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INFORMATION MEMORANDUM

APG PI Limited Opportunity Fund Loan Note 1

July 2023

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

IMPORTANT INFORMATION

Capital at Risk | No Financial Services Compensation Scheme | Illiquid Investment

If you are in any doubt about the contents of this document, we strongly recommend that you should consult and seek advice from an authorised person who specialises in advising on the acquisition of Loan Notes and is authorised under the Financial Services and Markets Act 2000 ("FSMA"). An investment in APG PI Limited ("APG", "Company", the "Issuer") will not be suitable for all recipients of this Information Memorandum ("IM").

Investors should note that while Blue Water Capital Limited is regulated by the Financial Conduct Authority, the investment opportunity described herein is not a regulated product. Blue Water Capital Limited is regulated by the Financial Conduct Authority and is an authorised under the FSMA. Blue Water Capital Limited is acting for the Company and for no one else and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Blue Water Capital Limited or for providing advice in relation to the contents of this document. Blue Water Capital Limited accepts no liability for the accuracy of any information contained in this document. The Company and its Director accept responsibility for the contents of this IM.

Investors should note that while Blue Water Capital Limited is regulated by the Financial Conduct Authority, the investment opportunity described herein **is not a regulated product**.

The purpose of this IM is to provide information to persons ("Investors", "Loan Note Holders") who have expressed an interest in the possibility of subscribing for APG PI Limited Loan Note ("APG Loan Notes", "Loan Notes") issued by the Company.

Investing in the Company is speculative and invested capital is at risk of partial or total loss. The attention of prospective investors is drawn to the contents in this IM entitled "RISK FACTORS".

This IM does not purport to be all-inclusive or necessarily contain all the information that a prospective Investor may desire in investigating the Company. The IM may be subject to updating, revision or amendment. Interested parties should carry out their own investigations and analysis of the IM and of the data referred to in the IM and should consult their own advisers before proceeding with any investment in the Company.

This IM does not constitute an offer for subscription. Offers to subscribe for Loan Notes will only be extended to those potential investors who meet certain eligibility criteria.

This document is addressed in the United Kingdom only to persons whom the Directors of the Company believe to be either (i) certified as a 'high net worth investor', (ii) certified as a 'sophisticated investor' or (iii) self-certified as a 'sophisticated investor', in each case in accordance with **FinProm**; or pension fund trustees who are investing pension money where the beneficiary of the pension would otherwise be entitled to invest in accordance with the terms of this invitation. It is not intended to be distributed or passed on, directly or indirectly, to any other class of persons.

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

Prospective Investors should consider carefully whether an investment in APG Loan Notes is suitable for them in the light of their personal circumstances. APG Loan Notes are a secured debt of the Issuer and may not be a suitable investment for all recipients of this IM. There is no certainty or guarantee that the Issuer will be able to repay the Loan Notes.

To the best of the knowledge and belief of the Company and the Directors of the Company who have taken all reasonable care to ensure this is the case, the information contained in this IM is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

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

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

The financial illustrations in this IM are given for illustrative purposes only, should not be construed as a profit forecast or estimate and are not guaranteed.

This IM does not constitute a prospectus to which the Prospectus Rules of the Financial Conduct Authority apply. Therefore, this IM and the instrument have not been approved by the Financial Conduct Authority or any other regulatory body. You should ensure that you have read and understood all of this IM before applying for APG Loan Notes.

All statements of opinion and/or belief in this IM and all views expressed regarding the Company's projections, forecasts and statements relating to expectations of future events are those of the Company and its Directors. No representation or warranty is made, or assurance given that such statements, views, projections or forecasts are correct or that the Company's objectives will be achieved.

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

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SUMMARY

The following is a summary of the key points pertaining to the opportunity to invest in the Loan Notes of the Company and should be read in conjunction with the full text of this IM.

The Company was established in December 2022 and is a wholly owned special purpose vehicle (“SPV”) of APG Strategic Developments Limited. The Company was established to raise funds through the issue of Loan Notes.

APG Strategic Developments Limited is the group holding company controlling a number of development SPVs (“Acorn Property Group”, “Acorn”). The Acorn Property Group is seeking to increase its existing funding resources to enable the further expansion of its business within the South West of the country.

SPVs are widely used in the property development and construction industries. They are legal entities set up for a specific purpose to isolate risk. They are designed to prevent adverse risk being transferred to or from the owners of the SPV, the operations of which are limited to the acquisition and financing of specific property assets.

The Company is seeking to raise up to £20,000,000 by issuing Loan Notes to further expand its development and joint venture activities over the numerous sites that the Group companies have purchased and further sites the Company may purchase in the future. In addition, the Company may use part of the proceeds raised to replace mezzanine and equity debt already in place.

Issuer

APG PI Limited

Annual Return

2 Years – 10% and 12%

Security

Corporate guarantee from APG Strategic Developments Limited in favour of the Security Trustee (holding on behalf of the Loan Note Holders) and a Debenture in favour of the Security Trustee (holding on behalf of the Loan Note Holders) over the assets of the Company.

Terms

Two Years/24 Months

Launch Date:

July 2023

Closing Date:

July 2024

Ranking

All Loan Notes will rank pari passu, equally and rateably without discrimination or preference alongside all secured creditors of the Company.

Minimum Investment

The minimum investment is £20,000

Maximum Investment and Target Raise

The maximum investment is £20,000,000

Transferable

Ownership of the Loan Notes cannot be transferred to another party (as per the terms set out in the instrument)

Security Trustee

Blue Water Capital Limited

Receiving Agent

Blue Water Capital Limited

Early Redemption by Investors

Investors cannot redeem the Loan Notes before maturity.

Early Repayment by Company

From a date not earlier than six months prior to the redemption date, the Company may at any time, by giving the Loan Note Holders not less than one month's written notice, repay the principal amount of all or a portion of the Loan Notes. The Company shall pay to the Loan Note Holders the principal amount of, and all accrued interest on the Loan Notes up to (and including) the date of such redemption.

APG Loan Notes

The Company is offering two variations of a £20,000,000 Loan Note to Investors.

Two Year Income Loan Notes

Coupon: 10% per annum

Coupon Payment: Quarterly

The Loan Note will be a two year term and returns will be paid quarterly in arrears.

Two Year Capital Growth Loan Note

Investors may opt for returns on the Loan Notes to be paid at their maturity date at the end of the two year term.

Coupon: 12% per annum

Coupon Payment: On maturity

Reinvestment

Prior to maturity, Investors will be given the opportunity to reinvest their investment into any further series of Loan Notes the Company has issued.

Security

Investor security is the Company's priority.

In the event of a default, as defined by the Loan Instrument, the Security Trustee will have the benefit of a debenture over the assets of the Company

In addition, in the event of a default, as defined by the Loan Note Instrument, APG Strategic Developments Limited, has provided a corporate guarantee for the purpose of providing credit support for the Company's obligations under the Loan Note Instrument. The guarantee is limited to the principal amount invested by the Loan Note Holders.

THE MARKET AND THE COMPANY

Background

Established in 1995, Acorn Property Group is an independent housebuilder and regeneration specialist. It has a long track record of successful award-winning developments throughout London, the South West of England and South Wales.

Acorn creates bespoke, design-led developments that enhance their immediate environment. Headquartered in London and with four offices in the South West and South Wales, Acorn uses its extensive local knowledge to find sites that can be sensitively developed to meet the needs of the local community, building sustainably wherever possible. Acorn uses in-house architects, interior designers, town planners, surveyors and construction managers who work with its brand, sales and marketing teams to make the most of every opportunity.

By working closely with landowners, investment funds, architects, local authorities and other public bodies, housing associations, introducers and charities, Acorn strengthens its local relationships to ensure the success of current and future developments. Driven by its commitment to repurposing existing buildings and its 'fabric-first' approach to new build homes, in mid-2021 Acorn launched Acorn Green, an initiative that puts sustainability at the heart of the design process.

Acorn builds using components and materials that deliver maximum performance benefits, always keeping ahead of current building regulations. By tailoring developments to meet local needs and taking time to find the right brownfield or greenfield opportunities, Acorn has a strong and diversified development pipeline.

Acorn is currently developing a broad range of residential, mixed-use and commercial sites in coastal, urban and rural locations with projects on brownfield and greenfield sites, featuring new build and conversions including listed buildings. Over the next three to five years Acorn estimates it will deliver over 1,700 homes with a total value in excess of £940m.

Timeline

1995 - Acorn Property Group is established, opening its head office in London.

2007 - Acorn opens its second office in Newquay and 'Acorn Blue' is born.

2013 - Now one of the biggest regions, Acorn Bristol opens its doors.

2014 - Acorn's presence extends to Wales as a new office is opened in Cardiff.

2018 - Acorn Exeter opens to further increase coverage of the South West.

Financial Summary

£112.7m - Turnover 2020/21

£108.2m - Estimated Turnover 2021/22

£1.1bn - Value of Development Pipeline

£26.2m - Net Asset Value (Trading Group)

£46.3m - Fair Value Balance Sheet

£72.5m - Total Group Fair Value

Strategy

Acorn has a long track record of successfully completed developments throughout London and the South West. The Group are currently developing a broad range of residential, mixed-use and commercial sites in coastal, urban and rural locations with projects on brownfield and greenfield sites, featuring new build and conversions including listed buildings.

Acorn looks at each scheme on its individual merits, starting from scratch each time on every element of design. When Acorn purchases a site it balances a stringent risk analysis process with a hugely creative team who are driven to identify only profitable and deliverable schemes. Acorn has longstanding relationships with banks and lenders who have backed the Group's vision and expansion.

Nationally, Acorn sees the South West as the most positive region with excellent housing opportunities, a growing population, improved transport lines, excellent employment opportunities, good schools and beautiful landscape and coastland. Although Acorn provides homes to all sectors of the community Acorn's market is dominated by families, downsizers, and retirement buyers which are the most affluent and sustainable economic group of purchasers.

Acorn has twenty-eight live sites and twelve sites coming soon. There are over 1,700 homes in the existing development pipeline over the next 3-5 years.

In conjunction with developing the existing pipeline and expanding our activities in the South West, Acorn has a number of key business principles and objectives for the short to medium term.

Acorn hopes to maintain a wide variety of projects in each region to meet demand from a broad selection of buyers ensuring Acorn's business is not reliant on any one sector or region whilst upholding the highest standards of sustainability and design throughout all of our schemes ensuring accessibility to all buyers.

Acorn will strive to continue to build the Acorn brand and to specialise in bespoke developments and avoid competition with larger housebuilders or small local developers. Acorn will focus on sites of twenty to one hundred units in medium to high value areas (£280-£1,000 per sq. ft) which cater for identifiable local demographic and economic needs.

Acorn will continue to champion its response to the housing crisis in this country which goes beyond the architectural principles and urban design theories but deals with the future needs of communities. Acorn understands a community's history and aspirations, their lifestyle and collective memories and seeks to create animated and functional urban forms in order to reinforce the continuity of a neighbourhood's character and flavour.

Due Diligence

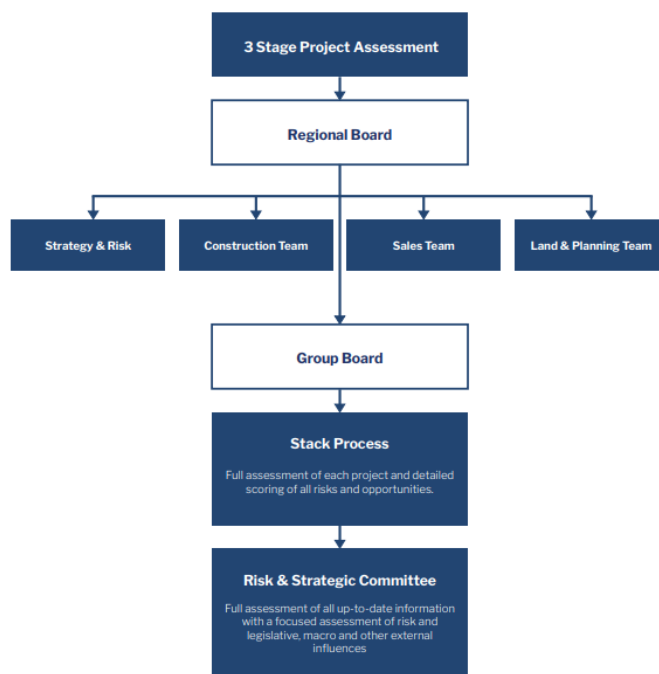
Risk Management

Risk is the most important part of any development process.

Acorn undertakes a robust assessment of all aspects of every scheme, consulting with both internal and external professionals. All schemes are initially looked at by the regional team who examine deliverability and planning risk, construction costs and values.

During this stage there are a series of processes designed to identify all risks and opportunities. Once this process is complete, a detailed information pack is then passed to the Group Board and professional teams to assess all of the information provided. A further report is produced and once the scheme meets the appropriate criteria, it is approved.

Lastly, there is a third and final review prior to any purchase becoming unconditional. This involves a thorough re-examination of risk and ensures that the early assumptions made apply and that no legislative matters or other macro influences affect the decision to proceed.



Construction Risk

Excluding the cost of the land, construction represents the largest element of any development's cost. The construction process is also fraught with both risk and opportunity and Acorn vigorously interrogates all elements of this. Acorn undertakes extensive due diligence on all our contractors and sub-contractors.

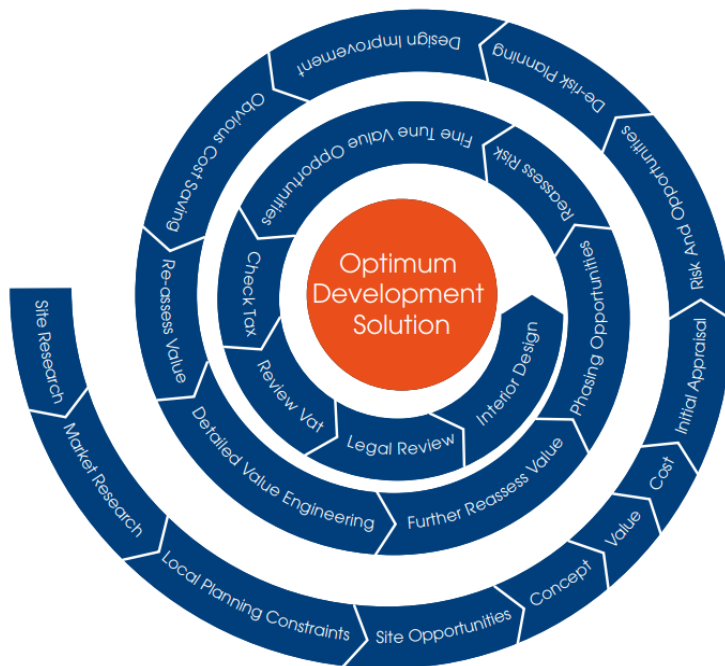
Acorn invests a huge amount of time ensuring the right construction procurement route is identified, whether it be direct construction, a fixed price design & build contract or a traditional open book tender process. To obtain the best possible construction prices, Acorn operates a multiple stage tender process and carefully interrogate all prices to ensure that it obtains not only the best price, but realistic prices. Acorn adopts the latest form of construction contracts, warranties and insurances. Furthermore, it employs only vetted professionals for each aspect of the process who at all times are monitored by Acorn's own experts to ensure best practice throughout.

Acorn Green

Acorn Green represents Acorn's unique, holistic approach to carbon reduction and its commitment to creating inspiring new communities which fulfil the current and future needs of its residents, while respecting and protecting the environment. Each Acorn development is individually and intelligently designed and built to the highest standard, ensuring that it makes a positive contribution to the local surroundings, creating an inclusive community where residents and nature can flourish long after Acorn's role in the development is complete. Acorn continually explores ways to move nearer to its zero-carbon goal. Acorn's construction teams are striving towards creating the Company's first zero-carbon homes, using further lower-carbon materials.



Creating Added Value



To create the most profitable development whilst managing risks means identifying the Optimum Development Solution.

To achieve this, Acorn requires a dedicated team of professionals through all aspects of the development to carefully balance the many risks and opportunities.

This requires a tireless and constant review process that when embraced is a virtuous circle, constantly reducing cost and risk and increasing value.

The Market

Acorn carefully manages the affordability of its price point to stay in the range of the highest local demand.

Acorn attracts buyers from mostly older age groups including families, downsizers and retirees. Acorn's buyers are generally driven by 'need' and are not limited to buy to let or investors, which has meant that the business uncertainty caused by interest rate rises has had limited impact. The majority of Acorn's buyers have no or small mortgages.

Acorn seeks to develop in areas of low supply and high demand and our experienced, regional land teams ensure a steady flow of profitable new sites are available. All Acorn developments are bespoke and reflect the site and local community.

The majority of Acorn's schemes involve the regeneration of brownfield sites, replacing and converting redundant buildings to create houses and, where appropriate, offices and retail spaces. Acorn develops a wide variety of sites; urban, rural, coastal, brownfield, greenfield and conversions, including many listed buildings.

The market in the regions is dominated by the larger housebuilders developing large, out of town sites of an average standard and by small local builders. There is little competition in the medium size market and Acorn has a very strong market presence and flow of opportunities and a considerable reputation within the areas that it operates.

Revenues

The Company intends to repay the principal and make return payments to Loan Note Holders from the sale of the development assets.

Example Projects

Acorn Property Group has provided a selection of its developments in the South West that require funding, in the attached document.

Green Park, Chillington, South Devon

Site Status:

- Site Purchased
- Reserved Matters Planning Permission has been achieved – planning ref: 17/1640/FUL
- Senior debt funding has been obtained; work to commence in Spring 2023

Acorn's Exeter office has obtained planning permission to develop a collection of new houses off Green Park Way in the village of Chillington in South Hams, Devon.

The new affluent development will comprise of 3 and 4 bedroom open market houses along with affordable 1 and 2 bedroom apartments and 2 and 3 bedroom houses.



Chillington is a pleasant Devonshire town located in the South Hams district on the edge of the South Devon Area of Outstanding Natural Beauty. It is located on the A379 between Kingsbridge and Stokenham and in close proximity to Slapton Sands, Kingsbridge Estuary and Salcombe making it a popular place to live.

Chillington enjoys all the local facilities expected from a rural settlement including a modern health centre, public house, village hall, playing fields, post office/general store, butchers, garage and hair dressing salon. It is also only two miles from the beautiful beaches of Torcross and Blackpool Sands. Meanwhile the adjoining village of Stokenham provides further local shops, two more public houses and a primary school.

Kingsbridge is the nearest large town just 5 miles away which offers employment opportunities, wider shopping outlets and the well-regarded Kingsbridge Community College. The nearest cities are Exeter and Plymouth, both around an hour's drive away providing a regional role with major hospitals, universities, transport hubs and shopping.

The 3 hectare site itself consists of three agricultural fields which sit behind a row of houses on Green Park Way to the northern edge of Chillington. Beyond the site to the north, east and west lie open countryside.

The site slopes upwards to the north giving great views across the wider landscape from the northern areas of the site.

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Kingsbridge is the nearest large town just 5 miles away which offers employment opportunities, wider shopping outlets and the well-regarded Kingsbridge Community College. The nearest cities are Exeter and Plymouth, both around an hour's drive away providing a regional role with major hospitals, universities, transport hubs and shopping.

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Financial Summary	
Phase 1 – GDV *	£12,095,000
Phase 2 – GDV	£15,050,000
Affordable Housing – GDV	£ 4,500,000
Total GDV	£31,645,000
Build Costs	£16,224,405
Purchase Price and Other Costs	£ 10,265,157
Total Costs	£26,489,562
Gross Profit	£ 5,155,438

Number of Units	The site will be developed in 2 phases over 3 years
Phase 1	17
Phase 2	23
Affordable Housing	22

Urchfont, Hale Farm, Wiltshire

Site Status:

- Site Purchased
- Full planning – planning ref: 19/11986/FUL)
- Senior debt funding has been obtained
- Construction has commenced



The proposed development will provide 13 new homes within an attractive landscaping setting. The dwelling types will range from two-bedroom to four-bed detached homes to be delivered by way of both private residential (9 units) and affordable housing (4 units).

It is Acorn's intention to provide a distinctive and attractive development which responds to the character of the surrounding context; respects the existing woodland and other landscaping features; and is considerate of the surrounding natural and built landscape and the local community.

The village of Urchfont, which forms part of the famous Pewsey Vale with its surrounding rolling downland and countryside, is renowned for its central duck pond and properties with fine period properties.

Urchfont has a number of amenities all within walking distance to Hales Farm. There is a junior school, church, community shop, The Lamb public house and post office.

Urchfont is a quintessential English village located five miles from Devizes and fifteen miles from Marlborough. Other major city centres such as Swindon, Chippenham, Marlborough, Bath and Salisbury are all within a thirty mile radius.

Urchfont is on the doorstep of open countryside and has its own ancient woodland, Peppercombe woods, managed by the Wiltshire Wildlife trust.

Urchfont won Best Kept Village in the Kennet section (District Round) and Best Kept Village (County Round) for medium sized villages in 2019. No competition was held in 2020 due to COVID, but In 2021 Urchfont won the CPRE Wiltshire Laurence Kitching 'Winner of Winners' Best Kept Village competition.



Typical thatched house within the village of Urchfont



Urchfont Duck Pond

Financial Summary	
Phase 1 – GDV *	£7,220,000
Affordable Housing – GDV	£ 860,000
Total GDV	£8,080,000
Build Costs	£4,193,479
Purchase Price and Other Costs	£ 2,564,920
Total Costs	£6,758,399
Gross Profit	£ 1,321,601

Number of Units	The site will be developed in 1 phase over 2 years
Private Residential – Phase 1	9
Affordable Housing	4

St Leonards Quarter, Exeter, Devon

Site Status:

- Site Purchased
- Detailed Planning Permission has been achieved – planning ref: 17/1640/FUL
- One third of the site has been presold
- Work has commenced on site and marketing suite has been erected

Acorn's Exeter office received planning permission for the provision of 146 houses on 19th March 2018.

The permission will see the redevelopment of the former academy site, delivering new houses, a new 68-bed Care Home and 61 Assisted Living apartments together with landscaped public realm.

This site covers circa 8 acres and commands an enviable position in the heart of the sought after area of St Leonards, approximately 1 mile from Exeter City Centre.

Offering fantastic views of the Holden Hills to the south, it immediately overlooks the weirs of the Exe River. Access is taken directly from Topsham Road which is one of the main routes into the City Centre.

The charity, Exeter Royal Academy of Deaf Education (ERADE), has been educating deaf children from this site for over 190 years but was under pressure to relocate to a more modern facility. The purchase of this site by Acorn was facilitated by the relocation of the academy to a new 7 acre site, formerly owned by the University of Plymouth





The residential element of the development will provide 146 new houses with a mix of 1, 2, 3, 4 and 5 bed houses and apartments. Thirty-five of the new houses will be affordable (shared ownership and social rented tenure). The development will also retain St Leonard's Pre-School on site.

The scheme provides 180 car parking spaces in the form of on-street parking bays, garages and undercroft parking.

Each dwelling will have private amenity space with all houses having access to private gardens and terraces.

Care Home and Assisted Living

The Care Home and the Assisted Living element of the site has been sold. It has been designed by a nominated provider, working closely with Acorn, to achieve the highest and most modern standards of care whilst ensuring that the design of this element of the site blends and compliments the residential element of the development but is also sensitive and appropriate to its setting.

Financial Summary	
Phase 1 - GDV*	£ 35,772,800
Phase 2 - GDV	£ 22,578,000
Affordable Housing - GDV	£ 6,800,000
Other Income	£ 5,367,500
Total GDV	£69,831,883
Build Costs	£32,784,053
Purchase Price and Other Costs	£27,114,681
Total Costs	£59,898,734
Gross Profit	£11,896,073

Number of Units	The site will be developed over 4 years
Phase 1	73
Phase 2	46
Affordable Housing	41

The Old Printworks, Frome, Somerset

Site Status:

- The site is being developed in Joint Venture with the landowner
- Outline Planning Permission has been achieved – planning ref: 2015/1392/OTD
- Senior debt funding has been obtained
- Construction has commenced on site; Phase 1 works complete and 100% sold and Phase 2 construction is well under way and 78% sold



Frome is a market town located in Somerset at the eastern end of the Mendip Hills, on the River Frome. The town centre is served by a range of services and facilities and is known for its strong independent retailing sector.

Frome is within commutable distance to neighbouring towns, being 9 miles south west of Trowbridge, 14 miles south of Bath and 111 miles west of London.

The site is serviced by Caxton Road and Adderwell Road and is situated approximately 0.6 miles South East of Frome Town Centre.

The project is being undertaken as a Joint Venture with the existing landowners, with Acorn providing funding, development management, construction and sales.



The proposed development includes the demolition of existing buildings to facilitate a mixed use scheme including housing, a neighbourhood centre, open space and associated works. The development includes 158 residential dwellings and a neighbourhood centre with a commercial floorspace of 4,815 sqft comprising of 2 units.

Outline planning consent was granted in September 2016 for approximately 160 units.

- 34 apartments - Open Market
- 22 apartments - Affordable Housing
- 102 houses - Open Market
- 4,871ft² Commercial Space

The site is being developed in three phases with the social housing being sold by way of a Golden Brick Arrangement.

- Phase 1 – 51 units
- Phase 2 – 62 units
- Phase 3 – 38 units

Financial Summary	
Phase 1 – GDV *	£18,202,350
Phase 2 – GDV	£20,801,500
Phase 3 – GDV	£14,055,000
Affordable Housing GDV	£ 914,940
Total GDV	£53,973,790
Total Build Costs	£33,811,242
Purchase Price and Other Costs	£9,723,356
Total Costs	£43,534,598
Gross Profit	£ 10,439,192

Number of Units	The site will be developed in 3 phases over 5 years
Phase 1	51
Phase 2	62
Phase 3	38
Commercial	2

Gatcombe Orchard, Wrington, Somerset

Site Status:

- Site Purchased
- Detailed planning permission has been achieved – planning ref: 21/P/0019/OUT
- Senior debt funding has been obtained
- Construction has commenced on site



Site Plan



Proposed Development

Acorn Property Group has agreed the purchase of a Freehold site known at Gatcombe Farm, Wrington. The site is predominately surrounded by fields and woodland, and the site is located 700m from the centre of Wrington village and the village amenities. Within Wrington village are a wide range of facilities including shops, public houses, primary schools, a church and village hall.

The site slopes from the North to the South/Access road. The site was previously developed for commercial units and has a series of buildings located on it. Access to the site is via an unadopted road, approximately 250m long, leading from West Hay Road. There are two houses to the North of the site which the access road serves, as well as three houses to the south west of the site. The junction with West Hay Road was recently improved and will be modified to provide access to a new pedestrian path.

The proposed development will provide 37 new homes within an attractive landscaping setting.

It is currently proposed that dwelling types will range from two-bedroom to four-bed semi-detached, detached and terraced homes to be delivered by way of both private residential (35 units) and affordable housing (3 units). The nature of this brownfield land parcel with potential improved connections to the local village amenities creates an opportunity for residential redevelopment which would enhance the site and provide a benefit to the setting of the adjacent village.



Financial Summary	
Phase 1 – GDV *	£22,951,000
Affordable Housing – GDV	£ 648,423
Total GDV	£23,599,923
Build Costs	£11,057,315
Purchase Price and Other Costs	£ 7,557,855
Total Costs	£18,615,170
Gross Profit	£ 4,984,754

Number of Units	The site will be developed in 1 phase over 2.5 years
Phase 1	34
Affordable Housing	3

Saxonvale, Frome, Somerset

Site Status:

- Acorn has exchanged contracts to purchase subject to planning
- Outline Planning Permission with Some Matters Reserved– Planning ref: 2019/1180/OTS



Acorn Property Group has entered into a JV/Purchase Agreement with Mendip District Borough Council to develop a prime 10 acre site in the centre of Frome, Somerset.

The site has been assembled by Mendip Borough Council for the purpose of redevelopment and includes a vacant industrial building and a range of single storey derelict former warehouses and industrial buildings and is adjacent to the Grade II listed 'Old Silk Mill'.

Frome continues to be a fashionable and highly desirable market town due to its rural Somerset setting and good train links to Bath and London. It has recently been voted "The Best Place to Live" and the Country's most "Stylish Town" in a poll compiled by Trouva and reported in The Guardian.

Frome Train Station, located 15 minutes from the site, provides trains to destinations including London Paddington (1hr 36 mins), Weymouth (1hr 20 mins), Bath (39 mins) and Bristol (1hr 15mins).

In a recent Press Release of November 2018, Mendip District Council said:

"Mendip District Council has exchanged a conditional contract for the phased sale of Saxonvale to a developer to regenerate the derelict Frome Town Centre site.

Acorn Property Group will now work with the Council and other stakeholders to produce a masterplan for development of the site. The plan is to deliver a high quality commercial and urban living development, which will provide a mix of uses, and accommodation to help satisfy current housing demand. Acorn has over 27 years' experience of successfully creating a range of residential led refurbishment and new build schemes, specialising in bespoke developments to meet local community need.

Cllr Philip Ham, Mendip District Council's Portfolio Holder for Transformation, said; "We are delighted to have a Sale and Overage Agreement in place with Acorn and we have every confidence that they will deliver a fantastic scheme utilising their design led ethos to create a place that Frome can be proud of."

"Acorn were an attractive purchaser because of their long standing success in projects of this nature, they understood what was needed from the site and we are confident that this marks a significant step forward in the long history of this Frome Town Centre site."

Robin Squire, Regional Managing Director of Acorn's Bristol Office, said "We are delighted to be working alongside Mendip District Council in developing a shared vision for the site. We both see this as a fantastic opportunity to deliver a high quality bespoke scheme and a vibrant new extension to the already successful Frome town centre. Our approach to every site is bespoke, ensuring that what we deliver is successful and sustainable. We are extremely excited about taking this project forward and working with the local stakeholders".

Cllr Mel Usher, Frome Town Council said "Our initial impressions are that the scheme broadly reflects our previous position statement on Saxonvale and look forward to examining the plans in greater detail when they are considered by the town council. We welcome the opportunity to further engage with Mendip's vision for Saxonvale."

Following the confirmation of the agreement with Acorn, Cllr Siggs, said; "We have met with a number of stakeholders in Frome including Frome Town Council and have been listening to their views and that has helped to develop the vision. An emerging masterplan is also being produced by Acorn and their Architects Nash Partnership.

"We think that this will be a development that Frome will be proud of. Acorn will now work on the planning process and take the vision to the next stage."



The current development programme envisages that the site is constructed in 3 phases.

Phase 1 *Hillside*

Which will comprise of a less-dense semi-detached housing adjacent to the new riverside park and mixed-use (commercial and apartments) adjacent to Church Street and the M&S Food Hall.

Phase 2 *Parkside*

The design uses the landscape to provide undercroft parking and integral garages with houses and apartments above.

Phase 3 *West Saxonvale*

This area also includes the locally Listed Silk Mill studios, currently proposed to be converted into apartments, with potential for either an office space or a boutique hotel.

Parking is provided within undercroft, on-street or in private garages at circa 1.5 / dwelling.

The design will complement the historic character of Frome, with the scale and mass of proposals considering the setting of the Conservation Area. A mixture of predominantly stone, varied rooflines, courtyards and slate roofs will add interest, making use of the site's topography and mimicking the streets within the town centre. A high quality design solution for the site will make it a success.

Financial Summary	
Phase 1 – GDV *	£21,400,975
Phase 2 – GDV	£21,074,136
Phase 3 - GDV	£30,203,274
Affordable Housing - GDV	£ 940,363
Commercial - GDV	£ 9,709,000
Freehold	£ 1,100,000
Total GDV	£84,427,748
Build Costs	£57,153,438
Purchase Price and Other Costs	£16,571,761
Total Costs	£73,725,199
Gross Profit	£10,702,549

Number of Units	The site will be developed in 3 phases over 4 years
Phase 1	54
Phase 2	69
Phase 3	102
Affordable Housing	75
Commercial	8

Arcady Heights, Newlyn, Cornwall

Site Status:

- The site has been purchased
- Outline Planning Permission was granted in September 2019 and Reserved Matters Planning in September 2021 (planning refs: PA19/05691 and PA21/07338)
- Construction due to commence early Spring 2023



Demolition of a dwelling house and its outbuildings, and the erection of up to 4 dwelling houses and domestic garages, the formation of a vehicular and pedestrian access and closure of the existing access.

Earlier this year, Acorn completed on the purchase of this elevated 0.3 hectare site with sea views, which has planning permission for four detached houses and potential for a fifth house.

The site, as outlined in red, is located within the groups of property known as ‘Arcady’, within the confines of the coastal historic settlement of Newlyn. The site is within the jurisdiction of Penzance Town Council.

Although the site benefits from Reserved Matters planning permission for four houses there was originally a fifth house included in the planning application but then withdrawn with a view to protecting the four house permission. Despite this, we believe that there is potential for a fifth unit as there appears to be sufficient space and a fifth dwellings would likely sit comfortably in the street scene.

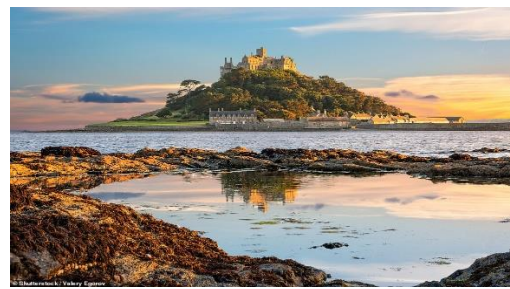
The site is located in Newlyn, a small town in West Cornwall and enjoys an elevated position allowing the properties far reaching views over the town, across Mounts Bay and towards St. Michael’s Mount.

Newlyn is an active fishing port and is home to one of the largest fishing ports in the UK, with over 40 acres of harbour.

Newlyn is fast becoming a vibrant and sought after location due to its artisan cafes, award winning seafood restaurants and traditional Cornish town feel.



Aerial shot of Newlyn



St Michael's Mount, Newlyn

Financial Summary	
Phase 1 – GDV	£ 3,750,000
Affordable Housing – GDV	£ N/A
Total GDV	£ 3,750,000
Build Costs	£ 1,842,109
Purchase Price and Other Costs	£ 1,277,118
Total Costs	£ 3,119,227
Gross Profit	£ 630,773

Number of Units	The site will be developed in 1 phase over 1.5 years
Residential	4
Affordable Housing	N/A

Bude, Cornwall

Site Status:

- Site purchased Subject to Planning
- A positive pre-application has been completed and a planning application will be made immediately
- Construction due to commence in late 2023



The Cliff Hotel is located in the prime address, in Bude, Crooklets Beach; it is surrounded by spectacular coastal scenery and National Trust land. The Cliff Hotel Bude has been owned and run by the current operators since 1999. It consists of the hotel building, pool building, car parking area, former bowling green and large unkept gardens. The site area is approximately 2.8 acres.



Financial Summary	
Phase 1 – GDV *	£15,420,000
Phase 2 – GDV	
Affordable Housing	£1,125,000
Total GDV	£16,545,000
Total Build Costs	£9,310,026
Purchase Price and Other Costs	£3,915,249
Total Costs	£13,225,275
Gross Profit	£ 3,319,725

Number of Units	The site will be developed in 2 phases over 3 years
Residential	18
Affordable Housing	8

Lee Bay, North Devon

Site Status:

- The site is being developed in Joint Venture with the landowner
- Planning permission approved in May 2022 – planning ref: 72859
- Construction commencing late-2023



The proposed development consists of the conversion of the attractive historic building into 17 apartments and the formation of four new build bespoke detached dwellings in the grounds, along with a café building and beach car park for the National Trust on the opposite side of the valley.

Converted Historic Building

17 apartments ranging from 1 – 3 beds

Houses

4 x 4 bed detached dwellings

The scheme is based around the extensive and attractive former hotel grounds, allowing owners the freedom to explore the private and secluded valley. Famous for its flora and fauna, in particular rare Fuchsias, the location is a real escape from everyday life, and arguably even more attractive in current times. In addition to the extensive grounds, owners of the houses, ground floor apartments and duplexes will have their own private south facing garden with sea views.

Lee is a small coastal village quietly tucked away in a deep combe on the dramatic North Devon Coastline, often referred to as Fuchsia Valley due to its maritime but sheltered climate. Lee and nearby Lincombe account for just over 100 properties and boast a church, village hall and the Grampus Inn all within walking distance, as is the South West Coastal Path which runs close to the boundary.

During the summer season this part of the West Country is a popular destination for families as the picturesque village experiences a maritime climate. Around low tide it's even possible to scramble over the rocks to the West and reach an amazing sandy cove.

From Lee there are a multitude of splendid contrasting local walks, most are well signposted and vary in type and length. Further afield, Croyde Bay, Woolacombe and Saunton Sands are all ideal for surfing and bathing. Nearby Saunton also offers a reputable championship golf course and Ilfracombe Golf course offers a view of the sea from every hole.



<ul style="list-style-type: none"> Financial Summary 	
Phase 1 – GDV	£16,307,500
Phase 2	
Affordable Housing - GDV	N/A
Total GDV	£16,307,500
Build Costs	£7,366,752
Purchase Price and Other Costs	£4,602,420
Total Costs	£11,705,420
Gross Profit	£4,602,420

Number of Units	The site will be developed in 1 phase over 2.5 years
Phase 1	20

Use of Proceeds

Proceeds raised from the issue of Loan Notes will be lent to SPV development companies of Acorn to further expand its development and joint venture activities over the numerous sites that the Group companies have purchased and further sites the Group companies purchase in the future.

Proceeds raised from the issue of Loan Notes may also be lent to SPV development companies of Acorn by virtue of loan agreements between the Company and those development companies to reduce the cost of Acorn's mezzanine and equity debt.

Company Structure

The current issued share capital of the Company is 100 Ordinary Shares of £1 in the ownership of APG Strategic Developments Limited.

KEY TEAM MEMBERS

Management Team

Romy Summerskill – Executive Chairman

Romy worked as an estate agent in central London for many years prior to forming Acorn in the early 1990s. Thereafter she managed development projects, funding and sales at Acorn directly for many years until the team expanded. Romy now acts as Chairman of the Group and oversees development design and group management.

Melanie Omirou - Executive Group Managing Director

Melanie has been at Acorn for over 20 years having previously worked at Credit Suisse and, prior to that, in estate agency. She has been Group Managing Director at Acorn for five years, combining that role with the management and procurement of all funding for the Group. She also acts as the head of Acorn's internal credit committee.

Rickard Eriksson – Finance Director

Rickard has worked at Acorn since January 2002 and laid the foundations for the financial control procedures and risk management at Acorn. He gained his ACCA membership in 2006 and became a Fellow in 2011. Rickard oversees the finance team involved in analysing our projects and is responsible for the Group-wide projections and Cashflow.

RISK FACTORS

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

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

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

RISK TO CAPITAL

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

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

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

ILLIQUID INVESTMENT

The Company is not yet listed on any stock exchange so Loan Notes cannot easily be sold. Also, as the Company is unlisted it is not subject to all the rules and regulations that apply to listed companies. The Loan Notes are not transferable and therefore prospective Investors should assume they will need to hold Loan Notes for the full term and therefore prospective Investors should not submit an Application Form unless they are prepared to hold the Loan Notes for their full term. In the event of the death of a Loan Note Holder or in other exceptional personal circumstances, individual Loan Note Holders may be repaid early. However, any such early repayment is at the Company's discretion and subject to there being sufficient cash available at that time.

FINANCIAL SERVICES COMPENSATION SCHEME AND REGULATION

Notwithstanding the involvement of one or more FCA authorised person in this Offer, please note that **this is an unregulated product.**

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

SECURITY NO GUARANTEE OF REPAYMENT

Even though the Loan Notes are secured by way of a debenture over the Company's assets (held by the Security Trustee for the benefit of the Loan Note Holders), meaning Loan Note Holders rank ahead of unsecured creditors in a default situation, the Company assets have not been valued and the presence of this security does not guarantee that investors in the Loan Notes will be repaid at maturity or receive their interest payments in full. The Loan Notes rank below employees, administrators but ahead of unsecured creditors. The Company also has the right enter other debt arrangements, issue further Loan Notes and to grant other security over its assets provided it ranks equal to or behind the security in favour of Loan Note Holders. This means that the Company's available assets may be spread around a larger group of secured creditors in a default or insolvency situation resulting in less being available to satisfy the claims of Loan Note Holders. Where the Company only, ultimately, has the benefit of second ranking security, the sale of a property for less than the predicted value could leave the Company out of pocket and ultimately impact its ability to repay Loan Note Holders.

Notwithstanding the security over the Company itself, held by the Security Trustee on behalf of Loan Note Holders, the Directors of the Company and its subsidiaries retain the right to enter into intercreditor deeds subordinating the security held by the subsidiaries over the properties being developed where bank or other senior funding is required for the development. The subordination of this security is permitted without Security Trustee consent where it is within the ordinary course of business and on reasonable commercial terms.

CORPORATE GUARANTEE NO GUARANTEE OF REPAYMENT

The presence of the corporate guarantee which itself is only limited to the principal invested in the Loan Notes, does not mean that returns to Loan Note Holders are themselves guaranteed because the Guarantor may have insufficient assets to meet demands by Loan Note Holders in the event that the Company is unable to service or redeem the Loan Notes.

FIXED INTEREST RATE AND INFLATION

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

NO RIGHT TO PARTICIPATE IN MANAGEMENT OR PROFITS BEYOND FIXED RETURN

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

SECURITY TRUSTEE

Whilst the security in favour of Loan Note Holders is held on their behalf by a Security Trustee, the Security Trustee shall not be responsible, nor shall face any liability, for any loss incurred by the Loan Note Holders relating to a failure of the Company to make payments (whether of interest or of the principal amount) to the Loan Note Holders when due. The Security Trustee will not have any ability or responsibility to protect any monies in the accounts of the Company which may have been set aside for payment of interest or the principal amount in respect of the Loan Notes.

The Security Trustee cannot guarantee return of any monies in the event of default. The Security Trustee has no role in the day to day management of the Company and its personnel are not experts in the Company's business. Accordingly, in the event that the security is enforced, there can be no guarantee that it will be possible to realise the assets for the same value as stated in the IM (or realise them at all in some cases).

CANCELLATION RIGHTS

Investors will have seven 7 working days from the date they sign the application form to cancel an application to subscribe for Loan Notes. Investors should review the term and conditions of application carefully and seek professional advice from financial intermediaries authorised under FSMA to advise on investments of this type.

Risks Relating to the Company

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

Performance Risk

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

Personnel

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

Regulatory Risk

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

Operational risk

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

- The capacity of the staff and systems to develop sites into homes and subsequently sell them.
- The ability to source land acquisition opportunities and generate value.
- The ability to retain key members of the Management Team (see 'Personnel' below)
- Failure to satisfy contract conditions, budget cost overruns and losses

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

Property Market Risks

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

Other Risks and Considerations

Diversified Portfolio

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

Taxation Risks

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

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

Forward looking Statements

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

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

TAX

Investors are advised to take their own tax advice on the tax consequences of acquiring, holding and disposing of the Loan Notes.

Investors are not charged any expenses or taxed by the Issuer (save for such tax that the Issuer is required to withhold or any transaction charges specifically incurred in the course of making payments due on the Notes).

FAQs

WHAT ARE LOAN NOTES?

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

WHAT DOES DEBENTURE OVER THE COMPANY MEAN?

A debenture is a form of security, usually granted in favour of a security trustee to hold on behalf of Loan Note Holders, which generally attaches to all the current and future assets of the issuing company. In the event of a default (such as non-payment of interest or capital), the security trustee can enforce the security and take control of the issuer's assets in order to sell them for the benefit of the Loan Note Holders.

HOW IS THE INVESTMENT SECURED?

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

In addition, in the event of a default, as defined by the Bond Instrument, APG Strategic Developments Limited, has provided a corporate guarantee limited to the principal amount invested in the Loan Notes, for the purpose of providing credit support for the Company's obligations under the Loan Note Instrument.

IS THIS A REGULATED PRODUCT?

No. This Information Memorandum has not been approved as a financial promotion by an FCA-authorized person and neither the Company nor the Loan Notes are regulated. Accordingly, this is a higher risk investment than alternative regulated products.

WHO CAN INVEST?

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

Investors must also fall within one of the following categories:

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

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

WHAT CURRENCY DO YOU ACCEPT?

We accept payments in Sterling, US Dollars and Euros.

WHEN DO I GET MY ORIGINAL INVESTMENT BACK?

All of your original investment is expected to be returned in full at maturity of the Loan Notes, being 2 years from date of investment.

CAN I INCLUDE THIS INVESTMENT AS PART OF MY SIPP OR SSAS?

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

CAN I INVEST THROUGH A COMPANY AND ARE JOINT APPLICATIONS ALLOWABLE?

Yes, corporate investments or joint applications can be accepted.

WHEN IS THE START DATE OF THE INTEREST CALCULATED FROM?

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

CAN I SELL OR GIVE MY INVESTMENT TO SOMEONE ELSE?

No, the Loan Notes are not transferable.

IF I DIE WHAT WOULD HAPPEN TO MY INVESTMENT?

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

WHAT TAX IS PAYABLE ON MY INVESTMENT?

We do not offer tax advice and this will depend on your personal circumstances.

SHOULD I DISCUSS THIS INVESTMENT OPPORTUNITY WITH A FINANCIAL ADVISOR?

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

HOW DO I APPLY

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

WHAT HAPPENS IF I CHANGE MY MIND?

You may cancel your application, in writing, at any time within 7 days from the date on which your application is received.

I HAVE MORE QUESTIONS– HOW CAN I GET THEM ANSWERED?

Our account managers would be very pleased to assist you with any questions. You can contact Investor Services on 020 3858 9881 or investor.services@acornpg.org.

HOW TO APPLY

You may apply to invest in Acorn Loan Notes from July 2023.

The process for investing in the Bond is as follows:

1. Read the full text of this Information Memorandum.
2. If you are in any doubt about the action you should take, or the contents of this document then consult a professional adviser authorised under FSMA, who specialises in advising in shares and other securities.
3. Once you have decided to proceed, you should request an Application Form. This can be done through the site www.acornpropertyinvest.com
4. Make yourself familiar with the application Terms & Conditions.
5. Submit your Application and AML (Anti-Money Laundering) documentation as per the site.
6. Once an application is accepted, an Investor will receive an email confirmation on how to submit payment.
7. Following receipt of funds the investment will be recorded.
8. Investors will receive a certificate registering their ownership of the Loan Note. This will also be noted on the certificate register.

GENERAL INFORMATION

Statutory Information

The Company was incorporated on 16 December 2022 with the name APG PI Limited and with registered number 14545034. The principal legislation under which the Company operates is the Companies Act 2006. The liability of members of the Company is limited.

Registered Address:	29 York Street London W1H 1EZ
Directors & Company Advisers:	Melanie Omirou Romy Summerskill
Security Trustee:	Blue Water Capital Limited
Receiving Agent:	Blue Water Capital Limited
Solicitor:	Brook Martin and Co
Accountant:	Azets

Articles of Association

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

Interests of Directors & People with Significant Control

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

Name	Share Count	Share Type	Nominal Value	% of Total Share Count
APG Strategic Developments Limited	100	Ordinary Shares	£100	100%

Representation

THE DIRECTORS HAVE MADE THE FOLLOWING REPRESENTATIONS

There are no loans or guarantees provided by the Company for the benefit of the Directors.

There are no service contracts proposed to be entered into between the Directors and the Company.

Within the past five years, no Director has:

- i. any convictions in relation to fraudulent offences or unspent convictions in relation to indictable offences;
- ii. had a bankruptcy order made against him or entered into an individual voluntary arrangement;
- iii. been a director of any company or been a member of the administrative, management or supervisory body of an issuer or a senior manager of an issuer which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or which entered into any composition or arrangement with its creditors generally or any class of its creditors whilst he was acting in that capacity for that company or within the 12 months after he ceased to be so acting;
- iv. been a partner in any partnership placed into compulsory liquidation, administration or partnership voluntary arrangement where such director was a partner at the time of or within the 12 months preceding such event;
- v. been subject to the receivership of any asset of such director or of a partnership of which the director was a partner at the time of or within 12 months preceding such event; or
- vi. been subject to any official public incrimination and/or sanctions by any statutory or regulatory authority (including designated professional bodies) nor has he been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

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

Material Contracts

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

Working Capital

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

Litigation

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

Covenants

The Company will not provide funds to companies or entities which are not associated with or a part of Acorn Property Group or which have not entered into a binding Joint Venture Development or Purchase Agreement unless secured by way of a fixed charge over suitable assets.

Other Information

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

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

Documents available for Inspection

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

- (i) The Articles
- (ii) The Company Registers
- (iii) Debenture
- (iv) Planning Approvals
- (v) List of Melanie Omirou's directorships
- (vi) List of Romy Summerskill's directorships
- (vii) Example projects document
- (viii) Loan Note Instrument
- (ix) Corporate Guarantee