

Freyr Regatta Estate Planning Service



Regatta
FINANCIAL SOLUTIONS



FREYR
INVESTMENT MANAGEMENT

Risk factors

Don't invest unless you're prepared to lose all the money you invest. This is a high-risk investment and you are unlikely to be protected if something goes wrong.

You can only invest in the Freyr Regatta Estate Planning Service ("FREPS" or "the Service") if it has been assessed as being suitable for you and meets your objectives, that you have the expertise, experience and knowledge to understand the risks and that you are able to financially bear the associated risks involved in such an investment. If you are investing through a Financial Adviser, they will be responsible for undertaking this assessment. Here are the key risks of subscription, however, you should read in full the risks on page 16 of this document.

Past performance is no indication of future results and share prices and their values can go down as well as up. The forecasts in this document are not a reliable guide to future performance. Actual outcomes and results may differ materially from what is expressed or forecast in such forward-looking statements. There can be no guarantee that any returns can or will be achieved.

Capital at risk Subscription for shares in private trading companies, including Regatta FS 1 Ltd, can be viewed as high risk. Shareholders' capital may be at risk and shareholders may get back less than their original subscription.

Tax reliefs depend on individuals' personal circumstances, minimum holding periods and may be subject to change. There can be no guarantee that FREPS will fulfil the criteria to obtain Business Relief.

It is unlikely that there will be a liquid market in the shares of private trading companies and it may prove difficult for shareholders to realise immediately or in full proceeds from the sale of shares. Access to capital is subject to the discretion of the directors, applicable law/regulation and the availability of sufficient cash reserves.

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This document was published in November 2025 and all figures are quoted as at 31 October 2025, unless otherwise stated.

Introducing Freyr

Freyr Investment Management Ltd ("Freyr") is an independent investment manager specialising in Business Relief ("BR") qualifying investments that fund real-world enterprise. We believe Business Relief should mean more than technical compliance. It should work productively – supporting UK businesses that generate cashflow, employment and long-term value.

Freyr's strategies are built on a blended approach, combining:

- Secured performance-based lending to established, profitable UK trading businesses; and
- Selective, property-backed lending transactions that strengthen resilience and liquidity.

The result is an investment model designed to deliver stability, transparency, and diversification – aligning inheritance-tax efficiency with tangible economic impact.

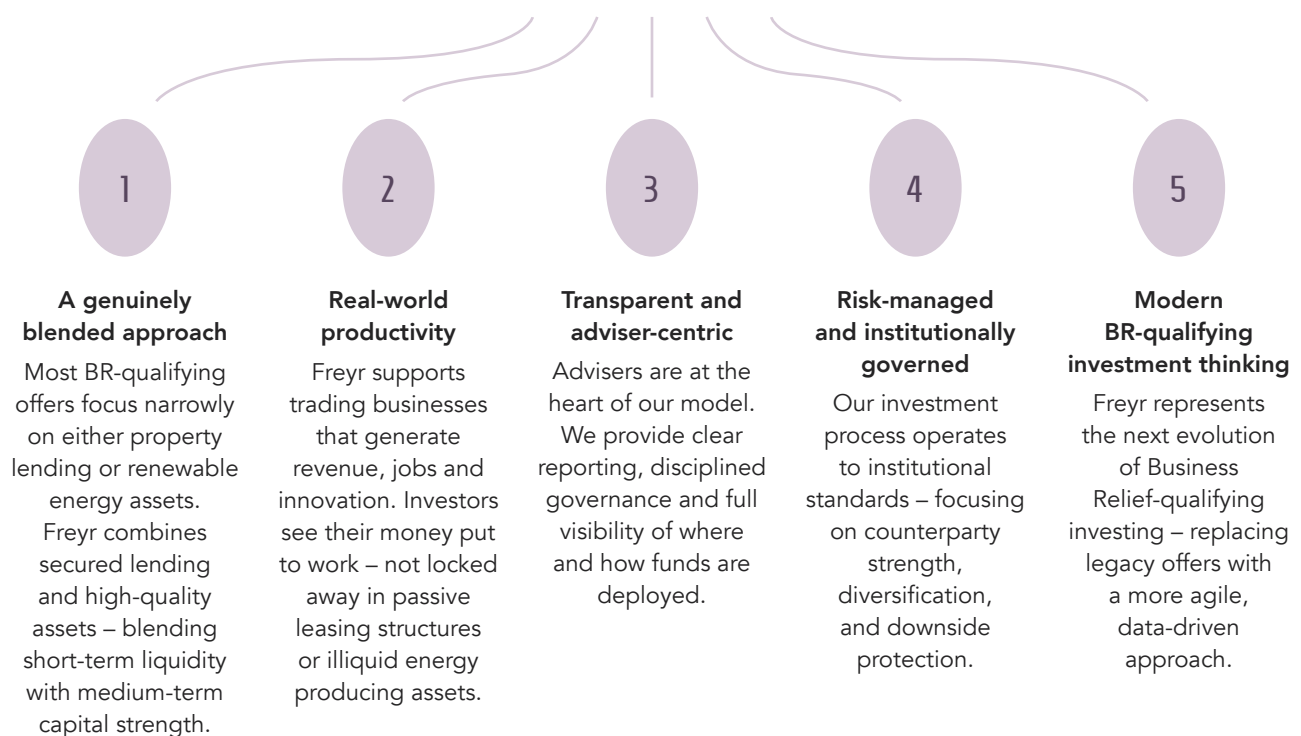
Who we help

Freyr is designed for:

- Advisers seeking a transparent, well-governed BR-qualifying solution that targets a 6.5%* return in a trade that creates liquidity naturally.
- Investors wanting inheritance-tax efficiency alongside genuine economic substance and visible impact.
- Family offices and intermediaries looking to diversify away from over-concentrated BR qualifying offers into a portfolio with real operational depth.

**We will not apply our annual management charge (AMC) if the investment return is below 6.5% after allowing for our AMC of 0.5% + VAT. Please note that this calculation does not take into account other fees, such as dealing or custody charges, or any adviser fees, which are outside of our control.*

HOW WE STAND APART



Inheritance Tax and the benefits of Business Relief

Under current UK legislation, an individual's estate greater than £325,000 (the nil rate band) is subject to 40% Inheritance Tax (IHT), payable after death. The nil rate band was set at the current level in 2009 and has been frozen until 2030.

For married couples, no tax is charged on the first death if the entire estate is left to the spouse. On the second death, the two nil rate bands can be combined, totalling £650,000.

The government has also added a main residence extension to the nil rate band (known as the residence nil rate band) which, when combined with the existing nil rate band, will allow individuals to pass on estates worth up to £500,000 (£1 million for couples) without paying IHT, provided the main residence is left to 'direct descendants', as defined by HMRC.

The value of an estate (minus any outstanding allowable debts) includes not only the assets such as properties and investments, but also any gifts made in the seven years prior to death, as well as life assurance policies or pension plans not held in trust. The entire estate minus the nil rate band(s) is liable for 40% IHT.

The key benefits of Business Relief in estate planning

Business Relief (BR), also known as Business Property Relief or BPR, is a tax relief that works to mitigate Inheritance Tax via investment into BR-qualifying investments. BR can be used as a valuable tool in estate planning.

From 6 April 2026, the first £1m of qualifying assets may be eligible for 100% relief; amounts above that may receive 50% relief, under current proposals.

SOME OF THE KEY BENEFITS OF BR-QUALIFYING INVESTMENTS:



Speed

BR-qualifying investments are intended to benefit from IHT relief after a two-year holding period.



Access and control

Investors maintain access to and control of BR-qualifying investments, making decisions reversible should an individual's circumstances change.



Inheritance Tax relief

A BR-qualifying investment can be passed down with relief from IHT, if held for at least two years and still held at the time of death.¹



Simplicity

BR-qualifying investments avoid complicated legal structures such as trusts.

¹Under current rules, all BR-qualifying companies should be eligible for 100% IHT relief. This will change from 6 April 2026, as announced in the Budget of 30 October 2024. Under new rules, 100% IHT relief on private companies will be limited to the first £1 million of qualifying assets (including private companies and agricultural property), with the remainder eligible for 50% IHT relief (an effective IHT rate of 20%). Any companies that are, or become quoted on AIM will be eligible for 50% IHT relief (an effective IHT rate of 20%).

A WORKED EXAMPLE...

The best way to explain how the Freyr Regatta Planning Service works is to show you. So, meet Sophie, a typical investor...

Sophie is 82 and is a widow. She understands that the size of her £1.3 million estate, including a healthy investment portfolio, means that when her children inherit, they'll need to pay an Inheritance Tax bill.

Her adviser explains that she can afford to give away some of her assets. However, Sophie has been in control of her wealth all her life and is reluctant to make gifts or use trusts. Sophie worries that if her health deteriorates, she might want to use the money to pay for her care. And in seven years she'll be 89. She's worried that if she passes away before then, she will still leave her beneficiaries with an Inheritance Tax bill, even if she gives away assets immediately.

Sophie speaks to her adviser who assesses her needs and objectives, appetite for risk and capacity to bear losses and deems her suitable for an investment that qualifies from Business Relief. If BR-qualifying investments are held for two years and at the time of death, they should be able to be left to beneficiaries free from or with reduced levels of Inheritance Tax.

BR-qualifying portfolios invest in the shares of one or more unquoted or AIM-listed companies. They are higher risk investments than Sophie's portfolio of main-market listed equities. Sophie has discussed the risk of investing in BR-qualifying shares and is willing and happy to take additional risk for this proportion of her wealth to ensure she retains access and control of her capital.

Sophie's adviser suggests investing £200,000 of her liquid assets in BR-qualifying shares. While Sophie is not expected to need to access this pot of money during her life, the investment will remain in her name, and so she can request a withdrawal should she need to. Her adviser makes it clear, however, that withdrawals cannot be guaranteed. Sophie's adviser makes it clear to her that the value of a BR-qualifying investment, and any income from it, can fall as well as rise. She may not get back the full amount she invests.

Other key risks include:

Tax reliefs: Tax reliefs are not guaranteed, depend on individuals' personal circumstances, minimum holding periods and may be subject to change.

Past Performance: Past performance of the investment manager in relation to its other future results.

You may lose your money: An investment in smaller companies is likely to be higher risk than other investments. Investors may get back less than their original investment.

Liquidity: Shares in private trading companies are illiquid. It may prove difficult for investors to realise their investment immediately or in full.

Long-term investment: An investment in the Freyr Regatta Estate Planning Service should be considered a long-term investment.

	Sophie keeps her investment portfolio	Sophie invests in the Freyr Regatta Estate Planning Service
Gross investment	£200,000	£200,000
1% initial charge	n/a	£2,000
1% dealing fee (inclusive of any stamp duty payable)	n/a	£1,980
Net investment	n/a	£196,020
Value of investment after two years assuming growth of 6.5% each year	£225,711	£221,219
Annual Management Charge accrued after 2 years (0.5%+VAT)	£2,199	£2,155
Amount lost through 40% Inheritance Tax on death	£90,284	n/a
1% dealing fee	£2,257	£2,212
Cash value to beneficiaries	£134,072	£219,007

This example is for illustration purposes only and should not be read as advice. For the purpose of this scenario, the nil-rate band and residence nil-rate band have been used by other assets and Sophie is assumed to be fully invested in BR-qualifying companies. It is also assumed that Sophie has already used her annual gifting exemption allowance of £3,000.

The Freyr Regatta Estate Planning Service

The Freyr Regatta Estate Planning Service ("FREPS" or the "Service") is an investment solution that aims to provide investors with relief from Inheritance Tax after two years. It invests your funds in private trading companies seeking stable and predictable returns.

These companies are underpinned by high-quality assets and have a conservative trading strategy. Freyr Investment Management Limited (the "Manager" or "Freyr") is the discretionary manager of FREPS and is responsible for identifying and monitoring the Service's portfolio companies in which your funds will be invested.

What types of company will you be investing in through FREPS?

We target companies for the FREPS portfolio that we believe are capable of delivering long-term attractive returns for shareholders. In particular, we seek to invest in companies that have a strong reputation for secured lending. In seeking to mitigate risk, portfolio companies of FREPS focus on lending against realisable assets or secured performance-based lending as part of a prudent underwriting approach.

Target returns: 6.5% per annum after charges

FREPS can provide a range of benefits to investors. Not only does the Service seek to achieve a 6.5% annual return (after paying annual fees and expenses), it also seeks to provide Business Relief (BR) to investors. BR-qualifying investments can be passed down free from or with reduced Inheritance Tax (IHT) if held for two years and at the point of death.

Our main aims

Our main aims are to achieve Inheritance Tax exemption for your investment and deliver sustainable and predictable growth over the long term.

Your money will be managed by Freyr. This means we use the money to invest in one or more companies on your behalf. We select companies that we believe will grow at a steady rate, targeting sustainable growth over the long term. We continually monitor the progress of the companies we invest in with these aims in mind. We invest in companies that are not listed on a stock exchange.

We target annual growth of 6.5%

We target annual growth of 6.5% for investors (after our annual management charge) over the period you hold the investment. This target growth is based on the amount you invest, after deducting initial charges and the initial dealing fee on the investment. The performance of the Freyr Regatta Estate Planning Service depends on the growth in value of the company, or companies, we invest your money in. Returns are not capped, although because we look to deliver sustainable and predictable growth in line with our target rather than deliver high returns, you should not expect a return significantly higher than 6.5% per year over the life of your investment.

Our interests are aligned with yours

We expect to be able to deliver growth of 6.5% on average each year over the lifetime of the investment, net of our annual management charge, and we will only charge all or part of our annual management fee if the return target is met.



"Our main aims are to achieve Inheritance Tax exemption for your investment and deliver sustainable and predictable growth over the long term."

A differentiated investment strategy

For more than a decade, Business Relief (BR) qualifying investments have centered on property-based lending and renewable energy assets, giving investors visible, tangible comfort. Established providers have positioned property and renewable assets as dependable security – a safe foundation for preserving your capital.

A Market Built on Property – and Ready to Evolve

But investors' needs have evolved. Today, advisers and clients need a more sophisticated approach offering diversity across traditional property assets and the liquidity of secured commercial assets. FREPS seeks to provide this by focusing on:

- Predictable liquidity, not dependent on property or asset disposals.
- Diversification, beyond real estate cycles and energy markets.
- Smarter, data-driven oversight, not static valuations.

FREPS maintains the familiar reassurance of property security, while adding performance-based visibility and control that will define the next generation of BR-qualifying offers.



"Freyr doesn't replace property; it strengthens it."

THE FREYR BLENDED MODEL

The FREPS investment strategy combines two complementary sources of security:

1. Secured Asset-Backed Lending

Tangible property or real-asset security, providing a foundation that investors recognise.

2. Secured Performance-based Lending

Recurring Revenue Finance – For businesses with steady, subscription-style income, this type of lending is based on predictable cash flow rather than physical assets.

Revenue-Based Finance – Capital is provided in return for a small share of future revenue. Repayments flex with the borrower's income, meaning stronger months repay more and quieter months repay less.

These facilities are supported by ongoing monitoring of revenue and profitability, with clear visibility of earnings and financial covenants — turning everyday business performance into a measurable layer of investor protection.

Together, these layers create a secured lending structure that anchors capital in real assets while protecting it through real-time data and governance.



The emotional comfort of property – enhanced by performance discipline

Property remains at the heart of FREPS' strategy because it delivers the reassurance that investors require: something tangible, professionally valued, and easy to visualise.

FREPS enhances that foundation through Secured Performance-based Lending – ensuring investors are protected not just by what their money owns, but by how their money behaves.

Freyr provides the comfort of property coupled with the diversification of Secured Performance-based Lending – a combination designed for modern estate planning.

All investor security is held by an independent trustee company, set up solely for that purpose and completely separate from Freyr or the borrowing companies. This structure ensures that investors' interests come first if anything unexpected happens.

The security itself includes first legal charges on property, share charges, and debentures over borrower assets, giving multiple layers of protection.

In short, Freyr's approach combines the tangible reassurance of property with the discipline of active performance monitoring, so investors can feel both secure and informed.

INVESTOR COMFORT IS REINFORCED ON THREE LEVELS

CAPITAL SAFETY

Property-backed loans with conservative loan to value ("LTV") ratios and tangible security.

"My investment is anchored in something real."

LIQUIDITY CONFIDENCE

Continuous amortisation and staged maturities that enable predictable inflows.

"I can see how and when I'll get my money back."

ACTIVE OVERSIGHT

Monthly data, covenant tracking, and governance reviews across every facility.

"Someone is watching my investment – in real time."

An example portfolio company

We invest in Regatta FS 1 Ltd ("Regatta"), a UK company that has carried out a successful lending trade since it was founded. Its business activities are in line with the aims of the Freyr Regatta Estate Planning Service.

Regatta is a trading company chosen by Freyr and invested into by FREPS investors. Regatta focuses on secured lending to UK borrowers across a range of sectors. The company targets long-term, sustainable NAV growth via disciplined underwriting and portfolio diversification. Regatta targets sustainable growth over the long term.

Why Freyr is the stronger choice...



Security

Tangible property and monitored performance reduces volatility and improves recovery outcomes.



Continuous liquidity

A trading strategy with inbuilt liquidity that delivers steady cash returns without reliance on asset sales.



Institutional oversight

A governance model that ensures FCA-aligned control and transparency.



Diversified exposure

Property provides stability; trading businesses deliver yield and growth.



Future-proof model

Built for a market moving from passive collateral to active risk management.



Our promise

When you partner with Freyr, you gain:

A balanced, blended investment strategy designed for performance and protection.

An investment manager committed to clarity, integrity and governance.

A portfolio where your capital supports genuine business growth.

A transparent relationship built on trust and long-term.

Your questions answered...

Can I make withdrawals?

We appreciate that you may need to withdraw or transfer money from your portfolio. You can send us a written request to liquidate all or part of your portfolio at any time, subject to deduction of dealing costs. However, as described more fully in the Investor Agreement, it's important that you are aware that it may not always be possible for the portfolio investment to be released immediately, in which case there may be a delay in completing your withdrawal.

It's also important for you to know that if you withdraw money from your portfolio then IHT relief may be lost.

Our aim is to make sure you are clearly informed about how to access your investment, to make that access

as flexible as possible, and to ensure you have maximum control over your investment. If you would like to know more about access to your investment, our Client Services team are on hand to talk you through this.

Liquidity: It is unlikely there will be a liquid market in the shares of private trading companies and it may prove difficult for shareholders to realise immediately or in full proceeds from the sale of shares. Access to capital is subject to the discretion of the directors, applicable law and the availability of sufficient cash reserves.





Fees and charges

Type of charge description

- Initial Charge 1% An initial charge is payable to the Manager, this charge will be reflected in the number of shares issued upon investment.
- Annual Management charge 0.5%. The Manager shall also receive an Annual Management Charge of up to 0.5% per annum (plus VAT) for managing the Service. To put the interests of our investors first, where funds are invested for a full financial year (being from 1 April to 31 March), if a minimum return of 6.5% is not met (excluding the impact of initial fees or dealing fees on your return), Freyr will not take all or part of its Annual Management Charge.

If the average return achieved over the financial year is between 6% and 6.5%, such amount as is necessary to ensure the 6.5% target return is achieved for that period will not be charged. If the average return achieved over the financial year is less than 6%, no annual management fee will be charged.

- Dealing charge 1% Dealing charges will be payable to the Manager for executing investments and withdrawals in the service, based on the amount invested/withdrawn. These are calculated on the amount being invested/withdrawn.
- Adviser charges – Initial and ongoing adviser charges may be facilitated subject to investor approval
- Other Freyr fees The private trading companies are responsible for their operating costs including audit, directors' and administration fees. Companies with common shareholders to Freyr Investments may receive transaction, administration, monitoring and business support fees from trading companies.

An aerial photograph of two fishing boats moving across a deep blue sea, leaving white wakes. In the background, a range of rugged, snow-capped mountains stretches across the horizon under a clear sky. The image is partially overlaid with a light purple geometric shape on the right side and a darker purple shape at the bottom right.

"Conflicts are
regularly reviewed
and managed in
order to ensure that
our investors' best
interests are not
compromised."

Conflicts of interest

Freyr has a Conflicts of Interest policy in place that sets out how conflicts are managed and the circumstances in which they are escalated to the Compliance Officer.

Circumstances may arise where the interests of investors, the Service or those of Freyr may conflict with the interests of other investors, other funds managed by Freyr Investments, those of Freyr Investments itself, or with companies with common shareholders to Freyr. The key responsibility of the Compliance Officer is to operate in an independent, transparent and impartial manner to ensure all investors are treated fairly.

Conflicts are regularly reviewed and managed in order to ensure that our investors' best interests are not compromised. Examples of specific conflicts are set out below:

Co-investment

In some cases opportunities arise where there might be co-investment of capital from different sources. This could result in a conflict between the Manager's responsibilities to its FREPS investors and its responsibilities to other investors. It is also possible that there could be conflicts between one group of FREPS investors and another. Co-investment widens the pool of opportunities available to FREPS and we seek to ensure that all interests are properly and fairly represented on an arm's length basis at all times.



Valuations

There are occasions when one or more FREPS investors seek to leave the service, whilst others join. It is important that these conflicting interests in the valuations used for joiners and leavers are treated equitably and transparently.

Service provision

In some circumstances, services provided to FREPS and the companies in which investments are arranged can be provided by other companies with common shareholders to Freyr. Examples are accounting and administrative support services. Such services may be provided by third parties or by companies with common shareholders to Freyr, where there are clear cost and quality benefits to investors that justify the appointment.

Ongoing business management

In performing its role in overseeing the trading companies in which investments are arranged through FREPS, the Manager makes recommendations on matters such as in what proportion to deploy capital between different underlying trading businesses. These recommendations adhere to the strategies that apply to FREPS, and adopt the general objective of promoting and developing the long-term interests of those investing through FREPS, for example, building external business relationships and pipelines. At its core, our approach is to ensure that decisions are fair to all investors.

Risk factors

The below risk factors are not intended to be exhaustive but are included to help you understand the risks of investing. Investors should consider carefully whether an investment in the Service is suitable for them in light of the information in this document and their personal circumstances.

If in any doubt whatsoever, an investor should not subscribe. In any case, it is strongly recommended that investors seek the advice of an FCA authorised and regulated adviser and /or tax adviser or other appropriately qualified professional adviser. You should only invest money that you can afford to leave for the medium to long term and/ or are prepared to lose.

This document should not be considered as constituting legal, taxation or investment advice. Each party to whom this document is made available must make its own independent assessment of the Service after making such investigations and taking such advice as may be deemed necessary. In particular, any estimates, projections or opinions contained in this document involve significant elements of subjective judgement, analysis and assumptions, and each recipient should satisfy themselves in relation to such matters.



Risk to capital

The value of an investment through FREPS may go down as well as up and investors may not get back all of the amount they originally invested. Investors should not consider investing unless they already have a diversified portfolio and are able to bear the associated financial risks involved in investing through FREPS.

Investment performance

Prospective investors should be aware that past performance is no guide to future performance and that any statements made in relation to expected future performance are projections rather than guarantees. There is no guarantee that the strategies will achieve their return expectations or targets and you should recognise that your capital is at risk and you may not get back what you invest. The amount of any fees, charges or expenses payable will affect returns. Valuations at any point in time, including at redemption request, are subjective and rely on both internal and external opinion.

Business risk

The performance of the companies in which the Manager arranges investment is dependent upon a number of factors which include the quality of their customer bases and their respective revenue streams, the strength of management and controls, and the value of any assets held as security.

Both specific and general circumstances can adversely affect customers' abilities or willingness to meet their obligations. Businesses may also be affected by competition, interest rates, inflation, employment rates, and other macroeconomic factors over which the investment manager has no control. There is therefore a possibility that one or more of the businesses into which investments are arranged may underperform and cause a loss of value for FREPS Investors.



Tax risk

Tax treatment depends on individual circumstances and an investment through FREPS will not be suitable for all investors. Tax reliefs may be lost by investors taking, or not taking, certain steps or by changes in the tax regime.

Freyr will only arrange investments through FREPS into companies that are reasonably believed to have Business Relief qualifying status; however there can be no guarantee that a company will attain or maintain such status. Levels, bases of, and relief from, taxation are subject to change. Such changes could be retrospective. The tax treatment of a sale could be affected by the mechanism of the withdrawal and thus result in income tax being due. The tax reliefs described are based on current legislation, practice and interpretation and the value of tax reliefs depends upon the individual circumstances of investors.

The availability of Business Relief is assessed by HMRC on a case-by-case basis based on the circumstances at the time of death of the investor. Investors should seek advice from a qualified financial or taxation adviser as appropriate.

Diversification

While the underlying opportunities that you access through the Service will be diversified, your investment may be arranged into a single company. This limited diversification could increase the risk for investors.

Reliance on the Investment Manager

Freyr Investment Management Limited has been appointed as the Discretionary Fund Manager of FREPS and is dependent on certain key individuals and on their

business and financial skills. The success of the Service will depend upon the ongoing ability of the investment manager to identify, source, select, complete, and monitor appropriate investments.

Investment period and illiquidity

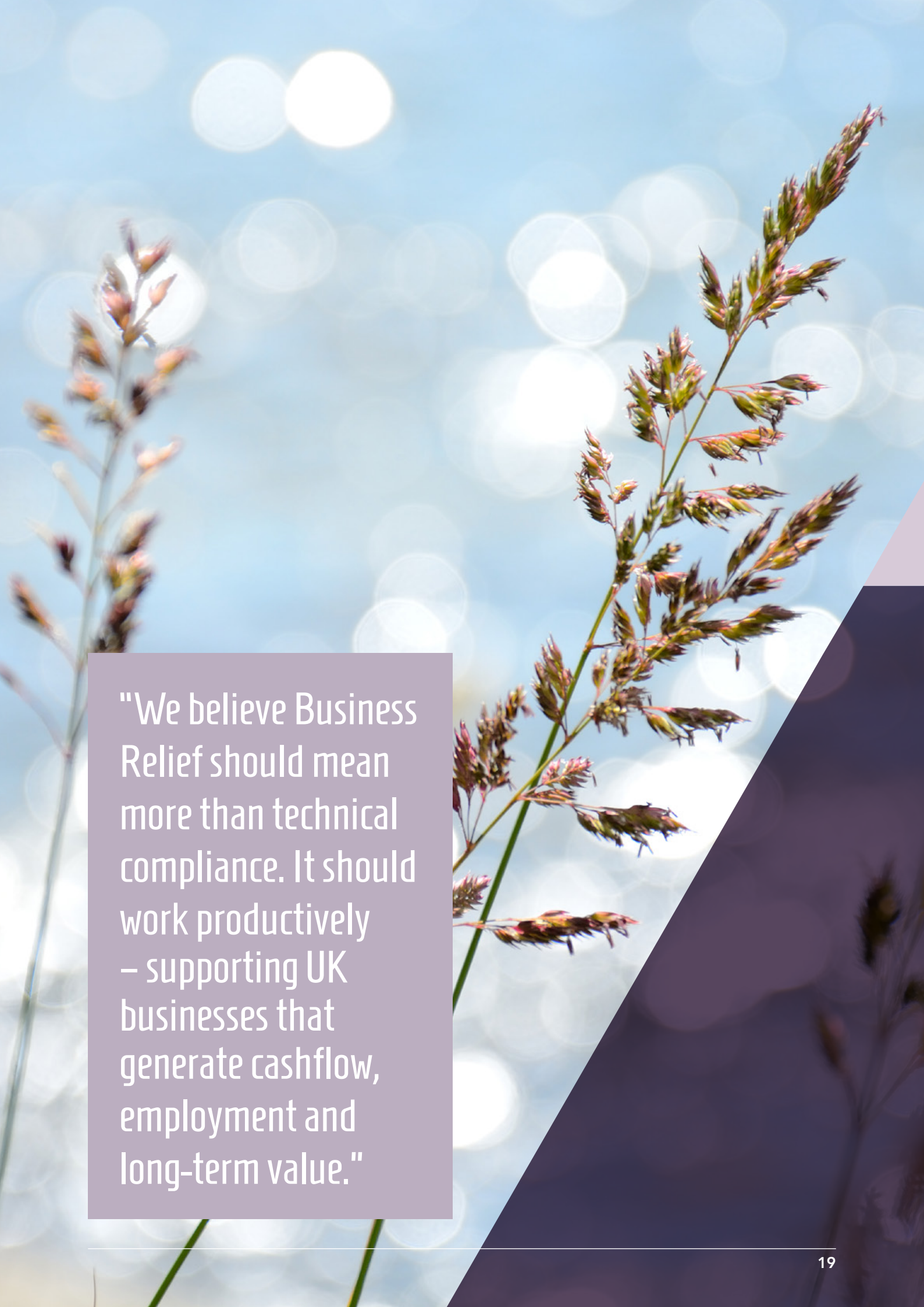
FREPS will arrange investments in unquoted companies whose shares are not as readily realisable ('liquid') as, for example, companies listed on the London Stock Exchange. As the shares held will be unquoted, they can be difficult to value and sell. Therefore, the Manager cannot guarantee that an investor's funds will be returned in the target timeframe set out in this Information Memorandum.

Investors can request the withdrawal of funds at any time and the Manager will attempt to arrange realisation of investments within 30 days from the end of the month in which the written withdrawal request was received. However, substantial withdrawals could take longer to satisfy and therefore cannot be guaranteed to meet the above target timeframe.

In exceptional circumstances, such as a change of legislative framework, the process to realise investments could take much longer and investors may receive withdrawals in instalments and investors may be required to wait until sufficient cash is available from new subscriptions or the sale of assets.

Investments in Business Relief qualifying companies must be held for at least two years (and held at the date of death) in order to benefit from Inheritance Tax relief and you should therefore recognise that investments arranged through FREPS are long term investments. If you sell, transfer or withdraw any of your holding, you may lose the Inheritance Tax relief on the amount withdrawn.

NOTES



"We believe Business Relief should mean more than technical compliance. It should work productively – supporting UK businesses that generate cashflow, employment and long-term value."

Get in touch, we're here to help

Investors

We recommend you speak to a Financial Adviser in the first instance, as we cannot offer investment or tax advice.

If you have any other questions please contact us on 0203 393 0607 or email us at info@freyr-im.com

Advisers

Our expert national Distribution team is here to help and would be happy to discuss our Service and offers in more detail with you either by phone or by visiting your offices. Please contact us on 0203 393 0607 or email us at info@freyr-im.com

*Freyr Investment Management is authorised and regulated by the Financial Conduct Authority (<http://www.fca.org.uk/register>).
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Past performance is not a reliable indicator of future returns and the value of investments, and any income derived from them, can go down as well as up and may be subject to currency fluctuations. You may not get back all of your initial investment.

