

Investment Memorandum

Investing in Discounted London Property

15 September 2021



RICHMOND



The content of this document has not been approved by an authorised person within the meaning of the Financial Services and Markets Act 2000. Reliance on this promotion for the purposes of engaging in any investment activity may expose an individual to significant risk of losing all of the property or other assets involved.



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Important Information

This document is exempt from the general restriction in section 21 of the Financial Services and Markets Act 2000 on the communication of invitations or inducements to engage in investment activity on the ground that it is made to 'investment professionals' within the meaning of Article 19 of the Financial Services and Markets Act (Financial Promotion) Order 2005 (FinProm); persons believed on reasonable grounds to be 'certified high net worth individuals' within the meaning of Article 48 FinProm; persons who are 'certified sophisticated investors' within the meaning of Article 50 FinProm; and persons who are 'self-certified sophisticated investors' within the meaning of Article 50A FinProm.

Investing in the Company is speculative and invested capital is at risk of partial or total loss. The attention of prospective Investors is drawn to the "RISK FACTORS" section of this document on pages 27 to 29.

If you are in any doubt about the contents of this document, you are strongly recommended to consult a person authorised under the Financial Services and Markets Act 2000 ("FSMA") to give advice in relation to investment in equity and debt securities issued by unquoted single companies. An investment in London Richmond Limited ("London Richmond", "Company", the "Issuer") will not be suitable for all recipients of this Information Memorandum ("IM")

The purpose of this IM is to provide information to named individuals who have expressed an interest in the possibility of subscribing for Fixed Rate Loan Notes ("Loan Notes") issued by the Company and, as such, provides details of a private offer to those individuals.

An application form to subscribe for Loan Notes will only be provided to persons:

- (a) whom the directors of the Company believe to be either (i) certified as a 'high-net-worth investor', (ii) certified as a 'sophisticated investor', (iii) self-certified as a 'sophisticated investor', in each case in accordance with the relevant sections of FinProm.
- (b) who are pension fund trustees

investing pension money where the beneficiary of the pension would otherwise be entitled to invest in accordance with the terms of this invitation, (referred to herein as "Potentially Eligible Investors").

Any investment to which this document relates is available only to such persons and other classes of person noted above and any other person and other class of person should not rely on this document.

Potentially Eligible Investors should consider carefully whether an investment in Loan Notes is suitable for them in light of their personal circumstances and the risk factors noted on pages 27 to 29. The Loan Notes are secured debt of the Issuer and they may not be a suitable investment for all recipients of this IM. Loan Notes are not transferable or negotiable on the capital markets and no application is to be made for Loan Notes to be admitted to listing or trading on any market. Investment in an unquoted security of this nature, being an illiquid investment, is speculative, involving a high degree of risk.

It will not be possible to sell or realise Loan Notes before they mature or to obtain reliable information about the risks to which they are exposed. There is no certainty or guarantee that the Issuer will be able to repay the Loan Notes.

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

Nothing in this document shall be construed as the giving of investment advice by the Company or any other person. If you are in any doubt as to whether to invest in the Loan Notes described herein, you should consult an independent financial adviser ("IFA") who is qualified to advise on investments of this nature.

This IM does not constitute an offer for

subscription, either public or private, but does describe private offers to subscribe for debt securities that the Issuer will only be extended to those potential investors who meet certain eligibility criteria on a named basis. This IM does not constitute a prospectus made pursuant to the Prospectus Regulation (EU 2017/1129). Therefore, this IM has not been approved by the Financial Conduct Authority or any other regulatory body. You should ensure that you have read and understood all of this IM before taking steps to apply for Loan Notes.

This IM does not purport to be all-inclusive or necessarily contain all the information that a prospective Investor may desire in investigating the Company. The IM may be subject to updating, revision or amendment. Interested parties should carry out their own investigations and analysis of the IM and of the data referred to in the IM and should consult their own advisers before proceeding with any investment in the Company. All statements of opinion and/or belief in this IM and all views expressed regarding the Company's projections, forecasts and statements relating to expectations of future events are those of the Company and its Directors. No representation or warranty is made, or assurance given that such statements, views, projections or forecasts are correct or that the Company's objectives will be achieved.

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Summary

The following is a summary of the key points pertaining to the opportunity to invest in the Loan Notes of London Richmond Limited (“The Company”, “London Richmond”) and should be read in conjunction with the full text of this IM.

The Company is seeking to raise up to £10,000,000 by issuing Loan Notes to fund all costs associated with the purchase and sale of real estate in and around London, which include, but are not limited to the purchase and refurbishment cost of the properties, conveyancing and marketing costs.

London Richmond was established in April 2020 to purchase and sell real estate in and around the London area. The directors of the company have been investing in London real estate since 1998 and have a long and successful track record in this region.

Issuer	London Richmond Limited
Issue Date	15/09/2021
Closing Date	15/03/2022
Maturity Date	15/03/2025
Interest	10% per annum paid quarterly
Currency	GBP, EUR & USD
Minimum Investment	10,000 in each specified currency
Maximum Investment	2,500,000 in each specified currency
Target Raise	£10,000,000
ISIN	GB00BP6QQS66 (GBP) GB00BN12D174 (EUR) GB00BN12D281 (USD)
Security Trustee	Blue Water Capital Limited
Registrar	Neville Registrars Limited
Settlement Agent	Mayfair Capital
Security	The security trustee will have a legal charge over each property purchased by the Company using the funds raised from this product.
Ranking	All Loan Notes should rank pari passu, equally and rateably without discrimination or preference alongside all secured creditors of the Company.





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Example Returns

Investment Amount Quarterly Payments 2.5% per quarter

£10,000	Gross Interest paid each Quarter	£250
	Total Interest Over 3 Years	£3,000
£50,000	Gross Interest paid each Quarter	£1,250
	Total Interest Over 3 Years	£15,000
£100,000	Gross Interest paid each Quarter	£2,500
	Total Interest Over 3 Years	£30,000
£500,000	Gross Interest paid each Quarter	£12,500
	Total Interest Over 3 Years	£150,000

Offer Conditional on Minimum Fundraising

The Offer is subject to the minimum subscription of £250,000 being reached on or before the closing date. London Richmonds' Directors will not proceed with the Offer until the above condition has been satisfied, and if this condition has not been satisfied on or before the closing date, investors' monies will be returned without interest.

Security

Investor security is the Company's priority. In the event of a default, as defined by the Loan Note Instrument, the Security Trustee will have the benefit of a fixed legal charge over the properties purchased using the proceeds from these loan notes.

The Security Trustee Deed Agreement is an important document that you should read as it explains the roles and responsibilities of the Security Trustee. The agreement is available on request by writing to London Richmond, 6th Floor, 60 Gracechurch Street, London EC3V 0HR.

Important: Where the Company's strategy is to refinance a property after refurbishment, the Company will seek to obtain finance from a senior lender. The aim of the refinancing will be to repay the capital deployed into the property by the Company. This will result in the senior lender taking first charge over the property. Where the senior lender will take a first charge over the property in question, the Security Trustee may exercise its authority to approve the subordination of Loan Notes to senior debt.

Focus On



As one of the most popular and resilient investment markets in the world, London offers a stable and risk-averse option for both international and home-grown real estate investors.

8.9M

London population size.¹

17.2%

London's GVA growth rate expected to rebound to 17.2% in 2021.²

No. 2

London is still ranked No. 2 in the Global Financial Centres Index.³

LONDON



£1T

The economy of the Greater London metropolitan area generates £1 trillion a year.⁴

35%

Total proportion of the UK's gross disposable household income (GDHI) provided by London and the South East.⁵

65%

The percentage of home ownership in the UK.⁶

23%

London contributes 23% of the GDP of the entire UK.⁷



LONDON:
TIMELESS,
RESILIENT
AND
ADAPTABLE



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England's capital city has long been considered a safe haven for property investment and, despite the recent shocks of Covid-19 and Brexit, London's unique characteristics ensure its enduring popularity and global clout. Its property market has consistently bounced back from economic downturns like the 2008 financial crash and demand for housing in the city reliably outstrips supply.

Timeless

London's appeal stems from a unique blend of language, history, geography and architecture that consistently transcends the short sharp shocks of economic downturns.

Not only is English the lingua franca of global business, but English common law is the most widespread legal system in the world. English contract law is also the most important and most commonly used contract law in international business.⁸ Several of the world's biggest and most profitable law firms are naturally headquartered in London.

London's location and central time zone allow it to act as a bridge between the US, European and Asian markets. The Special Relationship between Britain and the United States, and the UK's close relationships with many countries across Asia, Africa and the Middle East (particularly the Commonwealth nations) ensure its position as a country of global influence.

London is famously a business-friendly environment with low corporation taxes. In the City of London, the local government is unusually elected by resident businesses rather than the resident population, making the Square Mile a truly business-oriented democracy. Over 70% of FTSE 100 companies are located within London's metropolitan area and 75% of Fortune 500 companies have offices in London.⁹

The city's excellent period housing stock, from its stucco Georgian garden squares to its substantial Victorian and Edwardian red-brick houses, coupled with a moderate climate, famous

schools and four of the world's top universities, will always be a draw for high-skilled and highly paid workers – and therefore the employers who wish to attract them. London's cultural and retail landscape, although dented by the pandemic, will likely rebound in 2021 and 2022 in response to the release of pent-up consumer demand as lockdown restrictions ease.

Demand for property in London vastly outstrips supply. London needs roughly 77,000 new homes a year to meet the demands of its ever-expanding population, and it rarely achieves even half of that. By comparison, most of the regions either meet or exceed their targets for housebuilding.¹⁰

Demand for property in London vastly outstrips supply. London needs roughly 77,000 new homes a year to meet the demands of its ever-expanding population

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Sterling is broadly considered a stable currency and London is still the jewel in the crown for many foreign property investors. Historically, many of the houses and flats that are held as assets by overseas buyers have been left empty, further reducing supply, intensifying demand and shoring up property prices in the capital.

Resilient

The recent history of London property prices demonstrates the irrepressible nature of the city's property market.

The first couple of years of the 1990s were marked by an economic recession across much of the Western world, following the 1980s boom. Average house prices in London dipped by 9% between 1991 and 1992, but promptly began rising again and by 1994 were already higher than they had been three years previously.¹¹

The second half of the 1990s saw extremely strong house price growth across the UK, with prices rising faster than in any other major economy.¹² London prices rose significantly faster than elsewhere in the country, increasing by 149% between 1995 and 2002 as opposed to 87% nationwide.¹³ Within the city, the outer boroughs of Greater London enjoyed stronger growth than expensive inner London boroughs like Westminster and Kensington & Chelsea.¹⁴

Throughout the 2000s, the gap between average London house prices and those in the rest of the country widened even further, a trend that continued even after the 2008 global economic crash, when one might have expected the country's financial centre to be hit hardest.¹⁵

In fact, after the initial short sharp shock and the resultant knock to property prices, the London property market arguably benefited from the subprime crisis and its repercussions. From 2009, foreign investors and private buyers flooded the capital, encouraged by reduced prices and low interest rates.¹⁶ The high-end market



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skyrocketed – between 2010 and 2013, London had the fastest-growing prime market in the world¹⁷ – and the rest followed, with traditionally poorer boroughs like Hackney and Southwark proving particularly buoyant.

Over the past decade, London proved the best performing area of the UK, with prices rising by 66% – twice as fast as the national average of 33% – between 2010 and 2020.¹⁸

This rate of growth was still much slower than the previous decade, when house prices across the UK shot up 117% between 2000 and 2010.¹⁹ This was partly due to the dampening effect of the Brexit referendum, which injected uncertainty into the market. However, many have argued that the cooling of this level of price inflation was a net positive, particular for London and the South East where affordability was already strained. Unsustainable growth that could have triggered a sharp correction was avoided.²⁰

During much of 2020 the whole country saw significant house price rises as buyers took advantage of rock bottom mortgage rates and the stamp duty holiday. This trajectory is expected to taper off with the return of stamp duty, but while the rest of the country's property market will most likely fall, London is projected to merely flatten in 2021, before rising by an average of 21% over the next five years.²¹

Please note that the past performance of any market is not a guarantee of future performance.

Adaptable

Inhabitants of the capital are generally better equipped to adapt to a post-pandemic landscape than those in the rest of the country. Better paid, high-skilled – and hence less expendable – staff are focused in London and the South East, with the area containing almost 27% of the UK's managers and directors, and over a third of the professional and technical occupations.²²

The financial services sector (which generates half of its entire output in London) has been more resilient to the economic impacts of the pandemic than most other sectors of the economy, embracing home working with vigour. In November 2020, economic output in the sector was just 3% below pre-pandemic levels, and as of 30 November, 25,000 financial services employee jobs were on furlough – just 2% of eligible jobs, compared to 13% across the whole economy.²³ London was also ranked as Europe's most resilient investment market to Covid-19 by Savills.²⁴

Over the past decade, London proved the best performing area of the UK, with prices rising by 66% – twice as fast as the national average of 33%¹⁸

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While there have certainly been teething problems associated with Brexit for the Square Mile, the government is now planning a radical overhaul of financial regulation in order to make London even more attractive as a financial centre for overseas markets and encourage the growth of industries like fintech, green finance and life sciences.²⁵

London has also been seeing a huge upwards trend in high-skilled job creation in up-and-coming sectors like technology and scientific and technical consulting, adding an astonishing 235,000 new high-skilled jobs between 2013 and 2016.²⁶ With increased interest and investment in these sectors in light of the pandemic and the vaccination roll out, this trajectory looks set to continue.

In April 2020, London was designated the most eco-friendly city to work in in the world.²⁷ With huge government focus on the 'green recovery' and billions in public spending destined for green projects, as well as ever-increasing interest in wellness and more sustainable ways of life, the capital's 3,000 parks and green spaces, high tree canopy cover and significant renewable energy production all contribute to its ongoing appeal as a place to live and work.





The Residential Market

The prime London market

As one might expect, the prime central London market has been dampened by international travel restrictions as well as changing buyer priorities. However, there has been a recent surge in sales of London properties between £5 million and £10 million, particularly large houses in the leafy areas of outer London like Dulwich, Wandsworth and Belsize Park. Sales of such properties were up 78.9% in the second half of 2020,²⁸ signifying that confidence in London overall remains strong.

Even within prime central London, the picture is uneven. Prices in areas like Mayfair and St James traditionally favoured by overseas buyers may have tumbled, but neighbourhoods favoured by wealthy domestic buyers

like Chelsea and South Kensington have actually seen price rises.²⁹

Suburbanisation

One of London's most appealing characteristics is that the city is essentially a cluster of villages, connected by a strong public transport system but each with its own distinctive feel. With remote working policies now firmly enshrined and the stranglehold of central London loosened, people are spending much more time locally and looking for extra space at home. This has proved a huge boost for prices in dozens of outer London areas.

At the upper end of the market, affluent families are upsizing and heading to neighbourhoods with a village feel like Barnes and Chiswick where large houses are plentiful. September 2020 saw 'top of the ladder' properties with four bedrooms or more rise 9.1% year-on-year.³⁰

For first-time buyers, regeneration areas like Stratford Olympic Park offer an affordable first step onto the property ladder as well as green space and an up-and-coming cultural scene – qualities they would never be able to afford more centrally.

Lettings

For the lettings market, international travel restrictions have hampered growth in rental values. Reduced demand from international students and corporate tenants, combined with an influx of supply from the short-term lettings market, has caused rent reductions. This could ultimately push many landlords into mortgage arrears.

Repossessions

During the lockdowns of 2020 and 2021, the government had various measures in place to prevent property repossessions, including suspending repossession orders and forcing lenders to offer mortgage payment holidays.

The furlough scheme has also protected many people whose jobs have been mothballed and who would otherwise not have been able to afford their mortgage payments.

However, these schemes are now reaching an end. The government has advised that all mortgage payment holidays must end by 31 July 2021, and the moratorium on the enforcement of lender repossession orders will end on 1 April 2021.³¹ This will likely mean an imminent uptick in repossessions.

There has been a recent surge in sales of London properties between £5 million and £10 million ²⁸

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Savills Resilient Cities Index

City (metro area)	Country	Category	2008	2018	2028	Change 2018–2028
New York	US	Resilient	1	1	1	0 —
Tokyo	Japan	Resilient	2	2	2	0 —
London	UK	Resilient	3	3	3	0 —
Los Angeles	US	Resilient	4	4	4	0 —
Shanghai	China	Emerging Resilient	23	11	5	6 ↗
Chicago	US	Resilient	5	5	6	-1 ↘
Beijing	China	Emerging Resilient	24	14	7	7 ↗
Paris	France	Resilient	6	6	8	-2 ↘
Shenzhen	China	Emerging Resilient	20	13	9	4 ↗
Dallas	US	Resilient	10	8	10	-2 ↘

Affluent families are upsizing to neighbourhoods with a village feel like Barnes and Chiswick. September 2020 saw 'top of the ladder' properties with four bedrooms or more rise 9.1% year-on-year ³⁰

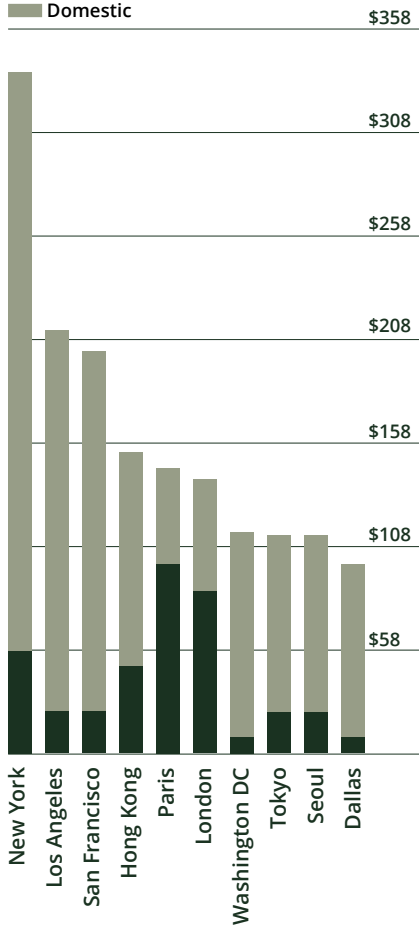
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Top cities by international and domestic investment volume, H1 2019

Investment volume H1 2019 (\$US)

Foreign

Domestic



Source: Savills Research using RCA





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Outlook



Foreign investment

Overseas investors are still seduced by the long-term appeal of the capital, and price falls in certain prime central London postcodes mean that there will be bargains to be snapped up by foreign investors, with multimillion pound trophy homes looking like good value compared with their equivalents in New York or Hong Kong.

In January 2021, Pricewaterhouse Coopers named London the second-best place for property investment in Europe (after Berlin), with the city jumping two places from the previous year's estimations.³² Despite the severe impact of the pandemic on the UK, many interviewees in the PwC report still viewed London residential property as an excellent prospect, with one investor saying: "London has got to be the most transparent and the most liquid market in the world. It's a market where international capital is very comfortable".³³

As the global vaccination rollout gains traction in 2021 and international

travel resumes, it is widely expected that pent-up foreign cash will return to the London property market in droves. Savills forecasts five-year growth of 17.5% for capital values and 7.6% for rental values between 2020 and 2024, adding "London's recovery is only a matter of time".³⁴

"We expect foreign buyers to return to the market in significant numbers as London retains its attraction in terms of a safe haven and the pound is likely to remain relatively weak against major currencies for a while to come." –

NICK BARNES, HEAD OF RESEARCH, CHESTERTONS

When the central London property market is booming, wealth generation

and job creation ripple out to the rest of London.

Mortgage repossessions

London landlords with buy-to-let mortgages have been hit hard by dwindling rents, and the outlook on rental prices, particularly in central London, looks grim. It is therefore possible that we will see an increase in buy-to-let mortgage repossessions.

As the job furlough scheme and other government support for those whose livelihoods have been impacted by coronavirus come to an end, people who were previously working within certain badly-affected sectors in London will face a new economic reality that does not include being able to afford their residential mortgage repayments. The Office for Budget Responsibility forecasts a peak in the UK unemployment rate of 7.5% in the middle of 2021, followed by a sharp decline as vaccine optimism takes hold, consumer confidence increases and the economy recovers.³⁵



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Not only does a mortgage repossession mean the homeowner may not get back any of their capital, but it may also affect their future ability to purchase property. It is much more preferable when facing a repossession order to make a quick sale at a discount instead.

Pent-up demand

In February 2021 the Bank of England announced that it expected the UK economy to rebound rapidly in spring, as the country's extremely successful vaccination rollout continues and consumer confidence and optimism increases. Those who were fortunate enough to be able to work from home

collectively saved billions over the course of the pandemic, redirecting the costs of commuting, eating out etc into savings accounts.³⁶

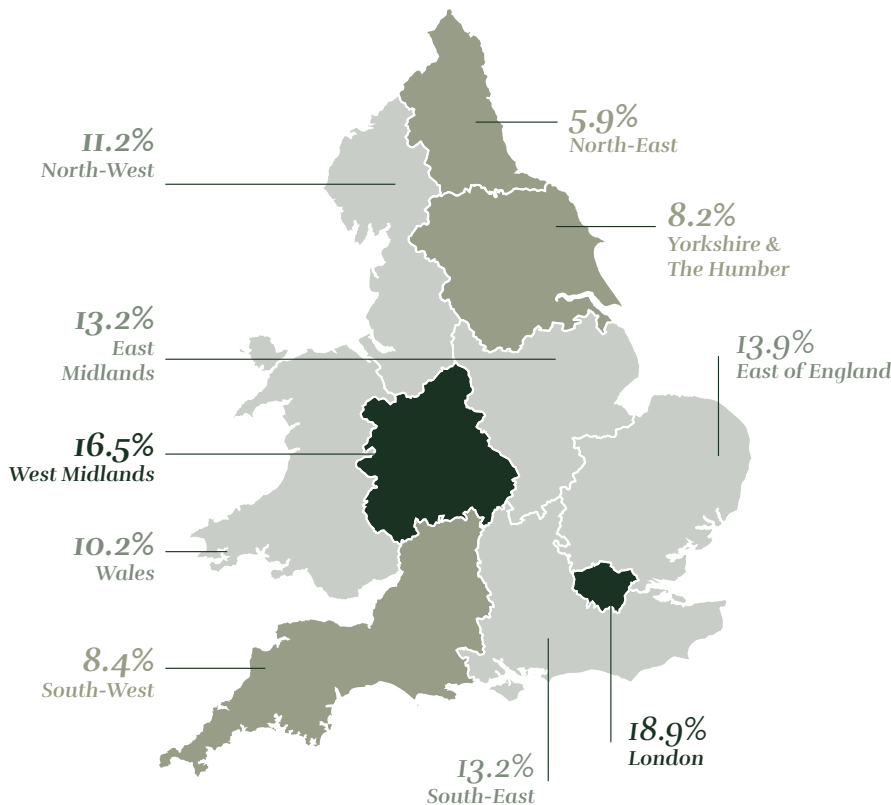
In August, when infection rates had dropped but there was still no vaccine on the horizon, consumer spending swiftly returned to close to pre-pandemic levels. In July 2020, consumer spending was actually 3.2% higher than in July 2019.³⁷ This suggests that as the lockdown is gradually lifted in 2021, combined with an ongoing vaccine rollout that is protecting ever-increasing swathes of the adult population, a lot of pent-up consumer

demand will be released and the London economy – where retail and hospitality is particularly strong – will be well on its way to recovery.

This activity is likely to draw many of those who left London at the height of the pandemic back to the city's property market, as the capital regains its shopping, restaurant and cultural scenes and its sense of glamour and excitement.

London has the highest increase in GDP in England since 2012

Percentage change in GDP



Source: Office of National Statistics

800

Number of buy-to-let mortgaged properties repossessed in the third quarter – a 40% increase on the same period of 2018.¹⁶

1,330

Number of homeowner-mortgaged properties repossessed in the third quarter of 2019. Up by nearly a fifth (19%) from the previous year.¹⁶



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Investment Strategy

London Richmond will identify and purchase good discounted housing stock in London. The properties will always be purchased at a price significantly below the current market value and will therefore represent excellent investment opportunities.

London Richmond has an extensive sourcing team who will identify properties from distressed sellers, typically prior to the repossession of their home by the lending institution. Properties will normally be in the region of 25–40% below the current market value and once they have been purchased, the company will implement one of three exit strategies to generate profits.

The first method is a “quick sale exit strategy” to another investor. London Richmond has a large pool of investors who are willing to buy properties for 10% below the current market value. If, for example, London Richmond has managed to source a property at 30% below the current market value, then it will be able to quickly flip the property by selling it to another investor and will make a 20% profit using this strategy.

The second method is a “refurbish and sale exit strategy” which involves refurbishing the property and then selling it through a traditional estate agent. This strategy normally takes around six months and can yield even higher returns than the quick sale exit strategy as the full market value is obtained.

"These three investment strategies have all previously been implemented successfully by the management team of the Company."

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The final method is a “refurbish and refinance exit strategy” which involves refurbishing the property and then refinancing it on a buy-to-let mortgage. This strategy is particularly suitable for properties in high-growth areas, where the company believes the property will experience a significant growth in price.

These three investment strategies have all previously been implemented successfully by the management team of the Company as shown in the Track Record section.

Exit Strategies

London Richmond will now implement one of its three exit strategies. The Company has provided the following example scenarios below:

Quick Sale:

This property is sold at a 10% discount to the current market value to an Investor. The sales price is £360,000. Having purchased the property for £240,000, London Richmond has made a profit of £120,000 less costs.

Refurbish and Sale:

The property will be refurbished for around £40,000 (typically 10% of the valuation). Following the refurbishment, the property will have gone up in value and it will then be put on sale by an estate agent for £500,000. If the property sells for the asking price, London Richmond will have made a profit of £220,000 less costs having purchased the property for £240,000 and having spent £40,000 to refurbish it.

An example of how the property purchasing process works:





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Refurbish and Refinance:

The property will also be refurbished for around £40,000. Following the refurbishment, the property will have gone up in value to £500,000 and it will then be refinanced through a mortgage company. The mortgage company will provide a 75% loan on the property of £375,000. Having purchased the property for £240,000 and used £40,000 to refurbish it, London Richmond will have made an initial cash profit of £95,000 and will hold equity in the asset of £125,000.

Experience

The directors of London Richmond have identified and purchased 47 properties in and around the London area for £10.0 million. These properties have either been sold or retained at a total value of £17.0 million making a gross profit of £7.0 million before costs. Full details of this track record can be found on page 24.

Revenues

The Company intends to repay the principal and make interest payments to Loan Noteholders by either selling the properties purchased for a profit or by refinancing the properties through

a mortgage company as per the three options listed above.

“Prior to the launch of this Loan Note our sourcing team has identified and purchased 38 properties in and around the London area.”

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Marketing

Professional advisory firms and marketing and wealth management companies will market and advertise the Loan Notes on behalf of London Richmond. Commissions for these services are variable and will be paid from the proceeds raised from the issue of the Loan Notes.

Use of Proceeds

The funds raised from the issue of Loan Notes will be used to fund all costs associated with the purchase and sale of properties in London. Costs include, but are not limited to, the cost

of purchasing and refurbishing the properties, conveyancing costs and marketing costs.

Company Structure

The current issued share capital of the Company is 500 Ordinary Shares of £1 in the ownership of Andrew Thompson and 500 Ordinary Shares of £1 in the ownership of Yadwinder Gill.

Security

Investor security is the Company's priority. In the event of a default, as defined by the Loan Note Instrument, the Security Trustee will have the benefit of a fixed legal charge over the properties purchased using the proceeds from these loan notes.

***Important:** Where the Company's strategy is to refinance a property after refurbishment, the Company will seek to obtain finance from a senior lender. The aim of the refinancing will be to repay the capital deployed into the property by the Company. This will result in the senior lender taking first charge over the property. Where the senior lender will take a first charge over the property in question, the Security Trustee may exercise its authority to approve the subordination of Loan Notes to senior debt.*

Mr. Jones *accepts the offer* and contracts are exchanged on the same day.

London Richmond pays off the mortgage and the arrears *totalling £170,000* and stops the repossession.

London Richmond now owns the property and has gained *£160,000 equity* in the property.

Mr. Jones is also *satisfied* because rather than be repossessed, with the possibility he would have received nothing from the mortgage company, he has received *£70,000 cash*.



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The Team

Andrew Thompson
President



Andrew has 23 years of experience in the London real estate market, having purchased his first investment property in the capital in 1998. He began his career in a financial services role at the London offices of international accounting giant KPMG.

Andrew holds an MBA, a Masters degree in Finance and an Honours degree in Economics. He also holds professional qualifications from the Chartered Institute for Securities & Investment in corporate finance and fund management.

Yadwinder Gill
Head of Real Estate



Yadwinder has over 25 years' experience buying and selling properties in London. He personally owns a large property portfolio and is particularly adept at sourcing investment properties in the capital at prices significantly below market value.

As Head of Real Estate, Yadwinder is responsible for identifying and purchasing investment properties for London Chelsea.

Chris Lynn
Head of Operations



Chris has 18 years of real estate investment and development experience. He began his career in the real estate investment business in 2003, working for a large Spanish developer during the Spanish property boom of the early noughties.

As Head of Operations, Chris manages the day-to-day operations of London Chelsea and ensures the smooth running of the business.

Bianca Santana
Head of Client Services



Bianca has over seven years client-facing experience and joined London Bonds with the sole purpose of overseeing the accounts of existing clients.

Bianca has extensive experience in the property investment and property law markets and brings a wealth of experience that will benefit all clients of the company. Bianca would be pleased to meet clients at our London Chelsea office to discuss any questions they may have.





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Track Record

The directors of London Richmond have been purchasing real estate investments in London since 1998 and have a distinguished track record in the London market. Below are some examples of these investment properties, which have either been sold for a substantial profit or retained within their portfolios. The increasing availability of suitable distressed properties has driven London Richmond to seek substantial funds to increase the company's purchasing power.

London track record





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London Portfolio

Ref	Property Address	Purchase Price	Sale Price	Gross Profit
1	BLAKEWOOD COURT, SE20 8NS	£140,000	£180,000	£40,000
2	CHAPEL RD, TW3 1UL	£160,000	£260,000	£100,000
3	CULLODEN CLOSE, SE16 3JH	£280,000	£412,500	£132,500
4	BECONTREE AVENUE, RM8 2UA	£185,000	£241,000	£56,000
5	BECONTREE AVENUE, RM8 2UB	£188,000	£230,000	£42,000
6	BIRLING ROAD, DA8 3HS	£171,000	£241,000	£70,000
7	MONTECUTE ROAD, SM4 6RJ	£252,000	£290,000	£38,000
8	PEMDEVON ROAD, CR0 3QQ	£260,000	£310,000	£50,000
9	RAWNSLEY AVENUE, CR4 4BX	£200,000	£261,000	£61,000
10	RIPON ROAD, N9 7RE	£210,000	£310,000	£100,000
11	MAPLESTEAD ROAD, RM9 4XH	£203,000	£243,000	£40,000
12	CLARENCE LANE, SW15 5QA	£145,500	£245,000	£99,500
13	SHREWSBURY ROAD, FOREST GATE, E7 8AL	£250,000	£600,000	£350,000
14	SHAW AVENUE, BARKING, IG11 0UD	£188,000	£288,000	£100,000
15	TANHURST WALK, ABBEY WOOD, SE2 9SN	£95,000	£170,000	£75,000
16	NORTHBRIDGE ROAD, DA8 3QH	£155,000	£191,000	£36,000
17	PALACE GROVE, BR1 3HB	£78,000	£232,000	£154,000
18	PALACE GROVE, BR1 3HB (FLAT A)	£78,000	£165,000	£87,000
19	PALACE GROVE, BR1 3HB (FLAT B)	£78,000	£150,000	£72,000
20	PALACE GROVE, BR1 3HB (FLAT C)	£78,000	£180,000	£102,000
21	PALACE GROVE, BR1 3HB (FLAT D)	£78,000	£200,000	£122,000
22	29 SOUTHEND LANE, LONDON, SE6 3AB	£330,000	£380,000	£50,000
Totals		£3,802,500	£5,779,500	£1,997,000

Ref	Property Address	Purchase Price	Retained Value*	Gross Profit
23	LYNE CRESCENT, WALTHAMSTOW, E17 5HY	£160,500	£450,000	£289,500
24	LYNE CRESCENT, WALTHAMSTOW, E17 5HY (FLAT A)	£160,500	£450,000	£289,500
25	SLADE GREEN ROAD, DA8 2JE	£170,000	£310,000	£140,000
26	ABBOTS ROAD, E14 0NF	£250,000	£600,000	£350,000
27	HAYDAY ROAD, E16 4AS	£125,000	£272,000	£147,000
28	REAR OF SAXON ROAD, SE25 5EH	£130,000	£150,000	£20,000
29	REAR OF SAXON ROAD, SE25 5EH (FLAT A)	£130,000	£165,000	£35,000
30	BUCKINGHAM ROAD, NW10 4RL	£630,000	£950,000	£320,000
31	DOROTHY ROAD, SW11 2JJ (FLAT 1)	£360,000	£600,000	£240,000
32	DOROTHY ROAD, SW11 2JJ (FLAT 2)	£490,000	£800,000	£310,000
33	DOROTHY ROAD, SW11 2JJ (FLAT 3)	£410,000	£675,000	£265,000
34	DOROTHY ROAD, SW11 2JJ (FLAT 4)	£440,000	£725,000	£285,000
Totals		£3,456,000	£6,147,000	£2,691,000

Home Counties Portfolio

Ref	Property Address	Purchase Price	Sale Price	Gross Profit
35	CARRINGTON ROAD, SL1 3RH	£140,000	£310,000	£170,000
36	ARMSTRONG CLOSE, SS17 7BX	£175,000	£198,000	£23,000
37	THE FOUR ACRES, CM21 9LJ	£260,000	£312,500	£52,500
38	AYNSLEY GARDENS, CM17 9PD	£125,000	£221,000	£96,000
39	GOLDINGHAM AVENUE, IG10 2JF	£195,000	£218,000	£23,000
40	GROVEHURST ROAD, SITTINGBOURNE, ME10 2RB	£390,000	£1,200,000	£810,000
41	30-32 THORNEY LANE SOUTH, IVER, SL0 9AE	£88,000	£134,250	£46,250
Totals		£1,373,000	£2,593,750	£1,220,750

Ref	Property Address	Purchase Price	Retained Value*	Gross Profit
42	SALISBURY ROAD, CHATHAM, ME4 5NW	£62,500	£142,000	£79,500
43	SALISBURY ROAD, CHATHAM, ME4 5NW (FLAT A)	£62,500	£150,000	£87,500
44	LONDON ROAD, GRAVESEND, KENT, DA11 9LZ	£95,000	£350,000	£255,000
45	LUTON ROAD, CHATHAM ME4 5AE	£95,000	£180,000	£85,000
46	52 RAMSHAW DRIVE, CHELMSFORD, ESSEX, CM2 6UB	£525,000	£775,000	£250,000
47	MIMMS HALL ROAD, POTTERS BAR EN6 3EH	£505,000	£815,000	£310,000
Totals		£1,345,000	£2,412,000	£1,067,000

*Valuation correct at 1 August 2021 for all properties retained in our portfolio



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Clearing, Settlement and Subscription

Book-Entry Clearing System

The information set out below is subject to any change in or reinterpretation of the rules, regulations and procedures of CREST currently in effect. Investors wishing to use the facilities of any of the Clearing System are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. None of the Issuer or the Agents will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Notes held through the facilities of any Clearing System or for maintaining, supervising or review any records relating to such beneficial ownership interests.

Crest

Notes issued under this Information Memorandum may be issued in registered form and settled and transferred through Euroclear UK & Ireland Limited (formerly known as CREST Co Limited) ("CREST") in accordance with the Uncertificated Securities Regulations 2001 (SI 2001/3755) (the "Regulations"). Investors wishing to have their Notes delivered to a CREST stock account in their own name should include their CREST details in the relevant section of the application form. Dealing in the Notes in advance of the crediting of the relevant CREST accounts will be at the risk of the person concerned.

The Registrar may decline to register a transfer of an uncertificated Note which is traded through the CREST system in accordance with the CREST rules where, in the case of a transfer to joint holders, the number of joint holders to whom uncertificated Notes is to be transferred exceeds four.

The settlement of Notes through CREST means an investor will:

1. authorise the Registrar to credit the CREST account specified with the number of Notes for which the application is accepted;
2. allows for the transfer, by means of the system of title, of such units which are held in uncertificated form; and
3. agree that, in the event of any difficulties or delays in the admission of the Notes to CREST or the use of CREST in relation to the issue, the Issuer and the Registrar may agree that all of the Notes should be issued in certificated form.

Clearing Systems

The Notes will be uncertificated units of an eligible debt security and will be constituted and deposited into CREST Euroclear UK and Ireland Limited, the Relevant System, title to such units will be held and transferred by means of the Relevant System, and such units will be redeemed by means of the CREST relevant system in all cases in accordance with the CREST Regulations. CREST is the system owned and operated by Euroclear UK and Ireland Limited, of which the Registrar is a member, which:

1. enables companies and other persons to hold units of securities issued by them in uncertificated form;
2. allows for the transfer, by means of the system of title, of such units which are held in uncertificated form; and
3. permits the payment of dividends in respect of such securities, the making of rights issues and other corporate actions by participating issuers.

The address of CREST is Euroclear UK & Ireland, 33 Cannon Street, London EC4M 5SB.

To Subscribe

To subscribe, Investors should read and complete the Application Form which accompanies this document, and email that, together with the additional information and documents required to info@londonrichmond.co.uk.



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Risk Factors

The risks described below are those risks that the Directors of the Company consider at the date of this document to be material to a decision as to whether to make an investment in the Loan Notes. However, they are not the only risks relating to the Company or the Loan Notes.

If any of the following risks, as well as other risks and uncertainties that are not herein identified or that the Company does not consider to be material at the date of this document, were to occur, then these could have a material adverse effect on the Company's ability to fulfil their obligations to pay interest, principal or other amounts in connection with the Loan Notes.

Potential investors are strongly advised to consult their stockbroker, bank, solicitor, accountant or other financial adviser who is authorised under FSMA to advise on investments of this sort if they are in any doubt.

Risk to Capital

Invested capital is at risk and you may not get back what you invest.

The Company, like all businesses, is vulnerable to financial difficulties and investing in unlisted corporate loan notes involves significant risk of default and loss of capital.

Investment in Loan Notes of this nature is speculative and involves a higher degree of risk than other types of investment. Investments of this type are not suitable for all investors.

Non-Transferable and Illiquid Investment

The Loan Notes are not transferable or negotiable on the capital markets and no application will be made for the Loan Notes to be admitted for listing or trading on any market. It will not be possible to sell or realise the Loan Notes until they are repaid by the Issuer, so please ensure you are fully aware of the risks involved and that you will not be able to cash in or sell your Loan Notes before their maturity date. Prospective investors should not submit an application form unless they are prepared to hold the Loan Notes for their full term. In the event of the death of a Loan Noteholder or in other exceptional personal circumstances, individual Loan Noteholders may be repaid early. However, any such early repayment is at the Company's discretion and subject to there being sufficient cash available at that time.

Financial Services Compensation Scheme and Regulation

The content of this document has not been approved by an authorised person within the meaning of the Financial Services and Markets Act 2000. Please note that this is an unregulated product.

The compensation entitlements under the Financial Services Compensation Scheme (FSCS) do not apply to this investment. In the event of the Company being unable to pay either the capital or interest payments, the protections afforded by the Financial Services and Markets Act 2000 including recourse to the Financial Ombudsman Service and access to the FSCS will not apply.

Security No Guarantee Of Repayment

Even though the Loan Notes are secured by way of a fixed charge (or second ranking fixed charge where senior finance is obtained) over the properties purchased, meaning Loan Noteholders rank ahead of unsecured creditors in a default situation, the Company assets have not been valued and the presence of this security does not guarantee that investors in the Loan Notes will be repaid at maturity or receive their interest payments in full. The Loan Notes rank below employees and certain administrators (and senior debt providers in some cases) but ahead of unsecured creditors and equity shareholders. The Company also has the right to enter other debt arrangements, issue further Loan Notes and to grant other security over its assets provided it ranks equal to or behind the security in favour of Loan Noteholders. This means that the Company's available assets may be spread around a larger group of secured creditors in a default or insolvency situation resulting in less being available to satisfy the claims of Loan Noteholders.

Loan Note Return Rate, Market Interest Rates and Inflation

The Loan Notes attract a fixed rate of interest and as such will not benefit from any subsequent increases in market interest rates. Accordingly, you should note that a rise in interest rates may adversely affect the relative returns that the Loan Notes offer. Further, inflation may reduce the real value of the returns over time.



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No Right To Participate In Management Or Profits Beyond Fixed Return

Loan Notes are a very different kind of investment to equity shares and investors do not own a stake or have any right to participate in management of the Company. As such, Loan Noteholders will not be in a position to object to particular strategies or decisions of the Company's directors.

Security Trustee

Whilst the security in favour of Loan Noteholders is held on their behalf by a Security Trustee, the Security Trustee shall not be responsible, nor shall face any liability, for any loss incurred by the Loan Noteholders relating to a failure of the Company to make payments (whether of interest or of the principal amount) to the Loan Noteholders when due. The Security Trustee will not have any ability or responsibility to protect any monies in the accounts of the Company which may have been set aside for payment of interest or the principal amount in respect of the Loan Notes. The Security Trustee cannot guarantee return of any monies in the event of default. The Security Trustee has no role in the day-to-day management of the Company and its personnel are not experts in the Company's business. Accordingly, in the event that the security is enforced, there can be no guarantee that it will be possible to realise the assets for the same value as stated in the IM (or realise them at all in some cases).

Cancellation Rights

Investors will not be able to cancel an application to subscribe for Loan Notes once they have signed the application form. Investors should review the term and conditions of application carefully and seek professional advice from financial intermediaries authorised under FSMA to advise on investments of this type.

Risks Relating To The Company

Investments in this type of Company carry particular risks over and above the general risk of unquoted debt investment described above. Investors are reminded that there is no guarantee that the Company's strategy or trading activities will be successful and that their investment is consequently at risk.

No Operating History

London Richmond was created in April 2020 for the purpose of investing in London Real Estate and to raise funds from

investors to increase the purchasing power of the company. As such, London Richmond has no operating history and has not yet published any financial statements upon which investors may base an evaluation of its likely performance as a buyer and seller of London property. An investment in the Company is subject to all the risks and uncertainties associated with a new business, including the risk that the Company will not achieve its stated objectives with a potentially adverse effect on its ability to account to Loan Noteholders for interest, principal or other amounts in connection with the Loan Notes.

Performance Risk

The Company may not perform as well as expected and may even fail completely. Investors are reminded that any financial forecasts include in this document are hypothetical projections only. Projected results have many inherent limitations and there are frequently sharp differences between such projections and the actual results subsequently achieved. The Company cannot make any representation or warranty as to what the actual results will be and has provided its projections by way of illustration only.

Personnel

The Company's performance is dependent on the continued services and performance of members of its board, management team, operational employees and professional advisers. If the Company does not succeed in retaining skilled personnel, fails to maintain the skills of its personnel or is unable to continue to attract and retain all personnel necessary for the development and operation of its business, it may not be able to grow its business as anticipated or meet its financial objectives including the servicing, and ultimately the redemption, of the Loan Notes.

Regulatory Risk

Changes to existing laws or regulations, or the creation of new laws or regulations may have an adverse effect on the Company's business and could result in the Company failing to generate sufficient returns to service the Loan Notes or redeem them in full (or at all).

Valuation Risk

The Company may rely on the valuations of independent legal professionals. Such valuations will be used for the purposes of calculating the valuation of properties in financial reports and forecasts. There can be no assurance



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that such valuations will be correct or that such information will be received in a timely manner.

Property Market Risks

Fluctuations in the property market could affect the value of the properties. Any negative fluctuations in the property market could affect the performance of the Company and its ability to repay Loan Noteholders.

No Security over Investor Funds

The proceeds raised from the issue of Loan Notes may be held by the Company until properties are purchased. Investor security is the Company's priority. In the event of a default, as defined by the Loan Note Instrument, the Security Trustee will have the benefit of a legal charge over all the properties purchased by the company and upon instruction from the Noteholders may appoint an agent to sell the properties and return the proceeds to the Noteholders.

Other Risks And Considerations

Diversified Portfolio

Investors are reminded to maintain a balanced portfolio. Diversification by spreading your money across different types of investments should reduce your overall risk. Investors should only invest a small proportion of their available investment funds via this Offer (and others like it) due to the high risks involved.

Taxation Risks

The statements in this document regarding taxation only represent the Company's understanding of the current law and practice as regards the taxation of the Loan Notes. Nothing in this document should be considered tax or legal advice and prospective investors are recommended to seek their own independent advice before investing. The tax legislation referred to herein may change in the future and such changes may have retrospective effect. Investors are reminded that any future legislation regarding taxation could also have an adverse effect on the Company's profitability.

Individual tax circumstances may differ from investor to investor and persons wanting to invest are advised to seek specific tax advice based on their personal circumstances.

Forward-looking Statements

Certain information contained in this document constitutes "forward-looking statements," which can be identified by the use of forward-looking terminology such as "assumed", "example", "illustrative", "may", "will", "should", "expect", "intend", "anticipate", "project", "estimate", "plan", "seek", "continue", "target", or "believe", or the negatives thereof or other variations thereof or comparable terminology, and include projected or targeted minimum returns to be made by the Company. Such forward-looking statements are inherently subject to material, economic, market and other risks and uncertainties, including the risk factors set out in the "Summary" and "Risk Factors" sections of this document and, accordingly, actual events or results or the actual performance of the Company may differ materially from those reflected or contemplated in such forward-looking statements.

In addition, investors should not place undue reliance on "forward-looking statements", which speak only as of the date of this IM.

The Directors believe that the factors described above represent the principal risks inherent in investing in the Loan Notes, but the Company may be unable to pay interest, principal or other amounts on or in connection with the Loan Notes, for other reasons and the company does not represent that the statements above regarding the risks of holding the Loan Notes are exhaustive.

Prospective investors should also read the detailed information set out elsewhere in this IM (including any documents incorporated by reference herein) and reach their own views prior to making any investment decision.

Tax

Investors are advised to take their own tax advice on the tax consequences of acquiring, holding and disposing of the Loan Note. Individual tax circumstances may differ from investor to investor, and persons wanting to invest are advised to seek specific tax advice based on their personal circumstances.



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Q&A

What does a fixed charge over properties purchased mean?

A fixed charge is a form of security, usually granted in favour of a security trustee to hold on behalf of loan noteholders, which generally it attaches to a specific asset of the issuing company. In the event of a default (such as non-payment of interest or capital), the security trustee can enforce the security and take control of the issuer's assets in order to sell them for the benefit of the loan noteholders.

Is this a regulated product?

No. Neither the Company nor the Loan Notes are regulated. Accordingly, this is a higher risk investment than alternative regulated products.

How Is the Investment Secured?

The investment is secured by way of a fixed charge (see above) over the properties purchased using the proceeds of these Loan Notes meaning Loan Noteholders rank in priority to unsecured creditors of the Company. The presence of this security does not mean, however, that capital and returns are guaranteed. Where the Company refinances the properties purchased, the finance provider will take first ranking charge and Loan Noteholders will take second ranking charge over the properties purchased.

Who can invest?

Any individual who is over the age of 18, or a trust, company, the retail sector or charity that is not prevented by the laws of its governing jurisdiction from applying for or holding the Loan Notes.

Investors must also fall into one of the following categories:

- (i) certified high net worth investors (as per FinProm article 48);
- (ii) certified sophisticated investors (as per FinProm article 50); or
- (iii) self-certified sophisticated investors (as per FinProm article 50A).

We recommend all investors speak to an adviser who is authorised under the Financial Services and Markets Act 2000 and specialises in investments of this kind.

Can I include this investment as part of my SIPP or SSAS?

You may be able to hold your Loan Notes in a SIPP and SASS wrapper, provided your pension provider is willing to accept non-standard assets such as unlisted securities. Please check with your pension provider before investing and do not assume that the Loan Notes will be SIPP or SSAS-eligible.

When do I get my original investment back?

We expect to return your original investment in full when the Loan Notes mature in three years from the date you invest.

Can I invest through a company and are joint applications permitted?

Yes, corporate investments and joint applications are accepted.



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What date is interest calculated from?

Interest is calculated from the date funds are cleared and made available to the Company (and all KYC and AML documentation has been received).

Can I sell or give my investment to someone else?

No, the Loan Notes are non-transferable. Potential investors should consider carefully whether an investment in the Loan Notes is right for them in light of their personal financial circumstances as they will not be able to sell the Loan Notes and receive their capital back until the end of the relevant term (three years).

If I die before the Loan Notes mature, what happens to my investment?

The Directors will endeavour to redeem, within a reasonable period, Loan Notes held by the executors of deceased Loan Noteholders, to assist with probate liquidity. This is subject to available liquidity and where so requested.

What tax is payable on my investment?

This will depend on your personal circumstances. For all information about tax, we recommend all investors speak to an independent specialised tax adviser who is authorised and specialises in investments of this kind.

Should I discuss this investment opportunity with a financial adviser?

We recommend all investors speak to an adviser who is authorised under the FSMA and specialises in investments of this kind.

How do I apply?

Investors can apply through an authorised financial intermediary or direct using the application form provided. We strongly recommend investors consult an appropriately authorised financial adviser before making an application to subscribe for Loan Notes.

What happens if I change my mind?

You cannot cancel your application once it has been received.

I have more questions, who can help me?

Our client relationship team would be very pleased to assist you with any questions. You can contact us on +44 (0) 207 183 2150 or by email at info@londonrichmond.co.uk. Please note that we cannot provide investment, legal or tax advice, only guidance on the practicalities of investing. We strongly recommend that you speak to an appropriately authorised financial adviser before making any investment decision.



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General Information

Statutory Information

The Company was incorporated on 24 April 2020 with registered number 12570866. The principal legislation under which the Company operates is the Companies Act 2006. The liability of members of the Company is limited.

Registered Office:

60 Gracechurch Street, London EC3V 0HR.

Directors and Company Advisers

Directors: Andrew Thompson and Yadwinder Gill

Company Secretary: SGH Company Secretaries Limited

Security Trustee: Blue Water Capital Limited

Receiving Agent: Blue Water Capital Limited

Accountants: Tax Assist Accountants

Corporate Solicitors: Shakespeare Martineau LLP

Articles of Association

The current Articles are the standard articles adopted on incorporation, a copy of which can be viewed online at the Companies House website or will be provided on request by the Company.

Interests of Directors and People with Significant Control

The interests of each Director and those of any person connected with them within the meaning of section 252 of the Companies Act 2006 ("Connected Person"), all of which are beneficial (except as noted below), in the share capital of the Company and the existence of which is known or could with reasonable diligence be ascertained by the Directors as the date of this document.

NAME	Andrew Thompson
SHARE COUNT	500
SHARE TYPE	Ordinary
NOMINAL VALUE	£1
% OF TOTAL SHARE COUNT	50%

NAME	Yadwinder Gill
SHARE COUNT	500
SHARE TYPE	Ordinary
NOMINAL VALUE	£1
% OF TOTAL SHARE COUNT	50%

Representation

The Director(s) have made the following representations. There are no loans or guarantees provided by the Companies for the benefit of the Director. There are no service contracts proposed to be entered into between the Director and the Companies.

Except as disclosed above, within the past five years, no Director has:

- i. any convictions in relation to fraudulent offences or unspent convictions in relation to indictable offences;
- ii. had a bankruptcy order made against him or entered into an individual voluntary arrangement;
- iii. been a director of any company or been a member of the administrative, management or supervisory body of an issuer or a senior manager of an issuer which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or which entered into any composition or arrangement with its creditors generally or any class of its creditors whilst he was acting in that capacity for that company or within the 12 months after he ceased to be so acting;
- iv. been a partner in any partnership placed into compulsory liquidation, administration or partnership voluntary arrangement where such director was a partner at the time of or within the 12 months preceding such event;
- v. been subject to the receivership of any asset of such director or of a partnership of which the director was a



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partner at the time of or within 12 months preceding such event; or

vi. been subject to any official public incrimination and/or sanctions by any statutory or regulatory authority (including designated professional bodies) nor has he 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 an issuer or from acting in the management or conduct of the affairs of any issuer.

Other than as set out in this document, no Director has been interested in any transaction with the Company, which was unusual in its nature or conditions or significant to the business of the Company during the current financial year, which remains outstanding or unperformed.

Material Contracts

No material contracts (not being contracts entered into in the ordinary course of business) have been entered into by the Company with a term value greater than £50,000 per annum within two years preceding the date of this document.

Working Capital

Taking into account the minimum net proceeds of the Offer, assuming the Offer raises the minimum amount, the Directors are of the opinion that the Company has sufficient working capital for its present requirements, that is for at least 12 months from the date of this document.

Litigation

The Company is not engaged in legal or arbitration proceedings, active (or so far as the Company is aware pending or threatened) against or being brought by the Company which are having or may have a significant effect on the Company's financial position.

Other Information

The Company's accounts will be prepared under the historical cost convention and in accordance with applicable accounting standards in the UK. The accounts will be drawn up on a going concern basis.

The accounting reference date of the Company is 30 April 2021, unless amended by the Issuer at a future date. To date no financial statements have been filed with the Registrar of Companies.

Documents Available for Inspection

Copies of the following documents may be inspected at the registered offices of the Company during usual business hours on any weekday (weekends and public holidays excepted), or can be emailed on request:

- (i) **The Articles**
- (ii) **The Company Registers**
- (iii) **Security Trustee Agreement**
- (iv) **Loan Note Instrument**
- (v) **Fixed Charge Documents**



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References

- (1) https://datacommons.org/place/nuts/UKI?utm_medium=explore&mprop=count&popt=Person&hl=en
- (2) <https://www.london.gov.uk/sites/default/files/leo-spring-2020.pdf>
- (3) <https://www.longfinance.net/programmes/financial-centre-futures/global-financial-centres-index/>
- (4) https://en.wikipedia.org/wiki/Economy_of_London
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- (20) <https://www.mortgagesolutions.co.uk/news/2020/01/07/houses-unaffordable-despite-weakest-ten-year-price-growth-since-1990s-nationwide/>
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