

## KEY INFORMATION DOCUMENT

### Purpose

This document provides you with key information about this investment product. It is not marketing material. The information is required by law to help you understand the nature, risks, costs, potential gains and losses of this product and to help you compare it with other products.

## Downing Ventures EIS

**Product:** Portfolio of shares through an Enterprise Investment Scheme (“Shares”)

**Name of PRIIP manufacturer:** Downing LLP (registered number OC341575) (“the Company”)

**Website for the PRIIP manufacturer:** [www.downing.co.uk](http://www.downing.co.uk)

**Call this telephone number for more information:** +44(0) 207 416 7780

**Competent Authority of the PRIIP Manufacturer in relation to the KID:** UK Financial Conduct Authority

**Date of production of this Key Information Document:** 29 December 2017

**YOU ARE ABOUT TO PURCHASE A PRODUCT THAT IS NOT SIMPLE AND MAY BE DIFFICULT TO UNDERSTAND.**

### What is this product?

**Type:** Enterprise Investment Scheme

**Objectives:** The investment objective of the EIS is to provide early stage funding to small unquoted companies with growth potential, with the aim of private investors earning attractive returns from a portfolio of investments. Investors’ money is spread across a portfolio of 12-15 companies to help mitigate the effect of any underperforming companies. The focus of the fund is on technology companies looking for development and growth funding in sectors including Enterprise SaaS, Healthcare technology and special situations technology. Factors that are considered when reviewing potential investment companies include the strength of their management team, the size of the market for their product and the potential routes to exit in the future.

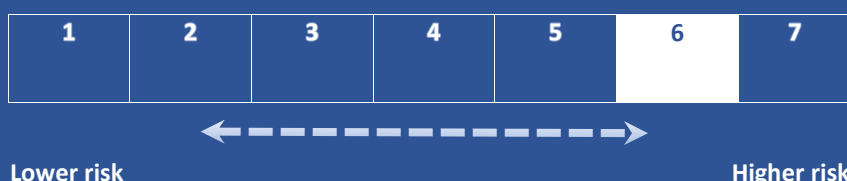
**The recommended holding period:** is in the range of four to eight years to allow for underlying investments to mature and for exits to be achieved. To maintain the tax reliefs available, investors should be prepared to hold the investment for at least three years. If shares are sold within three years, tax reliefs will be lost. **Intended retail investor** A typical EIS investor will be a UK higher-rate income tax payer, 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.

An investor should have;

- sufficient income tax liability to reclaim income tax relief at 30% of the amount subscribed;
- be seeking to defer a recently realised capital gain and/or;
- be seeking to shelter assets from inheritance tax.

Investors should be able to lose all funds invested.

### Risk Indicator



The summary risk indicator is a guide to the level of risk of this product compared to other products. We have classified this product as 6 out of 7 which is the second highest risk class and has been calculated based on the prescribed methodology. This rates the potential losses from future performance at a high level and poor market conditions are very likely to impact the capacity for you to receive a positive return on your investment. The risk indicator assumes that shares in the EIS are held for at least three years. The actual risk can vary significantly if you cash in at an early stage and you may get back less. You may not be able to cash in early. This investment offers no capital guarantee against credit risk. This investment offers no capital protection against future market performance so you could lose all or part of your investment if you sell in a poor market. Valuations made on small unquoted companies with very little or no historical performance or track record will include a high degree of judgement. Investments in these companies are high risk and the chance of these companies failing are high. Any investment in the fund should be viewed as a long-term investment. You are entitled to receive back up to 30% of your capital via tax relief. Any amount over this, and any additional return, depends on future market performance and is uncertain. However, this tax relief will not apply if you cash-in before 3 years.

## Performance Scenarios

The table below shows the money you could get back over the next 8 years under different scenarios, assuming that you invest £10,000. The scenarios shown illustrate how your investment could perform. You can compare them with the scenarios of other products. The scenarios presented are an estimate of future performance, and are not an exact indicator. What you get will vary depending on how the market performs and how long you keep the investment. The performance scenarios do not include the effect of any tax reliefs available. This product cannot be easily cashed in. This means it is difficult to estimate how much you would get back if you cash in before the end of the recommended holding period. You will either be unable to cash in early or you will have to pay high costs or make a large loss if you do. The figures shown include all the costs of the product itself, but may not include all the costs that you pay to your advisor or distributor. The figures do not take into account your personal tax situation which may also affect how much you get back.

Investment Scenarios		1 year	4 years	8 years (recommended holding period)
<b>Unfavourable scenario</b>	<b>What you might get back after costs</b>	£8,100	£5,705	£3,055
	Average return each year	-19.00%	-13.09%	-13.78%
<b>Moderate scenario</b>	<b>What you might get back after costs</b>	£9,630	£11,218	£13,119
	Average return each year	-3.70%	2.92%	3.45%
<b>Favourable scenario</b>	<b>What you might get back after costs</b>	£10,280	£13,979	£21,427
	Average return each year	2.80%	8.73%	9.99%

### What happens if Downing Ventures EIS is unable to pay out?

The value of the Shares and the income derived from them is dependent on the performance of the underlying investments and can fluctuate. Investors could lose all or part of their investment. Your capital is at risk.

### What are the costs?

The Reduction in Yield (RIY) in the table below shows what impact the total costs you pay will have on the investment return you might get. The total costs take into account one-off, ongoing and incidental costs. The amounts shown here are the cumulative costs of the product itself, for three different holding periods in the moderate performance scenario (which includes some performance fees payable to Downing). The figures assume you invest £10,000. The figures are estimates and may change in the future.

#### Costs over time

The person selling you or advising you about this product may charge you other costs. If so, this person will provide you with information about these costs, and show you the impact that all costs will have on your investment over time.

Investment Scenarios	If you cash in after 1 year*	If you cash in after 4 years*	If you cash in after 8 years
<b>Total costs</b>	£600	£1,579	£3,194
Impact on return (RIY) per year	-10.70%	-4.13%	-3.57%

\*This product cannot be easily realised. This means it is difficult to estimate how much you would get back if you attempt to realise your investment early. You will either be unable to realise your investment early or you will have to pay high costs or make a large loss if you do so. You will also lose tax reliefs gained on subscription if you sell within three years.

## Composition of costs

The table below shows: the impact each year of the different types of costs on the investment return you might get at the end of the recommended holding period and the meaning of the different cost categories.

This table shows the impact on return per year

One-off costs	Entry costs	2% Advised or 4% Execution only, plus 2% arrangement fee	The impact of the costs you pay when entering your investment, for both your initial subscription and for us making the initial investments in the underlying companies
	Exit Costs	0%	The impact of the costs of exiting your investments when it matures. There are no exit costs on this product.
On-going costs	Portfolio transaction costs	0%	The Company's costs of buying and selling underlying investments.
	Other ongoing costs	2%	The impact of the annual management charge on your investment.
Incidental costs	Performance fees	20% of proceeds exceeding £1 per £1 invested and 30% exceeding £1.10	The impact of the performance fee. If the return on the investment on exit is greater than £1.00 per £1.00 invested, we take a fee.
	Carried interests	0%	There are no carried interests associated with this product.

### How long should I hold it and can I take money out early?

#### Recommended holding period: 8 years

This product has no required minimum holding period but is designed for long term investment; you should be prepared to stay invested for at least 3 years in order to achieve the 30% tax relief. Returns are expected to be available from between four years and eight years from initial investment but there is no guarantee that an exit will be possible.

### How can I complain?

The Company has established procedures in accordance with the FCA Rules for consideration for complaints. Details of these procedures are available from it on request. Should an Investor have a complaint, he should contact the Company by writing to The Compliance Officer, Downing LLP, St Magnus House, 3 Lower Thames Street, London EC3R 6HD.

Where the Investor is categorized by the Company as an Eligible Complainant, pursuant to FCA Dispute resolution rule 2.7.3 if for any reason the Investor is dissatisfied with the Company's final response, the Investor is entitled to refer its complaint to the Financial Ombudsman Service. A leaflet detailing the procedure involved will be provided in the Company's final response.

### Other relevant information:

The cost, performance and risk calculations included in this KID follow the methodology prescribed by EU rules. The distributor will provide you with additional documents where necessary. You are recommended to read the Brochure and Terms and Conditions published by the Company on 22 December 2017 and, in particular, the risk factors set out on pages 8 and 9 of the Terms and Conditions, before making an investment decision and to confirm with your independent financial adviser that you have the expertise, experience and knowledge to properly understand the risks of investing in the Company.

Prospective investors should note that the value of an investment may not get back the amount originally invested. Therefore, you should only make investments in the fund that you can afford to lose without having any significant impact on your overall financial position or commitments. Taxation levels, bases and reliefs may change if the law changes and the tax benefits of products will vary according to your personal circumstances: independent advice should therefore be sought.