



# Calculus

CAPITAL



# Calculus VCT plc

Tax years 2019-20 and 2020-21

New share offer to raise up to £10 million with  
an over-allotment facility for a further £10 million

# Risk factors

## Important Notice

**This brochure constitutes a financial promotion, issued by Calculus VCT plc and approved by Calculus Capital Limited which is authorised and regulated by the Financial Conduct Authority (FCA No.: 190854). This brochure is not a prospectus, it is an advertisement. The offer described herein is only available pursuant to the terms of a prospectus dated 24 September 2019 (the "Prospectus") which has been published by Calculus VCT plc and is available from [www.calculuscapital.com](http://www.calculuscapital.com). Investors must not subscribe for any Shares offered by Calculus VCT plc except on the basis of the information in the Prospectus. All capitalised terms used herein are as defined in the Prospectus.**

Shareholders and prospective shareholders should read the Prospectus as a whole before taking any investment decisions, paying particular attention to the Risk Factors section. Below is a non-exhaustive summary of the key risks of an investment in Calculus VCT plc.

- The Net Asset Value of the Shares will reflect the values and performance of the underlying assets in the Company's portfolio. The Company's investment focus is on relatively young, unquoted trading companies and its strategy is that of a private equity manager seeking to create value by actively managing and supporting investee companies. Investment in smaller and unquoted companies involves a higher degree of risk than investment in larger companies and those traded on the main market of the London Stock Exchange.
- Changes to the VCT Rules in respect of investments made on or after 15 March 2018 have meant that VCTs may only invest in companies which pass a "risk to capital" gateway test requiring the investee company to have long term growth and development objectives and for the investment to carry a significant risk that invested capital will be lost over and above the net return to the Company irrespective of whether the return takes the form of income, capital growth, fees, other payments or anything else.
- Realisation of investments in unquoted companies can be difficult and may take considerable time. There may also be constraints imposed on the realisation of investments in order to maintain the VCT status of the Company which may restrict the Company's ability to obtain maximum value from its investments or to achieve the intended timing of distributions.
- The levels and bases of reliefs from taxation may change and changes could apply retrospectively. The tax reliefs referred to in this document are those currently available and their value depends on the individual circumstances of Investors. Investment in the Company may not be suitable for Investors who do not qualify for the full 30% VCT income tax relief.
- The past performance of investments made by the Company or other funds managed by Calculus Capital

should not be regarded as an indication of the performance of investments to be made by the Company.

- Legislative changes mean the Company is required to invest in younger businesses than has previously typically been the case, potentially exposing the Company to a higher risk profile, and also limiting the Company's ability to make new investments or make further investments into existing portfolio companies, which may negatively impact the Company's ability to support portfolio companies. The penalty for breaching some of these new rules is loss of VCT status, so the Company and its Investors may face a higher risk of the loss of tax benefits than previously.
- There can be no guarantee that suitable investment opportunities will be identified in order to meet the Company's objectives. As the Company is required to invest new capital within specific time periods (including 30% of new monies raised within 12 months of the end of the accounting period in which the monies are raised), this may lead to pressure to make less attractive investments sooner rather than wait for better ones.
- While it is the intention of the Directors that the Company will be managed so as to continue to qualify as a venture capital trust, there can be no guarantee that this status will be maintained. A failure to meet the qualifying requirements could result in the loss of tax reliefs previously obtained, resulting in adverse tax consequences for Investors, including a requirement to repay the income tax relief obtained, and could also cause the Company to lose its exemption from corporation tax on capital gains.

## Risks relating to the Company's Ordinary Shares (including the Offer Shares)

- Although the existing Shares issued by the Company have been (and it is anticipated that the Offer Shares will be) admitted to the Official List of the FCA and traded on the London Stock Exchange's main market for listed securities, it is unlikely that there will be a liquid market for these Shares as there is a limited secondary market for VCT shares and Investors may find it difficult to realise their investments. The market price of the Shares may not fully reflect, and will tend to be at a discount to, their underlying net asset value. If the Company lacks sufficient cash reserves to purchase its own Shares and during prohibited periods when the Company is unable to purchase its own Shares the market price of Shares may not fully reflect, and will tend to be at a discount to, their underlying net asset value.
- If an Investor who subscribes for Shares disposes of those Shares within five years, the Investor is likely to be subject to clawback by HMRC of any income tax relief originally obtained on subscription. A failure to meet the qualifying requirements could result in the loss of tax reliefs previously obtained, resulting in adverse tax consequences for Investors, including a requirement to repay the income tax relief obtained, and could also cause the Company to lose its exemption from corporation tax on capital gains.

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## Calculus VCT at a glance

### Closing Dates

19/20 Tax year: 12pm 3 April 2020  
20/21 Tax Year: 5pm 28 August 2020

Cleared funds and documents must be received by the relevant closing date

### Minimum Investment:

£5,000

### Discounts:

Early Bird: 0.5% until 31 January 2020  
Existing Calculus VCT investor: 0.5%

### Target Annual Dividend:

4.5% of NAV

### Buyback:

Buyback policy in place. After 5 year hold, target max. 5% discount to NAV (Net Asset Value)

### Holding Period:

Minimum 5 years for tax reliefs

### Portfolio:

Diverse selection of entrepreneurial, growth UK companies

### Share and Tax Certificates:

Dispatched 10 business days following allotment

Monthly standing order option and DRIS available

# Why consider a VCT?

## What are VCTs?

Venture Capital Trusts (VCTs) were introduced to provide capital to smaller, higher-risk trading companies to help drive growth by offering a range of tax reliefs to investors. To qualify, at least 80% of a VCT's investments must be in small, qualifying companies (with maximum gross assets of size £15 million) that are unquoted or traded on AIM.

VCTs are listed on the London Stock Exchange. Investors are shareholders in a listed company overseen by an independent board and run by an investment manager – in the case of the Calculus VCT, Calculus Capital Ltd.

## How do they work?

Money raised from individual investors is used to acquire a number of different investments with the aim of spreading risk across the VCT portfolio. The Calculus VCT is targeting over 30 small UK companies across a diverse range of different sectors. The Calculus VCT provides immediate exposure to a diversified portfolio of entrepreneurial UK smaller companies with high growth potential. The additional funds will be used to provide development and scale-up capital to new investments with robust business

models and to help drive growth in existing portfolio companies.

Small companies tend to be affected by different factors when compared to the public equity markets; therefore SME (Small and Medium Enterprises) investment via a VCT provides a diversification opportunity to an existing portfolio of quoted investments.

## Tax reliefs

Investors also enjoy a variety of tax reliefs, including income tax relief up to 30%, tax-free capital gains and tax-free dividends.

Once your shares in the Calculus VCT have been allotted, you will receive a tax certificate within 10 business days.

This tax certificate will enable you to claim your income tax relief. Income tax relief can be offset against income tax liabilities in the tax year the allotment has occurred. You cannot claim any income tax relief beyond your income tax liability in any year.



### **Income tax relief at 30%**

On the amount you invest each tax year.

Maximum investment per tax year is £200,000.

Shares must be held for 5 years.



### **Tax free capital gains**

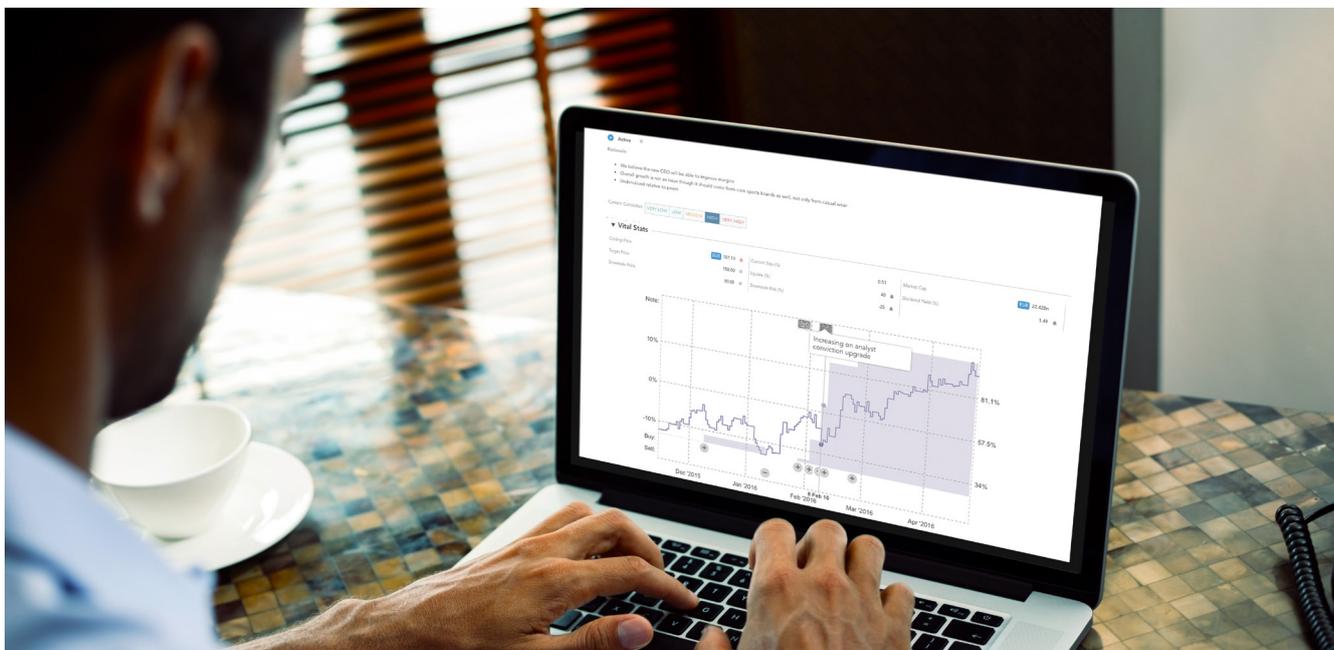
There is no capital gains tax to pay on the sale(s) of your shares if their value increases.



### **Tax-free dividends**

There is no tax to pay on dividends paid by a VCT.

Information based on current UK legislation. Tax benefits depend on individual circumstances.  
If you are unsure of your tax situation you should seek professional advice from a qualified tax adviser.



## Why now?

Investment in the Calculus VCT – with its focus on growth, regular tax-free dividends and sensible risk management – could be a valuable addition to your diversified investment portfolio.

### Economic climate

The UK has significant competitive advantages as a place to grow and scale a business and is on its way to becoming the entrepreneurial capital of the world. Having been a growth investor for 20 years we have never seen the level of entrepreneurial activity in the UK as strong as it is today and such an appetite from investors.

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### Government support

HMRC does not give generous tax breaks without a reason, and the benefits associated with VCTs are undoubtedly generous. Income tax relief at 30%, tax free dividends and a CGT-free exit after five years make VCTs an attractive proposition, particularly for those who have maximised contributions to their pension and ISA or whose pension is close to breaching the lifetime allowance.

This rare government giveaway is designed to stimulate the flow of risk capital to promising small companies that often fail to scale their businesses, not because of poor management or products and services, but through lack of growth capital and insufficient support and guidance.

Inflows into VCTs across the peer group reached £731million in the 2018/19 tax year, the highest amount raised at the current level of 30% up-front tax relief and the second highest amount since VCTs' inception, according to AIC\*.

\*AIC Statistics, VCT fundraising figures, 9 April 2019

# Why choose Calculus Capital?

Calculus Capital manage the venture capital investments of the Calculus VCT. It's our job to select the best companies to form part of the Calculus VCT portfolio, allowing the Company to deliver regular dividends and capital growth for investors. There are currently 29 portfolio companies in the Calculus VCT, covering a diverse range of sectors.

## Our history:

**Calculus Capital have been investing in smaller UK companies for 20 years, making us a trusted choice for VCT investors**

We have been managing VCTs since 2005. Having created the UK's first approved EIS Fund in 1999, Calculus is a pioneer of the tax efficient investment space. At a time when many VCT managers are having to adapt their business models to invest under the more restrictive rules in place since 2015, Calculus' unchanged focus on providing development and scale-up capital to high-growth UK companies has enabled it to continue to successfully deploy funds in a range of growing companies with robust business models addressing clear market needs.

## Our focus:

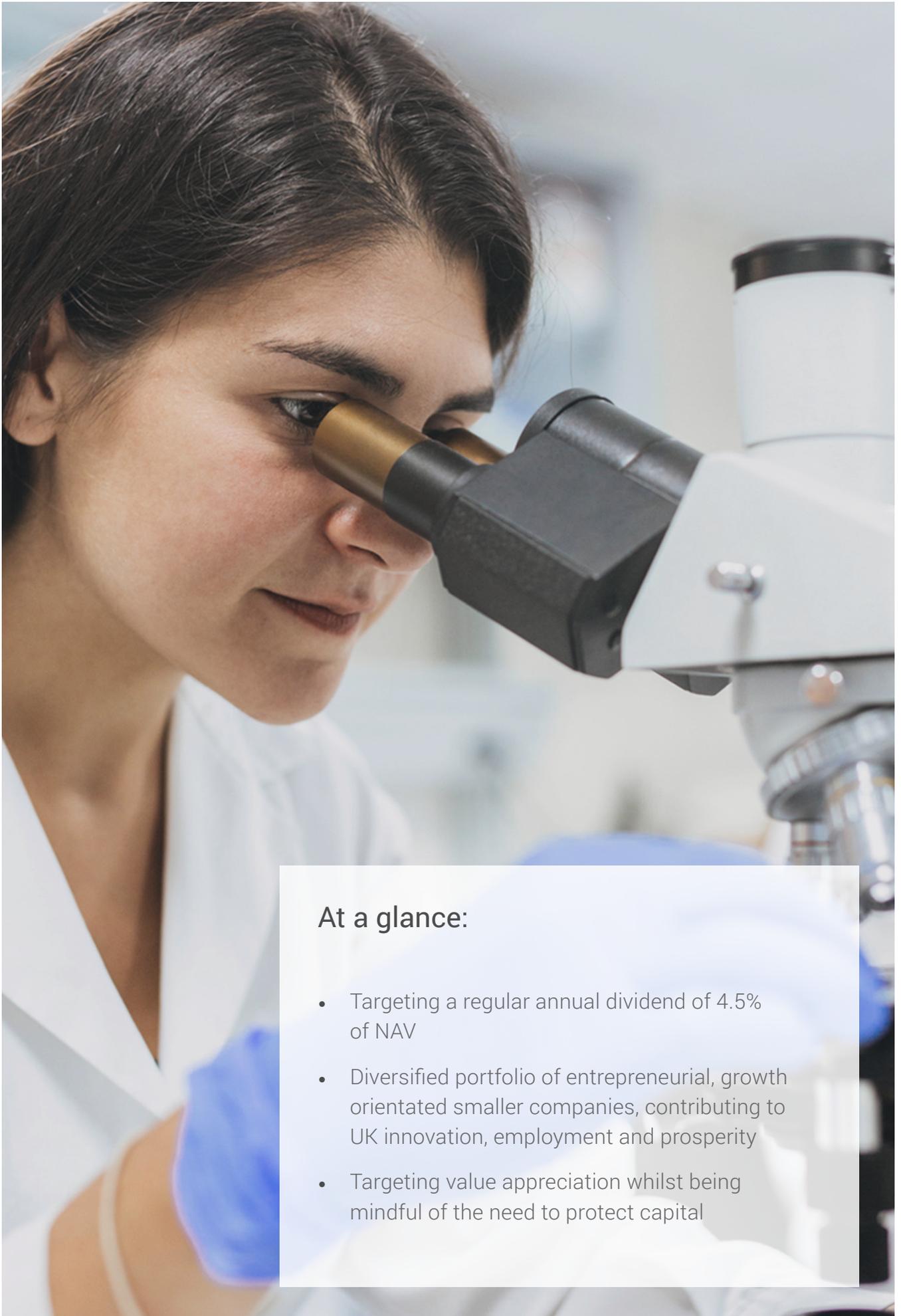
**Providing development and scale-up capital to companies with growth potential over a diverse range of sectors**

Calculus Capital invests for growth. We are sector- diverse, simply looking for impressive management teams with robust business models and evidence of clear market need. Our investment helps these firms grow and succeed. We fully recognise and share our investors' desire to focus on growth within the portfolio, but also the need to protect their capital. We achieve this through robust investment processes and active portfolio management.

## Our expertise:

**Our highly experienced investment team follow a structured, robust investment process, making sure all investments are thoroughly assessed**

Our standing and longevity in the market ensure we receive excellent deal flow from a range of sources. Our long track record of successful exits is due to: our focus on thorough due diligence prior to investment; the active management and support we offer companies throughout our partnership; and the vast M&A and initial public offerings experience within our investment team.



### At a glance:

- Targeting a regular annual dividend of 4.5% of NAV
- Diversified portfolio of entrepreneurial, growth orientated smaller companies, contributing to UK innovation, employment and prosperity
- Targeting value appreciation whilst being mindful of the need to protect capital

# Investment strategy

The VCT provides exposure to a diversified portfolio of smaller, growing UK companies. As of August 2019, the Calculus VCT holds investments in 29 qualifying companies across a wide range of sectors. The offer will be used to both invest in new companies with growth potential and provide further funding to a number of portfolio companies.

Calculus VCT is a streamlined and efficient way to gain access to the same portfolio of exceptional companies, applying the same level of care and attention that we do with our multi-award winning EIS fund. The Calculus VCT invests alongside the Calculus EIS fund. Calculus has been investing in small UK businesses for over 20 years and have a long track record.

We invest to aid and support a company's growth and development. Investments can sometimes include loans as well as equity, providing regular income to pay dividends and bolstering returns.

## Investment strategy:

The key objective for each of our investments is capital growth, alongside robust investment and monitoring processes to manage risk.

Calculus Capital seeks out entrepreneurial, smaller companies with robust business models and strong growth potential. The completed portfolio is expected to hold in excess of 30 different companies across a diverse range of sectors. The portfolio primarily targets investee companies with the following characteristics:

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

We are sector diverse but many investments are likely to be in technology enabled businesses across sectors including healthcare, manufacturing, leisure and business services. Innovation may be technology or science led, or may be through managerial or marketing innovation. Investments are likely to be mainly in ordinary equity but may include loans or preference shares. Investee companies may conduct a trade in the UK or overseas provided they maintain a permanent establishment in the UK. The Board and Calculus Capital regularly review the portfolio of investments to assess asset allocation and to ensure the portfolio meets the Company's objective and maintains its VCT status.

Calculus Capital have been managing VCTs since 2005. Having created the UK's first approved EIS Fund in 1999, Calculus are pioneers of the tax efficient investment space. At a time when many VCT managers are having to adapt their business models to invest under the more restrictive rules in place since the 2017 November budget, Calculus' focus on providing development and scale-up capital to high-growth UK companies is unchanged.

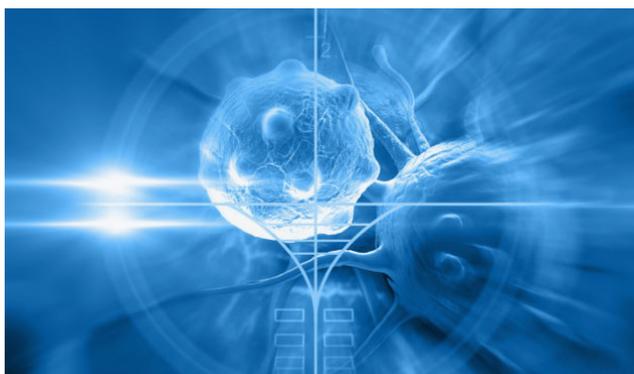
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**Tax Relief is available on 100% of your investment. If you invest £100,000, you can reclaim £30,000 from your income tax bill.**

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# Investment examples

Calculus are active in a diverse range of sectors, ensuring that the Calculus VCT portfolio contains a balanced mix of investments. Below are some examples of the 29 different companies within the current Calculus VCT portfolio.



## Oxford BioTherapeutics

**Oxford BioTherapeutics is a clinical stage oncology company committed to the discovery and development of novel therapies for various cancer types.**

Oxford BioTherapeutics (OBT) has a strong pipeline of immunoncology (IO) therapies, which are used to reengage and recruit the body's immune system to attack cancer cells, therefore providing targeted treatment to patients most in need, including those who have failed to respond to conventional treatments. In addition, OBT has two unique development platforms to support the discovery of novel therapeutics. The 'OBT IO Discovery' platform, which is one of the largest proteomics databases in the world, provides unique insights into IO mechanisms-of-action. The second platform comprises a library of tumor cultures to enable rapid testing in tumors.

OBT has agreed several development partnerships, including a collaboration with the Menarini Group in Italy which is fully funding the development of two clinical programmes through to completion of Phase II. OBT has also partnered with Boehringer Ingelheim in Germany for two preclinical stage programmes. Both partnerships have significant milestone payments and, should the trials be successful, double-digit royalties on sales.

OBT's rapidly growing internal pipeline of drug candidates includes four pre-clinical programmes. In December 2018, 'OBT076' (an experimental treatment for women with high risk HER2 negative breast cancer) received "Investigational New Drug" clearance from the US FDA approving the design of the clinical trials.



## Blu Wireless

**Blu Wireless Technology develops IP to enable high speed low latency wireless data transfer.**

Blu Wireless Technology (BWT) is a key player in the development of high frequency (mmWave) wireless communication, which allows for multi-gigabit per second data transfer with low latency (the delay before transmission starts) and has been heralded as the future for ultra-fast wireless technology.

Key market applications include; reducing the cost of building dense 5G networks by providing backhaul through fixed wireless access (FWA); cost-effective delivery of fibre-like broadband to homes and businesses by FWA, rather than digging up the streets; reliable high-speed connectivity for high speed trains and vehicles and in due course, consumer applications such as 8K TV and virtual reality headsets.

In 2018, BWT was awarded two government contracts as part of the UK's 5G strategy. Its fixed wireless broadband technology is being used in the Liverpool Testbed to support the NHS and its high-speed transport technology is being used in the Auto Air Testbed in relation to connected autonomous vehicles.

In February 2019, BWT announced a partnership with FirstGroup, to deliver an end-to-end 5G solution which will significantly boost the quality of connectivity on UK trains by processing 100 times greater data volumes than is currently possible with 4G technology, allowing rail passengers to use fast Wi-Fi connectivity onboard.



## Essentia Analytics

**Essentia Analytics is a FinTech (financial technology) company that applies behavioural analytics to improve the performance of fund managers.**

Essentia Analytics (Essentia), based in London and New York, was founded by professional portfolio manager Clare Flynn Levy to provide decision analytics.

Essentia's proprietary software conducts a full algorithmic analysis, using machine learning of all past investment decisions, to identify each individual portfolio manager's behavioural biases. The software then continuously monitors their portfolio including individual stock performance and trading and creates proactive behavioural 'nudges' to help the fund manager improve their alpha performance. Quarterly consultation sessions are also provided to reinforce change in behavioral trading biases at an individual and team level.

Its flagship service, 'Essentia Insight', applies behavioural analytics to help professional asset managers make measurably better decisions by providing a powerful and continuous feedback loop. Its customers include large US, UK and European asset management companies as well as hedge funds.

One of its features, the 'Vulnerable Positions List' nudge, is an automated report listing those positions exhibiting the same price and trading dynamics that have ended up being negative to the fund manager in the past. Analysis of data from 27 fund managers has shown that, if they had followed all such nudge recommendations, their annualised performance would have improved by almost one per cent (the average was 94bps), a material increase in the competitive active fund management marketplace.



## Wazoku

**Wazoku's software allows very large companies and organisations to capture and develop the ideas and innovations latent within the workforce.**

Wazoku's mission is to enable companies to embed innovation as a core, strategic, everyday capability. Successful innovation requires not only capturing raw ideas, but also their collation, evaluation, selection and transformation into actionable improvements. Wazoku's market-leading software provides the process and structure for this, leading to the implementation of the best ideas from both internal and external stakeholders and measurement of their impact.

Wazoku's core product suite, 'Idea Spotlight', is a customisable, off-the-shelf solution with modular design ensuring scalability, whilst meeting the diverse requirements of complex global businesses. Sales are made on a Software-as-a-Service (SAAS) basis meaning that, instead of a single upfront purchase, customers license the software, giving a closer ongoing relationship and a high level of recurring revenues year on year. The company has an impressive list of blue-chip customers including John Lewis, HSBC and Bristol-Myers-Squibb.

Wazoku is an emerging leader in a market growing at close to 30% annually with a cutting-edge product delivering real and measurable benefits to its customers - Waitrose deployed Idea Spotlight in 350 stores engaging with 60,000 employees and generated £3.5million in savings, 15 times its investment.

Sectors we are currently considering investment include:  
biotechnology, technology, environmental services and the creative industries.

# Exit examples

## Synpromics

the leader in gene control



### Synpromics

**Exit: Trade Sale**

**Sector: Biotechnology**

Synpromics is a Scottish biotech company, and the market leader in gene control therapeutics.

Synpromics' synthetic promoters are designed to better regulate gene activity and precisely control protein production therefore creating better targeted gene therapies. its technology has wide applications, including potential for the treatment of conditions such as haemophilia, liver and heart disease.

Synpromics was acquired by AskBio, the American pioneer in gene therapeutics delivering an impressive return to investors in 2019.

## horizon

precision genome editing



### Horizon Discovery

**Exit: IPO through AIM**

**Sector: Pharmaceuticals and Biotechnology**

Horizon Discovery is a world leader in the application of gene editing technologies, which are used for research into, and treatment of, genetically based diseases.

Calculus Capital exited its holding in 2016, via a placement of shares following the companies initial public offering on AIM. The investment was held for three years, three months.



### Metropolitan Safe Deposits

**Exit: Sale to private investors**

**Sector: Business & Professional Services**

Metropolitan Safe Deposits is one of the oldest established brands in the safe custody sector in London.

Traditionally, this service has been provided by clearing banks but high street banks are fast withdrawing from such physical banking services, providing opportunities for independent operators.

A group of private individuals acquired our stake in Metropolitan in September 2016.

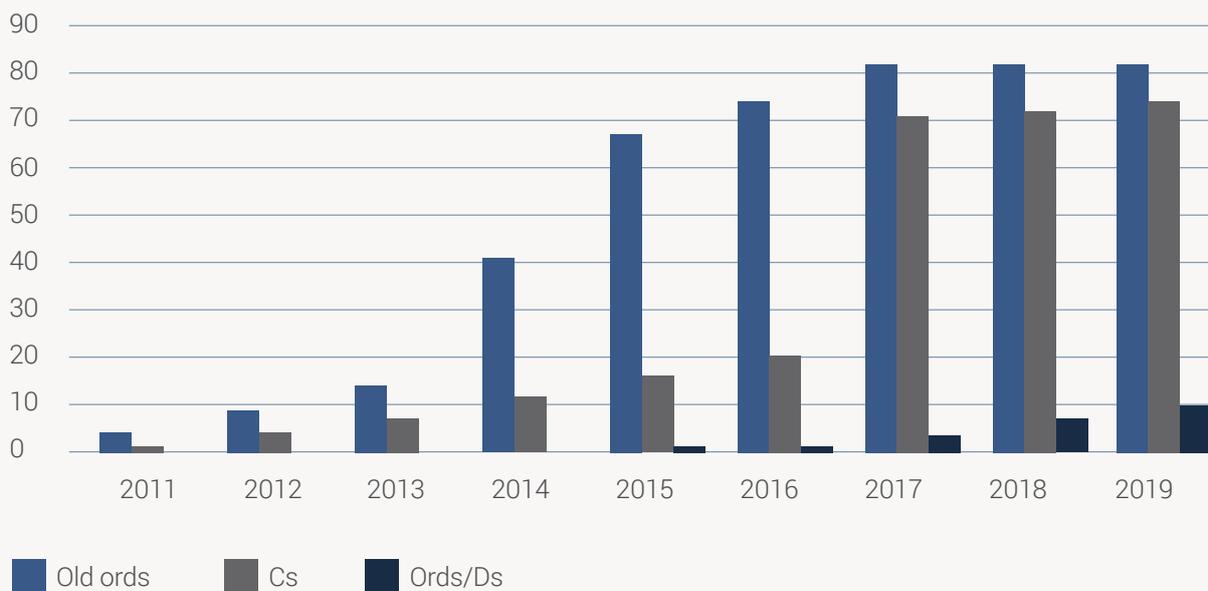
# Dividend track record

We have a strong track record. Our aim is to exit companies within the VCT portfolio after a holding period of 3-5 years. Common exit routes include trade sale, sale to a larger private equity house or flotation.

It is intended that profits made on the disposal of investments will enable the Company to pay dividends; to support this further, Calculus will invest by way of loan stock and/or redeemable preference shares as well as ordinary

shares. In August and September 2017 a share class merger took place. There are now only Ordinary Shares in the Calculus VCT. For further details please contact the Investor Relations team.

Cumulative dividends paid per share



# Meet the Directors

The Calculus VCT Board is made up of four non-executive Directors, three of whom (including the Chairman) are independent of Calculus Capital. The Board has substantial experience of venture capital businesses and holds overall responsibility for the Calculus VCT's affairs, including determining the investment policy.

## **Jan Ward** (Chairman) \*

Jan Ward joined the board on the 1 March 2019 and was appointed Chairman after the retirement of Michael O Higgins on the 4 July 2019. Jan brings strategic and operational experience gained from more than thirty years in the oil, gas, petrochem and power industries. Jan is the founder and CEO of Corrotherm International Ltd which specialises in supplying advanced metals for fabricating oil, gas and power generating equipment. Corrotherm is a significant exporter of UK manufactured products and has grown to 10 offices globally. Jan was named a CBE in the 2015 New Year's Honours list for services to business.

An adviser and non-executive board member to a number of manufacturing companies and government departments, she is also the Director of the Saudi British Joint Business Council and UAE UK Business Council, Director of Energy Industries Council. She is a NatWest everywoman award winner, as well as IoD London and South East Global Director of the year. Jan was awarded a CBE for services to Business and Honorary Doctorate of Engineering.

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## **Kate Cornish-Bowden** (Audit Committee Chairman) \*

Kate Cornish-Bowden joined the board in February 2011, and was appointed Chair of the Audit committee in 2012. Kate is a non-executive Director of Finsbury Growth & Income Trust plc, CC Japan Income & Growth Trust plc, and Schroder Oriental Income Fund Limited. Kate was previously a non-executive Director and Chairman of the Remuneration Committee of Scancell Holdings plc and a non-executive Director of Arcis Biotechnology Ltd.

Kate is an experienced equity portfolio manager, having managed funds on behalf of both retail investors and pension fund clients. Kate worked for Morgan Stanley Investment Management for 12 years between 1992 and 2004, where she was Managing Director and head of Morgan Stanley Investment Management's Global Core Equity team. Prior to joining Morgan Stanley, Kate spent two years as a research analyst at M&G Investment Management.

Kate holds a Masters in Business Administration (MBA) and has completed the Financial Times Non-Executive Director Diploma.

## John Glencross

John co-founded Calculus Capital Limited in 1999, creating one of the UK's most successful, independent private equity and venture capital firms focused on investing in smaller, unquoted companies.

John has over 30 years' experience in private equity, corporate finance, and operational management. During that time, he has invested in, advised on or negotiated more than 100 transactions and served on publicly quoted and private corporate boards. He is a director of Terrain Energy Limited which is a company in which this Company has invested. He is also a board member of the Enterprise Investment Scheme Association and a member of its Tax and Technical Committee. He was also a director of Neptune-Calculus Income and Growth plc until its assets and liabilities were acquired by the Company. Before co-founding Calculus Capital Limited, John was an Executive Director of European Corporate Finance for UBS for nine years where he advised on M&A, IPOs, restructurings and recapitalisations, strategic alliances and private equity. Prior to this, John was headhunted to be Head of the Mergers & Acquisitions Group of Philips and Drew, a 100 year old London based financial institution. At the start of his career, John qualified as a Chartered Accountant with Peat Marwick (subsequently KPMG), where he then went on to be recruited as a founder member of Deloitte's newly established Corporate Finance practice in London. John graduated from Oxford University with an MA (Hons) in Philosophy, Politics and Economics.

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## Claire Olsen \*

Claire has a background in financial services marketing and research and is currently an independent consultant. Prior to this, she was Head of European Corporate & Research Marketing for equity research firm, AB Bernstein where she was responsible for directing the strategy, growth, development and execution of the EMEA corporate research marketing programme. During her eleven years at Bernstein, she developed their European Strategic Decisions Conference to become Europe's largest and most respected generalist conference, rated by institutional investors and corporate management teams. Claire was ranked yearly under 'Specialist Sales' across multiple sectors in the European Extel Survey.

Before joining Bernstein, Claire consulted for a number of Corporate Finance Boutiques, Investment Management firms and High Net Worth Individuals. Claire began her career working at JPMorgan Chase (previously Flemings Investment Bank) and is a qualified Paralegal and Legal Executive.

\*Independent of the Investment Manager

**John Glencross**  
CEO, Calculus Capital  
Calculus Investor Reception



# Meet the Calculus Capital team

The Board appointed Calculus Capital to manage its Venture Capital Investments. Calculus Capital will not advise the Board in relation to the Company's non-VCT qualifying investments. The Board will, as required, consult a suitable adviser in respect of the investment of these funds.



**Susan McDonald**  
Executive Chairman

Susan is one of the UK's leading experts on investing in smaller companies and the government's Enterprise Investment Scheme. A pioneer of the EIS industry, in 1999/2000 she structured and launched the UK's first H.M. Revenue & Customs approved EIS Fund with John Glencross. Susan has over 28 years of experience and has personally directed investment to over 80 companies in the last 17 years covering a diverse range of sectors. She has regularly served as board member of the firm's portfolio companies.

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



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'It takes expertise and experience to identify, manage and realise successful investments. To do so consistently – year after year – takes discipline.'

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**John Glencross**, Chief Executive

(Details for John Glencross can be found on page 13)



**Alexander Crawford**  
Co-Head of Investments

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

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



**Richard Moore**  
Co-Head of Investments

Richard joined Calculus Capital in 2013. Prior to this he was a Director at Citigroup, which he joined in 2005, and previously worked at JPMorgan and Strata Technology Partners. Richard has over 14 years corporate finance experience advising public and private corporations and financial sponsors on a range of M&A and capital raising transactions. Richard began his investment banking career in the UK mid-cap advisory team at Flemings (acquired by JPMorgan in 2000), working with companies across a broad a range of sectors. More recently Richard has specialised in advising companies in the technology industry. Richard has advised on a wide range of transactions including buy-side and sell-side M&A mandates, public equity and debt offerings, private equity investments and leveraged buy outs in the UK, Europe, US and Asia. Richard began his career at KPMG where he qualified as a Chartered Accountant and remains a member of the ICAEW. He has a BA (Hons) in Politics and Economics from Durham University.



**Alexandra Lindsay**  
Investment Director

Alexandra joined Calculus Capital in 2008. As a senior member of the investment team, Alexandra's role is to source and execute new deals, as well as managing some of the existing portfolio companies through to exit.

Prior to joining Calculus Capital, she worked on the hedge fund team at Apollo Management International where she conducted research into companies and markets.

She graduated from University College London with a first class degree in History of Art having previously studied Engineering Science at Wadham College, Oxford. Alexandra is a CFA charterholder.



### **Roshan Puri**

#### Investment Assistant Director

Roshan joined Calculus Capital in 2013. Prior to this, he qualified as a Chartered Accountant with Ernst & Young where he gained experience in transaction advisory, tax and audit. He has worked on structuring numerous domestic and international mergers and acquisitions and corporate restructuring transactions, modelling the transaction implications and project-managing the transaction implementation.

Roshan has a wide range of industry experience and since joining Calculus Capital, has worked with businesses within the leisure, healthcare and software sectors.

Roshan graduated in Economics from the University of Warwick.



### **Daniela Tsoneva**

#### Investment Assistant Director

Daniela joined Calculus in 2016. Prior to that she worked as an Analyst in a mergers and acquisitions focused investment bank, Berkshire Capital Securities in New York where she covered the financial services sector. Daniela's experience also includes product launch and supply chain consulting projects in the renewables and financial services industries in Africa.

Daniela hold an MBA (Dist) degree from Oxford University and a BA (Hons) in Political Economy from Middlebury College in the US.



### **Matthew Connor**

#### Investment Associate

Matthew joined Calculus in 2017 and works in the investment team. Prior to this, he worked at Aberdeen Standard Investments, joining the group's graduate scheme after university and rotating across various areas of the group, latterly working within the Pan-European equities team.

Matthew holds an MA (Hons) in Economics from the University of Edinburgh, and is a CFA Charterholder.



### **Dominic Harris**

#### Portfolio Management Director

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

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



**Natalie Evans**  
Finance Director

Natalie joined Calculus in 2010 and has been administering our EIS and VCT funds since 2011. Natalie manages all aspects of fund finance and operations including investor reporting and preparation of annual accounts as well as being responsible for regulatory aspects of the funds. Most recently Natalie has taken on the company secretarial function for the Calculus VCT.

Natalie is a Chartered Management Accountant, has a first class Bachelor of Law degree and graduated with a Masters of Modern Languages from the University of Manchester.

## Questions?

Please contact the Investor Relations team



**Madeleine Ingram**  
Director, Head of Investor  
Relations and Marketing  
[madeleine@calculuscapital.com](mailto:madeleine@calculuscapital.com)



**Francesca Rayneau**  
Assistant Director, Marketing  
and Investor Relations  
[francesca@calculuscapital.com](mailto:francesca@calculuscapital.com)



**Jessica Fox**  
Associate, Marketing and  
Investor Relations  
[jessica@calculuscapital.com](mailto:jessica@calculuscapital.com)

## Discounts

0.5% Early Bird discount  
until 31 January 2020

0.5% loyalty discount  
for existing Calculus  
VCT shareholders

## Regular payment option – monthly standing order

Investors can purchase the Company's shares by monthly standing order. Investors simply need to complete the 'standing order' section in the Application Form. Payments should be made on or around day 14 of every month.

At roughly three monthly intervals, this money will be used to purchase Offer Shares. Share and tax certificates will be sent shortly after the regular share allotment dates which are currently scheduled for:

December (2019/20 tax year)  
April (2019/20 tax year)  
August (2020/21 tax year)

If the fundraising proves popular and looks to be reaching capacity early, the Company will stop taking new applications but will keep collecting money and allotting shares for existing standing order customers. This aims to continue until the Offer formally closes on 28 August 2020.

At the close of the Offer, Calculus Capital will contact investors to inform them whether the Company will be reopening for new investment, and to see if investors would like their standing order to continue under a new share offer. Standing orders can be cancelled at any time by contacting your bank or building society or by calling City Partnership (UK) Limited on 0131 243 7210 and letting them know before the first day of the month in order for them to cancel that month's collection.

**Minimum Investment** - the investment amount committed on the application form must total at least £5,000.

### Dividend Reinvestment Scheme (DRIS)

Investors in the Calculus VCT who do not wish to take dividends as cash (by cheque or directly paid into a bank or building society account) have the option to reinvest the dividends in exchange for more VCT shares. This could increase your shareholding, enabling you to get further income tax relief on the additional shares allotted. Please be aware that reinvested dividends would form part of the annual VCT investment limit of £200,000. To take part in the DRIS please complete the relevant section on the application form. For further information please see Part 8 of the Prospectus or contact the Investor Relations team.

# Fees and costs

Please see below for a full breakdown of fees and the Pricing Formula. Investors should be able to claim initial tax relief on the full amount of their investment, subject to the normal rules on eligibility for tax relief.

There are three ways to invest in the Calculus VCT:

- 1) Through a financial adviser with whom you agree an adviser charge
- 2) Through a non-advised intermediary
- 3) Directly yourself

		Investors with an adviser	Investors with a non-advised intermediary	Direct Investors
<b>Upfront charges</b>  (borne by Investors through the Pricing Formula)	Promoters Fee (% of funds invested)	3%	3%	5%
	Adviser Charge	As agreed between adviser and client	n/a	n/a
	Commission (% of funds invested, paid to eligible intermediaries)	n/a	2%*	n/a
<b>Ongoing annual fees</b>  (borne by the VCT)	Annual Management Charge**	1.75%	1.75%	1.75%
	Trail Commission (Maximum of 3% of funds invested, paid to eligible intermediaries)	n/a	0.5% per year (based on the latest NAV)	n/a
	Performance Fee***	20%	20%	20%

\*unless waived and subject to FCA rules on commission. \*\*Annual Management Charge and other expenses (excluding irrecoverable VAT, annual trail commission and performance incentive fees) subject to a cost cap of 3.0% of net assets. \*\*\*Performance Fee subject to a hurdle of 105p.

## Pricing formula

The number of Shares to be issued to an Investor shall be calculated based on the Pricing Formula below (rounded down to the nearest share):

$$\text{Number of Shares} = \frac{\text{Amount Subscribed} \div \text{NAV}^*}{\begin{array}{l} \text{(i) Less Promoter's Fee} \\ \text{(ii) Less Commission †/} \\ \text{Adviser Charge (as relevant)} \\ \text{(iii) Plus Applicable Early Application and/or} \\ \text{Loyalty Discount(s)} \end{array}}$$

\*The NAV will be the most recently published NAV per Share on the day of the allotment, adjusted for dividends declared and for which the record date for payment has passed at the time of allotment.

† Adjusted where commission is waived by intermediaries.

# Key facts

## Closing dates\*:

12pm on 3rd April 2020 for the 2019/20 tax year

5pm on 28 August 2020 for the 2020/21 tax year

Cleared funds, as well as application form required by the relevant close date.

Please note that cheques can take up to five working days to clear.

## First allotment of shares:

For investors in the 2019/20 tax year, Calculus VCT shares will be allotted no later than 5th April 2020 – to ensure tax relief is available against 2019/20 tax year liabilities.

## Minimum investment:

£5,000

## Discounts:

Any discounts will be delivered through an increase in the number of shares allocated via the Pricing Formula on page 20:

0.5% discount for applications received by 31 January 2020

0.5% loyalty discount for existing investors in the Calculus VCT only.

## Reporting:

Announcement and publication of annual report and accounts to shareholder no later than 30 June.

Announcement and publication of interim results – October.

Information on new investments and the progress of companies within the VCT's portfolio will be published from time to time.

## Buyback (share repurchase) policy:

When buybacks are available, Calculus VCT will aim to buy back shares at a share price of no more than 5% discount to the NAV, after the minimum 5 year holding period.\*\*

### Share certificates and tax certificates to be dispatched:

Within 10 business days of allotment

### Maximum amount to be raised by the Company through the offer\*\*\*:

£10,000,000

\*The Directors reserve the right to extend the closing date, or close earlier, at their discretion.

\*\*5% target discount to NAV in respect of all buybacks made after 28 February 2020.

\*\*\*The Directors reserve the right to increase the size of the Offer by up to an additional £10m.

# FAQs

## Q: How do I claim income tax relief?

The Company will send you a tax certificate 10 business days after allotment. There are two possible ways in which tax relief can be claimed: You can write to your HMRC office to ask them to change your tax coding under the PAYE system (this is the system that calculates how much tax you pay each month), so you will receive your income tax relief on a monthly basis through your pay cheques. Alternatively, you can claim income tax relief as part of your annual self-assessment tax return.

## Q: How often are dividends paid out?

The Calculus VCT expects to pay its dividend annually.

## Q: What happens if I die whilst invested in the Calculus VCT?

**Initial income tax:** If an investor dies at any time after making an investment in a VCT, the transfer of shares on death is not treated as a disposal and, therefore, the initial income tax relief is not withdrawn. However, the shares will become part of the deceased's estate for inheritance tax purposes.

**Tax implications for the beneficiary:** Provided a number of conditions are met, the beneficiary of any VCT shares will be entitled to tax-free dividends and will not pay capital gains tax on any disposal, but will not be entitled to any initial income tax relief.

## Q: Can I transfer my shares to my spouse?

Yes, transfer of shares in a VCT between spouses is not deemed to be a disposal and, therefore, all tax reliefs will be retained.

## Q: I am not a resident in the UK, can I invest?

Non-resident investors, or investors who may become non-resident, should seek their own professional advice as to the consequences of making an investment in a VCT, because they may be subject to tax in other jurisdictions.

## Q: What happens if I purchase existing VCT shares in the market after listing?

Should an investor wish to purchase existing VCT shares in the market, perhaps to gain access to a more mature portfolio or to benefit from 'existing shareholder' benefits, the shares will not qualify for income tax relief but may benefit from tax-free dividend relief and from capital gains tax relief on the disposal of his/her VCT shares.

## Q: What are the costs of running the VCT? Is there an expenses cap on the Calculus VCT?

Yes, there is a cost cap of 3.0% of net assets. Annual running costs include, inter alia, Directors' fees, fund administration fees, fees for audit, taxation and legal advice, registrar's fees, cost of communicating with Shareholders and annual trail commission and the annual fees payable to Calculus Capital.

Subject to the cost cap, Calculus Capital is entitled to receive an annual management fee of 1.75% of the net assets of the Company, in respect of investment management services provided to the Calculus VCT.

Calculus Capital provides company secretarial services for an additional annual fee of £15,000.

## Q: What type of companies can VCTs invest into?

Companies must be unquoted or quoted on AIM and meet a 'risk to capital' gateway test requiring that they have plans to grow and develop over the long term and that invested capital must accordingly be at risk. Maximum value of a company's gross assets (before VCT investment) is £15m. Subject to certain exceptions, companies must be no more than seven years old, or ten years old for 'knowledge intensive' firms.

No more than 250 employees (before VCT investment), or 500 for 'knowledge intensive companies'.

Companies must not carry on activities contained on an excluded list, including property development, energy generation and financing. There are a number of other restrictions on investee companies' activities and their use of funds contained in the VCT legislation.

*The above is based on the Company's understanding of current law and practice. Investors are recommended to consult a professional adviser as to the taxation consequences of making a VCT investment. All tax reliefs referred to in this document are UK tax reliefs and are dependent on the Company maintaining its VCT qualifying status.*

## Q: What if I change your mind?

Please let us know as soon as possible. If you contact us before your shares have been allotted, we will do our best to return your money to you.

After the shares have been allotted, you own shares in the Calculus VCT itself and you will need to sell your shares through a broker.

## Q: What is the NAV and how often is it calculated?

The NAV (Net Asset Value) of a VCT is the value of all the assets of the VCT minus any liabilities. The NAV is calculated and published quarterly. Full interim accounts and annual accounts are also published as at end- August and end-February respectively.

The NAV, alongside dividends paid, is a good way of tracking the performance of a VCT.

# Additional information

## Sponsor

In connection with the Offer, Beaumont Cornish Limited (the "Sponsor") is acting for the Company and for no-one else and will not (subject to the responsibilities and liabilities imposed by FSMA or the regulatory regime established thereunder) be responsible to anyone other than the Company for providing the protections afforded to customers of the Sponsor nor for providing advice in relation to the Offer. The Sponsor is authorised and regulated in the United Kingdom by the FCA.

## Solicitors

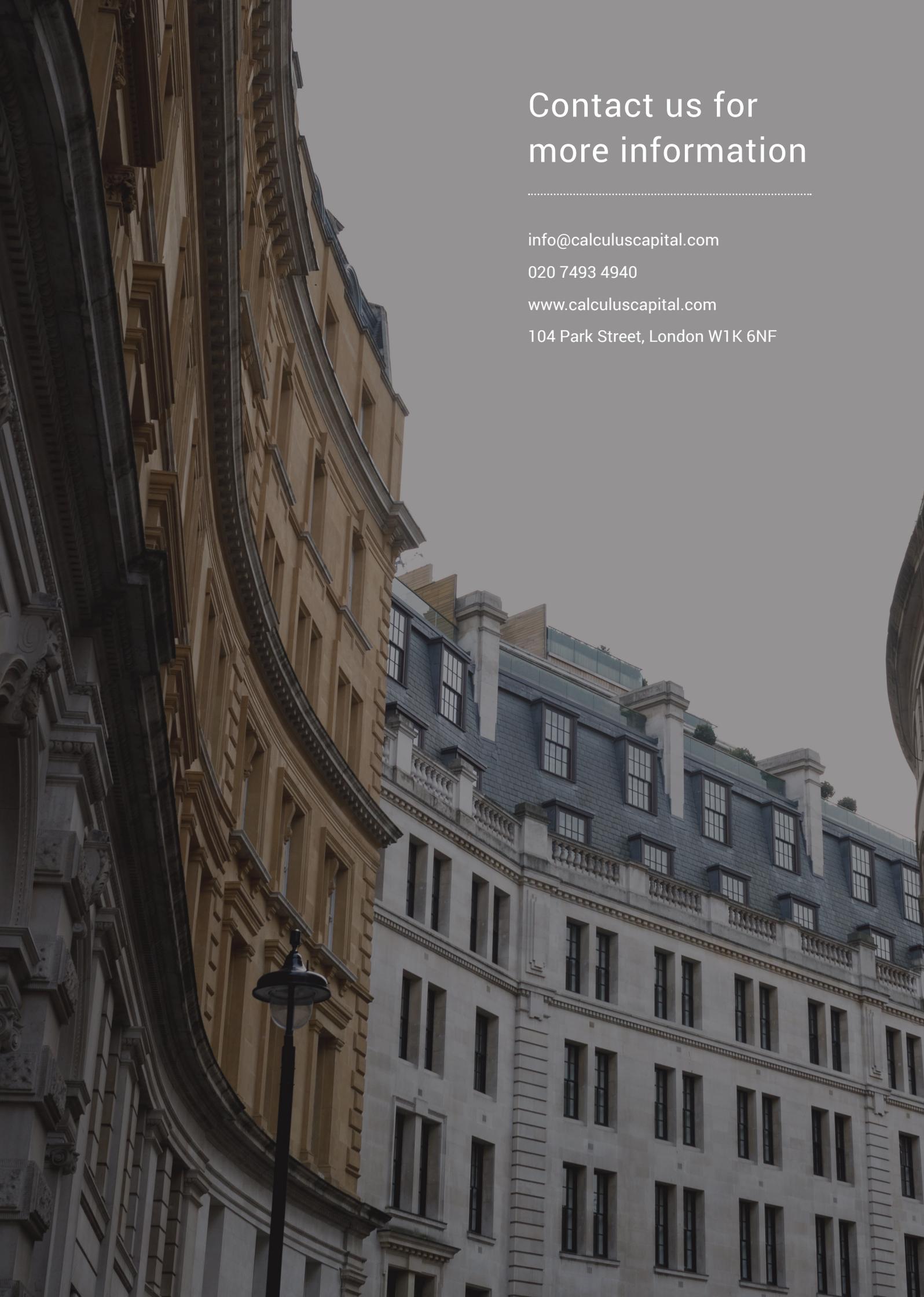
RW Blears LLP, which is regulated in the United Kingdom by the Solicitors Regulation Authority, is acting as legal adviser to the Company and Calculus Capital and no-one else and will not be responsible to any other person for providing advice in connection with any matters referred to in this document.

## Investment Manager

Calculus Capital Limited ("Calculus Capital") acts for the Company as investment manager in respect of its venture capital portfolio. Calculus Capital will not be responsible to anyone other than the Company for the provision of protections afforded to customers of Calculus Capital nor for providing advice in relation to the Offer. Calculus Capital is authorised and regulated in the United Kingdom by the FCA.

## Consents for Intermediaries

The Company and the Directors consent to the use of the Prospectus by financial intermediaries, from the date of the Prospectus until the close of the Offer, for the purpose of subsequent resale or final placement of securities by financial intermediaries. The Offer is expected to close on 28 August 2020, subject to the Offer not having closed at an earlier date (if fully subscribed or otherwise at the Directors discretion) or unless previously extended by the Directors. There are no conditions attaching to this consent. In the event of an offer being made by a financial intermediary, financial intermediaries must give investors information on the terms and conditions of the Offer at the time they introduce the Offer to investors. Any financial intermediary using the Prospectus is required to state on its website that it uses the Prospectus in accordance with the consent and the conditions attached thereto.



# Contact us for more information

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020 7493 4940

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

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# Calculus

CAPITAL



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