

For professional advisers and paraplanners only.

This document is not to be circulated to or relied upon by retail clients.



# Vala Sustainable Growth EIS: Consumer Duty Product Pack for Distributors

April 2024



Sapphire Capital Partners LLP is authorised and regulated by the Financial Conduct Authority to conduct investment business.

# Vala Sustainable Growth EIS

Product reviewed: April 2024

Previous review: April 2023

Product launched: January 2020



DO NOT INVEST UNLESS YOU'RE PREPARED TO LOSE ALL YOUR MONEY. THIS IS A HIGH-RISK INVESTMENT AND YOU ARE UNLIKELY TO BE PROTECTED IF SOMETHING GOES WRONG. TAKE 2 MINUTES TO LEARN MORE (OR SEE THE TEXT ON PAGE 2).

**Vala**  
Sustainable Growth EIS  
Information Memorandum

The tax treatment referred to in this Information Memorandum depends on the individual circumstances of each investor and may be subject to change in the future. In addition, the availability of any tax relief depends on the investee Companies maintaining their qualifying status.

THIS INVESTMENT IS NOT SUITABLE FOR ALL INVESTORS AS THE UNDERLYING INVESTMENTS ARE ILLIQUID.

The cover page of the Vala Sustainable Growth EIS Information Memorandum features a green background with a large, stylized yellow 'V' logo. The page includes a prominent warning at the top, the Vala logo and title in the center, and a disclaimer at the bottom. The background is decorated with various images related to sustainability and business, including a sea turtle, a mountain landscape, and people in a meeting.

# Product: Vala Sustainable Growth EIS

Key Documents	Information Memorandum and Key Information Document (KID).
Nature of Security	Unquoted shares in EIS qualifying companies.
Nature of Product	Discretionary managed portfolio service - alternative investment fund ("AIF").
Length of hold	Evergreen, early-stage investments with a long-term investment horizon.
Tax Advantages	(S)EIS reliefs such as, income tax relief, capital gains tax deferral and/or reinvestment relief, capital gains tax free growth and inheritance tax relief via business relief.
Nature of Risk	The risk score is 6 out of 7, because SEIS and EIS funds invest in early-stage and growth companies which are hard to value and where it may not be possible to sell the investment. This rates the potential losses from future performance at a high level, and poor market conditions are likely to impact the capacity of the Product.
Target Investor	Designed for private investors who understand the risks of investing in unlisted investments, typically a UK higher-rate taxpayer, over 18 years of age, normally advised by an FCA authorised adviser or a retail client that is a high net worth or sophisticated client. They may also be a professional client or an eligible counterparty. Investors should be able to lose all funds invested.
Target Sector	The Product's objective is to invest in EIS qualifying early-stage companies with plans to achieve rapid growth, offering products or services with the potential to address the some of the world's most urgent sustainability issues.

# Product: Vala Sustainable Growth EIS

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Product Objectives	Target return of 2.5x the amount invested after seven years. Note that targeted returns are not a reliable indicator of future performance. The target return may not take into account all commissions, fees or other charges.
Distribution Strategy	Investment advisers, wealth managers and IFAs distribution.
Withdrawal/liquidity	The Product will subscribe for shares in unquoted early-stage businesses with no readily accessible secondary market. Investments in the Product should be expected to be held for the anticipated holding period but may take longer to realise.
Transferability	Once investments have been held for the expected life of the Product, the Investment Manager may instruct the transfer of the shares into the name of the individual investors.
Financial Services Compensation Scheme	Deposit protection of up to £85,000 per person per eligible claim for investors' money held on client account at the custodian. Please review the Fund information memorandum to understand the full details in relation to eligibility to claim under the Financial Services Compensation Scheme or contact the FSCS directly at <a href="http://www.fscs.org.uk">www.fscs.org.uk</a> .
Insurance Benefits	The Product does not have any insurance benefits.

# Product: Vala Sustainable EIS Growth

Fees	Initial cost	5% (+VAT)	This fee is payable by the investee companies as to maximise the amount available for tax relief at a rate of 5% (+VAT) of the net subscription amount (less any advisor fees).
	Annual Management Charge (AMC)	1.5% (+VAT)	1.5% (+VAT) of the subscription amount will be taken every year for the first three years. In years four and five, the AMC is 1.5% (+VAT) of the lower of the value or the acquisition cost of the remaining shareholdings. No annual charge is applied after the fifth year.
	Other ongoing costs	0% (+VAT)	No ongoing fees are charged by the product to the investor.
	Performance fees	20% (+VAT)	A performance fee is payable in the event of an investor receiving monies back from the Fund in excess of £1.10 for each £1 of their net subscription amount at a rate of 20% (+VAT).

# Target Market Analysis





# Analysis

Requirement	Target Market Criteria	Compatibility
Client type	Retail	Compatible
	Professional	Compatible
	Eligible counterparty	Compatible
Sub-type of Retail	Unrestricted	Not compatible
	Restricted/ HNW/Sophisticated	Compatible
	Suitability/Appropriateness Test	Compatible
Notes	Based on the Product strategy and target market analysis, it is deduced that the Product is suitable for eligible counterparties, professional, high net worth or sophisticated retail investors. Restricted retail investors can access the Product if they meet the suitability or appropriateness of the Product, however, it is strongly recommended that restricted investors are advised by an IFA.	
Knowledge and experience	Low	Not compatible
	Medium	Not compatible
	High	Compatible
	Advised	Compatible

# Analysis

Requirement	Target Market Criteria	Compatibility
Financial situation, with a focus on ability to bear losses	No tolerance for loss in their investment	Not compatible
	Tolerance of moderate loss	Not compatible
	Tolerance of entire loss	Compatible
	Tolerance of loss exceeding investment	N/A
Characteristics of vulnerability	Poor health	Not compatible
	Experiencing a negative life event	Not compatible
	Having low financial resilience	Not compatible
	Having low capability	Not compatible
Notes	<p>This Product is not targeted at consumers with characteristics of vulnerability; however, when onboarding and/or communicating with a consumer, staff will be on the lookout for signs of vulnerability that can lead to the individual concerned making poor decisions. Sapphire will act in line with the Sapphire Vulnerable Persons Policy. Subject to the vulnerability assessment, Sapphire may reject an investor application and may recommend seeking advice from an IFA.</p>	



# Analysis

Requirement		Target Market Criteria	Compatibility
Client's objectives and needs	Investment Tenor	Short	Not compatible
		Medium	Not compatible
		Long	Compatible
	Investment Objective	Capital protection	Not compatible
		Appreciation	Compatible
		Future income stream	Not compatible
		Tax advantages	Compatible
	Liquidity	Requires the possibility to exit investment early	Not compatible
		Willing to hold the investment long term/until maturity	Compatible
	Additional criteria	Preservation of tax relief	Compatible
		Portfolio diversification	Compatible
		Hedging	Not compatible
		Ethical/green	Not compatible
		Sharia compliant	Not compatible

# Analysis

Requirement	Target Market Criteria	Compatibility
Distribution Strategy	Advised	Compatible
	Non-advised	Compatible
	Execution only	N/A
	Discretionary	N/A
Notes	The Product is only to be distributed via suitable channels such as Investment Advisers or Mentors, IFAs, intermediaries and wealth manager networks who have an expertise in high risk investments in venture capital (as described above) for investment by qualifying professional investors (as per COBS 3.5) or high net worth, sophisticated or restricted retail clients (as per COBS 4 - Annex 2, 3, 4 and 5). It is for advised investors and non-advised investors.	

# The Investment Manager



**SAPPHIRE**

# How Sapphire prioritises good outcomes for customers

## More than just profits

- Certified B Corporation: Achieving the most stringent criteria for verified social and environmental performance, public transparency, and legal accountability.
- Striving to redefine business success by evaluating it beyond mere profit.

## Established

- Over 50 funds managed.
- £400+ million AUM.
- 6,000+ Investors onboarded.
- Immeasurable support of innovation.



## Personable

- An experienced team of investment professionals.
- Diverse backgrounds in accountancy, corporate finance and more.



# Products & Services

*Annually, we conduct a thorough evaluation of this product to ensure it consistently delivers good outcomes for customers.*

Target Outcome	Outcome Achieved	
	Yes	No
	Last 12 months	Since inception (2020)
Diversification Target: six to twelve companies	✓	✓
Deployment target: all funds deployed within 12 months	One investor who applied at the end of the 2022/23 tax year is still to be fully invested.	
Tax Relief - at investment, all companies have EIS advance assurance	✓	✓
Target Exit: realised within seven years	One exit as of January 2014, being Sennen Ltd. It represents a cash return of c.60% of cost (i.e. 40% loss) to investors, excluding any consideration of the EIS tax relief.	
Feedback requested to understand processes in place to ensure product is sold within the target market	✓	✓
Product sold only via the defined distribution channels	✓	✓
Product passed annual review and testing	✓	✓

Conclusion: A good outcome for customers has been achieved over the review period with one exception due to the timing of their application. The customers within the Product also experience their first return within the target exit period.

# Price and Value

*Ensuring customers receive essential product services, attain all features, and exceptional value for their investment is crucial for a favourable outcome.*

Target for a good outcome	Relevant contributors	Last 12 months	Since inception (January 2020)
Each investor receives the product as offered	Every investor is assigned a portfolio comprising approximately eight to twelve companies, each with the potential to achieve a 2.5x return over the life of the fund.	Yes - All investors allocated portfolios of around six to twelve companies with the potential to grow by 2.5x over the long term. Average portfolio size over the last 12 months is eight companies.	All investors allocated portfolios of around eight to twelve companies with the potential to grow by 2.5x over the long term. Average number of companies in a portfolio since inception is eight companies.
Product outcomes are attained for each investor	Companies are EIS-qualifying at the time of investment.	All investee companies received SEIS and/or EIS advance assurance prior to receiving investment.	Of the investments made to date, all were assessed as EIS qualifying at the time of investment.
	Portfolio Performance	Too early to evidence. No exits to date.	
	Full deployment within 12 months.	The typical duration for portfolio deployment is 12 months. However, we fell short for one investor due to the timing of the application being submitted.	On average, it takes 4 months to fully deploy a portfolio since its inception. The longest duration recorded is 7 months, while the shortest is 2 months.
Successful exits achieved.		No exits to date – this is a long-term investment with a seven year expected exit horizon.	
An investor cannot obtain a comparable product or service for a lower fee.	EIS portfolios with similar overall pricing have been identified, but none of them provide customers with the same proposition.	Pricing – Refer to slide five for the fee summary. These fees aim to maximise the tax relief received by investors. Proposition – Guided by Vala Capital Ltd, an expert venture-focused investment team which offers advantages in terms of access to high-quality deals and assists portfolio companies in their growth journey toward securing successful exits.	

**Conclusion: A good outcome for customers has been achieved over the review period, despite not meeting all targets.**

# Consumer Understanding

*Our customers should be able to understand all of our communications and be able to make informed decisions.*

How we define a good outcome	How we assess it	Reviewed in most recent assessment
All customer communications and financial promotions have gone through a defined process.	Comprehensive sign-off of all documents and communications.	Yes
Benefits & risks are clearly outlined and in no way unclear, misleading, unfair.	Thorough analysis of the promotional materials and risk warnings completed at launch or if there was a material change.	Yes
Tax reliefs offered by the product are clearly communicated.	All reliefs and documents available are clearly communicated to investors, and understanding is assessed on multiple levels.	Yes
Documents and communications provide clear information to consumers to make informed investment decisions.		

**Conclusion:** A good outcome for customers was achieved over the review period, as no complaints or communications were received linked to consumer understanding.



# Consumer Support

*A good outcome for customers is when they have been supported throughout their journey.*

Divison	We have defined a good outcome as:	Reviewed last 12 months:
Customer service team	Dedicated service team with significant knowledge and experience.	Yes
Customer journey from onboarding to exit	All customers recieve regular communications throughout their journey.	Yes
Methods for feedback	Email, mail, phone, in person and anonymous feedback form.	Yes
Feedback received	Customer Feedback reviewed monthly, and action taken where appropriate.	Yes
Complaints - responsiveness	All complaints are responded to within within 3 days and conducted within 8 weeks.	Yes
Complaints - FOS	No complaints upheld by FOS.	Yes
Provisions for vulnerable clients	Vulnerability training completed by the service team, and actions taken where appropriate.	Yes
Service team	Low turnover and excellent employee satisfaction.	Yes
Abandoned calls	None occurred.	Yes
3rd Party Suppliers	Feedback reviewed when received and acted on where appropriate.	Yes

**Conclusion: A good outcome for customers was achieved over the review period, as no complaints or communications were received linked to consumer understanding.**

SUMMARY

# Characteristics of the Product

# Summary Disclosure to Distributors

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## Characteristics of the Product

Based on the Product details and target market analysis, we conclude that the Product is most suitable for high net worth or sophisticated retail clients and not for ordinary unadvised retail investors.

It is recommended that restricted investors are advised by an IFA, to reduce potentially vulnerable customers accessing an unsuitable product.

## Product will be distributed in accordance with the needs, characteristics and objectives of the target market

The onus is on the distributor to ensure they act within accordance with the needs, characteristics and objectives of the Target Market. Consumers must be able to make informed investment decisions supported by information and documentation from Sapphire and, if applicable, a financial adviser. In the event a distributor believes they do not have the necessary information required to act within their capacity, the distributor is recommended to contact Sapphire and request the missing information.

## Identify the intended distribution strategy for the Product

The Product is intended to be distributed via the Investment Adviser as well as wealth manager and IFAs distribution networks. The Product may also be distributed via FCA-qualifying HNW/Sophisticated networks.

# Summary Disclosure to Distributors

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## Understand the identified target market

The Product is designed for private investors who understand the risks of investing in unlisted investments, typically a UK higher-rate taxpayer, over 18 years of age, normally advised by an FCA authorised adviser or a retail client that is a high net worth, sophisticated or restricted investor (as per COBS 4 Annex 2, 3, 4 and 5). They may also be a professional client (as per COBS 3.5). Investors should be able to lose all funds invested. An investor should:

- be aged at least 18;
- need to diversify investment portfolios across asset classes;
- not need income from or access to the capital invested during the anticipated holding period;
- not be under any pressure to invest or secure a certain income from investing;
- understand investing will expose you to capital losses;
- understand that there is no guarantee that the tax-efficient status of the investment will be obtained or remain;
- understand that the investment may not be able to be realised early, at market value, or at all;
- understand that there is no secondary market for this investment;
- understand that this is a high risk, illiquid, speculative investment and that there is the potential to lose all capital invested;
- not be aware of any health issues or events which would impact their ability to make decisions for financial matters or day to day capability (see FCA guidance FG21/1);
- have a sufficient UK income tax liability to reclaim income tax relief at 30% of the amount subscribed;
- be seeking to reinvest a recently realised gain; and/or
- be seeking to shelter assets from inheritance tax.

It is recommended that all investors are advised by an IFA, to reduce vulnerable customers accessing an unsuitable product and ensure the suitability of the Product for the investor as well as ensuring the Product meets the investor's financial requirements.

# Summary Disclosure to Distributors

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## Understand the identified target market (continued):

The Product is not suitable for clients who:

- under the age of 18;
- have limited to no investment experience;
- are under pressure to invest or secure a certain income from investing;
- can not be exposed to capital losses;
- whose lifestyle would be impacted by the loss of 100% of their investment;
- seek a short to medium term investment product, or need their money back quickly (most funds can be a duration of at least ten years or more);
- whose decision-making is impacted by health issues or life events;
- aren't willing to hold their investment for at least the expected life of the Product;
- have a low- to medium- risk appetite;
- have no UK income tax liability;
- don't seek to reinvest a recently realised gain; and/or
- don't seek to shelter assets from inheritance tax.

Subject to Sapphire's approval, corporate and professional investors can invest in this product; however, the application route involves manual intervention and more documentation.

**Issued by Sapphire Capital Partners LLP (FRN:565716), which is authorised and regulated by the Financial Conduct Authority. Registered office: 28 Deramore Park, Belfast, Antrim, BT9 5JU. Issued April 2024.**

Investing in start-ups and early-stage companies involves risks, including illiquidity, lack of dividends, loss of investment and dilution. It should be done only as part of a diversified portfolio. There is no assurance that the investment objectives of any investment opportunity will be achieved or that the strategies and methods described by the product will be successful. Past performance is not necessarily a guide to future performance and the value of an investment may go down as well as up.

Tax reliefs available on these investments depend on individual circumstances. Tax treatment is assumed as per current legislation and interpretation, which may change in the future. Tax reliefs also depend on the portfolio companies maintaining qualifying status, which is not guaranteed.


The investments discussed are not suitable for everyone. This document does not constitute advice on investments, legal matters, taxation or any other matters. Any recommendation should be based on a holistic review of a client's financial situation, objectives and needs.

Investors should read the product Information Memorandum and Key Information Document before deciding to invest, this can be found at [www.sapphirecapitalpartners.co.uk/vala-sustainable-growth-eis-fund](http://www.sapphirecapitalpartners.co.uk/vala-sustainable-growth-eis-fund).



You've heard from us.

If you need  
anything  
further, we want  
to hear from  
**you.**

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