

**Supplement dated 8 March 2019 to the Base Listing Particulars dated 14 June 2018**

**AUDACIA CAPITAL (IRELAND) PLC**

(the "Issuer")

(Incorporated with limited liability in Ireland under registered number 622442)

This supplement (the "**Supplement**") is supplemental to, forms part of, and should be read in conjunction with, the base listing particulars dated 14 June 2018 as supplemented by the supplement dated 9 October 2018 (the "**Listing Particulars**") issued for the purposes of giving information with regard to the issue of notes ("**Notes**") of Audacia Capital (Ireland) plc (the "**Issuer**"). The aggregate nominal amount of Notes issued by the Issuer under the Listing Particulars and at any one time outstanding will not at any time exceed €150,000,000.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in, or incorporated by reference in, this Supplement and (b) any statement in, or incorporated by reference in, the Listing Particulars, the statement in (a) above will prevail. This Supplement constitutes a Supplementary Listing Particulars for the purpose of listing on the Official List of Euronext Dublin and trading on the Global Exchange Market of Euronext Dublin and should be read in conjunction with the Listing Particulars. Application has been made to Euronext Dublin to approve this Supplement and to admit certain Series of Notes to listing on the Official List of Euronext Dublin and to trading on the Global Exchange Market of Euronext Dublin.

Words and expressions defined in the Listing Particulars shall, unless the context otherwise requires, have the same meaning when used in this Supplement. Save as set out below, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Listing Particulars since the publication of the Listing Particulars.

**Purpose of this Supplement**

The purpose of this Supplement is to include a description of an additional Collateral Obligor in the Collateral Annex. The Issuer has been validly incorporated and the board of directors has approved the issuance of Notes in relation to one or more Series for the Collateral Obligor set out below.

**Amendment to Appendix 1 – Collateral Annex**

The following text shall be inserted to the end of Appendix 1 Collateral Index:

<b>NAME OF THE COLLATERAL OBLIGOR</b>	William John (LV) Limited
<b>JURISDICTION OF INCORPORATION</b>	England & Wales
<b>REGISTERED ADDRESS</b>	71-75 Shelton Street, London, Greater London, United Kingdom, WC2H 9JQ
<b>LEGISLATION UNDER WHICH THIS OBLIGOR OPERATES</b>	England & Wales

<b>LEGAL FORM</b>	Private company limited by shares
<b>DATE OF INCORPORATION</b>	11 January 2019
<b>REGISTERED NUMBER</b>	11762761
<b>SHARE CAPITAL</b>	GBP 1, divided into 1 ordinary share of GBP 1.
<b>SHAREHOLDERS</b>	William John Holdings Limited, a company established and registered in England & Wales (registered number: 10695012) with its registered office at 71-75 Shelton Street, Covent Garden, London, England WC2H 9JQ
<b>DIRECTORS</b>	Trevor William Inch with business address at 71-75 Shelton Street, Covent Garden, London, England WC2H 9JQ
<b>FINANCIAL YEAR END</b>	31 January (in the process of being changed to 31 August)
<b>AUDITORS</b>	Charles Lovell & Co., 8 Church Green East, Redditch, Worcs, B98 8BP, United Kingdom (a member of the Association of Chartered Certified Accountants of England & Wales with registration number 0717147)
<b>HISTORICAL FINANCIAL INFORMATION / FINANCIAL STATEMENTS</b>	<p>The Collateral Obligor was specifically incorporated as a special purpose vehicle for this Series. It has undertaken no business since incorporation and has, therefore, no financial statements to date.</p> <p>Its sole shareholder, William John Holdings Limited (details above), was incorporated on 17 March 2017. Its first accounting period was extended to 31 August 2018, with its first accounts published on 21 December 2018. The Issuer has seen the management accounts of the company as at 31 January 2019 which demonstrate investments having a value as at that date of more than GBP 1 million as at 31 January 2019, and representing a net asset value of more than GBP 500,000 all generated over an 18-month period - and therefore an appropriate track record in the trading environment described below. The accounts are open to inspection at the registered office of the Issuer upon reasonable request until publication of the holding company's next annual financial statements.</p> <p>The Collateral Obligor will primarily lend to the proceeds received under the Securitization Bonds (and therefore indirectly the Notes) to another wholly-owned subsidiary of William John Holdings Limited, William John (CC) Limited - a company established and registered in England &amp; Wales (registered number: 11762758) and with its registered office at 71-75 Shelton Street, Covent Garden, London, England, WC2H 9JQ. Like the Collateral Obligor, William John (CC) Limited was freshly incorporated as an SPV for the purpose of the Series, and to hold the trading account with a reputable corporate broker.</p>

<p><b>OVERVIEW OF THE PRINCIPAL ACTIVITIES OF THE COMPANY</b></p>	<p>The Collateral Obligor will lend the proceeds received from the Securitization Bonds to the subsidiaries from time to time of William John Holdings Limited (the "<b>William John Group</b>"), the sole shareholder of the Collateral Obligor, in order to form part of its general working capital to further the wider business of the group.</p> <p>In particular, without limitation, it is proposed that the proceeds of the Securitization Bonds will be on-lent to the affiliate company William John (CC) Limited (details above), also a wholly-owned SPV subsidiary of William John Holdings Limited, for placing trades with a regulated broking account. William John (CC) Limited was, like the Collateral Obligor, incorporated specifically as an SPV for the Series on 19 January 2019. It therefore has no trading history. However, the broking account with CMC Markets UK plc, a company established and registered in England &amp; Wales (registered number: 2448409) with its registered office at 133 Houndsditch, London, England, EC3A 7BX, has already been put in place in anticipation of Series funding and to manage the pre-existing requirements of the William John Group.</p> <p>The loan to William John (CC) Limited will be by way of subscription for a series of tradeable bonds in the company, which may also at some stage be listed. There will be other third party subscribers and investors for such bonds. All trading accounts at CMC Markets UK plc (details above), and therefore, the standing balance from time to time, in all investments made by the company will be held as trustee for the bondholders in William John (CC) Limited, of which the Collateral Obligor will be one such subscriber using the proceeds of the Securitization Bonds. There will also be a floating charge over the assets of William John (CC) Limited in favour of the trustee for the holders of the bonds in William John (CC) Limited from time to time.</p> <p>The group's primary business is foreign currency trading. For funds cleared as profit from the forex business, further investments may be made in other projects of any nature, including venture and debt capital into private companies, or investments via the same broking account or separately into other listed bonds or listed equity instruments on recognised markets. Such investments may be held through other vehicles within the William John Group. In any event, the activities of William John (CC) Limited will be based upon a strategy developed and implemented by trader, Neil Parfremont, whose resumé is available for inspection in physical form at the registered office of the Issuer on reasonable request.</p>
<p><b>MATERIAL ADVERSE CHANGE / LEGAL AND ARBITRATION</b></p>	<p>The Collateral Obligor has confirmed that there has been no material adverse change in the financial position or prospects of the Collateral Obligor since its incorporation or the wider group since 31 December 2018. Further, the Collateral Obligor's director is not aware of any governmental, legal or arbitration proceedings during a period covering at least the previous 12 months, which may have, or have had in the recent</p>

	past, any effects on the Collateral Obligor and/or the wider group's financial position or profitability.
<b>CONFLICTS OF INTEREST</b>	There is no conflict of interest between the Collateral Obligor, its officers, affiliates their officers and the Issuer or the Issuer's directors as at the date of issue of the Series.
<b>LEGAL JURISDICTION OF THE COLLATERAL BEING PROVIDED</b>	England & Wales
<b>MATURITY DATE OF THE COLLATERAL BEING PROVIDED</b>	Date on which the liabilities of the Collateral Obligor to the Issuer are repaid in full.
<b>INDICATION OF SIGNIFICANT REPRESENTATIONS AND COLLATERALS GIVEN TO THE ISSUER RELATING TO THE COLLATERAL</b>	<p>The Collateral Obligor has granted a first ranking floating charge to the Issuer over its entire assets and undertaking. The charge is first-ranking at the date of issue, subject to registration with the Registrar of Companies in England &amp; Wales.</p> <p>The owner of the Collateral Obligor, William John Holdings Limited, has also undertaken to pledge 100% of the shares in the Company in favour of the Issuer by way of further security.</p> <p>The subscription proceeds for Notes will broadly be attributable directly to a loan portfolio to other members of the William John Group - which loans may be unsecured and unguaranteed, except as regards William John (CC) Limited, for which the security will be as described above in favour of all holders of the bonds issued by that company (of which the Collateral Obligor will be one such holder).</p> <p>The Collateral Obligor is required to provide to the Issuer quarterly management accounts (comprised in a profit and loss account and balance sheet), and annual audited accounts, together with such other information as the Issuer may reasonably require from time to time. The Collateral Obligor should also provide a summary of its loan book, ongoing use of funds and security (if any) on a quarterly basis, including information into the underlying use of funds within the William John Group. Noteholders are not entitled to review such documentation, although the Issuer shall make an announcement in case there is any actual or threatened default of the Series.</p> <p>Securitization Bonds are subscribed by the Issuer subject to a cash retention policy of 8% of the subscription proceeds remaining in cash with the Issuer.</p>

<b>OVERVIEW OF THE TERMS AND CONDITIONS OF THE COLLATERAL AND SALE</b>	The Collateral is comprised in cash, the assets and undertaking of the Collateral Obligor's business as a special purpose vehicle for the William John Group, as well as the rights arising under loans to William John Holdings Limited and its subsidiaries from time to time.
<b>MATURITY OF THE SERIES</b>	31 December 2022
<b>INTEREST RATE OF SERIES</b>	7.5 %. The Collateral Obligor reserves the right to pay additional interest over and above the target rate, by way of discretionary bonus from time to time.
<b>PRIMARY CURRENCY OF THE SERIES</b>	GBP
<b>MATURITY OF THE SECURITISATION BONDS</b>	31 December 2022
<b>INTEREST RATE OF SECURITISATION BONDS</b>	8.45%
<b>PRIMARY CURRENCY OF THE SECURITIZATION BONDS</b>	GBP
<b>REDEMPTION VALUATIONS DAYS</b>	Not applicable
<b>REDEMPTION NOTICE PERIOD</b>	Not applicable
<b>COMPANY STRATEGY AND PURPOSE OF SECURITISATION BONDS</b>	The purpose of the Securitization Bonds is primary to provide working capital to the William John Group, which in turn is to be used to cover the operational costs of the William John Group, and to be directly applied for its primary business as described above.
<b>RISK FACTORS OF THE SECURITIZATION BONDS</b>	<p><b>1. General</b></p> <p>There can be no guarantee that the Collateral Obligor will achieve its stated trading objectives, or that the growth of the investments held by or the trades placed by the William John Group companies will lead to greater profits or creditworthiness as regards the repayment of the Securitization Bonds. There can be no guarantee that William John (CC) Limited or other group members will have sufficient assets to repay the Collateral Obligor as at the date on which the Collateral Obligor is required to repay the Securitization Bonds. There can be no guarantee that the trading activities or strategy of William John (CC) Limited is successful, or that Mr Parfremment's track record is continued or positive at any given time - or that Mr Parfremment will remain engaged by the William John Group.</p> <p>The value of the Collateral Obligor's assets may generally go down as well as up, independently from or together with the valuation from time to time of its affiliated companies in the</p>

William John Group. The Issuer may therefore realise less than its original investment in the event that the Collateral Obligor has insufficient assets, and therefore the Noteholders will receive less than the principal value of the Notes.

Where one of the Collateral Obligor's affiliated debtors defaults or one or more investments of the William John Group fails to return the amounts invested, this may affect the Collateral Obligor's ability to meet its obligations under the Securitization bonds notwithstanding that other debtors are meeting their obligations.

## **2. Volatility**

The assets of the William John Group are inherently volatile. Any asset relied upon for liquidity may not become liquid in the amount so relied upon, when it comes to repaying interest or principal or any other amounts accruing under the Securitization Bonds. Further, assets which may appear liquid now may later become illiquid, such that they cannot be realised in the timescales needed to repay principal or interest under the Securitization Bonds.

## **3. Regulatory risk**

The business of the wider William John Group relies on cooperation with one or more regulated businesses. Regulations may change, and interpretations of existing rules may change, sometimes on a retro-active basis, in a manner which may be adverse to the Collateral Obligor. Should that occur, the Securitization Bonds may not be repaid on time and in full.

Further, accounts with regulated brokers and/or custodians may need to be closed, which may affect liquidity and, therefore, by consequence repayments of principal and interest under the Securitization Bonds may be delayed or impeded.

In any event, the Issuer has taken no steps to verify that the correct regulatory permissions have been respected for the William John Group's activities or for those of its business partners and service providers. Separately and in any event, it may be that the Collateral Obligor's business and/or one or more of the borrower affiliates' business is or becomes depleted, shut down, denied brokerage or banking or custodian accounts, placed subject to formal investigations, or otherwise materially adversely affected by the actions of a financial regulator in one or more jurisdictions, or suspended in order to pay claims to the underlying clients. This could affect the ability of the Collateral Obligor to repay the Securitization Bonds.

## **4. Execution and costs risks**

The Collateral Obligor may find that the costs or other risks associated with investing in one or more aspects of the wider group's business are in excess of the sums set aside for doing

so, or are in excess of the amounts required to provide the returns identified in this document as being available. The costs of execution may also affect liquidity of the assets of the Collateral Obligor. Brokerage costs for example accrue irrespective of whether the trade is a profitable trade.

#### **4. Operational risks**

Carrying on a forex trading business imports an inherent risk of failure of that business for many reasons. Unanticipated situations may arise on site or may affect cash-flow or the net assets of any given investment, any of which may cause increased cost at the company or in relation to realisation of the investment, or delay.

All investments, whether in currency or other assets, can go down as well as up over time and the true value of the investment, as at any date on which it has to become liquid, may be insufficient to discharge the Collateral Obligor's operational debts as the fall due on that date, including but not only payments of interest and principal under the Securitization Bonds.

Currency held at any given moment as an investment may fall in value as compared with the currency for which the Collateral Obligor has a liability. This may hinder or delay the ability of the Collateral Obligor to pay its debts, and it may occur suddenly and through no fault of the Collateral Obligor or the wider William John Group.

#### **5. Advisory risks**

The business of the Collateral Obligor and its affiliates may involve relationships with clients and the giving of and reliance on advice. Were any advice to prove incorrect, this could have a material impact on the ability of the relevant entity to repay its loans on time and in full. We have made no steps to verify whether any actions of the William John Group were recommended or advised, and we will not be doing so.

#### **6. Dependence on key executives and personnel**

The Collateral Obligor's future success is substantially dependent on the continued services and performance of its directors and senior management. The loss of the services of the directors, in particular could damage the Collateral Obligor's business.

The Collateral Obligor does not as at the date of this document carry key man insurance in this respect, to mitigate the costs of finding suitable replacements, but it is reviewing whether to take out such cover. In any event, any key man cover taken out (should the William John Group decide to do so) may not necessarily represent the full value of the Securitization Bonds.

	<p>The board of directors of the Issuers has inspected the resumes of key persons, Trevor William Inch and Neil Parfremment, in respect of their ability to manage the business of the William John Group. Such documents are open to inspection in physical form at the registered office of the Issuer upon reasonable request.</p> <p><b>7. Government and legislative change and threat of litigation</b></p> <p>Changes in the law or regulation generally could create a cost burden which adversely affects the return on any investment in the Collateral Obligor.</p>
<p><b>DOCUMENTS ON DISPLAY IN RELATION TO THIS COLLATERAL OBLIGOR</b></p>	<p>The following documents are available for inspection in physical form at the registered office of the Issuer upon reasonable request in relation to this Collateral Obligor, for so long as Notes are listed on the Official List of Euronext Dublin and admitted to trading on the Global Exchange Market:</p> <ol style="list-style-type: none"> <li>1 A certified copy of the memorandum of association and articles of the Collateral Obligor;</li> <li>2 A certified copy of the memorandum of association and articles of William John Holding Limited, the sole shareholder of the Collateral Obligor;</li> <li>3 The financial statements of William John Holding Limited for the financial year ended 31 August 2018,</li> <li>4 The management accounts for William John Holding Limited for the period ended 31 January 2019; and</li> <li>5 Resumés of Trevor William Inch and Neil Parfremment.</li> </ol>

### **Documents generally on display**

The following documents are available for inspection in physical form at the registered office of the Issuer upon reasonable request for so long as Notes are listed on the Official List of Euronext Dublin and admitted to trading on the Global Exchange Market:

- 1 a certified copy of the memorandum of association and articles of association of the Issuer; and
- 2 any documents set out in the Collateral Annex as being available for any Collateral Obligor for which Notes are listed on the Official List of Euronext Dublin and admitted to trading on the Global Exchange Market.