



Information Booklet

13 July 2022

6.5% Notes due 2027 (the “Bonds”)

Issued by **LendInvest Secured Income II plc (the “Issuer”)**

With the benefit of a partial 20% guarantee by **LendInvest plc (the “Guarantor”)**

Lead Manager

Allia C&C

Authorised Offerors

AJ Bell

Arnold Stansby & Co

Equiniti

Hargreaves Lansdown

Hedley & Co

PrimaryBid

This is an advertisement and not a prospectus.

The Base Prospectus (as defined herein) has been approved by the Financial Conduct Authority (the “FCA”) as competent authority under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act (the “EUWA”) (the “UK Prospectus Regulation”). The FCA only approves the Base Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of LendInvest Secured Income II plc, LendInvest plc or the quality of the Bonds that are the subject of the Base Prospectus and investors should make their own assessment as to the suitability of investing in the Bonds.

Potential investors should read the Base Prospectus together with the final terms dated 13 July 2022 relating to the Bonds (the “Final Terms”), which are both available on the website of LendInvest plc at <https://lendinvest.com/invest/listed-bond-3>, before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the Bonds. Any decision to invest in the Bonds should be made solely on the basis of a careful review of the Base Prospectus and the Final Terms.

Holders of the (i) £60,000,000 5.25 per cent. Notes due 2022 (of which £52,685,000 in nominal amount are outstanding following a partial repurchase and cancellation of such Notes in 2018), and/or (ii) £60,000,000 5.375 per cent. Notes due 2023 (together, the “Existing Bonds”) each issued by LendInvest Secured Income plc and guaranteed by LendInvest plc should read the Exchange Offer Memorandum and Prospectus dated 13 July 2022 (the “Exchange Offer Memorandum and Prospectus”) for information on the invitation by the Issuer to exchange their Existing Bonds for Bonds (the “Exchange Offer”). The Exchange Offer was publicly announced by the Issuer upon publication of the Exchange Offer Memorandum and Prospectus. The potential exchange of Existing Bonds for the Bonds is not the subject of this Information Booklet and this Information Booklet contains no information relating to that transaction.

You should be aware that you could get back less than you invested or lose your entire initial investment.

The information contained herein may only be released, published or distributed in the United Kingdom, the Isle of Man, Jersey and the Bailiwick of Guernsey in accordance with applicable regulatory requirements.

Important Information

This information is a financial promotion and is not intended to be investment advice.

This Information Booklet is an advertisement for the purpose of Prospectus Regulation Rule 3.3 and Article 22 of the UK Prospectus Regulation and is not a prospectus for the purposes of the UK Prospectus Regulation.

LendInvest Secured Income II plc (the “Issuer”) is the legal entity that will issue the Bonds (the meaning of that term is explained below) and LendInvest plc (the “Guarantor”) is the legal entity that will provide a partial 20% guarantee in respect of the Bonds (please refer to page 7 where further details of the partial 20% guarantee are provided).

This Information Booklet is a financial promotion made by the Issuer and approved by Allia C&C (the “Manager”) solely for the purposes of section 21(2) (b) of the FSMA. “Allia C&C” is a trading name of City & Continental Ltd (incorporated in England No. 09997053), whose registered office is Cheyne House Crown Court, 62-63 Cheapside, London, EC2V 6AX, and which is authorised and regulated by the FCA.

This Information Booklet is not an offer for the subscription or sale of the Bonds (as defined in the following paragraph).

This Information Booklet relates to the LendInvest Secured Income II plc 6.5% Bonds due 2027 (the “Bonds”). A base prospectus dated 12 July 2022 (the “Base Prospectus”) and final terms relating to the Bonds dated 13 July 2022 (the “Final Terms”) have been prepared and made available to the public in accordance with the UK Prospectus Regulation. Copies of the Base Prospectus and the Final Terms are available from the website of the Guarantor (<https://lendinvest.com/invest/listed-bond-3>). Your Authorised Offeror will provide you with a copy of the Base Prospectus and the Final Terms.

This Information Booklet should not be relied on for making any investment decision in relation to the purchase of the Bonds. Any investment decision should be made solely on the basis of a careful review of the Base Prospectus and the Final Terms. Please therefore read the Base Prospectus and the Final Terms carefully before you invest. You should ensure that you understand and accept the risks relating to an investment in the Bonds before making such an

investment. You should seek your own professional investment, accounting, legal and tax advice as to whether an investment in the Bonds is suitable for you.

UK MiFIR product governance

Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the EUWA, and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“COBS”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; and (ii) all channels for distribution of the Bonds are appropriate, including investment advice, portfolio management, non-advised sales and pure execution services, subject to the distributor’s suitability and appropriateness obligations under COBS, as applicable.

Any person subsequently offering, selling or recommending the Bonds (a “distributor”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels, subject to the distributor’s suitability and appropriateness obligations under COBS, as applicable.

UK PRIIPs Regulation

The Bonds have a fixed rate of interest and the redemption amount of the Bonds is fixed as described in the Base Prospectus and Final Terms. No key information document pursuant to Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) is required for the purposes of offering the Bonds, and accordingly no key information document has been prepared.

Offer and distribution restrictions

No offer for the subscription, sale or exchange of any of the Bonds has or may be circulated in Jersey

unless such offer is circulated in Jersey by a person or persons authorised to conduct the appropriate category of financial services business under the Financial Services (Jersey) Law 1998, as amended and (a) such offer does not for the purposes of Article 8 of the Control of Borrowing (Jersey) Order 1958 (the “**COBO Order**”), as amended, constitute an offer to the public; or (b) an identical offer is for the time being circulated in the United Kingdom without contravening the FSMA and is, mutatis mutandis, circulated in Jersey only to persons similar to those to whom, and in a manner similar to that in which, it is for the time being circulated in the United Kingdom. Consent under the COBO Order has not been obtained for the circulation of this offer and it must be distinctly understood that the Jersey Financial Services Commission does not accept any responsibility for the financial soundness of or any representations made in connection with the Bonds. By accepting this offer each prospective investor in Jersey represents and warrants that he or she is in possession of sufficient information to be able to make a reasonable evaluation of the offer.

The Bonds may only be sold in or from within or to persons resident in the Bailiwick of Guernsey in compliance with the requirements of The Protection of Investors (Bailiwick of Guernsey) Law, 2020 (the “**POI Law**”), and the regulations enacted thereunder, or any exemption therefrom, and no offer for subscription or sale of any of the Bonds may be distributed or circulated, directly or indirectly, to any persons in the Bailiwick of Guernsey other than: (1) by a person licensed to do so under the terms of the POI Law; (2) by non-Guernsey bodies who (AA) carry on such promotion in a manner in which they are permitted to carry on promotion in or from within, and under the law of, certain designated countries or territories which, in the opinion of Guernsey Financial Services Commission, afford adequate protection to investors and (BB) meet the criteria specified in section 44(1)(c) of the POI Law; or (3) to those persons regulated by the Guernsey Financial Services Commission as licensees under the POI Law, The Banking Supervision (Bailiwick of Guernsey) Law, 2020, the Insurance Business (Bailiwick of Guernsey) Law 2002, as amended, the Insurance Managers and Insurance Intermediaries (Bailiwick of Guernsey) Law, 2002, as amended, or The Regulation of Fiduciaries, Administration Businesses and Company Directors, etc (Bailiwick of

Guernsey) Law, 2020 by non-Guernsey bodies who (I) carry on such promotion in a manner in which they are permitted to carry on promotion in or from within, and under the law of certain designated countries or territories which, in the opinion of the Guernsey Financial Services Commission, afford adequate protection to investors and (II) meet the criteria specified in section 44(1)(d) of the POI Law; or (4) as otherwise permitted by the Guernsey Financial Services Commission.

The Bonds may not be marketed, offered or sold in, or to persons in, the Isle of Man, other than in compliance with the licensing requirements of the Isle of Man Financial Services Act 2008 or in accordance with any relevant exclusion contained in the Isle of Man Regulated Activities Order 2011 (as amended) or in accordance with any relevant exemption contained in the Isle of Man Financial Services (Exemptions) Regulations 2011 (as amended).

This Information Booklet is not for distribution in the United States of America or to U.S. persons. The Bonds have not been and will not be registered under the United States Securities Act of 1933, as amended, and the Bonds, which are in registered form, are subject to certain U.S. tax law requirements. The Bonds may not be offered, sold or delivered within the United States of America or to U.S. persons.

Subject to certain exceptions, the Bonds may only be offered in the United Kingdom, Guernsey, Jersey and/or the Isle and Man during the Offer Period referred to below. In those jurisdictions, offers of the Bonds must also comply with applicable rules and regulations as summarised above. You are referred to Part XII (*Subscription and Sale*) and Part XIV (*Important Legal Information*) in the Base Prospectus on page 150 and page 157.

LendInvest Secured Income II plc 6.5% Bonds due 2027

The LendInvest Secured Income II plc 6.5% fixed rate Bonds due 2027 pay interest of £6.50 per annum on the face value of £100 per Bond until the Maturity Date (as defined below).

The Bonds will be issued by the Issuer and will benefit from a partial 20% guarantee by the Guarantor (the “**Partial 20% Guarantee**”). Please refer to the sections headed ‘**Key features of the Bonds**’ on page 6 and ‘**Key risks of investing in the Bonds**’ on page 8 of this Information Booklet for further information on the Partial 20% Guarantee.

Interest will be paid in two equal instalments a year on 8 February and 8 August every year (with the first payment being made on 8 February 2023) up to and including 8 August 2027 (the “**Maturity Date**”), unless the Bonds have previously been redeemed or purchased and cancelled. On the Maturity Date (i.e. 8 August 2027), the Issuer (or failing which, the Guarantor, subject to the limits of the Partial 20% Guarantee) is required to repay an amount equal to the face value of the Bonds (i.e. £100 for each Bond) unless the Bonds have previously been redeemed or purchased and cancelled.

If the Issuer and/or Guarantor go out of business or become insolvent before the Maturity Date you may lose some or all of your investment. Please see the sections headed ‘**Key risks of investing in the Bonds**’ and ‘**Key features of the Bonds**’ of this Information Booklet on pages 8 and 6.

The only way to purchase these Bonds during the Offer Period is through a stockbroker or other financial intermediary which has been granted consent by the Issuer and the Guarantor to use the Base Prospectus and the Final Terms (an ‘**Authorised Offeror**’) for the purposes of making offers of the Bonds. Contact your stockbroker or other financial intermediary, or any of those listed in the ‘**Authorised Offerors**’ section of this Information Booklet on page 13, if you wish to purchase these Bonds.

The Bonds will be available from 13 July 2022 until 4 pm (London time) on 3 August 2022 or such earlier time and date as may be announced by the Issuer during the Offer Period. The minimum initial amount

of Bonds you can buy is £1,000. Purchases of greater than £1,000 must be in multiples of £100. After the initial purchase of Bonds during the Offer Period (as defined below), the Bonds can be bought and sold in multiples of £100. Your Authorised Offeror will provide you with a copy of the Base Prospectus and the Final Terms. You are referred to the section headed ‘**Important Information**’ on page 2 of this document.

What is a bond?

A fixed rate bond is a form of borrowing by a company seeking to raise funds from investors. The bonds have a fixed life. The company that issues the bonds promises to pay a fixed rate of interest to the investor until the date that the bond matures (i.e. in the case of the Bonds, the Maturity Date) when it also promises to repay the amount borrowed. In certain circumstances, the company which issues the bonds may be entitled to redeem, purchase or cancel the bonds early.

A bond is a tradable instrument, meaning that you do not have to keep the bonds until the date when they mature. The market price of a bond will vary between the date when it is issued and the date when it matures. You are referred to the sections headed “**Key Risks of Investing in the Bonds**” on pages 8 to 9, and “**Further Information - How to trade the Bonds**” on page 12 of this document.

Interest on the Bonds

The level of interest payable on the Bonds is fixed when the Bonds are issued. The rate of interest on the Bonds is 6.5% per annum.

Therefore, for every £1,000 of Bonds (i.e. the minimum initial amount of Bonds you may buy), the Issuer will pay interest of £32.50 twice a year until the Maturity Date, starting on 8 February 2023.

Redemption of the Bonds on the maturity date

Provided that the Issuer and the Guarantor do not go out of business or become insolvent or other problems are not encountered in respect of payments due on the Bonds (see Part I (*Risk Factors*) starting on page 1 of the Base Prospectus), and provided that the Bonds have not been redeemed or purchased and cancelled early, the Bonds will be redeemed at 100% of their face value (i.e. £100 per Bond) on the Maturity Date (i.e. 8 August 2027).

Early redemption

The Bonds may be redeemed at any time prior to the Maturity Date for certain reasons, as described under “**Key Features of the Bonds**” on page 7.

Key features of the Bonds

Issuer: LendInvest Secured Income II plc

Guarantor: LendInvest plc

Credit rating on the Bonds: The Bonds will not be rated at issue.

Interest rate: 6.5% per annum. Your actual return will depend on the price at which you purchase the Bonds and, if you do not hold the Bonds until maturity, the price at which you sell your Bonds.

Interest payments: Interest will be paid in two instalments a year on 8 February and 8 August in each year, starting on 8 February 2023, up to and including the Maturity Date (8 August 2027).

Offer Period: The Bonds are available for purchase through your stockbroker or other financial intermediary in the period (the “**Offer Period**”) from 13 July 2022 until 4 pm (London time) on 3 August 2022 or such earlier time and date as agreed by the Issuer and the Lead Manager and announced via the Regulatory News Service (RNS) operated by the London Stock Exchange (the “**End of Offer Date**”).

Authorised Offerors: A number of Authorised Offerors (listed on page 13 of this Information Booklet) have been approved by the Issuer and the Guarantor to provide this Information Booklet, the Base Prospectus and the Final Terms to potential investors in the Bonds until the End of Offer Date. The Issuer and the Guarantor have also granted their consent for other financial intermediaries to use this document, the Base Prospectus and the Final Terms for the purposes of making offers of the Bonds to potential investors in the United Kingdom, Jersey, Guernsey and the Isle of Man. The conditions attached to this consent are set out in Part XIV (*Important Legal Information*) on page 157 of the Base Prospectus and in paragraph 8 of Part B of the Final Terms.

Any offer to sell the Bonds made or received from any other party, or by any party after the End of Offer Date, may not have been approved by the Issuer and the Guarantor and you should check with such party whether or not such party is so approved.

Date on which the Bonds will be issued and on which interest will begin to accrue: 8 August 2022

Term of the Bonds: 5 years

Maturity Date (i.e. when the Bonds mature and are repayable): 8 August 2027

Face value of each Bond: £100. Although the face value of each Bond is £100, it is not possible to purchase less than £1,000 during the Offer Period. In the secondary market (i.e. after the issue date of the Bonds), it should be possible to purchase and sell the Bonds in multiples of £100.

Issue price: 100 per cent of the face value of each Bond (i.e. £100).

Security: The Bonds will be secured by way of a floating charge over the assets of the Issuer (the “**Security**”). See Part II (*Information about the Programme – How will the Notes be Secured?*) on page 38 of the Base Prospectus for more information.

The assets of the Issuer will comprise a portfolio of loans (which may include bridging loans, eligible intercompany loans and/or buy-to-let loans) and/or cash. The loans in the portfolio will be subject to certain Eligibility Criteria, as defined in Condition 20 (*Definitions*) of the Terms and Conditions of the Bonds on page 111 of the Base Prospectus.

See also Part II (*Information on the Programme – What will Noteholders receive in a winding-up of the Issuer or the Guarantor?*) on page 43 of the Base Prospectus.

Covenants: The terms and conditions of the Bonds contain certain covenants including:

1. a maximum limitation on the weighted average loan-to-value ratio of the portfolio of loans held by the Issuer;
2. an undertaking that the interest receivable by the Issuer plus certain income exceeds the amount of interest payable to Bondholders by a ratio of at least 1.2 : 1.0; and
3. a requirement that the balance of the portfolio of loans (plus any cash held by the issuer) must at all times equal a certain percentage of the nominal amount of the Bonds. This percentage will be between 97.5 per cent. and 100 per cent. of the nominal amount of the Bonds, reflecting the requirement that for the first 15 months after the issue of the Bonds the value of the notional underlying assets should correspond to at least 97.5 per cent. of the nominal amount of the Bonds, increasing to at least 100 per cent. thereafter.

Further details in relation to the covenants can be found in Part II (*Information on the Programme – What financial covenants apply to the Issuer?*) on page 40 of

the Base Prospectus and Condition 5 (*Covenants*) of the Terms and Conditions of the Bonds on page 86 of the Base Prospectus.

Partial 20% Guarantee: The Issuer's parent company, LendInvest plc (i.e. the Guarantor), is providing the Partial 20% Guarantee in respect of the Issuer's obligations under the Bonds. Although there is no limit on the number of claims that can be made under the Partial 20% Guarantee in respect of any arrears of interest and principal outstanding, the maximum aggregate amount that can be claimed in respect of all such claims will be a monetary amount equal to 20 per cent. of the redemption amount of the Bonds (such redemption amount being the nominal amount repayable to Bondholders, as calculated pursuant to the Terms and Conditions of the Bonds) at the time at which any such claim under the Partial 20% Guarantee is made by the Trustee.

By way of illustration, this means that if Bonds with a nominal value of £100 million are in issue and are due to be repaid at par (i.e. £100 million) on their final maturity date, the Guarantor will guarantee the obligations of the Issuer to Bondholders up to a maximum aggregate sum of £20 million in the event that the Issuer defaults in its payment obligations under the Bonds.

In the event that the Guarantor does not fulfil these obligations and proceeds from the secured assets prove to be insufficient, you may lose some or all of your investment. See the section headed '**Key risks of investing in the Bonds**' on page 8 of this Information Booklet and Part I (*Risk Factors*) starting on page 1 of the Base Prospectus for information on the risks relating to an investment in the Bonds.

Redemption at Maturity Date: Provided that the Issuer and the Guarantor do not go out of business or become insolvent or other problems are not encountered in respect of payments due on the Bonds, and provided that the Bonds have not been redeemed or purchased and cancelled early, the Bonds will be redeemed at 100 per cent. of their face value on the Maturity Date (i.e. 8 August 2027).

Early redemption due to change in relevant taxation laws: In the event of any change in, amendment to, or any change in the interpretation of taxation law in the United Kingdom that would result in the Issuer being required to pay additional amounts in respect of the Bonds, the Bonds may be redeemed early in certain circumstances at the Issuer's option at 100 per cent.

of their face value plus accrued interest as set out in Condition 7(c) (*Redemption for Taxation Reasons*) in the Terms and Conditions of the Bonds at page 102 of the Base Prospectus.

Trading: Investors will, subject to market conditions, be able to buy Bonds or sell their Bonds during the life of the Bonds. See the sections '**Key risks of investing in the Bonds**' and '**Further Information – How to trade the Bonds**' on pages 8 and 12 of this Information Booklet for more details.

ISA and SIPP eligibility of the Bonds: At the time of issue, and provided that the Bonds are listed on a "recognised stock exchange" (within the meaning of section 1005 of the Income Tax Act 2007), the Bonds should, subject to any applicable limits, be eligible for investing in a stocks and shares ISA (Individual Savings Account) or SIPP (a self-invested personal pension).

Bond ISIN: XS2498582266

Amount of Bonds to be issued: The total amount of the Bonds to be issued will depend on the number of applications to purchase the Bonds received from (a) new applicants for the Bonds before the End of Offer Date and (b) demand from holders of the Existing Bonds to participate in the Exchange Offer.

Listing: The Bonds are expected to be eligible for the London Stock Exchange's electronic Order Book for Retail Bonds ("**ORB**") market.

Lead Manager: Allia C&C

You are referred to the sections headed 'Important Information' and 'Key risks of investing in the Bonds' starting on pages 2 and 8 of this Information Booklet and to the Base Prospectus and the Final Terms. A copy of the Base Prospectus and the Final Terms should have been provided to you by your stockbroker or financial adviser.

Key risks of investing in the Bonds

A number of particularly important risks relating to an investment in the Bonds are set out below. You must ensure that you understand the risks inherent in the Bonds. The risks set out below are not intended to be a comprehensive list of all the risks that may apply to an investment in the Bonds.

You should seek your own independent professional investment, legal and tax advice as to whether an investment in the Bonds is suitable for you. You should be aware that you could get back less than you invest or lose your entire investment.

Full risk factors relating to the Issuer, the Guarantor and the Bonds are set out in Part I (*Risk Factors*) starting on page 1 of the Base Prospectus. Please read them carefully.

The Issuer is exposed to similar risks as the Guarantor and its group. The Issuer is a recently incorporated wholly-owned subsidiary of the Guarantor, established in order to undertake various activities relating to the issuance of Bonds and originating and purchasing loans from other funding entities in the Guarantor's group. Given the nature of the Issuer as a wholly-owned funding vehicle for the Guarantor's group, and the fact that the Issuer is wholly managed by the Guarantor's group, the ability of the Issuer to pay interest and repay principal on the Bonds will therefore be subject to all the risks to which the Guarantor and its group are subject.

Please refer to the risk factors on pages 3 to 23 of the Base Prospectus for a description of the factors that may affect the Guarantor's ability to fulfil its obligations under the guarantee.

The Issuer is a newly incorporated company which is yet to prepare any financial information or commence operations, and there can be no assurance as to the future financial or operational performance of the Issuer.

The Issuer's ability to pay interest and repay principal in respect of the Bonds issued by it will depend on its success in originating or purchasing eligible Loans and in undertaking the other limited activities which it is permitted to undertake, and there can be no assurance that it will be successful in any of these activities. If the Issuer is not successful in these activities this may

have a material adverse effect on the prospects and financial condition of the Issuer and consequently affect its ability to fulfil its obligations under or in connection with the Bonds.

The Issuer may fail to originate or purchase eligible loans. The Issuer is required by the Terms and Conditions of the Bonds to apply the net proceeds of the Bonds to the origination and purchase of loans which meet certain eligibility criteria. If it is unable to originate further eligible loans or purchase eligible loans from other group funding entities that meet the criteria, this may impact its ability to satisfy its obligations to make payments of interest and principal under the Bonds.

The existence of the Partial 20% Guarantee and the Security may not remove all risk of non-payment by the Issuer. The Issuer's obligations to Bondholders in respect of payments of amounts in respect of the Bonds will be supported by the Partial 20% Guarantee to be given by the Guarantor, as well as the Security. The ability of the Guarantor to make payments under the Partial 20% Guarantee will depend upon resources being available to it to do so. In addition, the claims of Bondholders under the Partial 20% Guarantee will rank as senior unsecured obligations of the Guarantor on the winding-up or liquidation of the Guarantor. Consequently, there can be no assurance that the Trustee or the Security Trustee will be able to recover sufficient sums to satisfy all or any part of the claims of Bondholders on the enforcement of the Partial 20% Guarantee following the winding-up or liquidation of the Guarantor as the claims of all secured creditors will need to be satisfied first.

With respect to the Security, the ability of the Security Trustee to recover sufficient sums to satisfy payments to Bondholders upon enforcement of the Security will depend, among other things, on the quality of the Issuer's assets and any claims from preferential creditors. There can be no assurance that it will be able to recover sufficient funds to satisfy the claims of Bondholders.

If the surplus proceeds from the sale of assets following enforcement of the Security proved to be insufficient to cover all amounts due and payable to Bondholders in respect of the Bonds, then Bondholders would

be solely dependent on being able to receive any shortfall in money from the Guarantor (pursuant to and subject to the limits of the Partial 20% Guarantee) for satisfaction of any outstanding amounts. Following the enforcement of the Security, the sale of assets and a claim being brought under the Partial 20% Guarantee there can be no assurance that Bondholders will recover all or any of their investment in the Bonds in such circumstances.

The Bonds are not protected by the Financial Services Compensation Scheme ('FSCS'). As a result, the FSCS will not pay compensation to an investor in the Bonds in the event that the Issuer and/or the Guarantor were to become insolvent or go out of business.

If you choose to sell your Bonds at any time prior to the Maturity Date, the price you receive from a purchaser could be less than your original investment. Factors that will influence the market price of the Bonds include, but are not limited to, market appetite, inflation, the time of redemption, interest rates and the financial position of the Issuer and/or the Guarantor. In particular, you should note that:

- As interest rates rise, the income to be paid by the Bonds might become less attractive on a relative basis and the price you get if you sell could fall. However, the market price of the Bonds has no effect on the income you receive or what you get back on expiry of the Bonds if you hold on to the Bonds until they mature; and
- Inflation will reduce the real value of the Bonds. This may affect what you could buy with the return on your investment in the future and may make the fixed interest rate on the Bonds less attractive in the future.

If you invest at a price other than the face value of the Bonds, the overall return or 'yield' on the investment will be different from the headline yield on the Bonds. The headline indication of yield applies only to investments made at (rather than above or below) the face value of the Bonds.

There is no guarantee of what the market price for selling or buying the Bonds will be at any time.

If prevailing market conditions reduce market demand for the Bonds, you may not be able to sell your Bonds as easily, or at the price you paid for them. Although one or more registered market makers will be appointed in respect of the Bonds (See '**Further Information – How to trade the Bonds**' at page 12 of this Information Booklet), if trading activity levels are low this may severely and adversely impact the price that you would receive if you wish to sell your Bonds. There is no guarantee of a secondary market throughout the life of the Bonds.

The Issuer and the Guarantor

The Issuer

LendInvest Secured Income II plc (the “**Issuer**”) is a public limited company which was incorporated and registered in England and Wales on 26 April 2022. It is a special purpose company, established and wholly owned by LendInvest plc (the “**Guarantor**”), whose activities are limited by the Terms and Conditions of the Bonds to issuing Bonds and originating and purchasing eligible loans (and management of its portfolio of eligible loans and any ancillary or complementary business).

The proceeds of the Bonds will be used solely for the purpose of making loans which meet the Eligibility Criteria as defined in Condition 20 (*Definitions*) of the Terms and Conditions of the Bonds on page 111 of the Base Prospectus.

Overview of the Guarantor

The Guarantor was incorporated and registered in England and Wales on 17 July 2012 under the Companies Act 2006 as a private limited company with registered number 08146929. The Guarantor changed its name from “LendInvest Limited” to “LendInvest plc” at the time of the initial public offering of its ordinary shares and admission to trading on the Alternative Investment Market (AIM) of London Stock Exchange in July 2021.

LendInvest plc is the ultimate holding company of a number of subsidiaries and funding entities (together the “**Group**”) and is responsible for the overall business strategy and performance of the group (including the Issuer).

The Group is a property finance asset manager in the United Kingdom. Over a 14 year period, it has developed proprietary technology and digital solutions that have allowed it to capture market share from incumbents and attract significant third-party capital. The Group is driven by its mission to harness technology to build the platform of choice for its investors, financial partners, borrowers and brokers and other intermediaries.

The Group’s technology infrastructure allows it to offer competitive products and pricing to borrowers and intermediaries through a seamless and customer-centric process. This has enabled the Group to originate significant portfolios of high-quality property finance assets and grow its platform assets under

management from £326 million as at 31 March 2017 to £2.1 billion as at 31 March 2022.

The Group uses proprietary technology to provide better solutions for borrowers and intermediaries, and provides a highly scalable origination platform to successfully grow its platform assets under management in future. The ability to access property finance assets at scale through the Group’s platform is attractive to its underlying investors and financial partners, and has resulted in an increase of funds under management from £375 million as at 31 March 2017 to £2.9 billion as at 31 March 2022.

Business

The Group (via its funding entities) funds mortgages for experienced property investors, landlords and developers who are seeking short-term finance to buy, build or renovate their residential or commercial property projects in the United Kingdom. A mortgage loan is a loan secured by real property (meaning property consisting of land or buildings) owned by the borrower. When a mortgage loan is entered into, the borrower agrees to repay the principal amount borrowed from the lender, plus interest, calculated according to a stipulated interest rate and accruing over the term of the loan. If the borrower fails to satisfy its agreed repayment obligations, the lender is ultimately entitled to enforce the security over the real property, in order to satisfy the outstanding loan amount due.

As at the date of this Information Booklet, the Group offered bridging loans, development loans, buy-to-let loans, and regulated mortgages.

Bridging loans

Bridging loans are short-term loans, which are generally less than 12 months but may be up to 24 months in duration and which are made to property investors, landlords and developers for a range of purposes including opportunistic residential and commercial property purchases, chain breaks (a ‘chain’ is a sequence of linked house purchases, where the property professional in the chain must rely on the sale of one property or properties before proceeding with the next; a break occurs if a property takes longer than expected to complete and a bridging loan therefore enables the professional to continue with their purchases), property refurbishment (such

as renovations or refits), auction purchases (where the property may have to be paid for within 30 days) and short-term liquidity for businesses (such as working capital requirements). Bridging loans are often required at short notice.

Development loans

Development loans, which have a term which is generally greater than 12 months but less than 24 months in duration, are loans secured by real estate and which are made to experienced property developers for the purposes of developing or converting a large building or site into a number of residential units and comprehensive renovations or made to professional landlords and investors for the purposes of holding pending planning approval or purchasing and refinancing letting property to achieve rental income. These development loans are often paid back through the sale of units during the term of the loan or through refinancing with long-term property loans.

Buy-to-let loans

Buy-to-let loans are made to experienced property landlords for the purposes of building an investment portfolio and/or refinancing existing loans.

Buy-to-let properties afford property investors the opportunity to achieve rental income and realise capital growth over a period of time and can generally be up to 30 years in duration.

Regulated mortgages

Currently, the Group offers regulated mortgages in the form of regulated bridging loans. Regulated bridging loans are a form of short term finance secured against properties that borrowers currently occupy or intend to occupy. By far the most common use of a regulated bridging loan is in circumstances where there is a chain break. A buyer may use a regulated bridging loan to ensure they can purchase a new property before selling their existing property.

The Group is planning to expand its regulated mortgage loan offering to include a wider range of homeowner mortgage loans, typically having a fixed term of 2-3 years and targeted at existing homeowners and purchasers.

Funds under management

The Group attracts funding from investors and financial partners by providing them with a variety of investment products and channels that seek to address their varying investment criteria and risk appetites. The main categories of the Group's investors are:

Institutional investors: investors seeking real estate debt exposure that do not have direct lending operations or Borrower services. Institutional investors can invest through separate accounts, funds, listed bonds or residential mortgage-backed securities structures.

Financial partners: the Group partners with some of the world's largest financial institutions, including Citibank, NAB, HSBC and Barclays, through private securitisation structures, to either increase its depth in existing property finance segments, seed its transitions into new property finance segments, or to build portfolios of assets to critical mass before selling to separate account investors or exiting into public securitisations.

Private investors: private investors seeking real estate debt exposure can either invest through the Group's listed bonds or through the online self-select portal hosted by the Group, through which borrower loans are originated and allocated to investors in the self-select product (the "**Self-Select Portal**"). The Group's proprietary Self-Select Portal is an investment product open to high net worth, ultra-high net worth and sophisticated investors. It enables investors to invest in property loans originated through fund structures and allows them to build their own, diverse portfolios of property finance loans.

You are referred to Part V (*Business of the Issuer*) starting on page 55 of the Base Prospectus and Part VI (*Business of the Guarantor and the Group*) starting on page 57 of the Base Prospectus.

Further information

Holding the Bonds

The Bonds will be held in custody for you by your Authorised Offeror, or as may be arranged by your stockbroker or financial adviser.

How to trade the Bonds

The Bonds are expected to be listed on the Official List of the UK Financial Conduct Authority and admitted to trading on the main market of the London Stock Exchange plc.

The Bonds are also expected to be eligible for the London Stock Exchange's ORB. They are tradable instruments and prices will be quoted in the market during trading hours (8:00am to 4:30pm London time).

The Bonds are expected to be supported in a market making capacity by one or more registered market makers. Market-making means that, throughout the trading day, a person will quote prices for buying and selling the Bonds.

Investors should, in most normal circumstances, be able to sell their Bonds at any time, subject to market conditions, by contacting their stockbroker. **As with any investment, there is a risk that an investor could get back less than his/her initial investment or lose his/her initial investment in its entirety. See the section headed 'Key risks of investing in the Bonds' on page 8 of this Information Booklet.**

Pricing information for sales and purchases of the Bonds in the market will be available during market hours (8.00am to 4.30pm London time) and in normal market conditions on the ORB.

As noted above, notwithstanding that one or more registered market makers will be appointed (as explained above), if trading activity levels are low, this may severely and adversely impact the price that an investor would receive if he/she wishes to sell his/her Bonds.

Fees

The Issuer will pay certain fees and commissions in connection with the offer of the Bonds. The Lead Manager will receive a fee of between 1 and 1.25%, of which up to 0.5% will be distribution fees available to Authorised Offerors.

Authorised Offerors may charge expenses to you in respect of any Bonds purchased and/or held. These

expenses are beyond the control of the LendInvest Secured Income II plc and are not set by LendInvest Secured Income II plc. Neither LendInvest Secured Income II plc nor (unless acting as an Authorised Offeror) the Lead Manager is responsible for the level or payment of any of these expenses.

Taxation of the Bonds

The tax treatment of an investor will depend on his or her individual circumstances and taxation law and practice at the relevant time (and so may be subject to change in the future). Prospective investors should consult their own independent professional tax advisers to obtain advice about their particular tax treatment in relation to the Bonds.

Please also refer to Part IV (*Taxation*) on page 53 of the Base Prospectus for information regarding certain aspects of United Kingdom taxation of payments of interest on the Bonds.

All amounts, yields and returns described herein are shown before any tax impact.

It is the responsibility of every investor to comply with the tax obligations operative in their country of residence.

ISA and SIPP eligibility of the Bonds:

At the time of issue, and provided that the Bonds are listed on a "recognised stock exchange" (within the meaning of section 1005 of the Income Tax Act 2007), the Bonds should be eligible for investing in a stocks and shares ISA (Individual Savings Account) or SIPP (a self-invested personal pension). However, prospective investors should seek independent advice as to whether the specific terms of their arrangement permits investment of this type. The tax treatment of an investor will depend on his/her individual circumstances and taxation law and practice at the relevant time (and so may be subject to change in the future).

See also the '**Taxation of the Bonds**' section above.

You are referred to Part XII (*Subscription and Sale*) on page 150 of the Base Prospectus, Part IV (*Taxation*) on page 53 of the Base Prospectus, Part XIV (*Important Legal Information*) on page 157 of the Base Prospectus and Part XIII (*Additional Information*) on page 155 of the Base Prospectus.

Authorised Offerors

AJ Bell

4 Exchange Quay
Salford Quays
Manchester
M5 3EE
www.youinvest.co.uk

Arnold Stansby & Co

30 Queen Street
Manchester
M2 5JJ
www.arnold-stansby.com

Equiniti

Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA
www.equiniti.com

Hargreaves Lansdown

One College Square South
Anchor Road
Bristol
BS1 5HL
www.hl.co.uk

Hedley & Co

19 Trident Park
Blackburn
BB1 3NU
www.hedleyandco.co.uk

PrimaryBid

5th Floor
Office B3 80 Victoria Street
Cardinal Place
London
SW1E 5JL
www.primarybid.com

Disclaimer

This Information Booklet does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase, any Bonds. Any purchase or sale of Bonds should only be made on the basis of the information contained in the Base Prospectus and the Final Terms, available as described above.

This Information Booklet should not be relied on for making any investment decision in relation to the purchase of Bonds. **Any decision to purchase or sell the Bonds should be made by you solely on the basis of a careful review of the Base Prospectus and the Final Terms. Please therefore read the Base Prospectus and the Final Terms carefully before you invest.** Before buying or selling any Bonds you should ensure that you fully understand and accept the risks relating to an investment in the Bonds, otherwise you should seek professional independent advice.

Allia C&C is acting for itself and will not act and has not acted as your legal, tax, accounting or investment adviser and will not owe you or your clients any fiduciary duties in connection with a purchase or sale of the Bonds or any related transaction.

No reliance may be placed on Allia C&C for advice or recommendations of any sort. Allia C&C makes no representation or warranty to you with regard to the

information contained in the Base Prospectus and the Final Terms. This Information Booklet contains information derived from the Base Prospectus and the Final Terms and is believed to be reliable but, insofar as it may do so under applicable law, Allia C&C does not warrant or make any representation as to its completeness, reliability or accuracy.

None of Allia C&C, LendInvest Secured Income II plc or LendInvest plc is responsible for any advice or service you may receive from a third party in relation to the Bonds.

Allia C&C and its affiliates, connected companies, employees and/or clients may have an interest in the Bonds and/or in related investments. Such interest may include dealing, trading, holding, acting as market makers in such instruments and may include providing banking, credit and other financial services to any company or issuer of securities referred to herein.