



Nao Group | Nao Bond 2019

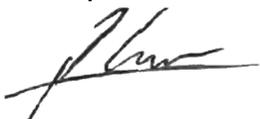
WELCOME FROM OUR CEO

Nao Group is a commercial property developer striving to be at the forefront of the rapidly evolving coworking and shared office space market. Utilising the senior management team's vast experience in the property sector and solid operational intelligence, we have set a course to deliver a coworking experience that today's entrepreneurs and SMEs will truly embrace. In the process, we are creating environments for better productivity and health. To support our growth, we are seeking to raise funds through the launch of our corporate Bond, which offers a broad range of investors the opportunity to gain exposure to the fastest growing property sub-sector globally.

Since developing our strategy and launching in 2016, we have raised over \$10 million from institutional and HNW investors. This enabled us to plan, source, fit-out and launch our first offices, both of which opened in 2017. In 2018, we successfully launched two additional London sites and now have over 500 members across our locations. With innovation and passion at the heart of what we are building, we are confident with our next steps. In 2019 we will open locations in Farringdon and Stratford and with several other buildings in the pipeline, the opportunity to accelerate our offering and presence is imminent.

The Board and I are extremely excited about the next stage of growth and look forward to sharing this journey with you, our customers and continually loyal investors.

Panny Lawrence



Chief Executive Officer



MARKET OPPORTUNITY

Whilst the coworking model is flourishing, as modern businesses seek working environments that cater to the needs of millennials, our market research indicates that the majority of operators are not delivering a product that truly strikes a chord beyond cost. Nao Group is changing the coworking landscape by offering services that help entrepreneurialism and wellness to flourish in the same environment. To deliver on our growth ambitions, we are targeting prime city areas, but simultaneously focusing on areas outside of traditional city centre locations - those which are attracting new businesses and mixed-use developments. These areas are proving attractive due to their lower costs whilst workers can avoid longer commutes into the city centre.

The company has set itself a target of acquiring 30 buildings over the next 7 years, with a focus on the UK, Europe and Asia Pacific. This strategy will enable us to achieve an estimated company valuation in excess of \$650 million.

THE BOND

Nao Group seeks to raise \$25 million through the Bond issue in a first series funding round. The launch of our fully listed Bond is a very exciting milestone for us. We are inspired to deliver a product that today's businesses truly want and, in the process, grow our company on an international scale and provide excellent returns to our investors.



NAO GROUP ASSET-BACKED 8.25% FIXED INCOME BOND (USD)

Our Bond is designed to be a straightforward investment.

■ INTEREST

Offering 8.25% interest per annum, payable in cash on a quarterly basis.

■ TERM

Five-year initial fixed term, with a three-year redemption offering to accommodate the shorter investment strategy.

■ APPLICATION

Minimum investment of \$10,000, with no maximum limit.

■ SECURITY

The Bond is fully secured against several of the company's existing properties and will secure all future properties in the portfolio that are acquired from the series.

■ TIMELINES

Applications open from 20th May 2019 (available on a first-come, first-served basis).

■ SIPP/UCITS

The Nao Bond is SIPP and UCITS compliant.



OUR BUSINESS

The business was founded in 2016 and, until recently, operated under the name WorkSpace Commerce (WSC). The company is privately held, with its head office in Gibraltar and global offices in London and Dubai. Now distinctively rebranded as Nao Group, our strategy remains the same – to fill the major gap in the flexible office space market across the UK, Europe and APAC.

AREAWORKS

While Nao Group sources, acquires and develops our coworking properties, the buildings are operated under our coworking brand, Areaworks. The Areaworks brand represents the value proposition of being truly open – open in space, open in attitude, and with an open atmosphere of innovation and collaboration. This mindset is at the core of the Areaworks brand; however, we believe in customising this value proposition to meet market demands and present a strong entry and dynamic presence in any new market. This is a differentiator in its own right and one way in which Areaworks stands out from the crowd. Through our adaptable coworking brand, Nao Group's coworking units tick three essential boxes for its members: creative spaces, multi-service provision and value.

Whilst our buildings offer private offices, hot desking, meeting rooms, breakout and presentation areas, the spaces are constructed in a manner that fosters community interaction and encourages creativity, innovation and collaboration between members.

WORK-LIFE BALANCE

Promoting a work-life balance and a healthy working environment is a key part of our model. This is achieved by a broad range of valuable add-ons. To name just a few, our larger buildings are designed to contain fully functional gyms while our smaller spaces benefit from our partnerships with fitness centres, giving our coworking members access to quality gyms with the latest equipment as well as health and wellness classes. We are also at the forefront of childcare support within the coworking market, with our new centres providing pop-up crèches to cater to the ever-growing need to support working parents.

ADDITIONAL REVENUE

Along with developing amazing spaces, we also deliver value-added services and revenue streams that create better member experiences. We give professional individuals workspaces that provide an edge over their home office, the coffee shop, or even a corporate office. Understanding that service and convenience are what drive people to shared offices, we aim to provide many all-in-one location services that really make a positive difference to our end users.

FLEXIBILITY

Flexible contract terms and affordable rental packages are also core building blocks of our model. Whether they are coworking spaces, co-living quarters or scalable creative offices, Nao Group's products cover a range of bespoke commercial properties to suit individuals or entities at various stages of their growth cycle.

OUR KEY RELATIONSHIPS

- Child & Child
- Barclays Bank
- Northern Trust Bank
- St Georges, Berkeley Group
- Grant Thornton
- Davy Stockbrokers
- Apex
- Stirling Ackroyd
- CBRE
- JLL
- Savills
- GCEN
- Zhong Lun



areaworks

Areaworks is the operator of Nao Group's commercial properties. It is leading the campaign to be more than just your average serviced office operator, by putting innovation and customer service at the heart of its ethos. It is the view of the senior management team that the company can best achieve a market leadership position through relentless innovation, underpinned by a rigorous commercial outlook.

The business as a whole has seen exponential growth in the last year, with facilities often overbooked prior to launch, prompting our need to expand to meet the booming market demand. One of Areaworks' key product and service differentiators is the provision of a broad suite of services, which provide superior support for the working and living requirements of our members. These include:

- A mix of spaces ranging from warehouse conversions for creatives through to corporate style offices, complete with roof terraces and on-site coffee shops
- On-site or closely located gyms, included in memberships, rather than just a tie-up
- Taking work-life to the next level with child-friendly floors and crèches with professional nannies in our facilities, fully regulated and licensed
- Education on important matters regarding business or health
- Technologies that provide significant value to members
- Complimentary refreshments
- Business and member events
- Complimentary breakfast mornings
- In-house urban-gastro cafés/ bakeries in our new facilities

Areaworks' approach also differs from other market players in the way it adapts to the specific needs of each area. For example, our new Farringdon space will be geared towards the City firms that tend to reside in that area, such as finance, legal and banking consultancies, whereas our Manor House space, which is a huge warehouse conversion, is focused more towards creative industries.

The Asia Pacific region is embracing a shift towards a shared economy - a fundamental concept that is driving the coworking movement. However, many coworking spaces in the APAC region tend to be limited or homogenous, focusing on office letting or building spaces for startups rather than a broader demographic of the employment and freelance sector, which is progressively in need of coworking spaces. In Asia, millennials have similar needs as those in the West, so while the heart of our growth campaign reflects our continuous drive to be different, we also ensure that our products are attractive to the unique requirements and preferences of the local market.

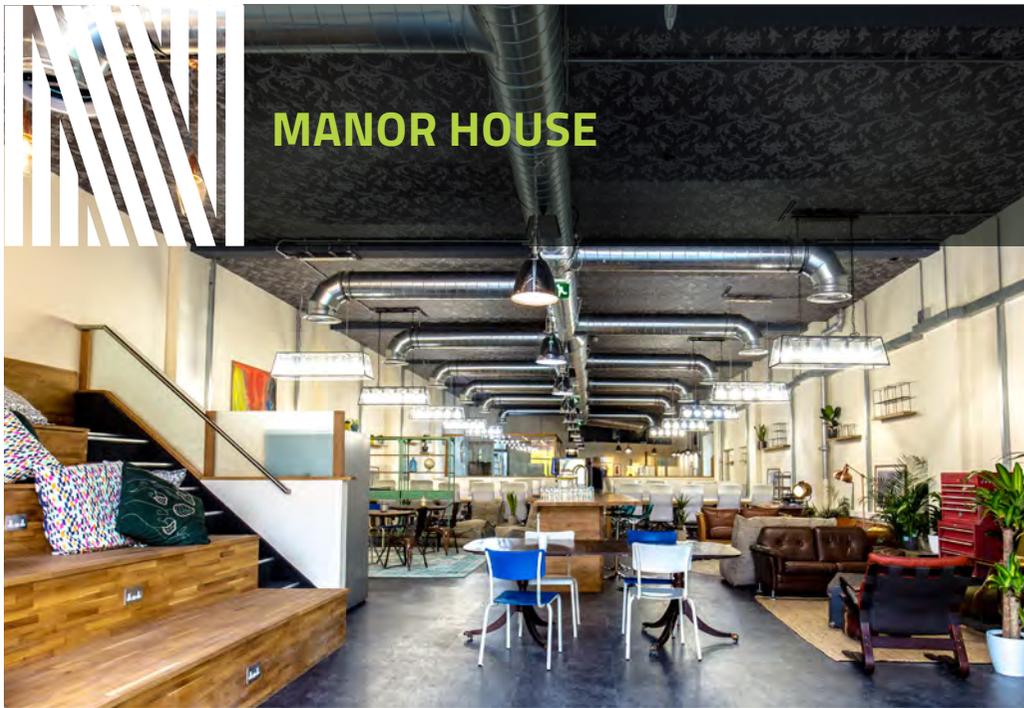
The popularity of coworking has also seen demand continue to grow exponentially across Europe with data indicating that growth will continue to accelerate across the continent, due to the success of the tech sector, a flourishing startup environment and a projected increase in office-based employment.



OUR UK PORTFOLIO

The Nao Bond is initially fully secured against parts of the company's existing portfolio, with further properties to be added as they are acquired.

MANOR HOUSE



Manor House opened in 2017 and was the company's first London site. It is situated at the centre of the Borough of Haringey, which has been billed as London's Next Growth Opportunity, and is home to the city's largest housing zone with £100M infrastructure investment.

- Dedicated and hot desks
- Meeting/conference rooms
- Fully equipped coffee and lounge areas
- On-site parking facilities
- 24/7 access
- High-speed Wi-Fi
- Printing facilities
- Games area: ping-pong table, board games
- Partnership with The Gym Group
- 10 mins from the nearest underground



THE HOXTON



Opened in 2018, The Hoxton is situated in London's 'Tech City' and surrounded by the creative scenes of Hoxton and Shoreditch. The Hoxton is a fully owned property, forming part of Nao Group's freehold property portfolio.

- Dedicated and hot desks
- Meeting/conference rooms
- Fully equipped coffee and lounge areas
- Roof terrace
- 24/7 access
- High-speed Wi-Fi
- Printing facilities
- 5 mins to Hoxton & Haggerston stations
- On-site yoga and meditation



PROPERTIES CURRENTLY SECURED AGAINST THE BOND



Situated in the London Borough of Barnet, just 25 mins from the centre of London, The Park is the most recent Areaworks coworking space in the portfolio. It will open its doors to new members in late 2018.

- Dedicated and hot desks
- Private offices
- Meeting/conference rooms
- On-site barista, café/bakery
- 24/7 access
- High-speed Wi-Fi
- Printing facilities
- 5 mins to Colindale tube station
- On-site games room/recreational space



Located in the heart of Hatton Garden, our Farringdon building consists of 7 floors and with a rooftop terrace planned, it will be the largest and most exciting of Nao Group's properties to date.

- Dedicated and hot desks
- Private offices
- Kitchen and breakout space on every floor
- On-site café/restaurant
- 24/7 access
- 5 mins to Farringdon tube station
- On-site gym
- Bespoke event space – available for hire
- Rooftop terrace with bespoke bar



COMING SOON



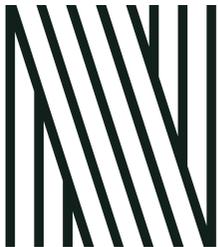
SEOUL

Seoul, South Korea's capital and a business and cultural hub, is a huge metropolis where modern skyscrapers, high-tech subways and pop culture meet Buddhist temples, palaces and street markets. Seoul is an attractive city for coworking as it is very active and multicultural. It is also a gateway into the Asian market, making it a prime location for businesses to establish themselves.



SHANGHAI

The coworking movement has become extremely popular in Shanghai, increasing demand for new centres from startups, freelancers and small businesses pushing coworking operators to open more spaces all around the city. Shanghai has the largest office stock in China, which means the city has the highest concentration of companies/businesses. It is also the financial centre of China.



STRATFORD, LONDON

Stratford is a buzzing business, shopping and leisure hub which has been labelled the 'new business hot spot for London'. With great transport links into the centre of London, Stratford is an up-and-coming area and a prime location for businesses to establish themselves.



THE MARKET

MARKET TRENDS

The coworking sector has experienced a huge boom in recent years, with forecasts indicating that the trend is set to continue on a global scale. The **Global Coworking Unconference Conference (GCUC)** recently stated that, based on current trends, the number of coworking units will rise from 17,725 in 2018 to 30,432 by 2022. By that same time, there is expected to be **5.1 million coworking members** across the world.

In its 2018 Coworking Sector Report, commercial property and real estate consultant, **Cushman & Wakefield** listed these 5 reasons for this exponential growth:

- 1 Changing working practices
- 2 Social changes / lifestyle choices
- 3 Greater demand for flexibility and shorter leases from large companies
- 4 Cost relative to traditional offices
- 5 Growth in self-employment

GLOBAL NUMBER OF COWORKING SPACES (2017 Forecast)



THE ESTABLISHED PLAYERS

Currently, the global coworking sector is being spearheaded by WeWork. Founded in 2010 and headquartered in New York City, it has become the largest operator in the world with a presence in 97 cities across 32 countries. Its straightforward business model is to rent office spaces cheaply, en masse, via long-term lease contracts, an approach which has led to the business being valued at **\$47 billion** in a recent funding round.

Until recently WeWork's UK presence has been focused on London, in which it is the largest operator of office space with over 30 locations across the city, however, it has now also opened its first coworking office in Manchester. The regional cities, which are part of Nao Group's longer-term strategy, have until now been predominately serviced by Regus. Other players to have emerged in recent years, include Landmark and Orega, who have spaces in main regional cities like Birmingham, Manchester and Leeds.

WeWork has also made a major push into Asia following its **\$400 million acquisition** of Naked Hub, which has a series of coworking offices across China and Singapore. Ucommune has become the largest operator in China with 120 locations across the country and its series of acquisitions have included rivals Wedo, Coworking, New Space, and Woo Space.

ASIA PACIFIC

The coworking sector is riding high in Asia Pacific with 4,000 coworking spaces in operation in the region, according to an article published by **East West Bank** in June 2018. **Cushman & Wakefield's** most recent sector report on the region forecasts a **40% growth in coworking memberships**, well above the global average. With some countries showing coworking growth rates of **350%** year-on-year, as illustrated by **CBRE** in their latest Korea Coworking Report, we are confident that the company will benefit significantly from a more established presence in this region. Having traditionally been very corporate in its approach to work, Japan has been highlighted by **Cushman & Wakefield** as a new major growth area for coworking, with the number of entrepreneurs and freelancers increasing by **25%** over the past two years. Southeast Asia is also expected to present a significant number of new opportunities for coworking operators given the region's high economic growth.

EUROPE

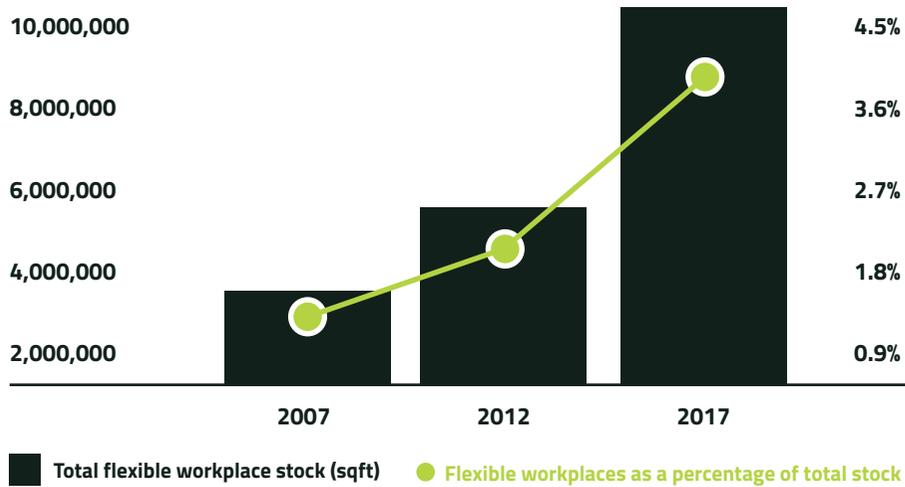
The coworking sector is also flourishing across Europe with the Global Coworking Unconference Conference (**GCUC**) reporting that memberships in prime cities are expected to grow at a rate of 15% per year across the continent. The share of coworking spaces in mid-sized regions has risen and average member numbers are up by a third (**Deskmag**). The popularity of coworking is also positively impacting the local communities in which they set up in, with research indicating that the average coworking space member generally spends around €10 per day around their specific coworking spaces, contributing to the local economy and helping local entrepreneurs keep their businesses alive; a sentiment that aligns directly with Areaworks' strategy. Additional revenue streams are also prevalent in the region, with a fifth of all members using a coworking space not for regular work; so for reasons such as meetings, networking opportunities or events.



UNITED KINGDOM

There has been a rapid rise in the number of startups and SMEs across the UK over the past 10 years, with entrepreneurs and their workforce embracing a new approach to work and no longer defined by a specific location. This combination has been a driving force behind the demand for flexible coworking spaces, with London becoming the most established coworking city in the world. As of 2017, it was estimated that flexible workspace operators occupied 10.7 million sq. ft. across Central London, equating to 4% and more than double the level in 2007. Research by the Centre for Entrepreneurs states that **187,250 new businesses** were set up in London in 2017.

CHANGE IN CENTRAL LONDON'S FLEXIBLE WORKPLACE STOCK



SECONDARY CITIES

Demand for flexible workspace is set to expand outside of the primary global city-based markets, with over 70% of this space available in smaller secondary cities (**Instant Offices**). In the face of increased living costs, many companies are looking towards secondary cities to reduce costs and increase affordability for their employees.

Forbes announced that in Europe, Manchester and Toulouse were the fastest growing markets thanks to increasing investment and a growing corporate focus. All EMEA cities, including Manchester, Lille and Frankfurt, have seen supply grow by over 15% in response to accelerated demand. Europe is forecast to see 255 million sq. ft. of flexible space in 2019 – an increase of 12%, with over 70% of this space being available in smaller secondary cities. Similarly, in APAC, **Instant Offices** have indicated that that in the coming five years there will be significant growth in secondary cities across the region driven largely by the significant number of startups and entrepreneurs based there.



OUR STRATEGY FOR SUCCESS

In our quest to remain ahead of the competition, Nao Group puts service and product innovation at the heart of our business strategy. Nao Group's senior management have identified a number of shortcomings in the majority of competitor workspace models being rolled out across the world. Many of these lack differentiation, value-added services and competitive price points. In addition, many operators do not own their buildings and, as such, Nao Group's leadership believes the mainstream coworking business model will come under strain when operators are subjected to new lease negotiations. In contrast, we are aiming to achieve a favourable blend of leases and ownership in order to minimise risk to Nao Group's lease negotiations and costs.

2018 has been a record year so far for us as we have celebrated record growth of **88%** on the previous year, across the company. Our current portfolio boasts superb properties in London, but our ambitions reach far beyond this point, with a strategy of expansion that includes a total of 30 properties in the next 7 years across the UK, Europe, and APAC region. This strategic growth will enable us to achieve an estimated company valuation in excess of **\$650 million**.

THE GROUP'S STRATEGY FOR SUCCESS IS BUILT ON FIVE PILLARS

1

Picking the right locations

- To find the best opportunities, we have developed a large network of commercial agents including key partnerships with Colliers, CBRE, JLL and Savills.
- We have also teamed up with Stirling Ackroyd, one of London's leading commercial real estate agencies, to source the right properties.
- Building upon our extensive property experience, each potential location undergoes comprehensive analysis through a detailed feasibility process by our team of experts.
- Nao Group currently reviews an average of 15 properties a week to ensure that our acquisition decisions accommodate our planned growth and mitigate risks to the company and our bondholders.

2

Making our properties better than the rest

- Nao Group's insight shows many current coworking space operators fail to deliver a product that truly supports the needs of members.
- Areaworks, our coworking operator, offers members different options and services that meet their needs. Our products are adapted to suit the market in each area and the types of businesses that are clustered there. The needs of the banking and finance workers, for example, are different to those of media and creatives, so Areaworks adapts accordingly with design, ambience and add-ons to suit the needs of these industries.
- Companies that recognise the importance of work-life balance for their employees are benefitting from improved staff retention and productivity. Nao Group is leading this cause with all our spaces offering more than just yoga and meditation at lunchtime, but rather a holistic approach, from healthy breakfasts and coaching sessions, to crèches and gyms in our buildings.
- We also plan to provide concierge services, such as dry cleaning and grocery pick-up or delivery, which will play well to the needs of coworking members.

3

Knowing our customers

- Truly catering to the needs of our members is at the heart of the business model, and our adaptable Areaworks brand ensures a tailored offering in each coworking space. Offering a personal touch is an important element of our brand and service offering.
- Thorough engagement and knowing what our members want means we're delivering a valued service that drives retention, referrals and a greater demand for Areaworks' spaces.

4

Provision of digital services

- To ensure that our spaces operate in the smartest way possible, Nao Group partners with experts who assess our properties and advise on how we can improve services for each coworking community.
- Nao Group is looking to implement new technology into its offering, including blockchain technology to improve processes and security.
- The senior management team have seen with competitor valuations, that the introduction of technology will help to drive value in Nao Group beyond that of a typical property development and operator business.

5

Lowering the cost of customer acquisition

- We are strong believers that good customer service today drives the sales of tomorrow. As the business has begun to scale, so have the number of member referrals by word-of-mouth, which is testament to the quality of our overall product and community experience being delivered by Areaworks.
- Areaworks successfully uses digital marketing channels to reach its audience and, by increasing the size of the in-house marketing function, agent fees have dropped. Investment in marketing has also led to a tenfold increase in website traffic, which is further helping to drive down our cost of member acquisition.



ABOUT THE BOND

Securities Name	Nao Group Asset-Backed 8.25% Fixed Income Bond (USD)
Issuer	Audacia Capital (Ireland) plc
Issuer's Auditors	Grant Thornton
Type	5-year fixed rate (with early redemption on 3rd anniversary)
Listing	Dublin GEM exchange
Denomination	USD
Liquidity	Daily
Banking & Custodian	Northern Trust Bank
Clearing System	CREST
Legal Services	Child & Child
Fund Administration	APEX Fund Services (Ireland)
ISIN	IE00BK0VFM99
Sedol	BK0VFM9
Bloomberg	Under Registration

The Nao Group Asset-Backed 8.25% Fixed Income Bond (USD) is comprised of debt securities issued by Audacia Capital (Ireland) plc.

The Nao Group Asset-Backed 8.25% Fixed Income Bond (USD) is completely segregated to protect its investors and has daily liquidity, reserves are held on behalf of the Nao Bond by the issuer of 8% of the Bond proceeds at all times with funds administration managed by Apex. It is issued by Audacia Capital (Ireland) plc, and has been listed and is publicly tradable on the General Exchange Market (GEM) of the Euronext Dublin Stock Exchange, for which the company has submitted information to the Exchange.

The Nao Bond is designed to be asset-backed, with part of the company's existing portfolio secured and further properties to be added as they are acquired.

The Nao Bond has an initial fixed term of 5 years from the date of issue with an early redemption at year three. The Nao Bond will pay interest at a rate of 8.25% per annum payable in cash every three months.

The Nao Bond gives bondholders the opportunity to earn a fixed cash return on their investment. By making this available directly to prospective investors, the company can offer a risk-appropriate return to bondholders.

FIXED INCOME RETURNS		
10,000	825	14,125
20,000	1,650	28,250
30,000	2,475	42,375
50,000	4,125	70,625
100,000	8,250	141,250
Invested amount	Total annual return	Total return after 5-year investment (including original investment amount)



HOW FUNDS WILL BE USED

ASIA PACIFIC EXPANSION

Aligned with our UK plans, Nao Group seeks to build upon its Asia Pacific footprint and will use the funds to help secure coworking spaces in many new locations throughout the region. We have currently identified opportunities in Shanghai, Seoul, Tokyo, Bangkok, Kuala Lumpur, Jakarta, Manila and Taipei. Supported by the high-growth and economic development in the Asia Pacific region, we believe Nao Group will be able to capitalise on the demand for coworking spaces that offer better service and value. To mitigate risk to our investors Nao Group will not purchase property outside the UK, but only sign long-term leases.

UK EXPANSION

Our long-term UK plan is to establish 15 coworking locations, with an initial focus on the South East of England and the London area. The funds from the Bond will be used to finance the purchasing and leasing of buildings in various locations throughout the city. Outside of London, we have also identified sites in Manchester, Birmingham and Glasgow as we look to capitalise on the growth of businesses adopting the coworking trend in these regional cities and introduce our Areaworks brand to these areas.

EUROPEAN EXPANSION

The popularity of coworking has seen demand continue to grow exponentially across Europe. Data indicates that growth will continue to increase due to a thriving startup environment and a lucrative tech sector. Across the region, more and more large organisations are offering flexible work terms to their employees, which continues to fuel the coworking sector. The concept of work-life balance is already prevalent in most European cities, allowing us to enter the market with a service offering that will resonate well within these regions. Having identified spaces in Dublin, Amsterdam, Berlin, Barcelona and Rome, Nao Group will use funds to expand our portfolio across Europe.



LEADERSHIP TEAM

Mr Panny Lawrence
CEO & Board Member



- With strong leadership and the remit of growing the company, Mr Lawrence co-founded the Nao Group in 2016 and has been pivotal in all aspects of its development since the beginning
- Mr Lawrence founded Inception Group UAE, as the Managing Senior Partner leading a team of 23, providing consultancy services to investment banks, facilitating several large transactions with international family offices in MENA, Europe and APAC. He remains a board member for Inception Group and several other global companies
- He has an extensive track record working for a host of corporations on an international scale, in finance and investment, holding senior management positions in several large private consultancy firms and blue-chip companies, including HSBC in the UK
- He has experience in facilitating high-profile commercial real estate investment transactions in Central London, in the region of £40 million

Mr Arif Kitchlew
CFO & Board Member



- Mr Kitchlew has played a major role since co-founding Nao Group, with 22 years of experience in directing and leading strategic business and financial management teams
- A qualified Chartered Accountant and a Fellow Member of the Institute of Chartered Accountants and KPMG alumni
- Mr Kitchlew has worked in both the public and private sectors, including national and multinational organisations
- He has held CFO positions at Al Aqili Furnishings Group, OBS Group LLC and Haleeb Foods Limited
- Whilst working at OBS Group, Mr Kitchlew led and managed financial operations of automotive, real estate, primary and secondary equity investment portfolios valued at \$136 million

Mr George Yianni
Sales Director & Board Member



- Mr Yianni is part of Nao Group's founding team and has been responsible for helping to raise growth capital for the company
- He heads the key corporate accounts for Nao Group globally
- Mr Yianni began his career with Santander Bank and later became Senior Manager within its Corporate Investment division
- He went on to become Senior Investment Manager for boutique family offices servicing HNWI and UHNWI clients in the UAE

Mr Martin Vaughan
Board Member



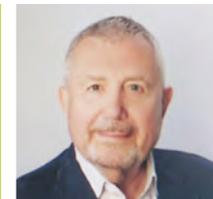
- Mr Vaughan has a 25-year career working in investment and asset management. He is currently the CEO of Clear Capital Management LLP (Clear CM), a fully FCA authorised and regulated discretionary investment manager based in the UK, with £200 million under management
- He is experienced in running both independent financial planning practices and discretionary fund managers
- Previously a director at GHC Capital Markets, the discretionary investment management and advisory firm, from 2012 – 2014, Mr Vaughan went on to become Managing Director of Hamilton Rose Wealth Management, an independent financial planning company, until 2016

Mr Emon Ahmed
Board Member



- Mr Ahmed is an international corporate lawyer and Chief Executive Officer to the Stirling Ackroyd Legal Group, which has over 140 lawyers
- In 2015, Mr Ahmed and his business partner, the late James Goff, founded Stirling Ackroyd Legal, a city law firm which works within the full spectrum of property and real estate law. The group has a stellar reputation in both the UK and international markets
- The international division of Stirling Ackroyd Legal has gone from strength to strength with established desks specialising in Europe and the Middle East, working alongside the likes of Barclays International, Knight Frank Middle East and the Berkeley Group
- Mr Ahmed has extensive experience with acquisitions. In recent years the company has acquired several large practices nationally, including Royce Law LLP in Fulham, David Ebert LLP in Hampshire, ML Law in Southampton, Verbatim Property Lawyers in Essex and Adams Solicitors in Central London

Mr Anthony Moore
Advisor to the Board



- Mr Moore has spent 50 years working in the financial services industry and has held senior roles in the USA, Europe and Asia
- A former Managing Director of Goldman Sachs Asia in 1983, he established the bank's first office in Asia in Hong Kong and was the Head of Investment Banking at Goldman Sachs in Japan in 1986
- He became Executive Director of Goldman Sachs UK in 1988
- Mr Moore is currently the Founder and Executive Chairman of Evrensel Capital Partners, an Istanbul-based merchant bank and fund management company
- He has chaired or been Non-Executive Director of 40+ public and private companies
- In 1999, he founded strategic and financial advisory and investment services company, Moore, Clayton & Co
- He later became Chairman of Finscoms, and Chairman of the Advisory Board of US-based Economy LLC, a hybrid-equity fund focused on FinTech

Adrian Sender
Advisor to the Board



- Mr Sender is the founder and MD of Sender International a consulting business providing trusted advisory and bespoke consulting services to select clients. He has over 17 years of experience in corporate and structured finance, including debt arrangement/syndication, capital markets and M&A
- Structured, arranged and lent over USD 8bn in the GCC and raised significant capital both in the form of private and public placements
- Previously Head of Corporate Finance at Qatar's Doha Bank, where he successfully set up and ran one of the highest performing departments in the bank
- Formerly held senior positions at Saudi Arabia headquartered Samba Capital, developing their GCC based Investment Banking business. Prior to this Mr Sender was a Director and Chief Administrative Officer for Lehman Brothers in the Middle East and London and before this, was a Business Analyst at Credit Suisse First Boston in London

Mr Charles Wilkinson
Head of Asset Management



- Mr Wilkinson heads our Asset Management team, and is responsible for expanding our portfolio of properties, managing sourcing, feasibility studies, and bringing projects to completion
- He is an experienced commercial and residential agency surveyor with RICS Associate membership
- Previously Head of Commercial Agency at Levene Commercial, responsible for the disposal (sales and lettings) and acquisition of commercial property for clients, he has also worked in asset management for Blackrock Merrill Lynch and Schroders

QUESTIONS & ANSWERS

Q.1 Why does Nao Group need the money?

Proceeds from the Bond will be utilised to acquire leasehold and freehold properties in the UK and to support company expansion plans in Europe and Asia Pacific.

Q.2 Which entity in the Nao Group will be using the funds raised?

The funds from the Bond are to be utilised across the Group.

Q.3 Why are you not seeking bank finance?

When creating the company 3 years ago, we had a deliberate strategy to build up a loyal investor base to help move the company forward in a faster fashion than traditional bank finance would have facilitated. Our approach was successful and now we have the ability to combine both to ensure we are flexible in the market. We believe that owning more of our assets will make the business more attractive to banks wishing to provide financing when, and if needed.

Q.4 What is the minimum and maximum investment amount?

The minimum investment is \$10,000 and there is no maximum limit.

Q.5 What amount is being raised?

In this initial funding phase, the Group is seeking to raise \$25 million. For our full strategy we are targeting a raise in excess of \$200 million.

Q.6 Who can invest in the Nao Bond?

The Bond is open to all suitable individual investors over the age of 18 and/or trusts or companies.

Q.7 Is the Bond suitable for SIPPs and/or UCITS?

Yes, the Bond is suitable for Self-Invested Personal Pension (SIPP) schemes, subject to the SIPP provider accepting the Bond and making the application on the investor's behalf, and also UCITS.

Q.8 How will the Nao Bond repay my investment?

The investment will be repaid using the company earnings, property appreciation and additional company financing.

Q.9 When can I get my money out?

The company will repay investors in full on the 5th anniversary of the term.

Q.10 Can I withdraw my money before the end of the five-year term?

There is an optional early redemption allowed on the 3rd anniversary of the Bond term. The Bond has been listed and is publicly tradable on the General Exchange Market (GEM) of the Euronext Dublin Stock Exchange. The company reserves the right, at the discretion of the Board, to trade their bonds before they mature on behalf of the investors prior to the redemption date. If a bondholder wishes to exit and is unable to sell in the market, the bondholder can ask the company to buy them back as liquidity is daily. Nao Group keeps a cash reserve of 8% at all times to do this. The company can redeem the bondholder at any time at its discretion. Kindly note that if a bondholder wishes to exit prior to the redemption period, this is possible, as the bond is freely transferable in the market place.

Q.11 What happens if the Bond is oversubscribed?

The company reserves the absolute right to accept applications for the Nao Bond in whole or in part (subject to a minimum investment of \$10,000 per applicant). Therefore, the company may accept your application in whole or in part only of the nominal amount of Nao Bond for which you applied (in which case the balance of the amount paid by you in respect of the Nao Bond not issued would be repaid to you).

Q.12 Is the Bond secured against any assets?

The Bond is initially secured against part of the Nao Group's property assets and all the future properties will be secured against the bond, creating an asset-backed investment.

Q.13 Do I need to discuss the Nao Bond with a financial advisor?

We strongly recommend that you seek the advice of an independent financial advisor authorised by the local regulator in your country of residence to conduct investment business.

Q.14 Does investing in the Nao Bond mean that I have shares in the company?

No, Nao Bonds aren't convertible into shares and bondholders will hold no ownership interest in either the company or any member of the Group. It's a loan for a fixed period, paying a fixed rate of interest.

Q.15 What return do I receive on my investment and is the interest rate fixed?

The Nao Group Asset-Backed 8.25% Fixed Income Bond (USD) will yield a fixed return of 8.25% per annum on your initial investment, payable in cash quarterly in arrears.

Q.16 What happens if I die while I hold the Nao Bond?

The Nao Bond would form part of your estate and title to them would initially be held by the executors or administrators of your estate. Your executors or administrators would accordingly transfer the title of the relevant Nao Bond to the intended beneficiary by sending the company an executed transfer in a form reasonably acceptable to the company.

Q.17 Can I transfer my Bond to another investor?

Yes, the Bond is freely transferable, so you can do this at any point and you will not incur a cost, subject to KYC for the new bondholder being approved by Nao Group's compliance department.

Q.18 Is the Nao Bond issued, recognised by the FCA?

Yes, the FCA currently classify these bonds as standard assets due to the structure controlled by the Central Bank of Ireland and listing on the Irish Stock Exchange, which is a recognised 'major' stock exchange.

Q.19 What security do bondholders have and how are they kept up to date with the performance of their underlying Bond?

We offer full transparency with regards to where bondholders' funds are invested and the performance of the underlying assets. Our administrators are Apex Funds who manage \$500 Billion globally for investors across numerous regulated jurisdictions. They have included within their criteria a quarterly update on performance, NAVs, progress on projects and any other material updates.

Q.20 Can we review copies of security, legal charge documents, borrower loan agreements - and who are the parties to the loan agreement?

Our Security Trustee is DMS Governance Risk & Compliance Ltd, whose role is to govern the notes issued and protect the underlying bondholders. Loan parties will be the underlying borrowers and the Collateral Managers, and documents which are not commercially sensitive can be viewed upon request.

Q.21 Can we review the Trust Deed – and who are the parties to this document?

DMS (a CBI authorised and regulated entity) are the Security Trustee, and party to the Deed, along with Audacia Capital (Ireland) plc. It is summarised within the listing particulars which are publicly available on the Irish Stock Exchange website.

Q.22 What happens to investor monies if not utilised?

Monies for Bond issuances are held in the Custodian Account until used by the Collateral Manager. The Custodian Account is with Northern Trust International Banking Corporation. Investor's money will accrue interest under the Coupon terms of each Bond - even if the money is not being used.

Q.23 Who has control of investor funds?

Northern Trust International Banking Corporation is the custodian of the account within which bondholder funds are held. Each account is segregated and there is no risk of cross-contamination from any Bond issued by Audacia Capital plc. Control of the accounts is with Apex Funds and not with the Board of Directors of the plc or the Collateral Managers.

Q.24 Does Nao Group appoint independent lawyers to prepare legal documents?

Yes, Nao Group has engaged Child and Child in London to act on its behalf. Child and Child has considerable experience in working with this structure.

Q.25 Is the Bond a retail investment and therefore be described as suitable for retail investors?

Yes, the current FCA definitions of a 'Standard Asset' require it to be listed on a 'major' exchange. The Irish Stock Exchange meets all the requirements for liquidity and volume of trading. The minimum investment is \$10,000 whereas a non-retail product will typically require a minimum investment of \$100,000. The Nao Bond has been approved by a number of retail pension trustees and investment platforms who all confirm that the bonds are retail investments.

Q.26 Is the Nao Bond an alternative investment?

The Nao Group operates in the commercial office industry, with properties being used as security to back the Bond. This would mean the investment is standard for a property Bond, however as shared office space is aggressive in growth the fixed returns on offer are higher than conventional office leasing.

The Nao Group Asset-Backed 8.25% Fixed Income Bond (USD) comprised in debt securities issued by Audacia Capital (Ireland) plc, a company registered in Ireland (number: 622442) whose registered office is at 1st Floor, Block 2, Harcourt Centre, Harcourt Street, Dublin 2, Ireland.

The Nao Group Asset-Backed 8.25% Fixed Income Bond (USD) has been listed and is publicly tradable on the General Exchange Market (GEM) of the Euronext Dublin Stock Exchange, for which the company has submitted information to the Exchange as published on the following link: <https://bit.ly/2S9vwf8>

This is a document for guidance only and has been prepared by the board of Nao-People Ltd. Nothing in this document has been verified by, approved by, or is a statement made by, or at the request of the issuer, Audacia Capital (Ireland) plc. All persons interested in the Nao Group Asset-Backed 8.25% Fixed Income Bond (USD) should undertake their own specific enquiries and diligence before taking any action in relation to the contents of this document.

