



WiseAlpha

Diversified Corporate Fixed Income
Subscription limit of £100,000,000

INFORMATION MEMORANDUM

wiseAlpha.com

Important

INFORMATION

This Information Memorandum, which constitutes an invitation to subscribe to WiseAlpha Investment Bonds, is important and requires your immediate attention. You should not subscribe to WiseAlpha Investment Bonds except on the basis of the information published in this Information Memorandum, the Terms and Conditions (together with any applicable WiseAlpha Investment Bond Supplement).

Before subscribing to WiseAlpha Investment Bonds, you should read and understand this Information Memorandum and determine whether WiseAlpha Investment Bonds are suitable for you as an investment. If you are in any doubt as to the contents of this Information Memorandum, or whether WiseAlpha Investment Bonds are suitable investments for you, you should seek independent advice from an appropriately-qualified financial adviser authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of unlisted securities of the kind referred to in this Information Memorandum.

WiseAlpha Investment Bonds are unsecured debts of WiseAlpha Investment Limited that are not negotiable on the capital markets. WiseAlpha Investment Limited is not regulated by the FCA and does not offer any regulated services. WiseAlpha investment bonds are issued by WiseAlpha Investment Limited, a company incorporated under the laws of the British Virgin Islands, whose registered address is at Intertrust Corporate Services (BVI) Limited, 171 Main Street Road Town, Tortola, British Virgin Islands VG1110 and whose registered number is 1935811 (the "Company").

No application is to be made for WiseAlpha Investment Bonds to be admitted to listing or trading on any stock exchange or other public market. As unquoted securities, WiseAlpha Investment Bonds are illiquid, speculative investments involving a degree of risk. There is no guarantee that WiseAlpha Investment Limited will be able to repay all or part of your investment in WiseAlpha Investment Bonds, particularly if WiseAlpha Investment Limited becomes insolvent. You will have no claim under the Financial Services Compensation Scheme if WiseAlpha Investments Limited fails to pay any amount of capital or interest in respect of the WiseAlpha Investment Bonds (see page 12 under Risk Summary for the limited circumstances in which investors may have a claim under the FSCS if WiseAlpha Technologies are in breach of their legal obligations).

Your attention is drawn to the 'Risk Summary' set out on pages 7-9 of this Information Memorandum. WiseAlpha Technologies Limited is authorised and regulated by the FCA (firm reference number: 751087).

The offer of WiseAlpha Investment Bonds is not currently subject to the prospectus rules and, therefore, the requirement to prepare an approved prospectus, as it falls within the exemption at Paragraph 9 of Schedule 11A of the FSMA.

This Information Memorandum has been approved as a financial promotion for the purposes of section 21 of FSMA 2000, by WiseAlpha Technologies Limited. This investment is intended for the following classes of persons only:

(a) Existing clients of a financial adviser regulated by the FCA;

(b) Persons who meet the criteria for being a professional client in accordance with the Conduct of Business Rules ("COBS") 3.5;

(c) Persons who qualify as certified high net worth individuals in accordance with COBS 4.7.7

(d) Persons who qualify as certified sophisticated investors in accordance with COBS 4.7.7

(e) Persons who confirm that they will only invest 10% of their net assets in non-readily realisable securities in accordance with COBS 4.7.10

The full requirements for each category of investor can be found on the website at www.wisealpha.com. In addition to any certificate or confirmation you give us, you may be required to demonstrate that investment in WiseAlpha Investment Bonds are appropriate for you.

This Information Memorandum does not constitute an offer to sell, or the solicitation of an offer to buy, WiseAlpha Investment Bonds in any jurisdiction in which such offer or solicitation is unlawful. This document is not available to persons outside the United Kingdom and does not constitute an offer or invitation to invest in any company to any such persons. For the avoidance of doubt, WiseAlpha Investment Bonds are offered to persons in the United Kingdom only. United States. WiseAlpha Investment Bonds have not been, and will not be, registered under the Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any of the states of the United States.

Accordingly, the WiseAlpha Investment Bonds may not be offered or sold directly or indirectly in the United States or to or for the account or benefit of any US Person except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable securities laws.

The Directors have however determined that the WiseAlpha Investment Bonds may not be offered, sold or transferred, directly or indirectly, in the United States or for the benefit of any US Person. Each purchaser of WiseAlpha Investment Bonds shall therefore be asked to certify that they are not a US Person, are not receiving the WiseAlpha Investment Bonds in the United States, and are not acquiring the WiseAlpha Investment Bonds for the account of a US Person.

In this Information Memorandum, "US Person" means a citizen or resident of the United States, a corporation, partnership or other entity created or organised in or under the law of any of the United States, or any person falling within the definition of the term "US Person" under Regulation S promulgated under the Securities Act.

31 January 2017

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Need some help?

We understand that sometimes you might need further information or be unsure of certain details contained within this document. Please don't hesitate to contact us on +44 1983 220061 with any questions.

We cannot provide you with financial advice, but we are always willing to provide you with information or discuss any administrative queries with you.

Risks

Investing in WiseAlpha Investment Bonds carries risks to your capital and we encourage you to read about these risks before you invest. Although we are committed to ensuring you receive the headline returns outlined in the Summary Document, and get your capital back, no investment is without risk. It is important that you understand these risks as well as the benefits. Please speak to a financial adviser who can guide you if you are in any doubt.

Introducing the WiseAlpha INVESTMENT BOND

- ✓ The WiseAlpha Investment Bond is a fixed-term bond, targeting an attractive annual return
- ✓ The issuing entity, WiseAlpha Investment Limited, is a specialist lending company and will use the bond proceeds to primarily gain exposure to senior secured loans and bonds and unsecured high yield bonds of large British corporates via WiseAlpha Notes or directly in the institutional capital markets
- ✓ By investing in WiseAlpha Investment Bonds, investors can gain exposure to the multi-trillion wholesale corporate debt market that is currently the preserve of institutional investors
- ✓ Choose your duration: 1-7 year terms
- ✓ Coupons payable annually
- ✓ Underlying loan and bond assets WiseAlpha Investment gains exposure to are focused on large UK corporates
- ✓ Enhanced investment alternative to individual fixed income investments offered on the WiseAlpha market

The WiseAlpha Investment bond is not covered by the Financial Services Compensation Scheme and your capital and interest is at risk. Tax treatment depends on individual circumstances and is subject to change. Your capital will be tied up for a fixed term, and past performance is not a reliable guide to future returns.

Senior Secured and High Yield Corporate Lending

Until now, the banking market has inhibited smaller investors from accessing the institutional loan and bond market with the focus of arranging banks to provide these investments to pension funds and specialist funds and banks. WiseAlpha through its unique online marketplace is now making this asset class accessible to a wider investment audience and WiseAlpha Investment Bonds provide a unique way to lock in an attractive fixed return.



Management TEAM



Rezaah Ahmad

Founding Partner and CEO

As founder and CEO Rezaah is responsible for driving the strategic growth of wiseAlpha and managing its operations day to day. Rezaah is an entrepreneur who started his career in the M&A and Leveraged finance teams at Deutsche Bank. He helped structure and execute numerous multi-billion debt financing and advisory transactions. He then worked at a multi-billion hedge fund investing in senior secured loans, high yield bonds, credit derivatives, equity and distressed debt. Rezaah has also been a board director and strategic advisor to TeleColumbus, a large cable television business in Germany. Rezaah studied Economics at the University of Cambridge and Management at the Judge Institute, University of Cambridge.



Aidan Hamade

Chief Technology Officer

Aidan spent 6 years working as a development manager and solutions architect building custom applications for multinationals including HSBC, Deutsche Bank and ANZ. In 2012 he founded a digital agency, Guerilla Software with Andrew Barrett working alongside Google Ideas and Shine Group designing and creating web based platforms using simple and intuitive solutions focusing on modern web patterns. Aidan studied Mathematics with Artificial Intelligence and graduated from The University of Edinburgh in 2002.



How to INVEST

- The minimum investment is £100.
- All interest is paid gross and members of WiseAlpha are responsible for assessing their own tax position.
- The WiseAlpha Investment Bonds is non-transferable however WiseAlpha Investment at its own discretion may repurchase the bond from an investor subject to liquidity.
- Available to UK based Individuals, Companies, Charities and Trusts.
- The WiseAlpha Investment Bond may be placed in a Self-Invested Pension Plan (SIPP) subject to the investment policy and procedures of the relevant SIPP.
- You can subscribe to WiseAlpha Investment bonds on the WiseAlpha market at www.wisealpha.com/smart-interest.

Getting Started



1

Open an account

Whether you want to invest as an individual or a corporation we offer an account that can fit your needs.



2

Add funds to your account

Transfer money into your account via debit card or bank transfer.



3

Select your investment



4

Receive interest income



5

Sell your investment

Receive your capital and accrued interest back by selling your investments to another user.

How are the bond funds used?

The bond funds are used by WiseAlpha Investment to:

- purchase senior secured loans or bonds and unsecured high yield bonds of large British corporates in the high yield bond and bank loan market
- co-invest in Notes (that correspond to individual loans or bonds) alongside Notes investors on the WiseAlpha Notes market

WiseAlpha Investment Bonds are therefore a separate form of investment to WiseAlpha Limited's Notes programme that are also offered on the www.wisealpha.com website.

The company has negligible operational costs as its sole activity is purchasing the investments described above using the www.wisealpha.com website that is maintained by WiseAlpha Technologies Limited and which funds the operating costs of the website.

Cashflow is earned from the underlying corporate loans, high yield bonds and Notes selected by WiseAlpha Investment.

You can subscribe to WiseAlpha Investment bonds using the WiseAlpha market SmartInterest™ tool
www.wisealpha.com/smart-interest

Senior secured and High Yield ASSET CLASS

WiseAlpha Investment is focused on lending in the senior secured and high yield asset class. Companies on the WiseAlpha Notes platform that WiseAlpha Investments may gain investment exposure to include VirginMedia, The AA, Vue Entertainment, RAC, McClaren and many other major brandname British corporates.

Senior secured and High Yield corporate lending



High quality borrowers

Established blue-chip companies with annual revenues of between £100m and several billion pounds



Comprehensive due diligence

Each loan or bond structured by a global investment bank with due diligence carried out by leading UK accounting and law firms.



Asset security

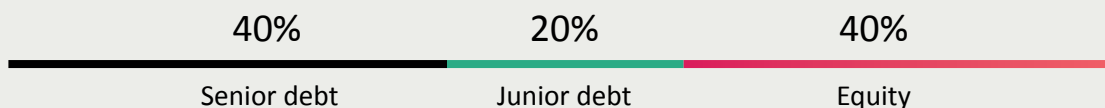
First ranking charge over the assets and a pledge over the company shares for senior secured debt. Second ranking security (but priority over equity holders) for high yield debt



Typical borrower structure

Senior secured corporate loans and bonds are the most secure capital piece and have first priority while high yield or mezzanine debt has priority over equity holders

*Typical borrow structure example



Types of INVESTMENT

The types of investment WisaAlpha Investment gains exposure to are shown below.

SENIOR SECURED BONDS

A bond in its simplest form is a debt security issued by a government, company or other institution.

Interest payments

- Interest every 6 months
- Fixed rate of interest

Capital repayments

- Capital paid back at maturity or earlier

SENIOR SECURED LOANS

A corporate takes out a loan from a bank and this loan is then syndicated amongst a group of lenders.

Interest payments

- Interest every 6 months
- Floating rate e.g. Libor +5.00%. When Libor (London Interbank Offered Rate) changes, the interest rate changes

Capital repayments

- Capital paid back at maturity or earlier

HIGH YIELD BONDS

A corporate takes out an unsecured bond from a syndicate of lenders which is sold in the international capital markets by global investment banks.

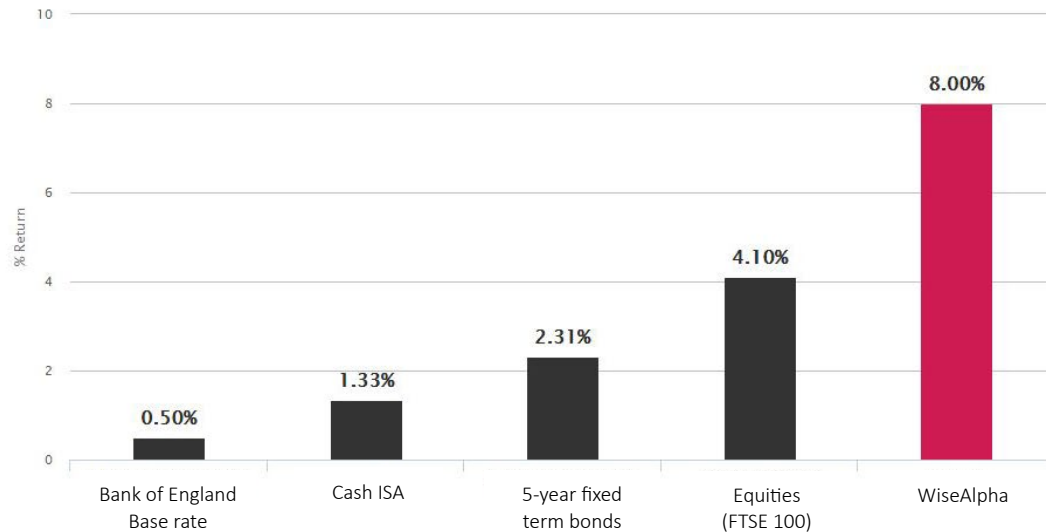
Interest payments

- Interest every 6 months
- Typically fixed rate

Capital repayments

- Capital paid back at maturity or earlier if subject is a price premium (an early payment penalty above the face value of the bond)
- Maturities tend to be 7-10 years

Solid RETURNS



Average annual interest rates*

Remember bonds are investments, not savings.

You are investing your money for a fixed term and your capital and interest are at risk.

Check out our risk [summary](#)

* Source: Data is correct as of 17/01/18, all figures displayed are Annualised Effective Rates. Data compiled from the Top 5 highest yielding products from moneyfacts.co.uk. Cash Instant Access ISAs are an average of the rates offered by Ipswich Building Society, Scottish Building Society, The AA, Leeds Building Society and Paragon Bank. 5 year fixed term bonds are an average of the rates offered by Secure Trust Bank, Paragon Bank, Atom Bank, Leeds Building Society and Charter Savings Bank. UK Equities data uses the annualised FTSE 100 Total Return Index 1999-2017, Sterling Corporate Bonds data uses the annualised Barclays Sterling Corporate Bond index (Investment Grade) 1999-2017, Sterling High Yield bonds uses the BofAML Sterling High Yield Index 2016-2017

Summary TERMS

Investors in the WiseAlpha Investment Bond should read the full terms and conditions of the bond offering which are located at www.wisealpha.com. A summary of the key terms is shown in the table below:

PURPOSE	To acquire corporate loans and bonds			
FIXED TERM	1 year	3 year	5 year	7 year
MATURITY INTEREST (pa gross)	3.00%	4.50%	6.00%	8.00%
ANNUAL INTEREST (pa gross)	3.00%	4.25%	5.50%	7.00%
INTEREST PAYMENTS	For Maturity Interest bonds interest is paid at the maturity of your bond. For Annual Interest bonds interest is paid on each anniversary. Interest is paid gross.			
ISSUER	WiseAlpha Investment Limited			
EARLY WITHDRAWAL	At our discretion and with a 2.5% charge. An adjustment to the rate for time actually held also applies.			
TRANSFERABILITY	Non-transferable however bonds can be repurchased at the discretion of the issuer			
WHO CAN TAKE UP THE BONDS?	UK and EU based (excluding channel islands) individuals, companies, charities and corporations			
MINIMUM DENOMINATION	£100			
MAXIMUM DENOMINATION	£5 million			
SECURITY	Unsecured			
CALL OPTION	Callable at any time			
CLOSING DATE	Subscriptions for bonds will be accepted on a continuous basis and issued in multiple series until closed at the discretion of WiseAlpha Investment Limited.			

[Click here for the full Terms & Conditions](#)

TAXATION

There is no withholding tax applied to WiseAlpha Investment Bonds.

Interest from WiseAlpha Investment Bonds is currently paid to Bond holders without any tax being deducted. Any income you earn from your investments in WiseAlpha Investment Bonds forms part of your overall income that is subject to personal or corporation taxation rules.

Interest payable to Bond holders on money invested is charged to income tax in the tax year the interest is received. For example, interest received on 31 December 2017 is received in and taxable for the tax year 2016/17.

You should declare any interest and capital gains to the HM Revenue & Customs on a self-assessment tax return if you are an individual or inform your local tax office. At the end of the tax year WiseAlpha will make available to all investors an Annual Income Statement, splitting out the relevant amounts for your tax return, to download from your account. If you are in any doubt about your tax position you should seek independent tax advice.



Risk

SUMMARY

HELPING INVESTORS TO UNDERSTAND THE RISKS

Investing in WiseAlpha Investment Bonds does carry risk and investors need to ensure that they have considered and understood all of the risks before deciding to invest in WiseAlpha Investment Bonds. Investing in WiseAlpha Investment Bonds mean that investors are lending money to WiseAlpha Investment Limited. Investors will not become shareholders or have any ownership stake in the company. Instead, subject to the risks that we describe here, investors will receive interest and at the end of the term of each WiseAlpha Investment Bond (when it matures), their initial investment amount back.

It is important to understand that WiseAlpha Investment is solely responsible for its financial status and consequently its ability to pay interest and return investor capital when the WiseAlpha Investment Bonds reach maturity.

Loss of investment and/or interest payments

Like all businesses, WiseAlpha Investment Limited is vulnerable to financial difficulty and investing in WiseAlpha Investment Bonds involves the risk of WiseAlpha Investment becoming insolvent. Should this happen, investors may lose some or all of their initial investment or all of any outstanding or future expected interest payments.

Even though we have put what we believe to be comprehensive risk processes in place to help mitigate the risk of financial difficulty, it is important that investors understand that such a risk exists. WiseAlpha Investment Bonds are not protected by the Financial Services Compensation Scheme (FSCS). There are two types of relevant FSCS protection: deposits and investments. Deposit protection applies when money belonging to investors is held in a segregated Client Account. With investments in WiseAlpha Investment Bonds, this occurs initially when investor money is transferred to us to make an investment and when interest payments and the repayment of capital are being made. While the money is in a segregated Client Account (which is likely to be a short period) it is protected by the FSCS deposit protection which is currently £75,000 per person. This Client Account is operated by Global Custodial Services Limited and is held with Santander plc.

Repayments of principal and interest will be made to the segregated Client Account. Should investors have any complaint about WiseAlpha Technologies Limited (which has approved the Information Memorandum for the purpose of FSMA 2000), the operator of the Client Account, that we are unable to resolve to the investors satisfaction, it may be possible to raise these with the Financial Ombudsman Service ("FOS"). For more detail on the FOS and their eligibility criteria see their website <http://www.financialombudsman.org.uk/>. We always welcome, and prefer, the opportunity to handle any concerns investors may have directly so please contact us at support@wisealpha.com.

Committing to a fixed term

Investors are committing their money for the length of the WiseAlpha Investment Bond's duration and so it is important they understand they cannot liquidate investments early unless their Investment WiseAlpha Investment Bonds are redeemed by WiseAlpha Limited. Investors should bear this in mind when deciding the amount they are happy to invest and the term of the WiseAlpha Investment Bonds selected.

The WiseAlpha Investment Bonds shall not be dealt in or negotiated on any stock exchange or other recognised or capital market in the United Kingdom or elsewhere and no application has been or will be made to any recognised Investment Exchange for the listing of, or for permission to deal in, the WiseAlpha Investment Bonds.

Early call risk

WiseAlpha Investment Limited has the right to repay its WiseAlpha Investment Bonds early. Should this happen WiseAlpha Investment Limited would return the money the investor initially invested and the amount of interest that has been earned and not paid up to that date. This right is included in the Terms and Conditions.

Interest rate and inflation risks

WiseAlpha Investment Bonds pay interest at a fixed rate rather than at a variable rate that can change during the life of the WiseAlpha Investment Bond. Fixed rates remove the uncertainty associated with variable rates – however, there is a risk that fixed rates become less attractive if interest rates available elsewhere go up whilst an investor is invested in the WiseAlpha Investment Bond. Similarly, high inflation could adversely impact investors "real" (inflation adjusted) return over time.

Business risk

As with all businesses, good management of WiseAlpha Investment should mean better financial performance. Poor financial performance may impact WiseAlpha Investment Limited's ability to repay the interest and capital due to holders of WiseAlpha Investment Bonds and so it is important for investors to understand the risks. The success of the business depends on a variety of factors which include the quality of its customer base, the quality of its revenue streams, the value of any assets held as security, and their liquidity. In addition, WiseAlpha Limited is a body corporate registered in the BVI and in the event the company suggests an insolvency event investors may be exposed to recovery process in a jurisdiction outside of the UK.

Credit risk

If corporates fail to make the Loan or bond payments that they owe to WiseAlpha Investment Limited or to WiseAlpha Limited under the Notes programme in which WiseAlpha Investments Limited may also co-invest; WiseAlpha Investment's ability to pay interest and capital to holders of WiseAlpha Investment Bonds could also be affected. Although WiseAlpha Investment focusses on lending investments in large companies who tend to be better prepared for changes in economic factors (such as interest rate changes, inflation, political and regulatory changes, etc.) there is still a risk that these factors can affect the borrowing companies WiseAlpha Investment lends to or other company specific risks which they face.

Use of leverage

WiseAlpha Investment Limited may from time to time use margin or other types of financing to purchase the credit assets it acquires. Additional borrowings may be employed at WiseAlpha Investments Limited and at the level of any investee entity or account with a trading counterparty (including any special purpose vehicle ("SPV") that may be established by the Company in connection with obtaining secured leverage against any of its assets). In the future, the Company may seek to securitise all or parts of its portfolio of credit assets and may establish one or more SPVs in connection with any such securitisation.

Balancing investments with repayments

Fully investing the bond proceeds in credit assets is an important part of generating enough revenue to make the interest payments to holders of WiseAlpha Investment Bonds. At the same time, WiseAlpha Investment needs to time the sale or receipt of proceeds from its lending in such a way that it has, at any one time, enough money to make any payments due to holders of WiseAlpha Investment Bonds. If WiseAlpha Investment does not achieve this balance effectively, this could impact on its ability to meet payments due to holders of WiseAlpha Investment Bonds.

Economic risk

The businesses which WiseAlpha Investment lends to (or is entitled to receive payments from) are subject to UK-based economic risk. If there are adverse changes in the market or in the macro- economy this could cause WiseAlpha Investment Limited to generate less income than expected which could in turn impact its ability to make payments to holders of WiseAlpha Investment Bonds.

Conflicts of allocating deal flow between different WiseAlpha group entities

WiseAlpha Limited which operates the main Notes programme on the platform may be interested in lending investments which are relevant for WiseAlpha Investments Limited. As a result, a deal allocation policy is in place to ensure that a set process is followed which seeks to balance all interests involved.

For further information please contact



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Adviser and Investor Enquiries

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✉ investing@wisealpha.com

WiseAlpha Technologies Limited (FRN: 751087) is authorised and regulated by the Financial Conduct Authority in the UK. WiseAlpha Technologies Limited is a company registered in England, with its registered office at Level 39, One Canada Square, Canary Wharf, London E14 5AB (Company No. 08967521).

www.wisealpha.com
