now celebrating our 22 year anniversary.

Calculus launched the first approved EIS fund in 1999/2000, which gives us more than 20 invaluable years of experience. Since then, we have built a strong reputation as an investor in EIS Qualifying Companies through our multi-award-winning funds. Our focus on capital appreciation, a diligent investment and monitoring process and our record of profitable exits distinguishes us from other EIS fund managers.

## OUR FOCUS:

We invest primarily in the fastest growing sectors in the UK – technology, healthcare and media.

The companies in which we invest create jobs and develop new products and services, making a contribution to the world around us and often bringing innovation and competition to developed industries.

## OUR RESULTS:

We are proud of our track record of profitable exits and commitment to “the true spirit” of EIS investing. We have won many industry awards including:



Evidence of the Fund’s successful approach is also demonstrated by our loyal investor base – many of our clients have invested in multiple Calculus EIS funds. A large number of our investors are experienced fund managers and investment professionals who have discovered us through recommendations within the industry.

## OUR DILIGENT PROCESS AND EXPERTISE:

We enjoy privileged deal flow – a large number of our deals come from management teams we’ve backed successfully in the past.

As part of our disciplined investment approach, we always consider potential exit strategies before we make an investment, and our detailed investment agreements are often written with this in mind.

We conduct our own comprehensive research then bring in external parties for in-depth due diligence of investment opportunities.

We realise that successful investment is about far more than the initial investment, and work with our investee companies to help them develop their full potential.

We are experienced at investing through varying periods of economic expansion, contraction and changing tax rules.

## INVESTMENT IN THE FUND

Fund closes will take place on the **last Friday of October, January, April and July** (subject to capacity). A Contribution made after a particular Closing Date may not be invested in the same Investee Companies as a Contribution made before that Closing Date, depending on the timing of investments.

# Our Investment Strategy

At Calculus, we invest in entrepreneurial businesses with growth potential, across the fastest growing sectors in the UK.



## TECHNOLOGY

The UK is Europe's number one technology nation, with tech VC investment third in the world, only behind the USA and China. This is largely due to world-class universities, a flexible labour market and investor capital supported by schemes such as EIS.

This hotbed of entrepreneurial activity and innovation presents a strong investment opportunity. Within technology we predominantly look for companies providing software as a service (SaaS) to an already established client base.



## HEALTHCARE

The UK is in a good position to continue as a world leader in healthcare companies. With top universities, government R&D spend, charitable support and our National Health Service which is a unique institution, the sector is thriving and making significant input into worldwide development.

Within the healthcare sector we will predominantly look for companies within diagnostics, pharmaceutical services and drug discovery.



## MEDIA

The UK is a global force in creating content for the screen industries, with world-class infrastructure and talent. UK creative content companies have an established track record of producing award-winning, commercially successful films and television shows watched by millions worldwide, and are ideally placed to benefit from this growth in content expenditure.

Within the media sector we target a broad range of genres, always focused on creating market-driven commercial film, TV and game content at prudent budget levels.

## LATER STAGE APPROACH

Calculus invest in companies which may already be generating a revenue, as opposed to "seed capital". These companies are looking to scale up their business and will have the following characteristics (regardless of sector):

- Strong management teams
- Their primary constraint to growth is access to finance
- A clear route to exit
- Proven and competitive products and services
- A clear market need

.....  
Trudie Styler and Celine Rattray  
Co Founders of Maven Screen Media  
.....



# Investment Process

We have a very structured investment process and take great care in managing your money.

## DEAL FLOW – HOW DO WE FIND THESE COMPANIES?

We have an established track record of identifying high quality EIS Qualifying Companies. On average, our investment team reviews 600+ deals a year and completes 7–12 investments.

Our standing and longevity in the market ensure we receive excellent deal flow from a range of sources. A substantial number of investment opportunities come from our investor base and management teams that we have successfully backed in the past. As we have a strong relationship with these sources, such opportunities are often pre-screened and strongly aligned with our investment approach. We also benefit from our investment team's diverse industry experience and personal networks of lawyers, advisers and brokers to source potential deals.

## DUE DILIGENCE

Our long track record of successful exits is down to our talented and experienced investment team and the robust process it follows.

Following a prolonged period of internal due diligence completed by the investment team, thorough financial, legal and commercial due diligence is executed by third parties. Often, we will also engage an executive coach to evaluate the team and identify strengths and weaknesses.

Our due diligence culminates in a detailed investment agreement including key warranties and investor rights. Our detailed due diligence process normally takes 4–5 months per company, and there is a keen focus on the strength of the management team.

## VALUE CREATION AND SUPPORT

From the moment we invest in a company, a value-creating partnership is formed, providing active support and input. We share our market knowledge and connections and use our in-depth experience to help mitigate risks and develop shareholder value.





.....  
Wonderhood's Channel 4 documentary  
'Baby Surgeons: Delivering Miracles.'  
.....

## RISK MANAGEMENT

Our aim is therefore to create a balanced, thoughtfully structured portfolio of at least five qualifying companies, across sectors including technology, healthcare and media. We believe this provides a good level of diversification rather than focusing on one sector alone. . We always seek advance assurance from HMRC prior to making an investment.

We predominantly invest in later-stage growth companies, which we believe provides an attractive risk–reward profile for our investors. More developed companies are less likely to fail than start-ups, and often there is a shorter timeframe to exit as they are further along in their life cycle. Importantly, we aim to mitigate risk by actively managing our portfolio companies. We usually take a board seat and receive monthly management accounts.

## HOW WILL WE MONITOR THESE INVESTMENTS?

We build strong interactive relationships with management and our “hands on” approach after investment means we constantly monitor performance and encourage change when needed. We understand the complexities of running small, growing companies and usually have a member of our team on the board.

Sometimes we may appoint one of our appropriately qualified investors to represent our interests. Whilst we recognise that management teams run businesses, our backgrounds enable us to provide guidance on key company and management decisions, help build corporate strategies and develop and execute financial plans.

Once we make an investment in an Investee Company, we communicate on a regular basis to ensure our expectations are understood. We pay close attention to the financial results and review forecasts on a regular basis with management.

## CORPORATE GOVERNANCE

The service which we provide to you as an investor in the Calculus EIS Fund is conducted according to the terms of the Investor Agreement set out in full at the end of the application pack.

All of our investments are subject to a review by our Investment Committee. Investment Committee meetings are scheduled as and when required. Calculus Capital Limited is authorised and regulated by the Financial Conduct Authority (FCA registration number 190854) and is committed to maintaining high standards of corporate governance.

## OUR ESG APPROACH

ESG integration is the practice of incorporating material ESG information into investment decisions with the objective of improving the long-term financial outcomes of our client's portfolios.

ESG integration is a core part of the investment process, and as with all other components of the investment process, is the responsibility of our investment team.

Investment Directors are accountable for ensuring existing portfolio companies adopt strategies which align with a transition to a more sustainable economy.

.....  
Chris McCullough  
CEO of Rotageek  
.....



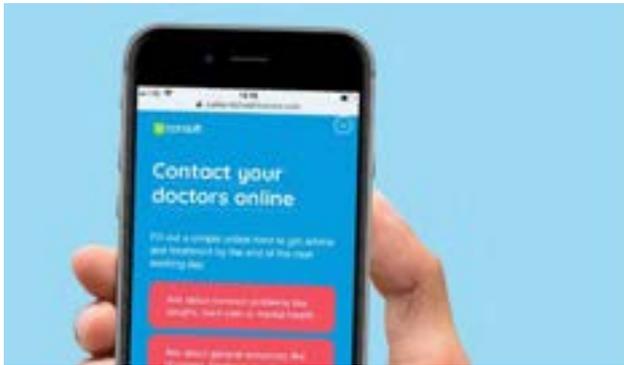
# Our Portfolio – investing in companies across the UK



- |  |   |  |
|--|---|--|
| ● ActiveOps Limited                    | ● Econsult Health Limited                         | ● Park Street Shipping Limited         |
| ● AnTech Limited                       | ● Essentia Analytics Limited                      | ● Quai Administration Services Limited |
| ● Arcis Biotechnology Holdings Limited | ● Evoterra Limited                                | ● Raindog Limited                      |
| ● Arcor Limited                        | ● Genedrive plc                                   | ● Rotageek Limited                     |
| ● Avvio Limited                        | ● Home Team Content Limited                       | ● Scancell Holdings plc                |
| ● Axol BioScience Limited              | ● Invizius Limited                                | ● Thanksbox Limited (Mo)               |
| ● Blu Wireless Technology Limited      | ● IPV Limited                                     | ● Wazoku Limited                       |
| ● Brouhaha Entertainment Limited       | ● Maven Screen Media Limited                      | ● Weeding Technologies Limited         |
| ● C4X Discovery plc                    | ● Maze Theory Limited                             | ● WheelRight Limited                   |
| ● CloudTrade Technologies Limited      | ● Money Dashboard (The One Place Capital Limited) | ● Wonderhood Studios Limited           |
| ● Duvas Technologies Limited           | ● Open Energy Market Limited                      | ● Yourgene Health plc                  |
|  | ● Oxford BioTherapeutics Limited                  |  |

# Portfolio companies

Please find below examples of some of our portfolio companies. Investors should note that the companies listed below are examples only, are not necessarily representative of investments that they may hold if they invest and that different investors will hold different portfolios with varying performances.



ECONSULT

eConsult is an online consultation provider to the NHS, dominating the primary care market. The platform is now live in over 3,200 NHS GP practices and gives millions of patients access to their own GP online, benefiting the GP practices by releasing capacity and reducing costs.

Rapid adoption of eConsult's solution has been aided by the introduction of centralised government funding for online consultation in 2016 and more recently the COVID-19 pandemic has dramatically increased the need for digital triage systems leading to an acceleration in uptake.

The company is also rolling out their Urgent and Emergency Care tool, eTriage, and outpatient triage tool, eSpecialist.



INVIZIUS

Invizius is a biotechnology company developing treatments to suppress unwanted innate immune responses to help patients on dialysis, and on other extra-corporeal treatments suffer fewer complications.

The H-Guard® Priming Solution comprises a novel protein that lines the inside of the dialysis filter and helps dialysis to take place undetected by the body's immune system. This suppresses the blood's foreign body response, thereby preventing a repetitive, hostile inflammatory reaction that increases the risk of cardiovascular complications. The technology may also be used with other devices or treatments such as CRRT, ECMO, cardiopulmonary bypass, organ transplants and immunomodulating therapeutics.

Preparations are already well underway to complete the First-in-Man safety study and have received promising preliminary results from ex-vivo testing.



WONDERHOOD STUDIOS

Wonderhood is the creative business founded by former Channel 4 CEO David Abraham and senior partners from the TV production and advertising sectors.

Wonderhood is introducing a new hybrid model as a TV programme maker and advertising agency supported by a third capability which provides data-led insights into audience behaviour.

In 2020 Wonderhood was appointed the creative account to Branston owner Mizkan. Wonderhood also scooped the Three advertising account, SumUp account and continued work with Starling Bank.

In 2021 Wonderhood was nominated for a prestigious Grierson Trust British Documentary Award for its critically acclaimed production '*Baby Surgeons: Delivering Miracles*'.



ROTAGEEK

Rotageek uses cloud-based technology and automatic scheduling to help multi-site businesses manage and schedule staff to meet demand, drive efficiency and reduce costs.

The company was founded by the current CEO Dr Chris McCullough, CTO Nick Mann and Professor Roy Pounder. Chris trained as a medical doctor spending 16 years in the NHS and 8 years as an Emergency Medicine Physician. The difficulties of managing a shift-based, lean workforce provided Chris with the motivation to establish Rotageek, utilising Nick's technological ability to create a relevant solution.

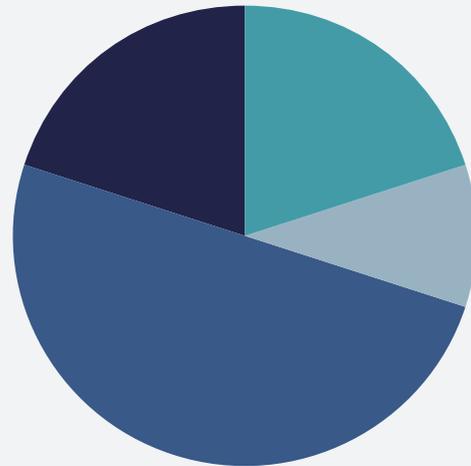
Rotageek has established a strong position in the UK retail sector and is expanding into healthcare having been piloted in Ashford and St Peter's Hospitals NHS Foundation Trust

# Our Exit Strategy

## 2020/21 RESULTS

From the beginning of 2020 up to July 2021 we have made 10 exits, with an average return multiple of 1.9x.

■ Above 3x	2 companies
■ 2-3x	1 company
■ 1-2x	5 companies
■ Nil return	2 companies



Data as at July 2021.

Some investments may have a spread of returns; in this instance the average return multiple was taken. Please note, past performance of investments should not be regarded as an indicator of future performance.

## EXIT STRATEGY

It would be prudent to view an investment in the Fund as long term. You should only invest in the Fund if you are willing to leave the investment intact for at least three years and most probably longer. Our average holding period for a company is around five years but some can be held for longer. We always consider potential exit strategies before we make an investment and aim to exit investments as soon as commercially feasible after the minimum three-year holding period.

In the normal course, Calculus does not intend to sell any investments within three years although there may be instances when a sale within three years is judged to be commercially prudent. Once the holding period for EIS qualification is achieved, we will look for disposal opportunities as soon as commercially possible thereafter.

Exit may be achieved through a variety of routes:

- Trade sale of the shares or assets of the Investee Company
- Management buy-out
- Sale of shares to other shareholders or through a buy back by the Investee Company itself
- Sales of shares on the stock market following an Initial Public Offering (IPO) on the AIM

## DISTRIBUTIONS

On sale of the Fund's investments, the net proceeds are distributed to the Investor or, if you so choose, may be re-invested in a separate Reinvestment Fund. It is intended that all of the Fund's investments will be realised and the Fund terminated within seven years of the date of the Fund's final investment.

## REINVESTMENT FUND

The Reinvestment Fund will be invested alongside the Calculus EIS Fund in EIS Qualifying Investments (assuming there has been no change to the legislation). Investment via the Reinvestment Fund should enable that any inheritance tax exemption remains, capital gains may be deferred again, and a further 30% income tax relief becomes available once invested into the underlying companies. Please note that such reliefs are generally only available provided the Investor is at that time invested in EIS Qualifying Investments and there may be a period during which such funds are uninvested when such reliefs may not be available or maintained.

# Recent Exits

We have a long track record of making exits. We have made over 40 exits in recent years, which is significantly more than most of our peer group. Please note, past performance of investments should not be regarded as an indicator of future performance.



**Sector – Technology**  
**Exit – AIM listing**  
**Multiple – 6x return\***

ActiveOps is a leader in Management Process Automation, providing a SaaS platform to large enterprises with complex and often global back-offices. The company’s software and embedded back-office operations management methodology enables enterprises to adopt a data-driven, scientific approach to organising work and managing capacity.

In March 2021, ActiveOps completed a successful Initial Public Offering on the Alternative Investment Market, generating a 6x return for Calculus EIS investors.

\*Calculus exited 75% of its holding.



**Sector – Healthcare**  
**Exit – Placement of blocks of shares on AIM**  
**Average return multiple – 2.4x**

Genedrive is a molecular diagnostics company developing and commercialising a low cost, rapid, point of need molecular diagnostics platform.

In 2020 the company refocused part of its resources to the development of two COVID-19 tests. This, combined with a long term supply agreement with the US Dept of Defense for the company’s biohazard test, and progress on its antibiotic induced hearing loss test for neo-natals, resulted in a significant increase in the Genedrive share price.



**Sector – Healthcare**  
**Exit – Sale to not-for-profit**  
**Average return multiple – 2.5x**

Mologic is a world leading innovator in lateral flow and rapid diagnostic technologies. Mologic was sold to Global Access Health, a not-for-profit company financed by the Soros Economic Development Fund and a group of other philanthropic organisations and investors in July 2021. Mologic will further cement its position as a sustainable social enterprise, targeting a diverse range of epidemics and neglected diseases, particularly in resource-limited settings, such as dengue fever and COVID-19.

# Meet The Calculus Team

The team at Calculus has substantial experience of private equity investment, portfolio management and realisation of investments.



**Susan McDonald**  
Executive Chairman

Susan is one of the UK's leading experts on investing in smaller companies and the government's Enterprise Investment Scheme. A pioneer of the EIS industry, in 1999/2000, she structured and launched the UK's first HM Revenue & Customs approved EIS fund with John Glencross. Susan has over 28 years of experience and has personally directed investment to over 80 companies in the last 18 years covering a diverse range of sectors. She has regularly served as a board member of the firm's private equity-backed companies.

Before co-founding Calculus, Susan was Director and Head of Asian Equity Sales at Banco Santander. Prior to this, she gained over 12 years' experience in company analysis, flotations and private placements with Jardine Fleming in Hong Kong, Robert Fleming (London) and Peregrine Securities (UK) Limited. Susan has an MBA from the University of Arizona and a BSc from the University of Florida. Before entering the financial services industry, Susan worked for Conoco National Gas Products Division and with Abbott Laboratories Diagnostics Division.



**John Glencross**  
Chief Executive

John co-founded Calculus with Susan McDonald in 1999, creating one of the UK's most successful, independent private equity firms focused on investing in entrepreneurial young British companies.

John has over 30 years' experience in private equity, corporate finance, and operational management. During that time, he has invested in, advised on or negotiated more than 100 transactions and served on publicly quoted and private corporate boards. Before co-founding Calculus, John served as a European Corporate Finance Director at UBS, and, prior to this he was Head of Mergers and Acquisitions at Phillips and Drew, a 100-year-old London-based financial institution. At the start of his career, John qualified as a Chartered Accountant with Peat Marwick (subsequently KPMG), where he then went on to be recruited as a founder member of Deloitte's newly established consultancy practice in the Gulf Region and then Corporate Finance practice in London.

John graduated from Oxford University with an MA (Hons) in Philosophy, Politics and Economics.



**Richard Moore**  
Investment Director,  
Co-Head of  
Investments

Richard joined Calculus in 2013. Prior to this he was a Director at Citigroup, which he joined in 2005, and previously worked at JP Morgan and Strata Technology Partners. Richard has over 14 years' corporate finance experience advising public and private corporations and financial sponsors on a range of M&A and capital-raising transactions. Richard began his investment banking career in the UK mid-cap advisory team at Flemings (acquired by JP Morgan in 2000), working with companies across a broad a range of sectors. More recently Richard has specialised in advising companies in the technology industry.

Richard has advised on a wide range of transactions including buy-side and sell-side M&A mandates, public equity and debt offerings, private equity investments and leveraged buy-outs in the UK, Europe, US and Asia. Richard began his career at KPMG where he qualified as a Chartered Accountant, and remains a member of the ICAEW. He has a BA (Hons) in Politics and Economics from Durham University.



**Alexander Crawford**  
Investment Director,  
Co-Head of  
Investments

Alexander joined Calculus in 2015, and has over 20 years' corporate finance experience, incorporating M&A, capital raising in both public and private markets, and other strategic advice. He spent 10 years with Robert Fleming & Co, Evercore Partners and JP Morgan in London, New York and Johannesburg, where he advised the South Africa government on the privatisation of their incumbent telecoms operator. He was more recently a Managing Director at Pall Mall Capital.

Alexander has an MA in Mathematics from Cambridge University and qualified as a Chartered Accountant with KPMG.



**Dominic Harris**  
Head of Portfolio  
Management

Dominic joined Calculus in 2019. Prior to this he was an Investment Director at Valtegra, a mid-market, private equity firm. He has over 20 years' investment experience, including as an investment banker in both M&A execution and coverage across the industrials, transport, shipping and services sectors. He previously worked at HSBC, Nomura, KPMG, Citigroup and BDO.

Dominic has a master's in Finance from London Business School, an MBA from SDA Bocconi Business School, Milan and a BA(Hons) in Economics from the University of Manchester. He is also a Chartered Accountant having qualified with BDO.



**Alexandra Lindsay**  
Investment Director

Alexandra joined Calculus in 2008. As a senior member of the investment team, Alexandra's role is to source and execute new deals, as well as to manage some of the existing portfolio companies through to exit. Prior to joining Calculus, she worked on the hedge fund team at Apollo Management International where she conducted research into companies and markets. She graduated from University College London with a first class degree in History of Art having previously studied Engineering Science at Wadham College, Oxford. Alexandra is a CFA charterholder.



**Daniela Tsoneva**  
Investment Assistant  
Director

Daniela joined Calculus in 2016. She assists with financial modelling, primary due diligence and valuations. Prior to this, she worked as an Analyst in a mergers and acquisitions focused investment bank Berkshire Capital Securities in New York City where she covered the financial services sector. Daniela's experience also includes product launch and supply chain consulting projects in the renewables and financial services industries in Africa. Daniela holds an MBA (Dist) degree from Oxford University and a BA (Hons) in Political Economy from Middlebury College in the US.



**Matthew Connor**  
Investment Assistant  
Director

Matthew joined Calculus in 2017 and works in the investment team. Prior to this, he worked at Aberdeen Standard Investments, joining the group's graduate scheme after university and rotating across various areas of the group, latterly working within the Pan-European equities team. Matthew holds an MA (Hons) in Economics from the University of Edinburgh, and is a CFA Charterholder.



**Ali Chinoy**  
Investment  
Associate – Portfolio  
Management Team

Ali joined Calculus in February 2019 as a Finance and Fund Administration Manager and now works in the Portfolio Management team. His main responsibilities involve monitoring the performance of Calculus' investee companies and assisting the Head of Portfolio Management. Prior to joining Calculus, he worked at Cinven Partners LLP as a Management Accountant. Ali has over 5 years' experience working in the private equity industry. Ali is a full member of the Association of Chartered Certified Accountants and has a degree in Business and Management Accounting from Brunel University.



**Smit Mehta**  
Investment Analyst

Smit joined Calculus in 2021 and is part of the investment team. Before this, he worked as a Senior Researcher with a bulge bracket Investment Bank, where he worked with bankers across the globe supporting IPOs, M&A and Debt deals. His experience also includes working with Zerodha, a fintech unicorn.

Smit holds a bachelor's degree in Financial Markets from the University of Mumbai and is currently pursuing the CFA qualification.



**Madeleine Ingram**  
Director, Head of  
Marketing and Investor  
Relations

Madeleine joined Calculus in 2013 and looks after Marketing and Investor Relations. Prior to joining Calculus, she worked for S&P Capital IQ where she was responsible for investment management, investment banking, private equity and algorithmic trading marketing and communications for the EMEA markets. She has managed all elements of the marketing mix, both offline and online. Before joining the marketing team she was a private equity analyst at Capital IQ. Madeleine graduated from the University of Newcastle upon Tyne with a BA (Hons) in Modern Languages, French with Spanish.



**Francesca Rayneau**  
Director, Marketing and  
Investor Relations

Francesca joined Calculus in 2015. Prior to joining, she worked for independent financial advisory firms for three years in Switzerland and Dubai. Upon moving back to the UK she joined CW+, the charity which supports Chelsea and Westminster Hospital. Francesca has a degree in International Management from the University of Manchester. She is an associate member of Chartered Institute of Securities and Investment, having passed the Certificate in Wealth Management and Client Assets and Money qualification.



**Matthew Moynes**  
Assistant Director,  
Marketing and Investor  
Relations

Matthew joined Calculus in 2021. Prior to joining, he worked for Barclays Wealth as the Head of Venture Capital Products responsible for managing the tax efficient third-party manager panel and driving distribution through product specialist support to Wealth Managers and Planners. During his time at Barclays he was also part of the Manager Selection team responsible for conducting fund and manager level monitoring and initial due diligence. Matthew has a master's degree in Chemistry from the University of Manchester.



**Oliver Warren**  
Associate, Marketing  
and Investor Relations

Oliver joined Calculus at the beginning of 2020. Prior to Calculus, he worked at HSBC Private Bank as a Client Services Associate and LGBR Capital in Business Development across the intermediary market. Oliver graduated from Northumbria University with a 2:1 in Business and Finance. He has completed the Investment Management Certificate and aims to pursue further industry qualifications.



**Frank Spurway**  
Analyst, Marketing  
and Investor Relations

Frank joined Calculus Capital in 2021. Prior to Calculus he worked at Innvotec, an AIFM based in London, in Investor Relations.

Frank is a graduate with a BA in Business Management from the Henley Business School, University of Reading. He completed a placement year as part of his degree working at a multinational production company in Ireland, in their finance team. Before this, he completed an internship at Talis Capital. He aims to pursue industry qualifications.



**Natalie Evans**  
Finance Director

Natalie has over 10 years' experience working in finance roles in private equity. Natalie is responsible for finance and operations at Calculus. Until recently Natalie was Head of Fund Administration and she still oversees all areas of VCT fund administration, operations and reporting. Natalie oversees compliance at Calculus and is also company secretary. She is a chartered management accountant and holds a first class Bachelor of Law degree. Prior to this Natalie graduated with a Masters of Modern Languages from the University of Manchester



**Alex Wells**  
Fund Administration  
Associate

Alex joined Calculus in 2018 as a Finance and Fund Administration Analyst. Prior to joining, Alex worked as a Systems Analyst primarily focusing on financial software systems for life insurance firms. Alex covers all aspects of administration and reporting for the Calculus EIS Fund. Alex has a degree in Banking and Finance from the University of Leicester and is starting his qualifications in chartered management accountancy.



**Safah Abdul-Rahman**  
Finance Systems  
Analyst

Safah joined Calculus in July 2021. Prior to joining Safah was studying Mathematics at Brunel University. During this time Safah completed a placement with Traveport where she worked as a BI Data Analyst.

Safah now hopes to pursue industry qualifications.



**Amanda Berinson**  
Operations Manager

Amanda joined Calculus Capital in 2018, after relocating from Perth, Western Australia. Amanda is Executive Assistant to the directors of Calculus, in addition to running the day to day operations of the firm.

Prior to Calculus, she worked as a Sales Development Manager at TAL Australia, and in Sales and Distribution at the National Australia Bank in their Wealth Management division. Amanda has over 11 years' experience in the Financial Services industry and is currently working towards her Diploma in Financial Planning.



**Ken Edwards**  
Non-Executive Director

Ken has over 40 years' experience in financial services and held senior management posts at two leading investment management companies and the unit trust arm of a major UK Retail Bank. He was Intermediary Sales and Marketing Director, Retail Investments at Baillie Gifford & Co for 12 years. Before that, Ken spent three years at Barclays Unicorn, where he was Head of Intermediary Sales. He was Managing Director of Hill Samuel Professional Adviser Services, the intermediary distribution arm of Hill Samuel Investment Services, and operated out of Bristol, London and Croydon. He has extensive experience of the UK intermediary market, sales management, marketing, distribution, strategy, PR, compliance and client service. Ken has also become a Business Mentor for The Prince's Trust and been appointed an Honorary Life Vice-President of Rockleaze Rangers FC.

# Calculus EIS Fund Timeline

What happens next?

01

Complete and send your application pack

Monies will be held in a segregated client account until invested.

02

A confirmation letter will be sent out within seven days of receiving your application pack and funds

03

You will receive a contract note for each company we invest in. These will provide information on your investment details, the company, the transaction and our investment rationale

After the fund close, we make investments on your behalf over a target 15–18 month period.

04

An EIS3 form is usually sent out 2–3 months after each investment is made

05

These forms may be used to claim income tax relief against tax paid in the current or previous year and also to defer capital gains tax payable on relevant gains

06

As we exit investments, all net proceeds are distributed to investors or, if you select our Reinvestment Fund option, realisations will be reinvested into the Reinvestment Fund

Minimum holding period for EIS relief is three years. We look to exit investments as soon as commercially

Valuations and statements are sent out semi-annually. A detailed portfolio review is sent annually.

Portfolio information and EIS3 certificate updates are available 24/7 on our online investor portal.

.....  
David Abraham, Founder &  
CEO Wonderhood Studios  
.....



Photo credit: Max Mieczowski

# Our Charges

## FEE SUMMARY

Transaction Fee	2%
Annual Administration Charge	2%
Applicable only to direct investors – Non Advised Investor Set-Up Fee (Loyalty discount of 1% for existing Calculus EIS Investors)	2%
Dealing Charge	0.65%
Incentive Fee	20%

We charge a transaction fee of 2% of your contribution upon your subscription to the Fund. A dealing charge of 0.65% will apply on purchases and sales of shares.

For non-advised investors there will be a 2% non-advised set-up fee. A loyalty discount of 1% is applicable for existing Calculus EIS investors.

There is an annual administration charge of 2% calculated on your gross investment into the Fund less the adviser charge, or non-advised intermediary charge and less the transaction fee referred to above. This is also less any return of capital during your holding period.

No annual administration charge will apply after year 5.

We are able to facilitate the payment of any fees that you may have agreed upon with your adviser in relation to your application. If this is the case, the amount available for investment will be decreased to

cover payment of the initial adviser fee which you have agreed and also any ongoing annual adviser fees you might have agreed upon, for up to three years. Initial adviser fees should be described in pounds and on-going annual fees as a percentage of funds invested with the number of years specified. For amounts stated in respect of adviser fees, VAT should be included if applicable.

Calculus retains the right to deduct charges from funds awaiting investment. A portion of your Contribution sufficient to cover up to the first two years' annual administration charges may therefore be held uninvested. If there is insufficient cash to pay ongoing charges, the fees will accrue on your account until such time as a realisation facilitates the payment.

In order to align the Fund Manager's interests with those of Investors, an Incentive Fee of 20% will be applied

to the total return in excess of the original Contribution after deduction of amounts paid to your financial adviser to facilitate agreed adviser fees. The fee will only be payable once you have received back the full amount of your original Contribution net of such adviser fees. For example, if (ignoring any adviser fees) your original Contribution is £150,000, the fee will not be applied until £150,000 has been returned to you.

Calculus retains the right to charge arrangement, monitoring and, where it has board representation, director's fees to companies in which the Fund invests. The cost of all deals that do not proceed to completion will be borne by Calculus.

Value Added Tax will be charged where applicable.

**If you have any questions about the charges, please call us on: 020 7493 4940**

# Frequently Asked Questions

The following is based on our understanding of current legislation and HM Revenue & Customs practice:



## What is the minimum and maximum that I can invest?

The minimum investment into the Fund is £30,000. There is no maximum. However, under current legislation the maximum amount of EIS Qualifying Investments on which you can claim income tax relief in any tax year is £1 million in most cases. This can be claimed in the tax year the investments were made or carried back to the previous tax year. There is no maximum amount on which CGT deferral relief and IHT relief can be claimed.



## How do I check the progress of the Fund?

A formal valuation statement will be produced every six months, dated April 5th and October 5th, but you can call us at any time for an informal overview. We will also notify you of significant events including investments and disposals. Your statement will include for each investment made, cost and both opening and closing market values for the relevant period. We will also send quarterly e-newsletters and other email updates as appropriate.



## Can I own my investment jointly with my spouse?

Investments via the Fund cannot be jointly owned, but each spouse can make a separate investment, and each can receive income tax relief at 30% on the first £1 million invested by the Fund per tax year.



## How long will it take to invest my subscription?

Our target investment horizon is 15–18 months and we aim to have our investors fully invested within the 18-month timescale, although this cannot be guaranteed.



## Who owns the investment in the EIS Qualifying Companies?

You are the beneficial owner of shares in each company in which the Fund invests your money, and investments will normally be made in proportion to the total original Contributions to the Fund by all Investors (net of financial adviser charges as well as initial and periodic management and administration charges and expenses) subject to any rounding that may occur to avoid issuing fractions of shares. However, to allow efficient administration, the shares will be registered in the name of the Custodian or its nominee company who will hold them on your behalf as your nominee, subject to HM Revenue & Customs rules for ownership from time to time.



## How many companies will be in my Portfolio?

Each Investor's Portfolio will include at least five companies.



## Can I choose the companies for my Portfolio?

No, Calculus will be responsible for all investment decisions which will be made in accordance with a stated investment mandate. You will be allocated a share of investments made by the Fund.



## What is the dividend policy?

To reduce the tax payable by Investors, dividends are likely to be small as dividends paid to EIS investors are taxable (unlike capital gains). Returns will primarily be realised as tax-free capital growth, as dividends paid by EIS companies are taxable.



**How can I claim my Tax Relief?**

The Fund is an unapproved EIS Fund and accordingly the relevant dates for claiming income tax relief, capital gains tax deferral and inheritance tax reliefs are the dates we make investments into the underlying Investee Companies. Although investments will be managed in common, your investments will not be pooled with investments made by other Investors. Investors will receive an EIS3 form following each EIS Qualifying Investment. This form will enable Investors to claim certain tax benefits earlier – without waiting for the end of the investment programme. These forms can be used to claim both income and capital gains tax deferral relief by sending them to your tax office. You do not need to wait until the entire Fund is invested before you can start claiming tax reliefs.



**When can I make a withdrawal?**

Each Investor is entitled to make the following withdrawals from their Portfolio in the Fund:

**Uninvested cash:** at any time provided 20 days’ notice in writing has been given to Calculus.

**EIS shares:** at any time after the expiry of seven years following the issue of the shares:

**EIS shares** which can be dealt on a recognised investment exchange: at any time after the expiry of five years following the issue of the shares; and

**Non-EIS shares:** at any time after the expiry of six months following the date on which they ceased to be EIS shares.

After the expiry dates above, an Investor can request to transfer their holding in an Investee Company into their own name. From the point of such transfer, the relevant holding will no longer be managed by Calculus and instead will be the responsibility of the Investor. As part of the transfer into the Investor’s name, investors may be required to adhere to the investment, shareholder or subscription agreement applicable to the Investee Company as if they had invested directly in such company rather than through the Fund. Investors will also be bound by the provisions in the Investee Companies’ articles

of association including any restrictions on transfer of shares. It is important to note that the transfer of shares into an Investor’s name and outside of Calculus’ management does not mean that such shares will be any more readily realisable than they were previously. Investors should familiarise themselves thoroughly with the risk factors for unquoted investments on pages 4 and 5 and you should note that one of the risks is that an Investor may find his investment difficult to realise.



**How do you value portfolio companies?**

Valuations are audited by an independent firm of Chartered Accountants. Investments in portfolio companies are valued according to the International Private Equity and Venture Capital (IPEV) Valuation Guidelines which have been adopted as best practice internationally and are endorsed by all leading accounting bodies and national venture capital organisations. Methods used in the valuation process include comparable company and transaction analysis as well as discounted cash flow models. We share valuations with investors every six months, as at April 5th and October 5th.



**What happens if I die while invested?**

In the event of your death during the lifetime of the Fund, Calculus will cease to make investments on your behalf as soon as the team is notified. A probate valuation will be produced on request. Calculus will distribute any uninvested cash as instructed by the executors of your estate less any expenses or unpaid management fees. Beneficial and legal ownership of investments which have become quoted will be transferred to your executor and then on to your beneficiaries. Your beneficial interest in unquoted investments will transfer via your executor to your beneficiaries, and Calculus will retain its mandate over such investments and your beneficiaries will receive twice-yearly valuations and other investor communications in respect of such investments. Where shares in the underlying Investee Companies have been held for at least two years at the time of your death, the value of these holdings should fall outside your estate for inheritance tax purposes.



#### **Can I invest in the Fund if I am a US Person?**

Individuals who are citizens of the United States of America or who are residents of the United States of America for tax purposes ("US Persons") may not invest in the Fund. The Fund Manager will not accept Application Forms from US Persons and by submitting a completed Application Form, an Investor warrants and confirms to the Fund Manager that he is not a US Person.



#### **Your Account**

Your Contribution monies will be held in a designated client account which is segregated from the Fund Manager's own funds prior to investment in Investee Companies, and following the realisation of investments in Investee Companies prior to distribution or reinvestment of the proceeds. The interest arising will be paid to Calculus as a contribution towards the cost of establishing and maintaining the Fund.



#### **Practising Accountants and other Professional Persons**

The Fund Manager will arrange to exclude practising accountants or other professional persons from any investment that their professional rules prevent them from making, provided that details of potential conflicts and such qualifications are notified to the Fund Manager. Any amounts not invested for this reason will be returned to the participants concerned and will not be used to increase their share of other Fund investments.



#### **Do "carry-back" rules apply?**

HM Revenue & Customs "carry-back" rules will apply. For example, if you invest £1 million via the Fund into EIS Qualifying Investments in a particular tax year and have made no EIS Qualifying Investments in the previous tax year, you can also carry back income tax relief on £1 million to that previous tax year. There is no maximum limit on the amount eligible for capital gains tax deferral and inheritance tax relief.



#### **How is my money protected?**

Monies which you have subscribed to a Calculus EIS Fund are held pending investment or distribution by Calculus (the "Custodian") in a segregated client money account. By placing your money in a segregated client money account, your money should be protected in the unlikely event that the Custodian were to default. In addition, Investors may be entitled to receive the protection of the Financial Services Compensation Scheme established under the Financial Services and Markets Act 2000. Details of the Investor's rights under this scheme are available from Calculus on request, and further information is available from the FCA and the Financial Services Compensation Scheme.

When monies are invested in EIS Qualifying Companies, the Custodian may transfer the investment monies from your account with the Custodian to the firm of solicitors we have instructed to act for us, in our capacity as your fund manager. Similarly, on a realisation, the purchaser of your shares may transfer realisation proceeds to the firm of solicitors we have instructed to act for us, in our capacity as your fund manager. Money held by a firm of solicitors is covered by the rules of the Solicitors' Regulatory Authority and not by the Financial Conduct Authority. If a firm of solicitors were to default, you would be entitled to claim compensation from the Solicitors' Compensation Fund.

When making investments in quoted companies we may transfer monies from your account to the CREST Custodian we have instructed to act for us, in our capacity as your fund manager. Similarly, on a realisation of a quoted investment, the purchaser of your shares may transfer proceeds to the CREST Custodian. The CREST Custodian is regulated by the Financial Conduct Authority and in the event of a default by the CREST Custodian you would also be entitled to claim under the Financial Services Compensation Scheme subject to the prevailing limits.



**What are the key dates for benefiting from the various tax reliefs?**

All dates are based on the date on which the underlying investments in Investee Companies are made, not the date at which you enter the Fund.

Income Tax Relief: can be claimed against tax paid in the year of investment and/or carried back to the previous tax year.

Capital Gains Tax Exemption: any capital gains on investments made by the Fund on your behalf will be exempt from capital gains tax provided they have been held for three years.

CGT Deferral Relief: you can go back three years or forward one year from the dates the Fund invests in EIS Qualifying Companies to claim deferral relief on other capital gains provided an amount equivalent to those gains is invested in EIS Qualifying Companies by the Fund.

Inheritance Tax (IHT) Relief: The investments made by the Fund should qualify for up to 100% relief from inheritance tax. An investment in an EIS Qualifying Company is normally treated as Relevant Business Property for the purposes of IHT where the shares are held for at least two years and are held at the date of death.



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Colin Firth and Ged Doherty, Co-Founders  
Raindog Films, now joined by Trish D Chetty  
.....

Photo credit: Rob Baker Ashton

# Definitions

**Adviser & AML Certificate** – a certificate from your authorised financial adviser in the form approved by Calculus. The Adviser & AML Certificate is enclosed within the Application Pack

**AIM** – the London Stock Exchange’s alternative investment market

**Applicable Laws** – all relevant UK laws, regulations and rules, including those of any government or of the FCA

**Application Form or Application** – the form for making an application to invest in the Fund. The Application Form is enclosed within the Application Pack

**Application Pack** – the Individual Investor’s Application Form and Adviser & AML Certificate (or Investor & AML Certificate)

**Associate** – any person or entity which (whether directly or indirectly) controls or is controlled by the Fund Manager

**Capital Gains Deferral Relief** – the relief from CGT provided for by Section 150C and Schedule 5B of the Taxation of Chargeable Gains Act 1992

**CGT** – Capital Gains Tax

**Closing Date** – a date by reference to which Contributions received by the Fund Manager may be applied in the creation of Portfolios. The Fund Manager reserves the right to extend the date of any Closing Date

**Connected Person** – a director, shareholder, partner, employee or Associate of the Fund Manager, or any Associate, or the Custodian (as the case may be)

**Contribution** – the total gross amount subscribed by an Investor in accordance with the terms of the Information Memorandum

**CREST** – the UK’s electronic registration and settlement system for equity share trading

**Custodian** – an entity (which may be an Associate or a third party) whom the Manager appoints to carry out safe custody and administration (and related) services in relation to investments made by the Fund

**EIS** – Enterprise Investment Scheme

**EIS Qualifying Company or Qualifying Company** – a company which is a qualifying company for the purposes of the Enterprise Investment Scheme

**EIS Qualifying Investment or Qualifying Investment** – investments by an individual eligible for relief under Part 5, Income Tax Act 2007 into shares of a Qualifying Company as defined in S180, Income Tax Act 2007

**EIS Relief** – the tax relief made available to investors under EIS legislation. This may include income tax relief, capital gains tax relief, loss relief, capital gains tax deferral relief and inheritance tax relief subject to the individual circumstances of the Investor

**FCA** – Financial Conduct Authority

**Fund** – the Calculus EIS Fund (sometimes referred to as the Calculus Capital EIS Fund)

**Fund Manager or Manager or Calculus Capital or Calculus** – Calculus Capital Limited (registered in England and Wales under company number 3861194) whose registered office is 104 Park Street, London, W1K 6NF

**Incentive Fee** – the fee payable to the Manager, upon the return to the Investor (or his/her nominee) by way of distribution of cash (whether of capital or gross income) or transfer to him/her (or his/her nominee) of any shares held on his/her behalf of an amount equal to 20% of the aggregate value (whether of capital or gross income) which has been returned to an Investor less the Investor’s Contribution to the Fund

**IHT** – Inheritance Tax

**IHTA 1984** – the Inheritance Tax Act 1984

**Information Memorandum or Memorandum** – this information memorandum published by the Fund Manager in relation to the Fund

**Investee Company** – a company, being a Qualifying Company, in which the Manager makes an investment

**Investor** – an individual who completes an Application Form which is accepted by the Fund Manager

**Investor Agreement or Agreement** – the Investor Agreement in the form set out in the Application Pack

**Investor & AML Certificate** – where you do not have an authorised financial adviser, a certificate to be provided by you, in the form approved by Calculus. The Investor & AML certificate is enclosed within the Application Pack

**IPO or an Initial Public Offering** – a flotation on a recognised stock market (including AIM) of shares in a company

**IRR** – Internal Rate of Return, which is a measure of performance derived by calculating the discount rate which when applied to a series of cash flows produces a result equivalent to zero

**Portfolio** – your personal allocation of all investments that the Manager makes under the terms of the Investor Agreement and all cash subscribed by you (after deduction of expenses and charges) which remains to be invested at any given time

**Readily Realisable Investments** – a government or public security denominated in the currency of the country of its issuer or any other security which is admitted to official listing on an exchange in an EEA state, regularly traded on or under the rules of such an exchange, or regularly traded on or under the rules of a recognised investment exchange or (except in relation to unsolicited real-time financial promotions) designated investment exchange, or a newly issued security which can reasonably be expected to fall within the above categories when it begins to be traded. This term does not include AIM traded investments, nor does it include unlisted securities

**Reinvestment Fund** – an arrangement on terms substantially similar to those of the Fund or otherwise on such terms as Calculus may propose in accordance with clause 21 of the Investor Agreement within the Application Pack

**Relevant Business Property or Business Property Relief** – relevant business property for IHT purposes which includes shares in unlisted trading companies and the relief available thereon as set out in the IHTA 1984 (S.105)

**Relevant Period** – a minimum of three years from the date of investment in the EIS Qualifying Investee Company or three years from its date of commencement of trading, if later

**Retail Investor** – an investor who completes the Application Form for Retail Investors and is accepted into the Fund

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## Questions?

Please contact the Investor Relations team

020 7493 4940

[info@calculuscapital.com](mailto:info@calculuscapital.com)

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# Directory

## **Manager**

Calculus Capital Limited  
12 Conduit Street  
London, W1S 2XH  
Telephone: 020 7493 4940  
Website: [www.calculuscapital.com](http://www.calculuscapital.com)

## **Legal and Tax Adviser**

RW Blears LLP  
70 Colombo Street  
London, SE1 8PB

## **Bankers**

Adam & Company plc  
6 Adelaide Street  
London, WC2N 4HZ

## **Auditor to the Fund**

Hillier Hopkins LLP  
45 Pall Mall  
London, SW1Y 5JG

Each of the professional firms: RW Blears LLP, Adam & Company plc and Hillier Hopkins LLP has been named above for information purposes only and takes no responsibility for any statement or omission from this Information Memorandum.

We reserve the right to change professional firms at any time. Calculus Capital is a member of the British Venture Capital Association (BVCA) and the Enterprise Investment Scheme Association (EISA).

Calculus Capital's VCT is a member of the Association of Investment Companies (AIC). Calculus Capital is authorised and regulated by the Financial Conduct Authority.

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CAPITAL

[www.calculuscapital.com](http://www.calculuscapital.com)