

KEY INFORMATION DOCUMENT

PURPOSE

This document provides you with key information about this investment product. It is not marketing material. The information is required by law to help you understand the nature, risks, costs, potential gains and losses of this product and to help you compare it with other products.

PRODUCT

- **Name of product:** The Zero Carbon Fund (the "Fund").
- **Name of Manufacturer:** Sapphire Capital Partners LLP – www.SapphireCapitalPartners.co.uk
- Sapphire Capital Partners LLP is authorised and regulated by Financial Conduct Authority (FRN: 565716).
- Call +44 (0)28 9059 7213 for more information.
- This Key Information Document was produced on 25 Feb 2020.

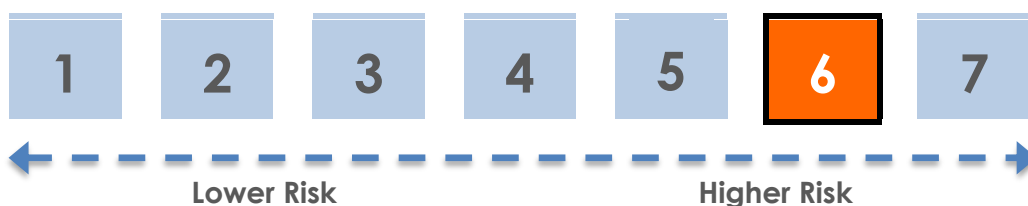
YOU ARE ABOUT TO PURCHASE A PRODUCT THAT IS NOT SIMPLE AND MAY BE DIFFICULT TO UNDERSTAND.

WHAT IS THIS PRODUCT?

Type	The Zero Carbon Fund is an alternative investment fund under the Alternative Investment Fund Managers Directive ("AIFMD"). It is managed by us, being Sapphire Capital Partners LLP.
Objectives	To allow investors to aim for capital growth through investing by way of subscription for shares in relevant companies which are regarded as high risk and volatile investments. The Fund seeks to invest in early-stage companies on a mission to address climate change through technology innovation in companies that qualify for the Enterprise Investment Scheme (EIS) tax relief. The Fund will work with Zero Carbon Capital Limited (www.zerocarbon.capital) to invest in teams with ideas that could scale to reduce greenhouse gas emissions by half a gigaton per year. Investors' money is spread across a portfolio of companies to help mitigate the effect of any underperforming companies.
Intended retail investor	The Fund is designed for private investors who understand the risks of investing in unlisted investments, typically a UK higher-rate taxpayer, over 18 years of age, normally advised by an FCA authorised adviser or a retail client that is a high net worth or sophisticated client. They may also be a professional client or an eligible counterparty. <u>Investors should be able to lose all funds invested.</u> An investor should: <ul style="list-style-type: none">• have sufficient income tax liability to reclaim income tax relief at 30% of the amount subscribed;• be seeking to defer a recently realised gain and/or;• be seeking to shelter assets from inheritance tax.
Insurance benefits	The Fund does not have any insurance benefits.

WHAT ARE THE RISKS AND WHAT COULD I GET IN RETURN?

Summary Risk Indicator



The risk indicator assumes you will keep the product for seven years. The actual risk can vary significantly if you cash in at an early stage and you may get back less. You may not be able to cash in early. You may have to pay significant extra costs to cash in early. You may not be able to sell your product easily or you may have to sell at a price that significantly impacts on how much you get back.

The summary risk indicator is a guide to the level of risk of this product compared to other products. It shows how likely it is that the product will lose money because of movements in the markets or because we are not able to pay you. We have classified this product as **6 out of 7**, which is **the second-highest** risk class because SEIS and EIS funds invest in early stage and growth companies which are hard to value and have a significant risk of insolvency, and where it may not be possible to quickly sell on your investment. This rates the potential losses from future performance at a **high** level, and poor market conditions are **very likely to impact the capacity** of the Fund to pay you. This product does not include any protection from future market performance, so you could lose some or all of your investment. However, you may benefit from a consumer protection scheme (see the section "What happens if Sapphire Capital Partners LLP is unable to pay out"). The indicator above does not consider this protection.

Performance Scenarios

Single investment of £10,000*:		1 year**	3 years	7 years (recommended holding period)
Stress scenario	What you might get back after costs Average return each year	-	£0 (33.3%)	£0 (14.3%)
Unfavourable scenario	What you might get back after costs Average return each year	-	£3,250 (22.5%)	£4,500 (7.9%)
Moderate scenario	What you might get back after costs Average return each year	-	£5,500 (15.0%)	£11,000 15.7%
Favourable scenario	What you might get back after costs Average return each year	-	£7,000 (10.0%)	£20,000 28.6%

* Our minimum subscription amount is £25,000. ** Exiting after one year is unlikely to provide any returns.

What you might get back does not include the impact of EIS tax reliefs which depend on the individual circumstances of the investor and are subject to change. EIS investments attract income tax relief of up to 30% and gains from your investment may be capital gains tax free, and loss relief may also be available in scenarios where your shares are sold at a loss. Please note that the average return each year has been calculated using the net performance as a numerator and the initial investment of £10,000 as a denominator and annualised by dividing the result by the holding period.

The stress scenario shows what you might get back in extreme market circumstances, and it does not take into account the situation where we are not able to pay you.

This product cannot be easily cashed in. This means it is difficult to estimate how much you would get back if you cash in before the end of the recommended holding period. You will either be unable to cash in early or you will have to pay high costs or make a large loss if you do so.

This table shows the money you could get back over the next seven years, under different scenarios, assuming that you invest £10,000. The scenarios shown illustrate how your investment could perform. All amounts do not include VAT. You can compare them with the scenarios of other products. The scenarios presented are an estimate of future performance based on evidence from the past on how the value of this investment varies, and are not an exact indicator. What you get will vary depending on how the market performs and how long you keep the product. The figures shown include all the costs of the product itself, but may not include all the costs that you pay to your advisor or distributor. The figures do not take into account your personal tax situation, which may also affect how much you get back.

WHAT HAPPENS IF SAPPHIRE CAPITAL PARTNERS LLP IS UNABLE TO PAY OUT?

The value of the Shares and the income derived from them is dependent on the performance of the underlying investments and can fluctuate. Investors could lose all or part of their investment. **Your capital is at risk.** The Investment Manager participates in the Financial Services Compensation Scheme (FSCS), established under the Financial Services and Markets Act 2000. The scheme provides compensation to eligible investors in the event of a firm being unable to meet its customer liabilities. Payments under the scheme to an eligible investor for protected claims against a firm in respect of protected investment business are limited to a maximum of £85,000. Under the FSCS investment protection scheme there may be circumstances in which investors can claim compensation where the Investment Manager is unable or unlikely to honour legally enforceable obligations against it. Availability of FSCS protection will be dependent on the eligibility of the claimant and the circumstances of the claim. Further information about the circumstances in which the FSCS cover is available can be found on the FSCS website at www.fscs.org.uk.

WHAT ARE THE COSTS?

Costs Over Time

The Reduction in Yield (RIY) in the table below shows what impact the maximum total costs you might pay will have on the investment return you might get. The total costs take into account one-off, on-going and incidental costs. Typically, if applicable, they are recharged to the investee company and not payable by you. However, it is noted that performance fees are payable by you (as a deduction from the investee company sale proceeds). The amounts shown here are the cumulative costs of the product itself, for three different holding periods in the moderate performance scenario (which includes some performance fees). The figures assume you invest £10,000 (before costs and VAT). The figures are estimates and may change in the future. The person selling you or advising you about this product may charge you other costs. If so, this person will provide you with information about these costs, and show you the impact that all costs will have on your investment over time.

Investment Scenarios	If you cash in after 1 year*	If you cash in after 3 years*	If you cash in after 7 years
Total costs	£0	£0	£2,333
Impact on return (RIY) per year**	0.0%	0.0%	2.8% (0% excluding performance fees)

* This product cannot be easily realised. This means it is difficult to estimate how much you would get back if you attempt to realise your investment early. You will either be unable to realise your investment early or you will have to pay high costs or make a large loss if you do so. You will also lose tax reliefs gained on subscription if you sell within three years. Some of the above costs (except for the performance fees) are paid by the investee companies which should not reduce the tax relief to investors. These costs will reduce the value of the investors holdings as the investee companies will be required to pay out these amounts at the point of investment. ** Percentage calculated as the differential between internal rate of returns.

COMPOSITION OF COSTS?

The table below shows the impact of each of the different types of costs on the investment return you might get at the end of the recommended holding period and the meaning of the different cost categories. The costs below include all fees charged to investee companies and therefore represent the full costs of all direct and indirect costs to you as the investor.

The table below shows the impact on return per year (Moderate Scenario)

One-off costs	Entry costs	0%	The annualized impact of an initial fee paid on entering your investment. There are no entry costs on this product.
	Exit costs	0%	The impact of the costs of exiting your investments when it matures. There are no exit costs on this product.
On-going costs	Fund management costs	0%	This is the maximum impact of costs we take each year for research and managing your investment. There are no Fund management costs on this product.
	Other ongoing costs	0%	This is the maximum impact of costs to manage and settle nominee and custody charges in respect of your shareholdings with investee companies. There are no other ongoing costs on this product.
Incidental costs	Performance fees	3.3%	The impact of the performance fee, being 25% (plus VAT) of the realisation proceeds (of which 5% is assigned to Sapphire Capital Partners LLP and 20% to Zero Carbon Capital Limited). It is noted that the performance fee applies to the whole of the realisation proceeds (including the amount subscribed), not just the portion above the amount subscribed to the Fund by an investor. The performance fee will apply each time realisation proceeds are paid to an investor.
	Carried interests	0%	There is no carried interest associated with this product.

HOW LONG SHOULD I HOLD IT AND CAN I TAKE MONEY OUT EARLY?

Recommended holding period: Seven years

You need to hold this investment for at least three years in order to claim tax reliefs. As the Fund invests in early-stage companies, it will generally not be possible to cash out, sell or disinvest early. As there is no Fund maturity date, Sapphire Capital Partners LLP shall notify the Investor of the date on which the Fund will terminate which is expected to be at least seven years after the closing date of the Fund. As the return of your investment depends on the sale or other liquidity event of each portfolio company, it may be necessary to hold for longer. The net proceeds of any liquidity event for an investee company would typically be distributed to you, at the discretion of Sapphire Capital Partners LLP, within a reasonable period following that event rather than at the end of the Fund. It is not unusual for this type of investment to be held for ten years or more. You will either be unable to realise your investment early or you will have to pay high costs or make a large loss if you do so. You have 14 days from the date upon which the application form is received by the Custodian in which to cancel your investment in the Fund. You may exercise this right of cancellation in writing to Custodian and without fee or penalty.

HOW CAN I COMPLAIN?

If you want to make a complaint please email info@sapphirecapitalpartners.co.uk, call us on +44 (0)28 9059 7213 or write to The Compliance Officer at Sapphire Capital Partners LLP. Complaints should be made to Sapphire Capital Partners LLP at 28 Deramore Park, Malone, Belfast, BT9 5JU in the first instance. If you are not happy with our response, you can contact the Financial Ombudsman Service. This is a free, independent service that aims to resolve disputes between financial services companies and their customers. Further information can be found at www.financial-ombudsman.org.uk.

OTHER RELEVANT INFORMATION

Please read the Information Memorandum for the Fund carefully, especially the Key Risks in 4.5, before making your investment decision and confirm with your independent financial adviser that you have the expertise, experience and knowledge to properly understand the risks of participating in the Fund. We invest in unquoted securities, which should qualify for the EIS tax reliefs. However, it cannot be guaranteed that companies invested in by the Fund will achieve or retain EIS qualifying status or that investors will qualify for the tax reliefs. When you invest you appoint us to manage investments on your behalf on a discretionary basis. We make all investment decisions including whether to buy or sell your investments. All costs above are stated net VAT. The Receiving Agent and Custodian for monies received from Investors is Woodside Corporate Services Limited, which is FCA authorised and regulated to hold client assets (FRN: 467652). Woodside Corporate Services Limited's associate company WCS Nominees Limited will act as Nominee. Taxation levels, bases and reliefs may change if the law changes and the tax benefits will vary according to your personal circumstances. Independent advice should therefore be sought. Other relevant information relating to the Fund can be found in the Information Memorandum.