



**NORTHUMBERLAND
LIVING**

**INFORMATION
MEMORANDUM**

APRIL 2023

Northumberland Living (Alnwick) Limited Fixed Income Loan Notes 2024

Northumberland Living is a trading style of Genesis One Limited

Important information

The content of this document has not been approved by an authorised person within the meaning of the Financial Services and Markets Act 2000. Reliance on this promotion for the purposes of engaging in any investment activity may expose an individual to significant risk of losing all of the property or other assets involved.

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

The attention of prospective Investors is drawn to the "RISK FACTORS" section of this document on pages 13 to 16.

If you are in any doubt about the contents of this document, you are strongly recommended to consult a person authorised under the Financial Services and Markets Act 2000 ("FSMA") to give advice in relation to investment in equity and debt securities issued by unquoted single companies. An investment in Northumberland Living (Alnwick) Limited (the "Company" or the "Issuer") will not be suitable for all recipients of this Information Memorandum ("IM").

The purpose of this IM is to provide information to named individuals who have expressed an interest in the possibility of subscribing for Northumberland Living (Alnwick) Limited Fixed Income Loan Notes ("Loan Notes") issued by the Company and, as such, provides details of a private offer to those individuals.

An Application Form to subscribe for Loan Notes will only be provided to persons:

- (a) whom the directors of the Company believe to be either (i) certified as a 'high net worth investor', (ii) certified as a 'sophisticated investor', (iii) self-certified as a 'sophisticated investor', in each case in accordance with the FCA's Conduct of Business Sourcebook (COBS), Chapter 4.7.
- (b) who are advised by an FCA authorised adviser who has classified them as a professional client pursuant to COBS, Chapter 3.5, in respect of investments such as the Loan Notes; or
- (c) who are pension fund trustees investing pension money where the beneficiary of the pension would otherwise be entitled to invest in accordance with the terms of this invitation,

(referred to herein as "Potentially Eligible Investors").

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

Potentially Eligible Investors should consider carefully whether an investment in Loan Notes is suitable for them in the light of their personal circumstances and the risk factors noted on pages 13 to 16. The Loan Notes are secured debt of the Issuer and they may not be a suitable investment for all recipients of this IM. Loan Notes are not transferable or negotiable on the capital markets and no application is to be made for Loan Notes to be admitted to listing or trading on any market. Investment in an unquoted security of this nature, being an illiquid investment, is speculative, involving a high degree of risk.

It will not be possible to sell or realise Loan Notes before they mature or to obtain reliable information about the risks to which they are exposed. There is no certainty or guarantee that the Issuer will be able to repay the Loan Notes.

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

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

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

The distribution of this Information Memorandum in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any such distribution could result in a violation of the law of such jurisdictions.

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

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NORTHUMBERLAND
LIVING

SUMMARY

The Company is seeking to raise £2,500,000 by issuing a Loan Note of 18 months to fund costs associated with the development and construction of a residential site located in Alnwick, Northumberland.

Issuer	Northumberland Living (Alnwick) Limited.
Instrument	Fixed Income Loan Note.
Interest Options	INCOME: 12% per annum, paid quarterly (equal to 18% over 18 months). GROWTH: 12% per annum, paid on redemption (equal to 18% over 18 months + 2% bonus = 20%).
Term	18 months (with a possible 3 month extension).
Minimum Investment	£10,000 (with tranches of £1,000 thereafter).
Maximum Investment	£2,500,000.
Launch Date	April 2023
Closing Date	April 2024
Security Trustee	Alpha Trustee Services Limited.
Security	1. Debenture over the Company and its assets. 2. Guarantee and Equitable Mortgage over the SPV Company and its assets. This charge is held by the Security Trustee, Alpha Trustee Services Limited, and has been granted to provide extra comfort to Investors, until such time as the asset is purchased by the Company.
Ranking	All Loan Notes should rank pari passu, equally and rateably without discrimination or preference alongside all creditors (with a similar security) of the Company.
Transferable	Ownership of the Loan Notes cannot be transferred to another party.
Early Redemption by Investors	Investors cannot redeem the Loan Notes before maturity.
Early Repayment by the Company	The Company can elect to repay the Loan Notes before their maturity, interest payable to date of early repayment.



PROPOSED TERMS OF THE OFFER

THE OFFER

The Company is offering an 18 month Fixed Rate Loan Note to Investors, with two investment options as detailed below. The aggregate total for the Loan Notes is £2,500,000.

a) INCOME

- 12% per annum
- 18 month term
- Interest paid quarterly (equal to 18% over 18 months)

b) GROWTH

- 12% per annum
- 18 month term
- 20% Interest paid on redemption (equal to 18% over 18 months + 2% bonus)

The Loan Note will be an 18 month term and interest will be paid either quarterly or on redemption.

Before the maturity dates of the Loan Notes which they hold, Loan Noteholders will be given the opportunity to reinvest their capital in new Loan Notes, if available at that time.

This option is available to all subscriptions over £10,000.

The Company reserves the right to issue Loan Notes at a discount and/or to pay an enhanced interest rate and/or to redeem Loan Notes at more than their nominal value upon maturity.

Return Examples

The example below illustrates the interest and capital payments on maturity of the Fixed Rate Loan Note:

a) Income Option 12% per annum – paid quarterly

Investment Amount (£)	Total Return (£)	Payment Schedule
£10,000	£11,800	3% interest paid quarterly – (totalling 6 payments over 18 months)

b) Growth Option 12% per annum – 20% paid on redemption includes 2% bonus

Investment Amount (£)	Total Return (£)	Payment Schedule
£10,000	£12,000	20% paid on redemption at end of 18 months (this equals to 18% + 2% bonus)

Important

Please note that such financial forecasts are not a reliable indicator of future results.

CONDITIONS OF THE OFFER

The Offer will be subject to the following conditions being satisfied on or before the Closing Date:

- **The Minimum Subscription of £100,000.**

If the minimum subscription amount has not been satisfied by the Closing Date the Offer will lapse, and applicants will be refunded their subscription monies in full, without any interest.

The Company may repay the Loan Notes at any time by repaying to Investors their capital and the interest which they have earned to the date of repayment.

BACKGROUND

THE COMPANY

The Company, Northumberland Living (Alnwick) Limited, was incorporated and established in 2023 by its Sole Director, William Jackson, to identify and deliver residential schemes predominately in the North of England.

The Director has vast experience in residential and commercial projects extending to all regions, ranging from Stirlingshire to Milton Keynes, and most areas in between. Mr Jackson's experience in the construction industry spans over 3 decades and includes residential and commercial developments, both refurbishment and new build. His role in all cases has been to add value and maximise returns for the business and stakeholders.

In 2014, Northern Business Management LLP was set up as a construction company, and over the last 8 years has achieved an impressive £2million turnover, with an established reputation for quality and bespoke projects.

In late 2016, Mr Jackson set up Genesis One Limited, to purchase West Chevington Farm, a historic site which required full planning, and remains the flagship project, progressing well with high demand.

Further to the success of the last development, Northumberland Living (Alnwick) Limited has been incorporated to purchase and develop its latest project, Ravensmount Care Home, Alnwick, which will be transformed into a beautiful and unique residential development.





THE DEVELOPMENT

Alwick

The development site is a former care home and is located in the beautiful historic market town of Alwick, Northumberland, which has become one of the country's top tourist destinations and has previously been voted the best place to live in the UK.

Complimenting the town's cobbled streets and its rich history is the second largest inhabited castle in the UK, Alwick Castle, which was featured in the Harry Potter films as the set for Hogwarts.



Next to the Castle is the impressive Alwick Garden with its magnificent water cascades, rose garden, walled gardens and the world's largest Treehouse.

The development site is located just off Alnmouth Road, a highly desirable residential street to the eastern outskirts of Alwick, which is 5 miles from the Northumberland coastline.

The property is within walking distance of the historic town centre whilst Alnmouth Road (A1068) provides access to Alnmouth and the coast. Alnmouth Train station to the east is only 3 miles away, whilst the A1 motorway is just 1 mile away by car.





STRATEGY

The Company's strategy is to raise funds of £2,500,000 to renovate and develop its latest project, Ravensmount Care Home, Alnwick. The Company intends to make a 20% contribution towards the development.

It is forecasted that the development will generate a total GDV of £4.5million, with an expected completion date of approximately 18 months.

The site comprises of a former 35 bed care home, a grand period building of stone construction with a pitched slate tile roof and various large windows providing stunning countryside views. The building currently extends to approximately 1,051 sq m (11,313 sq ft).

Full planning permission has been granted to convert the building into 8 large apartments which will range between 861 and 1,421 sq ft. The Company is of the opinion that the apartments are excessive in size and has already had preliminary talks with planning consultants and architects to increase the number of apartments to 10, which will still provide spacious accommodation. At the date of this IM, the purchase price has been agreed and a deposit has been paid.

It is anticipated that the development of the building and landscaping of the grounds will take approximately 18 months in total. The aim would be to sell a number of the apartments off-plan, retain several, and refinance to repay investors. Those retained would be utilised as holiday lets due to the demand in the area and would be added to the Northumberland Luxury Stays portfolio.

KEY HIGHLIGHTS

Strong market conditions

Due to the growing population there is a genuine need for housing in the UK. Through its vast experience, Northumberland Living has identified key regional areas for development to capitalise on the growth of the area.

Strong industry specific management

The management team of Northumberland Living have a vast range of experience of managing and delivering residential development projects of this kind.

Excellent reputation

The Company has a fantastic reputation after having already produced outstanding quality projects in the area and most recently, the impressive West Chevington Farm. The success of its developments demonstrates the integrity of the Company, and its vision remains the same for its new projects.

Strategic Project

The Ravensmount Care Home development is considered as a project with significant return on investment due to its strong housing demand for luxury and exclusive homes in the area. It is also favoured for its ability to further obtain a return via the ever increasing luxury holiday lettings market.

USE OF PROCEEDS

Proceeds raised from the issue of the Loan Note will be utilised as follows:

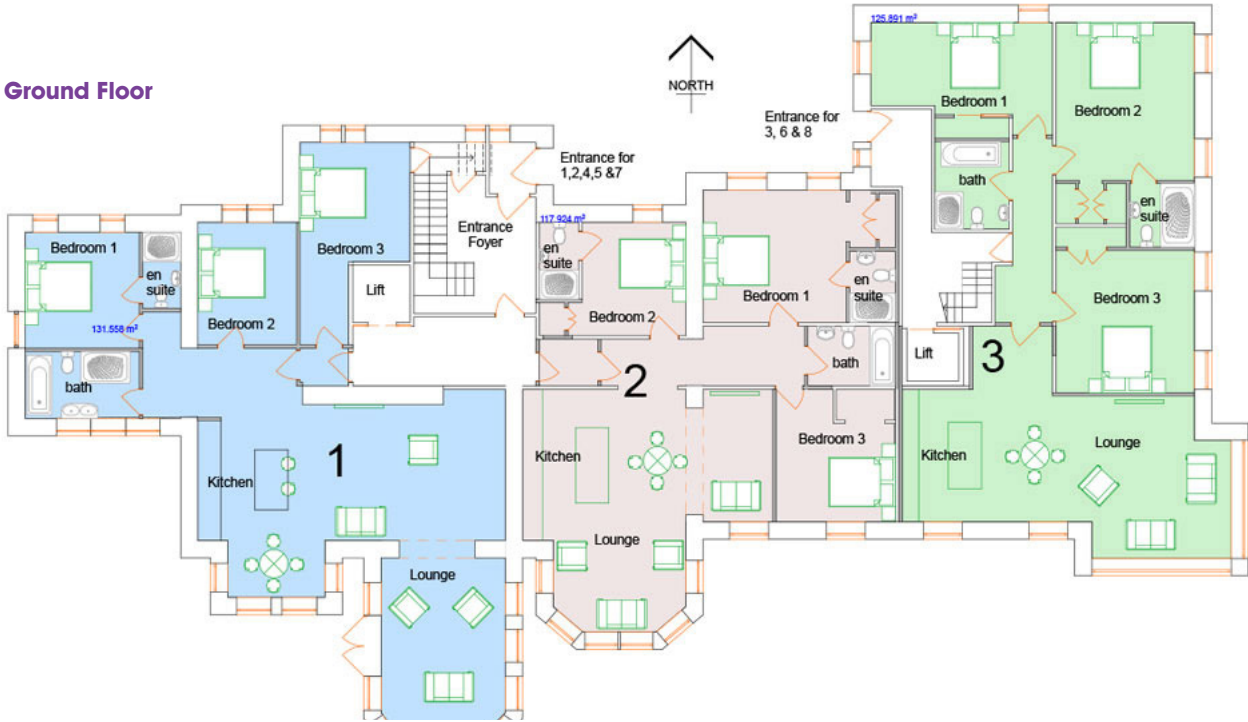
1. To purchase and renovate the existing building into 8-10 apartments.
2. To fund the development of a bungalow on the grounds of the property.
3. To fund the costs associated with relevant planning permissions to increase the number of apartments, alongside professional fees, contingency fees and other fees associated with fundraising.
4. In addition to the funds raised, the Company will be making a 20% contribution.



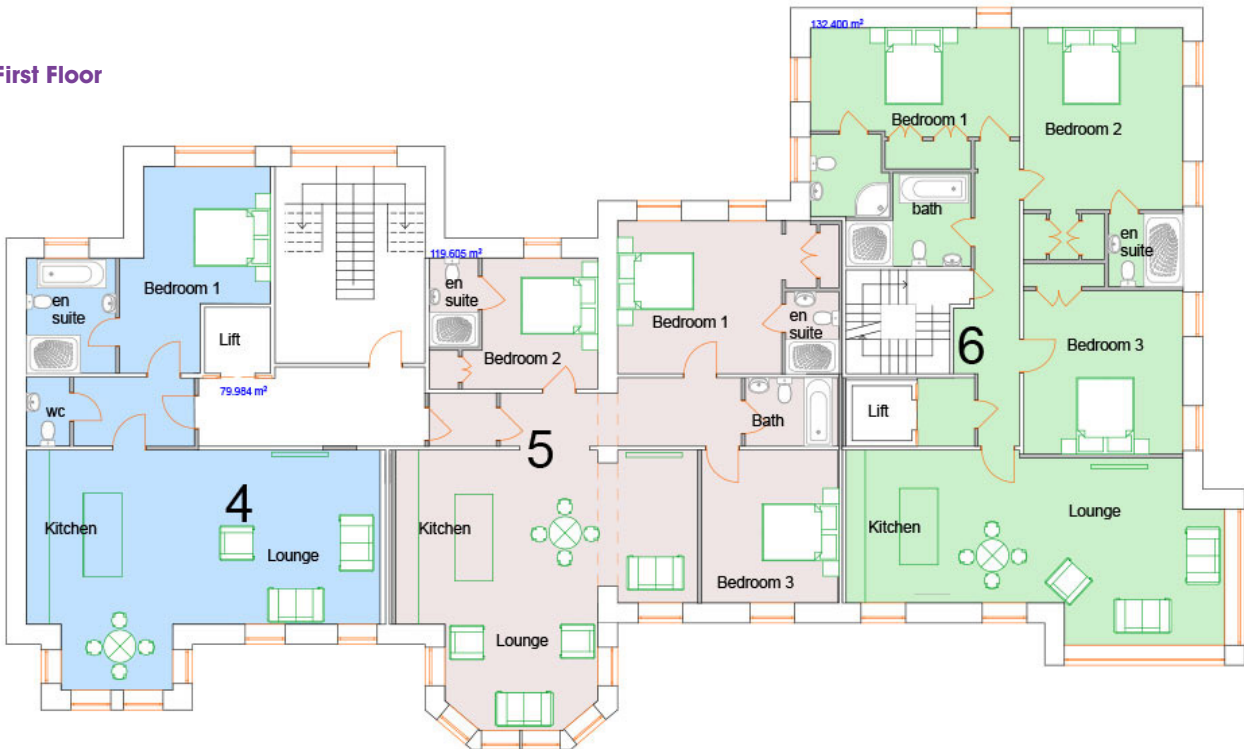


PROPOSED PLANS

Ground Floor



First Floor





EXIT STRATEGY

The exit strategy, and the means to repay investors will be structured as follows:

1. Sales and completions on a number of the properties
2. Refinance of the properties

MARKETING & PROFESSIONAL FEES

The Company will engage professional advisory firms along with marketing and wealth management companies to undertake the marketing and advertising of the Loan Notes. Commissions for these services are variable and will be payable from the proceeds raised from the issue of the Loan Notes. A maximum of 20% of the proceeds raised from the Loan Note issue will be used for marketing purposes.

TRACK RECORD

The Company boasts an excellent track record including the ongoing success of the popular West Chevington Farm development.



West Chevington Farm, Druridge Bay

- **GDV:** £15.6 million (£22.5 million as a stabilised asset sale)
- **Development:** A new development of sustainable and environmentally friendly luxury homes comprising 24 stunning homes with a further 15 planned alongside a commercial farm shop, cafe, micro pub and leisure facilities.



Frenchgate, Richmond, North Yorkshire

- **GDV:** £1.5 million
- **Development:** The restoration and renovation of a Grade 2 listed building into 4 luxury apartments in the market town of Richmond.





45 St Georges Place, Harrogate

- **GDV:** £2 million
- **Development:** The refurbishment of a double fronted Georgian building into 5 luxury apartments in the popular spa town of Harrogate.



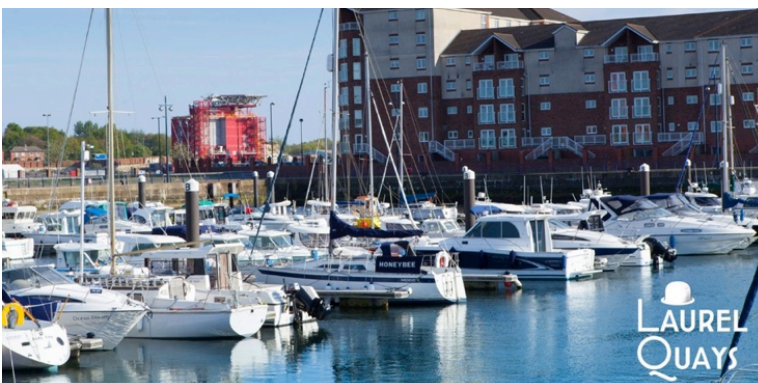
Burn Brae, Hexham

- **GDV:** £2.5 million
- **Development:** The restoration and refurbishment of a Listed Building in Hexham to provide 6 spacious apartments with lift access for the retirement market.



Seaham, County Durham

- **GDV:** £3 million
- **Development:** A brand new development of 8 terraced and semi detached family homes, comprising 3 bedrooms with open plan living and kitchen areas.



Laurels Quays, North Shields Royal Quays Marina

- **GDV:** £3 million
- **Development:** A renovation of a HMRC building into 22 apartments, one and two bedrooms.



COMPANY STRUCTURE

The issued share capital of Northumberland Living (Alnwick) Limited is 100 Ordinary Shares of £1, which are fully paid up. The issued shares are held by the Sole Director William Jackson.

SECURITY

The investment is secured by the following:

1. Legal charge over the Company purchasing the asset, Northumberland Living (Alnwick) Limited, held by the Security Trustee, Alpha Trustee Services Limited.
2. Guarantee and Equitable Mortgage over the SPV company, WH2022 Limited, and its assets. This charge is held by the Security Trustee, Alpha Trustee Services Limited. Please note that this has been granted to provide extra comfort to Investors, until such time as the asset is purchased by the Company. Once the purchase is complete, the security would be updated to reflect a debenture over Northumberland Living (Alnwick) Limited.

In addition, following the restructuring and finance from the senior lender, the Directors are of the opinion that, having made due and careful consideration, the working capital available to the Company will be sufficient for its requirements that is for at least the next 12 months from the date of this Information Memorandum.

SECURITY TRUSTEE

The Security Trustee shall not be responsible, nor shall face any liability, for any loss incurred by the Loan Noteholders relating to a failure of the Company to make payments (whether of interest or of the principal amount) to the Loan Noteholders when due. The Security Trustee cannot guarantee return of any monies in the event of default. **Note also that the Security Trustee has no role in the day-to-day management of the Company.**

The Security Trustee shall not accept any responsibility for, or be liable for, the adequacy, accuracy or completeness of any information (whether relating to the financial condition or tax status of the Company or otherwise) supplied by the Company and contained in this document. The Security Trustee shall have no obligation to, and does not undertake to, make any investigations into the financial condition of the Company at any time at which any of the Loan Notes are outstanding.

The Security Trustee shall have no duty to advise any Loan Noteholder of any information (whether financial or otherwise) relating to the Company which may come to its attention at any time at which any of the Loan Notes are outstanding.

The Security Trustee is reliant upon the Company for providing it with information in respect of the Holders and the Register of Holders as per the terms of the Security Trustee Agreement. Should the Company fail to correctly advise the Security Trustee of the Holders' details, including updated details, then the Security Trustee may not have the correct Register of Holders. **The Security Trustee will not enter into correspondence with individual Loan Noteholders at any time.**



RISK FACTORS

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

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

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

RISK TO CAPITAL

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

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

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

Non-Transferable & Illiquid Investment

The Loan Notes are not transferable or negotiable on the capital markets and no application will be made for the Loan Notes to be admitted for listing or trading on any market. It will not be possible to sell or realise the Loan Notes until they are repaid by the Issuer so, please ensure you are fully aware of the risks involved and that you will not be able to cash in or sell your Loan Notes before their maturity date. Prospective Investors should not submit an Application Form unless they are prepared to hold the Loan Notes for their full term. In the event of the death of a Loan Noteholder or in other exceptional personal circumstances, individual Loan Noteholders may be repaid early. However, any such early repayment is at the Company's discretion and subject to there being sufficient cash available at that time.

Financial Services Compensation Scheme and Regulation

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

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

RISK FACTORS

Security No Guarantee of Repayment

The Loan Notes are secured by way of a first legal charge over the Company's issued share capital and a guarantee and debenture over WH2022 LIMITED, meaning Loan Noteholders rank ahead of unsecured creditors in a default situation. Despite this security, none of these entities' assets have been valued and the presence of this security does not guarantee that investors in the Loan Notes will be repaid at maturity or receive their interest payments in full. The Notes rank below employees, administrators but ahead of unsecured creditors. The Company also has the right to enter other debt arrangements, issue further Loan Notes and to grant other security over its assets, provided it ranks equal to or behind the security in favour of Loan Noteholders. This means that the Company's available assets may be spread around a larger group of secured creditors in a default or insolvency situation resulting in less being available to satisfy the claims of Noteholders.

Fixed Interest Rate and Inflation

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

No Right to Participate in Management or Profits Beyond Fixed Return

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

Security Trustee

Whilst the security in favour of Loan Noteholders is held on their behalf by a Security Trustee, the Security Trustee shall not be responsible, nor shall face any liability, for any loss incurred by the Loan Noteholders relating to a failure of the Company to make payments (whether of interest or of the principal amount) to the Loan Noteholders when due. The Security Trustee will not have any ability or responsibility to protect any monies in the accounts of the Company which may have been set aside for payment of interest or the principal amount in respect of the Loan Notes. The Security Trustee cannot guarantee return of any monies in the event of default. **The Security Trustee has no role in the day-to-day management of the Company and its personnel are not experts in the Company's business.** Accordingly, in the event that the security is enforced, there can be no guarantee that it will be possible to realise the assets for the same value as stated in the IM (or realise them at all in some cases).

Cancellation Rights

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



RISK FACTORS

RISKS RELATING TO THE COMPANY

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

Performance Risk

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

Personnel

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

Regulatory Risk

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

Operational Risk

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

- The capacity of the staff and systems to develop sites and subsequently sell them.
- The ability to source land acquisition opportunities and generate value.
- The ability to obtain planning permission for Phase 2B of the project or experience substantial delays in obtaining such permission.
- The ability to retain key members of the Management Team (see 'Personnel' below).
- Failure to satisfy contract conditions, budget cost overruns and losses.

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

Property Market Risks

Fluctuations in the property market could affect the value of property purchased through bridging finance and joint venture agreements. Any negative fluctuations in the property market could affect the performance of the Company and its ability to repay Loan Noteholders.

RISK FACTORS

OTHER RISKS AND CONSIDERATIONS

Diversified Portfolio

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

Taxation Risks

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

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

Forward Looking Statements

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

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



TAX

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

It is possible that legislation may change in the future or may be introduced with retrospective effect.

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

Interest payments may be subject to UK Withholding Tax.

All Applicants are responsible for their own tax responsibilities and should therefore take advice prior to investing.



QUESTIONS AND ANSWERS

WHAT DOES A DEBENTURE OVER THE ASSETS OF AN ENTITY MEAN?

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

HOW IS THE INVESTMENT SECURED?

The investment is secured by way of a guarantee and debenture over the assets of the related parties meaning Loan Noteholders rank in priority to unsecured creditors of the related parties. The presence of this security does not mean, however, that capital and returns are guaranteed.

IS THIS A REGULATED PRODUCT?

No, neither the Company nor the Loan Notes are regulated. Accordingly, this is a higher risk Investment than alternative regulated products.

WHO CAN INVEST?

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

Investors must also fall within one of the following categories:

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

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

WHEN DO I GET MY ORIGINAL INVESTMENT BACK?

All of your original investment is expected to be returned in full at maturity of the Loan Notes, being 18 months from the date of investment.

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

Yes, corporate investments or joint applications can be accepted.

WHEN IS THE START DATE OF THE INTEREST CALCULATED FROM?

Interest is calculated from the date funds are cleared and made available to the Company (and all 'Know Your Customer' and Anti Money Laundering documentation has been received).

CAN I SELL OR GIVE MY INVESTMENT TO SOMEONE ELSE?

No, the Loan Notes are non-transferrable. Potential investors should consider carefully whether an investment in the Loan Notes is right for them in light of their personal financial circumstances, as they will not be able to sell the Loan Notes and receive their capital back until the end of the relevant term (one year).

IF I DIE, WHAT WILL HAPPEN TO MY INVESTMENT?

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

WHAT TAX IS PAYABLE ON MY INVESTMENT?

This will depend on your personal circumstances. For all information about tax, we recommend that all investors speak to an independent specialist tax adviser who is authorised and specialises in investments of this kind.

Interest payments may be subject to UK Withholding Tax.

All Applicants are responsible for their own tax responsibilities and should therefore take advice prior to investing.

SHOULD I DISCUSS THIS INVESTMENT OPPORTUNITY WITH A FINANCIAL ADVISER?

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

HOW DO I APPLY?

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

WHAT HAPPENS IF I CHANGE MY MIND?

You will have seven (7) working days to be able to cancel your application once your application has been received.

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

We would be very pleased to assist you with any questions you may have. You can e-mail the Company at info@northumberland-living.com.



HOW TO APPLY

You may apply to invest in Northumberland Living (Alnwick) Limited Loan Notes from April 2023. The process for investing in the Loan Note is as follows:

- 1. Read the full text of this Information Memorandum.**
- 2. If you are in any doubt about the action you should take, or the contents of this document then consult a professional adviser authorised under FSMA, who specialises in advising in Loan Notes and other securities.**
- 3. Once you have decided to proceed, you should request an Application Form.**
- 4. Make yourself familiar with the Terms & Conditions.**
- 5. Submit your Application and AML (Anti-Money Laundering) documentation to Northumberland Living.**
- 6. Submit payment by BACS as per the instructions you will receive from Northumberland Living.**
- 7. Once an application is accepted, an Investor will receive an email confirmation and the investment will be recorded with the Registrar. Investors will receive a certificate registering their ownership of the Loan Note to be dispatched no later than 10 business days following subscription. This will also be noted on the certificate register.**



GENERAL INFORMATION

STATUTORY INFORMATION

The Company was incorporated as a limited company on 5th January 2023 with the name Northumberland Living (Alnwick) Limited with registered number 14573785. The principal legislation under which the Company operates is the Companies Act 2006. The liability of members of the Company is limited.

DIRECTORS & COMPANY ADVISERS

Director: William Jackson

Registered Address: 136 Warkworth Drive, Chester Le Street, England, DH2 3TW

Security Trustee: Alpha Trustee Services Limited - 80 High Street 1st & 2nd Floor Yarm North Yorkshire, TS15 9AP

ARTICLES OF ASSOCIATION

The Standard Articles of Association were adopted on incorporation, a copy of which can be viewed online at the Companies House website or will be provided on request.

INTERESTS OF DIRECTORS & PEOPLE WITH SIGNIFICANT CONTROL

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

Northumberland Living (Alnwick) Limited - Directors, Shareholders, People with Significant Control.

Name	Share Count	Share Type	Nominal Value	% of Total Share Count
William Richard Jackson (Director/PSC/Shareholder)	100	Ordinary	£1	100%

OTHER INFORMATION

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

The accounting reference date of the Company is 31st January unless amended by the Issuer at a future date. The first financial statements to be filed with the Registrar of Companies are for year ended 5th October 2024.

DOCUMENTS AVAILABLE FOR INSPECTION

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

- (i) The Articles
- (ii) The Company Registers
- (iii) Trustee Agreement
- (iv) Legal charge documents
- (v) Debenture over the Company
- (vi) Guarantee and equitable mortgage over the SPV company



TERMS AND CONDITIONS OF APPLICATION

GENERAL

1. By completing and returning the enclosed Application Form, you are making an application to invest in Fixed Rate Loan Notes (the "Securities", "Loan Notes") issued by Northumberland Living (Alnwick) Limited (the "Company") pursuant to an offer contained in an Information Memorandum dated April 2023 issued by the Company (the "IM"), which sets out important information about the Company and the Securities. The IM (along with the Investor Document, defined below) is available from info@northumberland-living.com or in hard copy during normal business hours on any weekday (public holidays excepted) at the registered office of the Company whilst the Offer remains open. Your Application is subject to the following terms and conditions. Capitalised terms that are not defined in these Terms and Conditions will have the meanings given to them in the IM.
2. Your investment will only be accepted once you have completed all of the Company's registration requirements and all other requirements for making an Application on or before the close of the Offer, which will include any tests, certifications, or declarations as required by the Company or its advisers, from time to time.
3. All Applications must be made, and Securities will only be issued, in accordance with the IM, including these terms and conditions, as well as the provisions of the instrument constituting the Securities, the security trust deed and the guarantee and debentures each dated April 2023 (together, the "Investor Documentation").
4. You are taken to have had notice of and be bound by the Investor Documentation and consent to the appointment of the Security Trustee as described therein.
5. Investors will have seven (7) working days from the date they sign the Application Form to cancel an application.
6. In making your Application, you acknowledge and confirm:
 - a) that you are not relying on any information given or any representations, warranties, agreements or undertakings (express or implied, written or oral) or statements made at any time by the Company or any other third party whether acting on their behalf or otherwise, in relation to the Company or any group entity other than as contained in the Investor Documentation and that, accordingly, neither the Company nor any directors, officers, agents, employees or advisers of the Company, or any such entity or any person acting on its behalf shall have any responsibility for any such information, representations, warranties, agreements or undertakings (express or implied, written or oral);
 - b) you are not relying on the Company or any of its named advisers to advise you as to the merits of investing in the Securities or to ensure that the Securities are a suitable investment for you;
 - c) you have read and understood the IM, including the section headed "Risk Factors" and the summaries of the Investor Documentation contained in the IM. Without limiting the preceding sentence, you understand and accept that:
 - i) there may be tax consequences for you in investing in Securities. General information as to tax for UK individual investors as well as certain other types of investors is set out in the IM but you should consider your own personal tax position and take professional advice as appropriate; and
 - ii) you are either an individual who is 18 years old or more at the date of making your Application and who is not resident in the USA ("US Person") or you are the authorised representative(s) of a non-natural person, including a limited company, a limited liability partnership, trust or a foundation that is not registered in the USA;
 - d) your making of the Application, being issued with Securities and/or receiving any payments in respect of the Securities, does not contravene any law or requirement of any official or government body based outside the UK to which you are subject. Without limiting any other terms and conditions, you acknowledge and confirm that you are not a US Person, are not receiving Loan Notes in the United States and are not acquiring Loan Notes for the account of a US Person;
 - e) you are aware that it is open to you to seek advice from someone who specialises in advising on investments;



- f) unless the Company expressly agrees otherwise, any third-party adviser or intermediary is not entitled to be paid any commission in relation to your Application. If the Company does agree otherwise, it will set out details of the commission which it has been agreed will be paid in advance of you making an investment, either in writing or on its website, and such commission will be paid by the Company;
- g) you acknowledge that the Company may, in its absolute discretion, reject in whole or in part or scale down your Application and may, if necessary, return monies to you by cheque to the postal address specified in your Application;
- h) you are not engaged in money laundering. No money paid in subscription for Securities shall represent the proceeds of any criminal activity;
- i) unless you have disclosed to us that you are applying on another person's behalf (for example, as an intermediary who has disclosed its client's identity) you must make your Application on your own behalf and for no other person; and
- j) the Company, its directors, employees, agents and advisers will rely upon the truth and accuracy of the confirmations, acknowledgements and representations contained in your Application.

MONEY LAUNDERING

- 7. It is also a term of your Application that, to ensure compliance with the legislation relating to money laundering and financial crime, the Company and its advisers may, in their absolute discretion, require information and/or evidence or further verification of your identity and the directors of the Issuer may decide not to issue Securities to you until they are satisfied as to your identity. If within a reasonable time after a request for information or evidence as to your identity, satisfactory evidence has not been supplied, the Issuer may, at its absolute discretion, terminate your Application in which event no Securities will be issued to you.

THIRD PARTY RIGHTS

- 8. Any member of the Company's group, any directors, officers, LLP members, agents, employees or advisers of the Company or any such group entity or any person acting on behalf of any of them may rely upon a right under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of these terms and conditions that refers to an acknowledgement, confirmation, authority or right in their favour. No other person shall have a right under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of these terms and conditions. Notwithstanding any term of these terms and conditions, the consent of any person who is not a party is not required to rescind or vary these terms and conditions.

JURISDICTION

- 9. The making of Applications, acceptances of Applications, the issue of Securities to Investors and any resulting contracts in relation to the Securities will be governed by and construed in accordance with English law and you and the Issuer submit to the exclusive jurisdiction of the relevant courts of the United Kingdom in relation to any disputes, as to the making or acceptance of Applications and in relation to any resulting contracts.

CERTIFICATES

- 10. Once your application has been accepted the Company will issue confirmation via its website or by means of communication provided in your application. Investors will be issued a form of certificate documenting their legal entitlement to the Securities issued to them. The Company is not bound to take notice or see to the execution of any trust whether express, implied or constructive to which any Securities may be subject.





NORTHUMBERLAND LIVING

136 Warkworth Drive, Chester Le Street, County Durham DH2 3TW.
Tel: 0191 9228590 • Email: info@northumberland-living.com • www.northumberland-living.com

Northumberland Living is a trading style of Genesis One Limited