

URBANVILLAGE
CAPITAL BOND
2021

U|V



ISIN: GB00BN6M6F72

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Important information

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.

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.

The attention of prospective investors is drawn to the “RISK FACTORS” section of this document on pages 36-39.

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 Urban Village Cap1 Limited (“Urban Village Cap1”, the “Company”) 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 Urban Village Cap1 Fixed Rate Bonds (“Bonds”) issued by the Company and, as such, provides details of a private offer to those individuals.

An Application Form to subscribe for Bonds 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’, or (iii) self-certified as a ‘sophisticated investor’, in each case in accordance with the Financial Conduct Authority’s (FCA) Conduct of Business Sourcebook (COBS), Chapter 4.7; or
- (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 Bonds is suitable for them in the light of their personal circumstances and the risk factors noted on pages 36-39. The Bonds are a secured debt of the Company and they may not be a suitable investment for all recipients of this IM. Bonds are not transferable or negotiable on the capital markets, and no application is to be made for Bonds 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 Bonds 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 Bonds.

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 Bonds described herein, you should consult an independent financial adviser (“IFA”) who is qualified to advise on investments of this nature.

The financial illustrations in this IM are purely illustrative and does not constitute by the Directors of the Company or advisers an accurate forecast of what may arise.

This IM does not constitute a prospectus to which the Prospectus Rules of the FCA apply. 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 Bonds.

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 revision or amendment. This IM is not intended to form the sole basis of any investment decision by a prospective Investor. 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.

The distribution of this IM in certain jurisdictions may be

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

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

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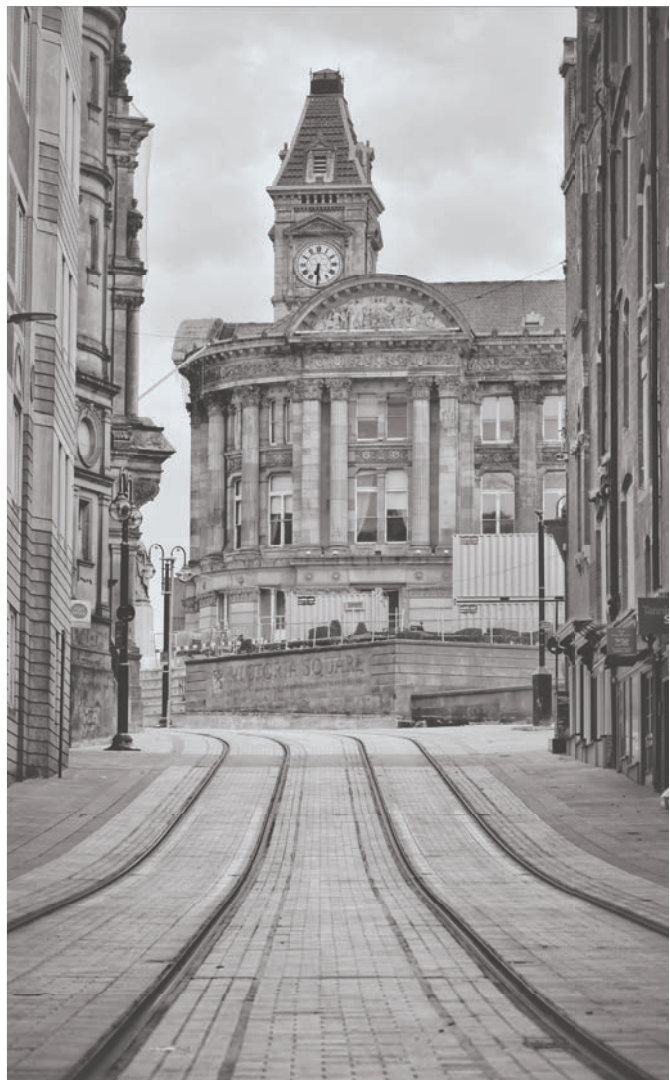




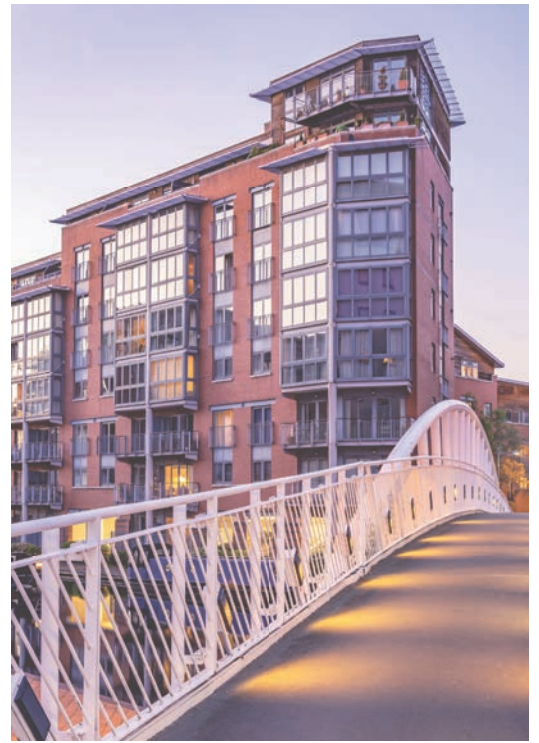
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We are Urban Village Group

Urban Village Group is a specialist real estate developer, owner and manager. We are dedicated to sourcing, designing, constructing and operating developments that minimise risk, while maximising returns. Our management team has many decades of experience in property and finance.

We have a proven track record of delivering high-quality developments in the office, student accommodation, care and private rented (“PRS”) sectors. Our portfolio of completed projects stretches across strategic UK locations, which we select for their potential for economic growth, investment and regeneration.



What we do

We generate funding to finance developments that meet our stringent investment criteria. Funding comes from a range of sources, including Bond instruments, listed bonds and public listings. By creating opportunities tailored to their requirements, we have established long-term partnerships with both institutions and private investors.

Our aim is to deliver returns for investors that consistently outperform the market. Over the last six years, we have repaid in excess of £241m of funding to investors.

We retain the majority of our diverse portfolio of developments on completion, which means we are asset backed and incentivised to take a long-term view. Our pipeline ranges from projects in the early stages of planning through to construction and practical completion.

The PRS opportunity

For many years, demand for housing in the UK has outstripped supply, with new home completions consistently falling short of the number of new households created each year. This unfulfilled demand, coupled with Government policies such as Help to Buy, has pushed house prices beyond the level that many people can afford.

As a result, there has been a significant rise in the number of people renting for the long term. PRS as a segment now stands at 4.5 million households, representing 20% of the English market, double the level in 2001. It is widely thought that in 15 to 20 years' time, more people will rent in the UK than own their own homes.

However, there is currently a shortage of high-quality rental accommodation in key UK regional cities and we believe the rental market has lost touch with what tenants need. People's expectations of PRS accommodation have been raised by their experience of high-standard purpose-built student accommodation while at university. The Covid-related boom in working from home also looks set to continue long term, making people keener to live in high-quality homes. Our developments will therefore deliver 'graduate style' accommodation for professional tenants, with excellent lifestyle facilities and rental communities. With such well-positioned product, we believe that PRS presents a stable, long-term investment opportunity, with investors benefiting from high rents and rising capital values.

While Covid-19 has affected all sectors, we have only experienced minor delays to our developments. We have a positive outlook for 2021 onwards and we strive to ensure that all of our developments are Covid secure. During lockdown, we maintained a high level of occupancy in our private rental scheme developments. Covid-19 has also highlighted the demand for suitable living accommodation and spurred the new hybrid way of working at least partly from home.

Further information can be found in this brochure and at www.urbanvillagegroup.com



Nick Sellman
Chief Executive

Corporate statement of Directors' responsibility

The Company and its Directors accept responsibility, individually and collectively, for the information contained in this document.

Prospective investors will be expected to make their own independent assessment of the Company and rely on their own judgment, or that of their IFA, in respect of any investment they may make in the Company and the legal, regulatory, tax and investment consequences and risks of doing so.

Investors should not expect to have legal recourse to the Company, its Directors or others if this document is not complete or correct, or if they consider that their understanding of the present financial and trading position of the Company and of its prospects differs from reality.

To the best of the knowledge and belief of the Company and its Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and contains no omission likely to affect the import of such information.

Where information has been obtained from third party sources, however, the Company and its Directors cannot accept responsibility for the completeness or accuracy of that information. Potential investors must form their own opinion on that information.

No person is authorised to give any information or make any representations other than as contained in this document and, if given or made, such information or representation must not be relied upon as having been so authorised.

The business of the Company is subject to a number of risks and uncertainties that could adversely affect its financial performance. Such risks include, but are not limited to, any alteration in economic conditions and trends such as changes to interest rates, inflation, tax laws, industry conditions, or political and diplomatic events, regulation and other factors which can substantially and adversely affect equity investments and the Company's prospects.

Such risks also include the ability to obtain required consents, complete the proposed financing and implementation of the

business plan, the impact of competition and associated pricing pressures, changes in interest rates, the impact of terrorism and war, and other risks and uncertainties, which are beyond the control of the Company or its advisers.

Statements of opinion and/or belief, all views expressed and all projections, forecasts or statements relating to expectations as regarding future events or the possible future performance of the Company, contained in this document, represent the Directors' own assessment and interpretation of the information available to them as at the date of this document. The Company and its Directors accept responsibility accordingly.



Disclaimer

The information contained in this document will not constitute or form any part of any offer for subscription nor will any such information form the basis of any contract in respect thereof. Any investor must rely on the terms and conditions contained in such a contract subject to such limitations and restrictions as may be specified therein.

This document does not purport to be all-inclusive or necessarily contain all the information that a prospective investor may desire in investigating the Company. It may be subject to amendment, updating, or revision. It is not intended to form

the basis of any investment decision by a prospective investor. Interested parties should carry out their own investigations and analysis of the document and of the data included and should consult their advisers before proceeding with any investment.

No responsibility or liability is accepted for any loss or damage arising that you may suffer as a result of this document or any investment decision on the basis of the document and any and all responsibility and liability is hereby expressly disclaimed by the Company and its respective Directors, officers, affiliates, employees, advisors and agents.

The opinions and information contained in this document have been verified by the Company or its advisers. However, no representation or warranty, express or implied, is given by the Company or any of its respective officers, affiliates, employees, Directors, advisers or agents as to the accuracy or completeness of the contents of this document or any information supplied at any time or opinions or projections expressed therein. Nor is any such party under any obligation to update the document or correct any inaccuracies or omissions in it, which may exist or become apparent.



Our milestones

Sep 2016 | Sep 2017



Atlantic House
Banbury

Jun 2017 | Dec 2019



Equinox house
Leicester

Sep 2016 | Sep 2017



Threadneedle house
Reditich

Jan 2017 | Dec 2019



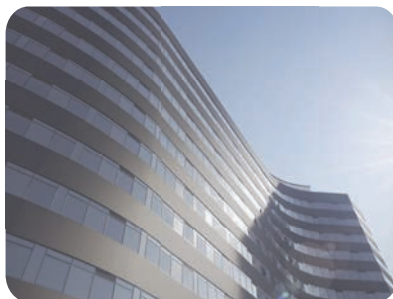
Knights house
Sutton Coldfield

Sep 2021 | Jun 2023



AGF house
Milton Keynes

Nov 2019 | July 2021



Equipoint
Birmingham

Summary of the offer



Company Description:

UV Cap1 Limited is a newly formed company formed specifically for the purpose of funding strong opportunities in the UK Private Rented Sector (PRS), student accommodation and mixed-use development markets.

The Company is a wholly owned subsidiary of Urban Village Capital Limited ("UVC"), a company incorporated on the 10th August 2016. UVC is owned by the Res Capitis Holdings Limited and JAX Holdings Limited ("The Group").

The Company will lend funds raised to the wholly owned special purpose vehicles ("SPVs") for the acquisition and development of PRS, student accommodation and mixed-use development properties. SPVs are widely used in the property development and construction industries. They are legal entities set up for a specific purpose to isolate risk. They are designed to prevent adverse risk being transferred to or from the owners of the SPV, the operations of which are limited to the acquisition and financing of specific property assets.

The shareholders in UVC are established investment and development companies in the sector with a pipeline of projects requiring initial investment. The Company believes this structure ensures that the joint expertise, market knowledge

and project sourcing facilities across The Group can be leveraged for the benefit of UVC and its target investments.

The Company is seeking to raise up to £10 million by issuing Bonds to lend to wholly owned SPVs of the Company to fund all costs associated with the acquisition and development of PRS, student accommodation and mixed-use development properties.

Issuer:

UV Cap 1 Bond (series 3)

ISIN:

Issuer: Urban Village Cap1 Ltd

Description: 9% BDS 21/06/26 GBP10000 3

Sedol: BN6M6F7

ISIN: GB00BN6M6F72

Security:

A legal fixed and floating charge over the assets of UV Cap1 Limited, including loans to and interests in subsidiary development SPVs, held by the Security Trustee and registered at Companies House. The holding companies of UVC have also provided a corporate guarantee for the purpose of providing credit support to the Company for the Company's obligations under the Bond instrument.

Security Trustee:

Blue Water Capital Limited, 53 Calthorpe Road, Edgbaston, Birmingham, B15 1TH.

Availability:

This direct investment offering is applicable to professional investors, high net worth and sophisticated investors, institutional investors and companies.

Event of Death:

In the unfortunate instance of death of a Bondholder, the Bond will form part of the deceased's state and can be redeemed 12

months from receipt of a validated death certificate.

Ranking:

All Bonds rank pari passu with each other.

Transferable:

Ownership of the Bonds cannot be transferred to another party.

Term:

This Bonds matures a maximum of five years from date of investment.

Early Redemption by Investors:

Bondholders may redeem their Bond at the anniversary of their original investment. Written notice must be given no less than 30 days prior.

Early Repayment by Company:

The Company cannot repay the Bond before maturity.

Issue Date:

1st June 2021.

Interest Payment Dates:

Up to seven business days following the end of January, April, July and October for quarterly interest payments.

Returns:

Minimum of 9 or 12% per annum return on investment depending on the option chosen. In addition, Investors will receive a bonus payment of 6% if invested for the full 5 years.

Final Repayment Date:

Maximum of five years from executed receipt of funds.

Minimum Investment:

£10,000 / €10,000 / \$10,000.

Maximum Investment & Target Raise:

£10,000,000 / €11,600,000 / \$14,200,000.

Bonus Payment:

Bonus payments, in addition to the standard rate of interest, a 6% bonus is applicable at full term only.

Applications:

An Application Form to subscribe for Bond 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', or (iii) self-certified as a 'sophisticated investor', in each case in accordance with the FCA's Conduct of Business Sourcebook (COBS), Chapter 4.7;
- (b) who are advised by an FCA authorised adviser who has classified them as a professional client pursuant to COBS, Chapter 3.5, in respect of investments such as the Bond; or
- (c) 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.

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.

Bond offering

Note: Illustrative calculations of returns based on a 100,000 investment in either GBP, EURO or USD. While returns below are based on the terms of the investment, the illustrations are forecasts and are not a reliable indicator of future performance.

5 Year Bond Offering Annual Redemption Options (Example using GBP)

Yr	Compound %	Bonus %	Compound	Bonus	Total annual interest	Return on redemption
1	12%		£12,000		£12,000	£112,000
2	12%		£13,440		£13,440	£125,440
3	12%		£15,053		£15,053	£140,493
4	12%		£16,859		£16,859	£157,352
5	12%	6%	£18,882	£6,000	£24,882	£182,234

Yr	Quarterly %	Bonus %	Qtr1	Qtr2	Qtr3	Qtr4	Bonus	Total annual interest
1	9%		£2,250	£2,250	£2,250	£2,250		£9,000
2	9%		£2,250	£2,250	£2,250	£2,250		£9,000
3	9%		£2,250	£2,250	£2,250	£2,250		£9,000
4	9%		£2,250	£2,250	£2,250	£2,250		£9,000
5	9%	6%	£2,250	£2,250	£2,250	£2,250	£6,000	£15,000



Parameters

5 YEARS

	Compound	Quarterly
Return PA	12%	9%
Full Term Bonus	6%	6%
Total Return	82%	51%

Exit terms

An application can be cancelled, in writing, at any time within 14 days from the date on which it is received. Bonds may be redeemed early only at the anniversaries of the original investment as described above.

The company and market

About Urban Village Group

Urban Village Group's mission is to deliver quality residential-led developments that generate target returns for institutional and private investors.

The Group was founded in 2016 to focus on developments across the student, PRS and healthcare sectors, where there is a significant undersupply of bed space. By focusing on these sectors, we aim to accommodate current and future demands for rental accommodation, from when a student begins further education, to when they graduate and need their own home, to their eventual retirement and the need for specialist care.

Over the last five years, we have successfully completed a wide range of developments, sourcing funding on a project-by-project basis.

We have traditionally specialised in redeveloping disused brown-field schemes, by seeking planning permission for alternative uses, so we can bring those buildings back to life and provide a suitable, modern-day use for their tenants. We deliver our high-level construction programmes using an in-house workforce. Recent key appointments at both mid-management and Board level will support our continued growth.

The Group now manages a development pipeline of assets spanning approximately 15 new developments each year. The annual gross development value is in the region of £285m, with project values ranging from £7m to £60m.

Our Values and Ethos

Our business has always been based on honesty, integrity and hard work. We assess all of our key hires on this basis and all of our principal business decisions and strategies take these values as a starting point.

Our ethos is to build success and to use that success to positively influence the lives of others. This has led us into a number of 'social impact' orientated schemes and we have often worked alongside charities, to ensure our developments incorporate important community responsibilities.



Our Strategy

We generate funding from a range of sources, to finance developments that meet our stringent investment criteria. We establish wholly owned special purpose vehicles ("SPVs") for each development and typically look to hold the assets on completion. This incentivises us to take a long-term view and to only select the best opportunities for development. We have identified a number of potential projects across the UK that are available in the short-to-medium term. In all cases, we undertake due diligence and project appraisals, to identify and confirm the projected costs, rental and market values, and the resulting returns. We only consider projects for investment when they demonstrate both the required returns and acceptable risk profiles.

We provide initial financing for the projects through loans to the SPVs. These developments will then be completed with the introduction of additional debt financing.

Developments typically require a 12 to 18 month build phase before completion, at which point the units are available for rent and the development can be refinanced or may be sold.

The PRS Market

PRS developments are new housing projects where all the properties are built for rent, not sale. There is strong and growing demand for rented accommodation in the UK. House prices have consistently risen ahead of inflation for many years, in part as the supply of new builds has fallen well short of the number of new households created each year. In the UK, it is estimated that 300,000 new homes are needed per year to cater for demand. However, on average, only around 200,000 are built.

At the same time, average incomes have made little progress since the financial crisis. Combined with tightened criteria for mortgage lending and the need for much larger deposits, purchasing a home is now beyond the reach of many people.

As a result, increasing numbers are renting for the long term. PRS as a segment of the overall market has grown significantly over the last decade and now stands at 4.5 million households, representing 20% of the English market compared to 10% in 2001. This high growth is projected to continue. It is widely thought that in 15 to 20 years' time, more people will rent in the UK than own their own homes. Over recent years, the employment market has become more transient and professional tenants have come to expect better quality spaces to rent. Many have also experienced the high standard of modern purpose built student accommodation while at university, and expect a similar standard of home once they are working.

The Covid-19 pandemic has also had an impact on people's expectations of their homes. The experience of lockdown has shown the importance of living in places with good amenities. In addition, many professionals will continue to spend at least part of the week working from home, increasing the importance of their homes being pleasant places to be.

The PRS market in the UK is highly fragmented, with many private individuals owning small numbers of properties. Tax changes in recent Budgets have made buy-to-let investment less attractive, meaning some private landlords will leave the market over time. Property management is also very fragmented, with over 15,000 agents in the UK. It is dominated by small companies with little scope, appetite or finance for growth. Significant investment opportunities therefore exist for investors with the passion, expertise and financial capital to capture market share.

Our experience in developing rental-block accommodation over recent years has shown us that there is currently a shortage of high-quality rental accommodation in UK regional cities.

If the right product is well-positioned in the market, PRS investors will benefit from high rents and steady growth in asset values over time, as house prices continue to rise. For this reason, large institutional investors such as pension funds and property companies are increasingly attracted to PRS as a long-term investment vehicle because they are looking for stable, high-quality capital investments offering long-term returns.



Our Partners

We have developed strong relationships with a wide range of specialist partners, who underpin our ability to deliver successful developments. These includes architects and designers, structural engineers, M&E designers and site services. Our key partners also comprise major banks and other lenders, accountants, solicitors, agents and project managers.

For a full list of our partners, please visit:

www.urbanvillagegroup.com/partners

The Future for Urban Village Group

Our development activity now spans the UK. To support this, we have expanded our funding relationships and now have strategic partnerships in Europe, the US and Saudi Arabia.

This has facilitated a new direction for our business. In addition to developing assets, we now establish operational entities to occupy each building post completion. This has resulted in the formation of key operational provisions within healthcare, supported living, student and PRS. Having appointed key board directors with significant experience in each of these sectors, we have created a business plan to tailor our development activities across the UK over the next five years. This will facilitate the development of 110 healthcare and supported living schemes and 9,000 PBSA/PRS units during that timeframe.

Revenues

We intend to repay the principal and make interest payments to Bond holders via the following methods:

- Rental incomes on completion of the developments, and/or
- Sale or disposal of an asset, and/or
- Refinance of an asset.

We have a choice of exit strategies in place for each development. Our usual model is to refinance the asset once completed and hold it long term, which releases capital and then earns a yield on the rental income. We also have the option to sell outright to either a private or institutional investor.

Use of Proceeds

The proceeds raised from the issue of Bonds will be lent to individual SPVs to fund costs associated with the acquisition and development of PRS, student accommodation and mixed-us development properties.

Company Structure

The current issued share capital of the Company is 100 Ordinary shares of £1. The issued shares are owned by Urban Village Capital Limited.



Our Approach to PRS Development

In light of the market opportunities we have identified, we will focus our investments on the following factors:

• Building in the Right Location

The most successful current PRS schemes are in urban locations, with local transport within walking distance.

Allowing for regional variations, 200 units is the minimum critical mass, whether in one or multiple buildings. PRS developments are therefore generally medium-to-high density.

Studies have shown that PRS is viable in locations where there are strong employment rates and lower land values, or where urban densification is encouraged, which makes key regional cities across the UK the prime focus.

• Creating a Sense of Place

The right lifestyle and consumer propositions are important for attracting and retaining target group tenants. Amenities such as a concierge and lifestyle facilities are part of the PRS formula, which distinguishes it from the build-for-sale sector. Although these facilities can generate additional income, their main role is to contribute to placemaking and community building. Tenants who feel part of a community tend to stay longer, with studies showing that people who know one other person in a building are 75% more likely to renew their tenancy. This rises to 90% for tenants who know two other people. Community building therefore reduces the risk of rent voids, which have a negative impact on net operating income.

• Allowing for Building Management

PRS investments look to generate income over long periods and maintaining the quality of a development through effective building management is therefore important. In addition, communal spaces and services need to be well maintained, as they are part of the tenants' extended home.

• Strong Unit Design

Optimising income requires careful design of both the building itself and individual units.

Maximising the number of units per core/floor, and careful consideration of the aspect, leads to a more efficient building. Unit sizes need to be carefully considered and are usually

related to rental income and location, whereas personal amenity space can be balanced against communal amenity space, such as a roof terrace.

Flexibility in the design layout of the units is important. They should be designed to cater for different modes of tenure, such as young professionals who are house sharing or for families. Future-proofing for different demographic needs is also important.

• Using High-Quality Materials

The long-term nature of PRS developments means that the life cycle of the building materials used plays a much greater role than in other developments. Finishes need to be high quality, easily maintained, readily accessible and designed to last.

• Design

Every development will be designed by our award-winning architects, who have over 35 years' experience in creating high-end loft living. Each apartment will have a modern look and feel, and will also be highly efficient and eco-friendly.

Units will come complete with interchangeable furniture packs, which can be altered for each tenant to provide the level of furnishings that suit them best. We can even accommodate apartments for rental by the evening or weekend, should tenants have friends or family to stay.

Units will be managed by an on-site concierge and cleaning team and be equipped with CCTV systems monitored 24-7 to provide maximum security.

• Standardisation

We have developed a design brief which standardises layouts, construction methods and finishing specification. This creates significant value for us and our supply chain, due to the economies of scale created by replicating our development programme across the UK.

Investment process overview

STEP 01

The investor subscribes for a UV Cap 1 Bond (series 3), issued by the Company, by completing and submitting the application form on this link to Blue Water Capital Limited: https://platform.lygocapital.com/urban-village-group_select/

STEP 02

Blue Water Capital Limited shall process the application on behalf of the Company, and confirm to the Company the successful application.

STEP 03

The investor lodges their Bond investment as committed to in the application form with Blue Water Capital Limited.

STEP 04

The Company shall issue the relevant Bond certificate and welcome pack to the investor and will make the relevant entries into the Bond Holder register.

STEP 05

Blue Water Capital Limited will pay the Bond investment to the Company at the time of the Bond being entered onto the register.

STEP 06

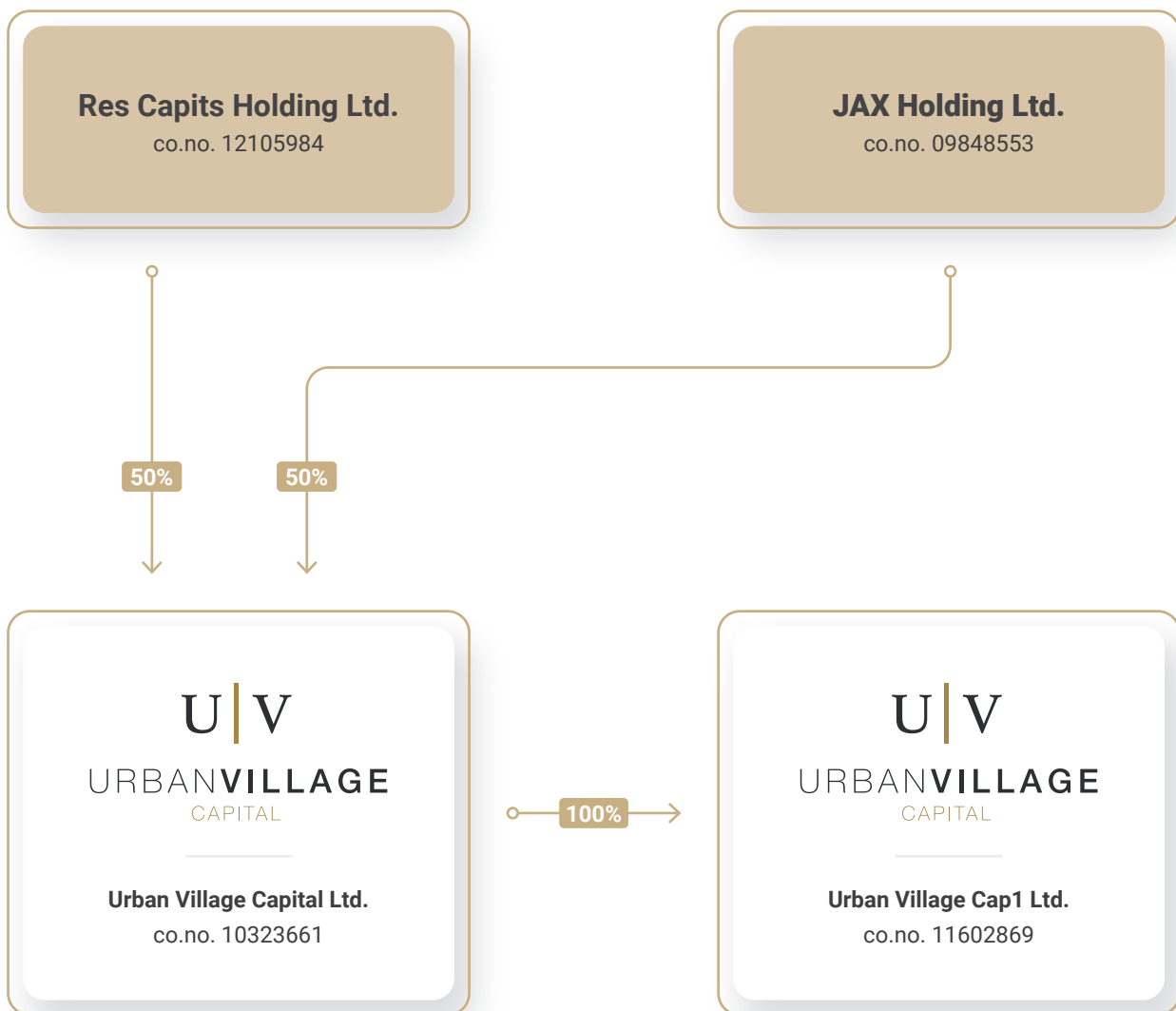
At applicable times during the currency of the Bonds, the Company shall pay any and all interest as-and-when due to the investors.

STEP 07

On maturity investors shall return the Bonds to the Company and the Company shall repay the investors their investment.

Corporate structure

The diagram below shows the corporate structure of the issuing corporate vehicle, Urban Village Cap1 Limited and its parent companies.



Management team



“

From its inception, our business has been based upon key attributes of honesty, integrity and hard work. Our ethos is to build success, but to also enable that success to influence the lives of others in a positive way.

”

Nick Sellman
Chief Executive

As an experienced property developer with a specific focus on urban regeneration, Nick has been responsible for a series of redevelopment schemes in strategic locations across the UK. Specialising in the student, residential, PRS, office and care sectors, Nick has a proven track record of delivering high quality developments in locations with increasing economic growth, investment and regeneration. A range of such schemes has now been rolled out in key locations across the West Midlands and the South East. Through his extensive connections and wider partnerships, he has become a specialist in sourcing strategic development opportunities, and delivering quality construction programmes.



Jamie Sellman

Executive Director

Jamie’s extensive experience stems from building services, master planning and large scale infrastructure projects. He has over 15 years’ experience in the construction industry where he has been responsible for delivering multi-disciplined projects in the university, residential and health care sectors, from concept through to design, construction and completion. As well as bringing a wealth of knowledge to the design and implementation processes, Jamie also has extensive experience of analysing and assessing the financials of all projects. Consequently he has played a pivotal role in delivering over 2,000 residential units across PRS, build-to-sell and student schemes.



Adam Faulkner

Executive Director

Adam is an experienced finance professional with an investment banking background, qualifying as a member of the Chartered Institute for Securities and Investments (CISI) and assisting in the execution of a multitude of successful fundraising and capital transactions, including IPOs and M&A. He subsequently established his own consultancy, offering business development strategies to SMEs within the property sector, utilising his extensive industry network to source the most effective and appropriate funding partners, which typically include challenger banks, family offices and high net worth individuals. To date, Adam has helped his clients secure combined funding alternatives of circa £300m.



Peter Steer

Finance Director

Peter is a chartered accountant and former management consultant, with senior-level experience in finance, organisational development, strategic planning, business planning, risk management, process re-engineering and general management across a wide range of sectors. His background includes time at PwC Consulting, running his own niche consultancy and the role of finance director for a London-based developer, Generator Group. During a period of significant growth, he supported major structural advances and secured equity and debt funding for property development projects totalling over £60 million, while reorganising and expanding the finance team.



Martyn Cooper
Chief Finance Officer

Martin is a fellow chartered accountant with over 20 years' experience of Board level appointments in the healthcare, construction and financial services space.

An entrepreneurial, commercially focused strategic and tactical finance expert, he has a wealth of knowledge in building financial reporting frameworks, mergers and acquisitions, raising funding and implementing corporate structures to enable growth. After qualifying with HSBC Bank, Martin spent five years in senior roles managing finance professionals in the commercial and investment banking divisions. He then moved into a finance director role managing over £100m of construction works around the UK.



David Choules
Development Director

David is responsible for the Development Management function of the business, overseeing the contractual administration, time schedules and quality of our build processes. He has previously delivered on several PRS, Senior and PBSA schemes with a GDC of over £900m. David professional Project Manager with a master's degree in Construction Project Management. He has 30 years construction and development experience in the residential, student, hospitality, retail, senior and commercial sectors. His career has covered contracting, cost management, professional project management and development management. Before joining LPS, he set up and ran a Project Management company between 1997 – 2010 and then set up and ran a student operating company, Urban Student Life, which was later sold to Valeo Management, in 2018, when he then took up the Construction and Development Director role at Valeo, which he held for 2 years.



Megan Brannan
Management Accountant

Megan is passionate financial professional, with a First-Class Honours Degree in Forensic Accounting from the Sheffield Hallam University. Her enthusiasm for finance has led her to continue with her academic career, and she is in her final stages of becoming a Chartered Accountant with the ACCA.

Megan has experience in Construction, Asset Management and Real Estate. She enjoys taking an active role in development by implementing new software, investigating cost reduction methods, and coordinating between departments for effective strategic budgeting. She has a keen eye for detail and is driven by improving financial functions to make them accessible to all.



Directors & Advisors

Company Name:

Urban Village Capital Limited, The Moat House, Lichfield Road, Sutton Coldfield, B74 2SN

Company Number:

10323661

Security Trustee:

Blue Water Capital, 53 Calthorpe Road, Edgbaston, Birmingham, B15 1TH

Accountants:

Clover Accountants, 7 Trinity Place, Sutton Coldfield, B72 1TX

Lawyers:

Peter Lynn & Partners, Langdon House, Langdon Road, Swansea, SA1 8QY

Our current and future sites



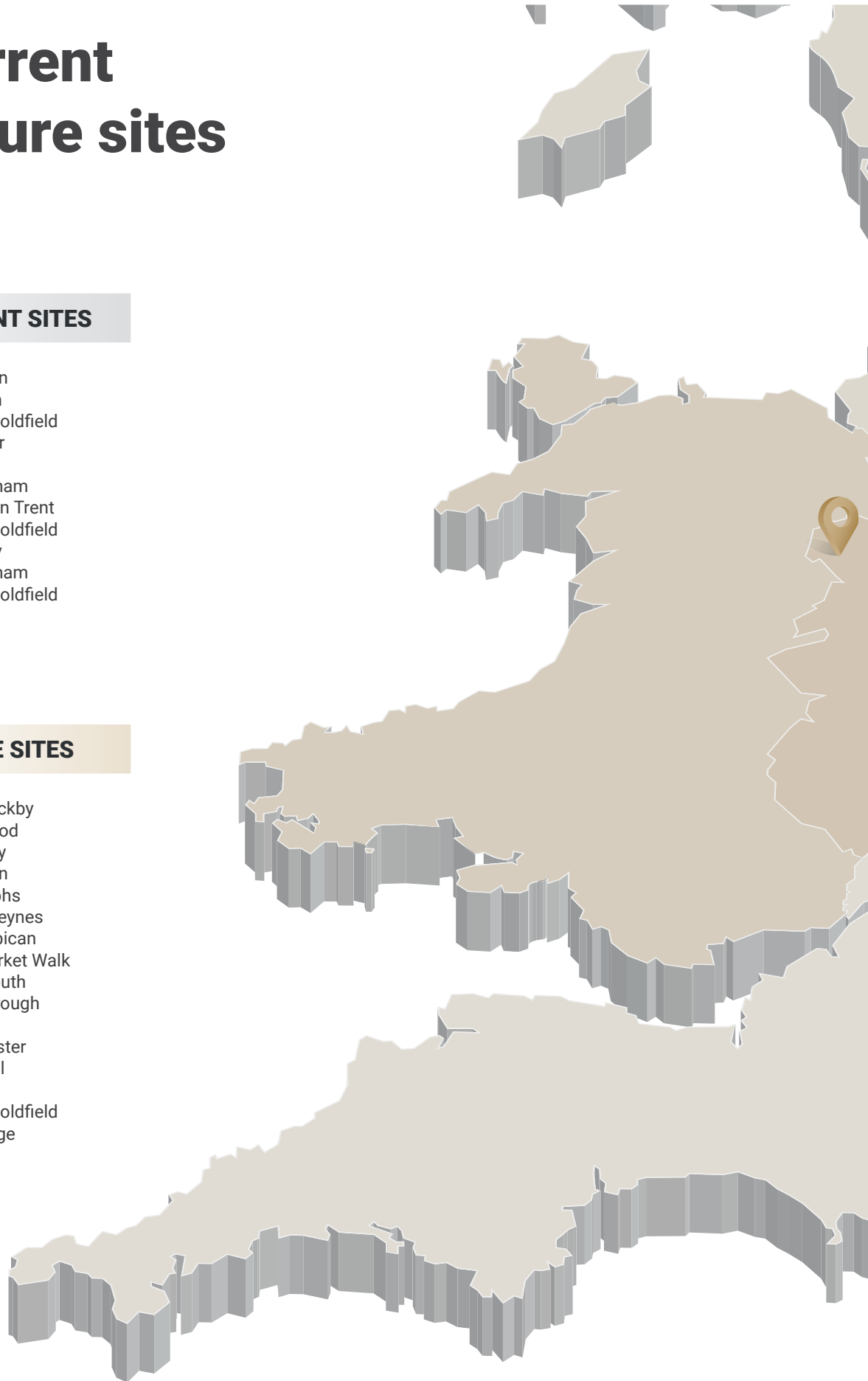
CURRENT SITES

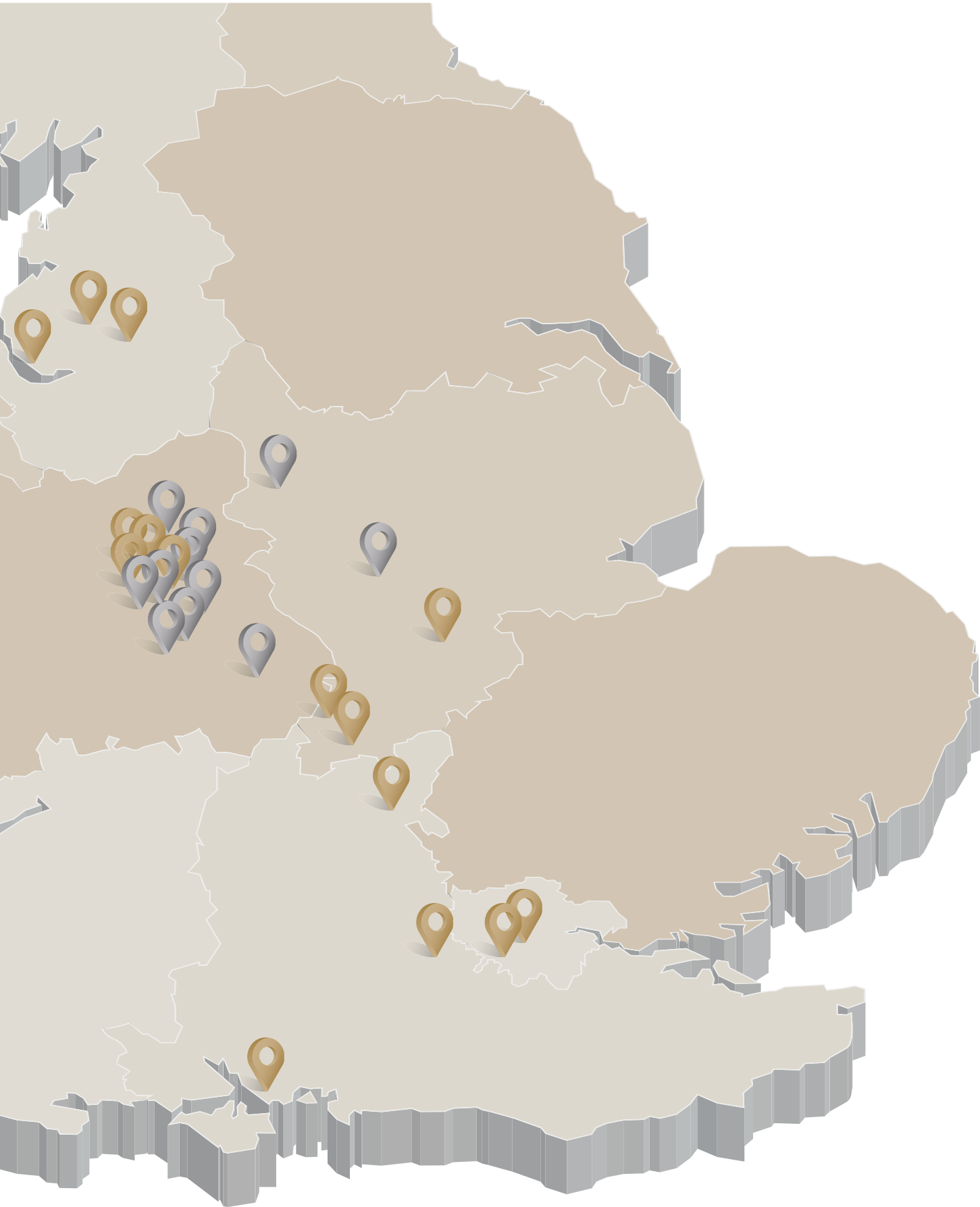
- Erdington
- Redditch
- Sutton Coldfield
- Leicester
- Lichfield
- Birmingham
- Burton on Trent
- Sutton Coldfield
- Coventry
- Birmingham
- Sutton Coldfield



FUTURE SITES

- Long Buckby
- Burntwood
- Oswestry
- Erdington
- St Josephs
- Milton Keynes
- The Barbican
- New Market Walk
- Portsmouth
- Peterborough
- Wigan
- Manchester
- Liverpool
- Reading
- Sutton Coldfield
- Weybridge





Recent group projects:

PRS



Toughill Place | Peterborough

Situated in the heart of the vibrant city of Peterborough, Toughill is a modern apartment development located adjacent to the landmark cathedral grounds. This complex construction project was completed in 2017 and features a mix of 1, 2 and 3 bedroom apartment units let to professional tenants.



Valuation
£19,600,000



Construction
£6,800,000



Units
115



Knights House | Sutton Coldfield

A landmark building situated within Birmingham's affluent borough of Sutton Coldfield. This scheme concluded redevelopment within 2019 and features a complete renovation of the building to create a mixture of 1 and 2 bedroom units let to professional tenants. Featuring views over leafy Sutton Park, the property also features secure parking.



Valuation
£13,667,143



Construction
£6,000,000



Units
63



Urban Village | Bedford

Located in the traditional 'Bromham Road' area of Bedford town centre, this residential redevelopment was completed in 2017. The construction featured the assembling of two adjacent sites to form a single development, featuring a central courtyard. Located a stone's throw from Bedford's mainline station, tenants are able to access central London in 30 minutes.



Valuation
£12,300,000



Construction
£3,621,000



Units
52



Threadneedle House | Birmingham

Located within one of Birmingham's bustling commuter locations, this scheme is set at the centre of the town's high street and features a mix of 1 and 2 bedroom apartments. Let to a mixture of professional tenants and corporate lets, the scheme is within 5 minutes walk of the train station, enabling short access to Birmingham city centre.



Valuation
£7,200,000



Construction
£2,471,000



Units
48

Recent group projects:

Residential



Equipoint | Birmingham

A key redevelopment of a landmark scheme situated equidistant to Birmingham City Centre, The NEC and Birmingham Airport. This 11 story scheme features the creation of a mixture of 1 & 2 bedroom apartments let to Birmingham's 'key' workforce. The location also marks the mainline stop for the 'high speed rail connection', which will create a shuttle directly linking to the new HS2 station nearby. The scheme should eventually oversee the formation of 410 residential apartments with associated 'on site' services.



Valuation
£38,022,118



Construction
£16,702,625



Units
247



Crown Works | Birmingham

A beautiful development of 7 town houses, 3 apartments and one office complex, located within Birmingham's historic Jewellery Quarter. This development was completed in 2019 and includes a secured parking compound, communal rooftop garden and city views over the ever changing Birmingham skyline.



Valuation
£4,750,000



Construction
£1,730,000

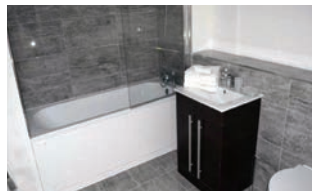


Units
11



Four Oaks House | Sutton Coldfield

A comprehensive redevelopment of a landmark building within the affluent Four Oaks area of Sutton Coldfield. Situated a stone's throw from Mere Green train station, which offers direct access to Lichfield, Sutton Coldfield town centre and Birmingham city centre. The scheme features a vibrant mix of 1 and 2 bedroom units, secure parking and 8,000 sqft of category A offices.



Valuation
£13,895,000



Construction
£5,123,138



Units
77



Holmes Park | Horsham

The redevelopment of a landmark site directly adjacent to Horsham train station and overlooking the town's beautiful park. The scheme was completed in 2019 and has witnessed the open market sale of 110 residential apartment units, now sold. The scheme features high specification interiors, underground parking and a concierge service.



Valuation
£23,700,000



Construction
£7,500,000



Units
102

Recent group projects:

Student



Ringway House | Coventry

Commencing in 2019, this prominent building is situated in the heart of Coventry city centre's bustling student quarter. Providing a mixture of studio units and 5 bedroom apartments, the scheme is centred around a courtyard providing students with a range of on site facilities including study areas, gym, games room and laundry. The scheme is managed by one of the UK's leading student operators.



Valuation
£11,040,000



Construction
£4,809,000



Units
94



Compton House | Northampton

A mixed-use development situated at the tip of Northampton's vibrant central high street. The scheme features the redevelopment of a historic building and was completed in 2018 to form 110 studio units let to students, with ground floor retail units let to BBC Radio and CallKwik printers.



Valuation
£11,000,000



Construction
£3,500,000



Units
92



Equinox | Leicester

Completed in 2018, this centrally located scheme within the heart of Leicester's vibrant city centre is let to a mixture of De Montfort and Leicester University students. Situated over three floors, the scheme features secured basement parking, a lift and off site concierge. It is also close to the popular Highcross Shopping Centre, John Lewis and the iconic Curve Theatre.



Valuation
£9,750,000



Construction
£3,491,000



Units
90




Future proposed projects

The following projects contain current projections for some of the potential future projects currently being pursued by the Group. Please note these are estimates and do not necessarily represent the final figures



Cambridge




The site is strategically located in the heart of the city's student district, within walking distance of great amenities and the local university campus. The site has permission to provide 321 new build student residences, incorporating all necessary facilities for the modern-day, high-specification student lifestyle. The site will provide a tranquil atmosphere perfect for studying, whilst its central location will allow students to take advantage of what the city has to offer.

		
Valuation £44,250,000	Construction £17,000,000	Units 321



Colchester

A riverside development located in the historic town of Colchester, located with close proximity of the town centre and mainline railway station. Within easy rail commuting distance from London, the location is also close to the A12, A14 and M25 routes, and London Stansted Airport. Comprising 89 residential including a mix of studio, one, two and three bedroom apartments, further proposals would double the number of dwellings and introduce commercial, retail and further landscaping additions to the scheme.




		
Valuation £22,200,00	Construction £12,000,000	Units 89



Northampton

An exciting conversion of an existing retail centre of over 100,000sqft in the centre of Northampton, in a prominent location on the main Market Square. Conversion would be to 274 studio and en suite student residences, with shared amenities, retail and study spaces.

The site is located in the heart of the city, and is within walking distance from shops, transport links, and the university campus. The design of the site will provide spacious, modern student accommodation with central communal and study facilities.

		
Valuation £19,500,000	Construction £10,000,000	Units 274

Indicative assets and liabilities

Please see below indicative example assets and associated liabilities held within our group structure.

Company Name	Ownership	Asset	Value*	Loan	Loan Provider	Rental Income (gross per annum)
Rowley Properties Limited (09823840)	100%	Tomlinson House, 329 Tyburn Road, Erdington, B24 8HJ	£4,180,000	£2,871,000	Castle Trust Capital PLC	£220,620
Master Developments Limited (09438297)	50%	Threadneedle House, Alcester St, Redditch, B98 8AJ	£7,200,000	£5,049,862	Castle Trust Capital PLC	£383,748
Knights House Developments Limited (10285671)	100%	Knights House, The Parade, Sutton Coldfield, B72 1PD	£13,667,143	£9,657,500	Cynergy	£641,796
Equinox Developments Limited (10520281)	50%	Equinox House, 80 Burleys Way, Leicester, LE1 3BE	£9,750,000	£6,072,000	Secure Trust Bank PLC	£553,880
Lombard House Developments Limited (09867332)	100%	Lombard House, 21 Lombard St, Lichfield, WS13 6DS	£4,010,000	£2,757,500	Gatehouse	£ 143,545
Equipoint Developments Limited (10999750)	50%	Equipoint, Coventry Road, Birmingham, B25 8AD	£38,022,118	£29,190,040	Oak North and Cogress	£ 2,615,046
Maltings Developments BoT Limited (10795266)	50%	The Maltings, Wetmore Road, Burton on Trent, DE14 1SE	£1,895,000	£1,721,758	Amicus Finance PLC	Not Trading
Moat House Investments Sutton Coldfield Limited (11774157)	50%	Moat House & Stables, Lichfield Road, Sutton Coldfield, B74 2NJ	£1,855,000	£1,200,000	Cynergy	£ 90,892
Ringway House Developments Limited (11034084)	100%	Ringway House, Hill Street, Coventry, CV1 4AN	£11,040,000	£7,843,920	Shawbrook	£ 763,107
Arden House Developments Limited (09854472)	100%	Arden House, 1102 Warwick Road, B27 6BH	£4,560,000	£3,262,500	Castle Trust Capital PLC	£ 263,220
Four Oaks House Developments Ltd Jax Holdings (10836748)	50%	Four Oaks House, 160 Lichfield Road, B74 2TZ	£13,895,000	£10,100,000	Castle Trust Capital PLC	£ 650,117

Value of assets is €128m / \$155m (correct on 3rd June 2021)
Rental Valuation is €7.3m / \$8.9m

*All values have been determined from independent valuations.

£110,074,261

£79,726,080

£ 6,325,971

Construction risk mitigation



In any project, the construction element is the most costly, ahead of both the land purchase and accumulated bank interest, depending on the size and scale of the development. Whether the project is new build, conversion or refurbishment, there will be inherent construction risk due to unforeseen circumstances.

Other than hidden issues within the ground condition, new build construction projects are the least prone to construction risk. After ascertaining the ground conditions via an intrusive survey, the majority of issues in a new build scheme are foreseeable. They can then be accounted for in the construction budget and coordinated by the design team and contractor, who are working to an agreed design.

The issues tend to lie in conversions and refurbishments of existing buildings, where there is little to no recorded information. We therefore strip the building prior to tendering 'soft finishes', so we can compile a full suite of survey information. Using this information, our design team will put together a comprehensive design that incorporates any issues encountered when analysing the existing structure, the ground

conditions or expansion plans. This gives potential contractors the opportunity to:

- (i) walk the structure, to satisfy themselves about any risk;
- (ii) include this within their proposed contract sum; and
- (iii) minimise provision sum allowances and uncertainty risk pots.

It is essential to do a full design. We therefore de-risk the development by entering into a 'Design & Build' contract. However, we ensure the design team produces a comprehensive package of design information, so that the potential contractors tendering for the project are doing nothing more than a 'take off' process. They are not expected to do large amounts of design at the tender stage, which many are not capable of or do not have the budget to do.

Moving into the contract stage, our levels of risk mitigation are then layered. First, we have an industry standard Design & Building contract, amended to our requirements. When we start a relationship with a new contractor, we request a performance bond as part of the contract on the initial project with them. This insures us as the developer for 10% of the contract value, should the contractor not satisfy his duties or become insolvent. This provides us with a budget to retender the remaining works with another team to reach completion.

All projects are monitored by a third party, to approve monthly progress and finance drawdowns. As part of this process, the contractor must produce a procurement schedule, update the monitoring team on all new subcontract packages procured that have design responsibility and provide an appointment/ Collateral Warranty for them. All members of the contractor's design team must do the same.

While you can never fully de-risk a development, due to the number of moving parts associated with a construction project, we will try to do so. It is therefore important to have a layered approach, to provide us with contingencies. Where risk cannot be mitigated, it should be accounted for within a budget and the issue removed as part of the project works.

Security & Structure



An important element of the Urban Village Capital Property Bond, is security. The Bonds are described as “asset backed” as they are backed by (i.e. secured against) the loans made by the Company to development SPV’s which themselves own property assets. Consequently should the borrower (Urban Village Cap1) be unable or unwilling to repay the Bonds, the Security Trustee could step in and those loans could be called, and ultimately properties sold, in order to provide funds to try to repay the Bonds.

A legal fixed and floating charge over the assets of UV Cap 1 Limited, including loans to and interests in subsidiary development SPVs, is held by the Security Trustee and registered at Companies House.

In addition, the holding companies of Urban Village Capital Limited have provided a corporate guarantee for the purpose of providing credit support to the Company for the Company’s obligations under the Bond Instrument.

This guarantee will not expire until the earlier of (a) the redemption in full of all Bonds outstanding under the offer or (b) the provision of an independent valuation of the Company’s net assets from an RICS accredited valuer, which provides confirmation, acceptable to the Security Trustee, that the Company’s assets are greater than its liabilities outstanding under the Bonds.

Important: The development SPVs to whom the proceeds raised from the issue of Bonds will be lent, may themselves offer first charge security over their own assets to senior debt lenders in order to complete the property developments undertaken by them.

Risk Factors

The factors described below represent the principal risks inherent in investing in Bonds, but the Company may be unable to pay interest, principal or other amounts on or in connection with the Bond for other reasons. The Company does not represent that the statements below regarding the risks of holding the Bonds are exhaustive. Prospective investors should also read the detailed information set out in this Information Memorandum and reach their own conclusions before making any investment decision.

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 Bonds, but are not the only risks relating to the Company or the Bonds.

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 Bonds. 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 Bonds involves significant risk of default and loss of capital.

Investment in Bonds 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 Bonds are not transferable or negotiable on the capital markets and no application will be made for the Bonds to be admitted for listing or trading on any market. It will not be possible to sell or realise the Bonds until they are repaid by the Issuer, so please ensure you are fully aware of the risks involved. In the event of the death of a Bondholder or in other exceptional personal circumstances, individual Bondholders 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 Bonds are secured by way of a debenture over the Company's assets, meaning Bondholders 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 Bonds will be repaid at maturity or receive their interest payments in full. The Bonds rank below employees and administrators but ahead of unsecured creditors. The Company also has the right to enter other debt arrangements, issue further Bonds and to grant other security over its assets provided it ranks equal to or behind the security in favour of Bondholders. 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 Bondholders.

Corporate Guarantee

The holding companies of UVC have provided a corporate guarantee for the purpose of providing credit support to the Company for the Company's obligations under the Bond Instrument. This guarantee will not expire until the earlier of (a) the redemption in full of all Bonds outstanding under the Offer or (b) the provision of an independent valuation of the Company's net assets from an RICS accredited valuer, which provides confirmation, acceptable to the Security Trustee, that the Company's net assets are greater than its liabilities outstanding under the Bonds.

Fixed Interest Rate and Inflation

The Bond attracts 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 Bonds offer. Further, inflation may reduce the real value of the returns over time.

No Right to Participate in Management of Profits Beyond Fixed Return

Bonds 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 Bondholders 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 Bondholders 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 Bondholders relating to a failure of the Company to make payments (whether of interest or of the principal amount) to the Bondholders 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 Bonds. 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 Risks

Investors will have fourteen (14) working days from the date they sign the application form to cancel an application to subscribe for Bonds. 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

Redemption Risk

Bondholders may redeem their Bond at the anniversary of their original investment as described in the Summary of the Offer above. However, the company reserves the right not to satisfy or to scale back any and all early redemption requests in the event that more than 10% of the Bonds then outstanding are subject to such requests within a six month period.

Performance Risk

The Company may not perform as well as expected and may even fail completely. Investors are reminded that any financial forecasts included 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 Bonds.

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 Bonds or redeem them in full (or at all).

Operational risk

Operational factors may disrupt the Company's activities and result in increased internal costs, project delays, aborted projects and/or project cost increases. These risks may be related to and not limited to:

- Physical and environmental defects impeding construction;
- Construction costs for non-fixed price contracts increasing over the amount originally budgeted due to input price rises;
- Contractors working on site going into bankruptcy or dissolution or ceasing works through a direct breach of contract;
- A planning, environmental or legal breach whereby a site has breached planning, environmental or legal rules and the breach has to be rectified;

If one or more of these risks were to occur, the Company may not generate sufficient returns to service the Bonds or redeem them in full (or at all).

Property Market Risks

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

Funding Risk

Financial institutions and / or other institutions lending to the Company may choose to withdraw their facilities due to changes in their lending policies or an inability to agree lending terms with the Company. Were this to happen, it may not be possible for the Company to meet its contractual obligations. This could result in a halt in development and potential financial losses.

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.



Marketing Costs

A significant cost to the Company is the payment of fees to marketing companies which may be up to 20% of those funds raised. As such, the Company may only have as little as 80% of such funds raised by the issue of the Bonds available to fund its development activities. This means that the Company will have to generate a higher return on the funds deployed in order to achieve a level of internal return sufficient to service and ultimately redeem the Bonds. Consequently, this increases the risk to Bondholders of non-payment.

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 Bonds. Nothing in this document should be considered as 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 Information Memorandum.

Tax

Investors are advised to take their own tax advice on the tax consequences of acquiring, holding and disposing of the Bonds. The comments below are of a general nature and are based on current UK law and practice. They relate only to the UK withholding tax treatment of interest payable on the Bond. The comments do not deal with any other United Kingdom tax implications of acquiring, holding or disposing of the Bond, and relate only to the position of Investors who are the absolute beneficial owners of the Bond. Tax treatment depends upon individual circumstances and may be subject to change in the future.

For UK residents, the Company is liable to withhold tax at a rate of 20% (equivalent to the basic rate of income tax) on the interest payments made to the Investor. Interest income is taxable in the UK at the taxpayer's highest marginal rate of tax and therefore the Investor may have additional income tax liabilities (subject to any domestic exemptions).

The issuer will make the necessary arrangements to deduct and pay basic rate tax due from your interest payment direct to HMRC. For Investors who are non-taxpayers, interest payments will still be paid net of tax and a tax certificate will be issued to the relevant Investor after each interest payment. For a corporate Investor or charity, in each case resident in the UK for corporation tax purposes, the interest payment will be paid gross without any withholding of tax at source from the interest paid. Interest on the Bond may be subject to additional United Kingdom income tax or corporation tax by direct assessment, depending on the circumstances of a particular Investor.

It is possible that legislation may change in the future or may be introduced with retrospective effect. 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.

Your questions answered



What are Bonds?

A Bond is simply a debt obligation; a type of loan. Bonds are created using a legally binding agreement, which evidences the existence of a debt between a borrower (the issuer) and one or more lenders (Bondholder(s)). The agreement (usually called the 'Bond Instrument') sets out the terms of the loan including the loan amount, interest rate and repayment dates.

A Bond is issued by an unquoted company, is not tradeable on any regulated market and, frequently, is not even legally transferable and so must be held by the Bondholder for the entire specified term. Consequently, these Bonds have a significantly higher risk profile than other types of listed Bond.

How is a 'Bond' different from a listed corporate Bond or government Bond?

Bonds cannot be transferred to someone else, either legally because their terms prohibit it or practically because there is no ready market for their sale and purchase. In contrast, retail corporate Bonds and government gilt-edged securities are freely tradeable instruments with a liquid market. Bonds are higher risk investments. Unquoted Bond issuers, and the Bonds themselves, are generally not regulated by the FCA

or any equivalent regulator and investments in them are not protected by the Financial Services Compensation Scheme. Capital invested in such Bonds is at risk of partial or total loss.

What does debenture over the company mean?

A debenture is a form of security, usually granted in favour of a Security Trustee to hold on behalf of Bondholders, which generally attaches to all the current and future assets 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 Bondholders.

How is the investment secured?

The investment is secured by way of a debenture (see above) over the Company meaning Bondholders rank in priority to unsecured creditors of the Company. The terms of the debenture prohibit the Company from granting any other security which ranks in priority to that granted to the Security Trustee on behalf of Bondholders. The presence of this security does not mean, however, that capital and returns are guaranteed.

The holding companies of UVC have also provided a Corporate Guarantee for the purpose of providing credit support to the Company for the Company's obligations under the Bond Instrument.

This guarantee will not expire until the earlier of (a) the redemption in full of all Bonds outstanding under the Offer or (b) the provision of an independent valuation of the Company's net assets from an RICS accredited valuer, which provides confirmation, acceptable to the Security Trustee, that the Company's net assets are greater than 110% of its liabilities outstanding under the Bonds.

Is this a regulated product?

No, neither the Company nor the Bonds are regulated. Accordingly, this is a higher risk investment than alternative regulated products.

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 Bonds.

Investors must also fall within one of the following categories:

- (i) certified high net worth investors (as per cobs 4.7.9R); or
- (ii) certified sophisticated investors (as per cobs 4.7.9R); or
- (iii) self-certified sophisticated investors (as per cobs 4.7.9R);

and for whom an investment in the Company can be assessed as being appropriate in light of their knowledge, experience and expertise. We recommend all investors speak to an advisor who is authorised under the Financial Services and Markets Act 2000 and specialises in investments of this kind.

When do I get my original investment back?

All of your original investment is expected to be returned in full at maturity of the Bonds, being up to five years. Early redemption is only available in the circumstances described in the "Summary of the Offer" above.

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

You may be able to hold your Bonds in a SIPP and SSAS wrapper provided your pension provider is willing to accept non-standard assets such as unlisted securities. Investors must check with their pension provider first and should not assume the Bonds will be SIPP or SSAS-eligible.

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

Yes, corporate investments or joint applications can be accepted.

When is the start date of the interest calculated from?

Interest is calculated from the date funds are cleared and made available to the Company (and all your customer and anti-money laundering documentation has been received).

Can I sell or give my investment to someone else?

No, the Bonds are non-transferable. Potential investors should consider carefully whether an investment in the Bonds is right for them in light of their personal financial circumstances as

they will not be able to sell the Bonds and receive their capital back until the end of the relevant term.

If I die what would happen to my investment?

Subject to available cash resources, the Directors will endeavour to redeem, within a reasonable period, Bonds held by the executors of deceased Bondholders, where so requested, to assist with probate liquidity.

What tax is payable on my investment?

This will depend on your personal circumstances. In most cases, you will receive interest payments after the deduction of 20% withholding tax which we will pay direct to HMRC on your behalf, as is required under UK law. In this case, we will supply you with an annual statement setting out the tax paid. Where you are a higher or additional rate taxpayer, you may be required to pay additional tax. In certain circumstances, withholding tax usually does not apply, for instance where the subscriber is a UK company or where the Bonds are held in a pension. For all information about tax we recommend all Investors speak to an independent specialised tax advisor who is authorised and specialises in investments of this kind.

Should I discuss this investment opportunity with a financial advisor?

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

What happens if I change my mind?

You may cancel your application, in writing, at any time within 14 days from the date on which your application is received.

I have more questions - how can I get them answered?

Our account managers would be very pleased to assist you with any questions.

We can be contacted on

investments@urbanvillagegroup.com

General information



Statutory Information

The Company was incorporated on 03 October 2018 with the previous name of Pinnacle Developments Middlesbrough Ltd. The Company changed its name by resolution on the 17th May 2019 to Urban Village Cap1 Limited and with registered number 11602869. The principal legislation under which the Company operates is the Companies Act 2006. The liability of members of the Company is limited.

Registered Address:

The Moat House,
Lichfield Road,
Sutton Coldfield,
England,
B74 2NW

Directors & Company Advisers

Directors:

James Sellman
Nicholas Sellman
Peter Steer

Solicitor:

Peter Lynn & Partners

Accountant:

Clover Accountants

Receiving Agent:

Blue Water Capital Limited

Articles of Association

The Articles of Association of the Company can be made available by the Company for inspection.

Interests of Directors & Persons 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: Urban Village Capital Limited

Share Count: 100

Share Type: Ordinary Shares

Nominal Value: £100

% of Total Share Count: 100%

Other Information

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

The accounting reference date of the Company is 31 October, unless amended by the Issuer at a future date.

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:

1. The Articles;
2. The Company Registers;
3. Bond Instrument;
4. Corporate guarantee;
5. Security Trustee Agreement;
6. Latest filed accounts for JAX Holdings Limited and Res Capitis Holdings Limited.

The issue of this document and any part of its contents should not be taken as any form of commitment on the part of the Company or its affiliates to proceed with the investment envisaged. The Company reserves the right to amend the procedures set out herein, to terminate any of the procedures and terminate discussions and negotiations with any prospective investor at any time, without giving any notice or reason.

In no circumstances will the Company or its subsidiaries, respective officers, affiliates, employees, Directors, agents or advisers be responsible for costs or expenses incurred in connection with any appraisal or investigation of the document or the Company, or for any other costs or expenses incurred by prospective Investors in connection with any proposed investment in the Company.

This document should not be considered as recommendation by the Company, its officers, affiliates, employees, agents, Directors, or advisers to invest in the Company. Any potential investor must make their own independent assessment of the merits or otherwise of the document and/or any investment and should take professional advice.

Confidentiality

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

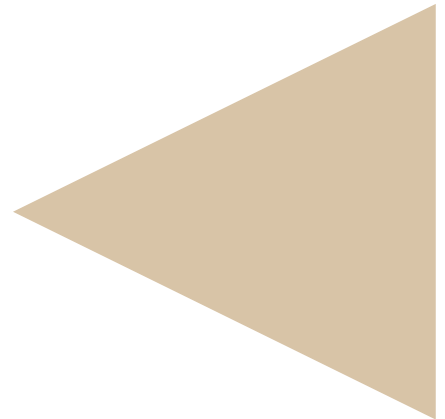
This document is being supplied solely for the information of the intended recipient and may not be used, disclosed, copied, reproduced, published, or further distributed to any other person in whole or in part, for any purpose.

If you are in any doubt as to whether to invest in the Bonds described herein, you should consult an independent financial adviser ("IFA") who is qualified to advise on investments of this nature.

Nothing in this document shall be construed as the giving of investment advice by the Company or any other person. The distribution of this Information Memorandum (IM), in certain jurisdictions, may be restricted by law. Therefore, persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any such distribution could result in a violation of the law of such jurisdictions.

In receiving this document, you agree that you will, on request, return or procure the return of this document and all further information and material sent or made available in connection with the proposed investment in the Company without retaining any copies in whatever form.

You shall also on request destroy all notes, analyses or memoranda and other stored information of any kind prepared by you or on your behalf to the extent that they contain or are based on such information.



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