

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately seek your own financial advice from your stockbroker, bank manager, solicitor or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended), if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Shares in the Company, please send this document (together with the accompanying documents) at once to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded or transmitted in or into Australia, Canada, Japan, the Republic of South Africa of the United States or into any other jurisdiction if to do so would constitute a violation of the relevant laws and regulations in such other jurisdiction. If you have sold or transferred only part of your holding of Shares, you should retain this document and the accompanying documents and consult the stockbroker, bank or other person through whom the sale was effected. If you have recently purchased or been transferred Shares and, notwithstanding the instructions above, receive the Form of Proxy from the transferor of such Shares, you should contact the Company's Registrar, VG Trust & Corporate Services Limited at Fifth Floor, 37 Esplanade, St Helier, Jersey, JE1 2TR or by email at 181fund@vg.je, to obtain a replacement Form of Proxy.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities laws of any such jurisdiction.

The 181 Fund Limited

(incorporated in Jersey under number 82375 and regulated by the Jersey Financial Services Commission as an unclassified fund under the Collective Investments (Jersey) Law, 1988)

**APPROVAL OF A BUYBACK OF SHARES BY THE COMPANY,
APPROVAL OF WAIVER OF OBLIGATIONS
UNDER RULE 9 OF THE CITY CODE ON TAKEOVERS AND MERGERS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Oberon Capital ("Oberon"), a trading name of Oberon Investments Limited, which is authorised and regulated by the Financial Conduct Authority, is acting for the Company in connection with the matters described in this document and not for any other person and will not be responsible to any other person for providing the protections afforded to customers of Oberon or for providing advice in relation to any of the matters referred to herein.

Notice of an Extraordinary General Meeting of The 181 Fund Limited to be held at Fifth Floor, 37 Esplanade, St Helier, Jersey, JE1 2TR on 12 July 2023 at 10:00am is set out at the end of this document. Shareholders are requested to complete the enclosed Form of Proxy and return it to the VG Trust & Corporate Services Limited at Fifth Floor, 37 Esplanade, St Helier, Jersey JE1 2TR as soon as possible, but in any event so as to arrive no later than 10:00am on 10 July 2023, whether or not they propose to be present at the Extraordinary General Meeting. To be valid, the Forms of Proxy must be completed in accordance with the instructions printed thereon.

Definitions

‘181’ or ‘the Company’	The 181 Fund Limited (incorporated in Jersey under number 82375 and regulated by the Jersey Financial Services Commission as an unclassified fund under the Collective Investments (Jersey) Law, 1988);
‘Concert Party’	John Gunn, a director of the Company, together with certain family members and Trusts that are associated with or controlled by him, as detailed in paragraph 6 of Part 1 of this document;
‘Directors’ or ‘the Board’	the board of directors of the Company as at the date of this document;
‘Disclosure Period’	means the period commencing on 21 June 2022, being the date 12 months prior to the posting of this Document and ending on the date of this document;
‘Extraordinary General Meeting’	the extraordinary general meeting of the Company convened by the notice set out at the end of this document;
‘Form of Proxy’	the form of proxy accompanying this document for use at the Extraordinary General Meeting;
‘Independent Directors’	Ronald William Green, Stuart Melville Parkinson, Paul Keith Mundy and Ashley le Feuvre;
‘Independent Shareholders’	all of the Shareholders, other than the members of the Concert Party;
‘JFSC’	the Jersey Financial Services Commission;
‘Latest Practicable Date’	20 June 2023 (being the last practicable date prior to the publication of this document);
‘Notice of Meeting’	the notice of Extraordinary General Meeting, set out at the end of this document;
‘Oberon’	Oberon Capital, a trading name of Oberon Investments Limited, the independent financial advisor to the Company;
‘Ordinary Shares’	the ordinary shares of 5 pence each in the capital of the Company;
‘the Panel’	the Panel on Takeovers and Mergers;
‘Panel Waiver’	the waiver to be granted by the Panel of any obligation which would otherwise be imposed on the Concert Party under Rule 9 of the Takeover Code to make a general offer to Shareholders of the Company as a result of the Share Buyback;
‘Proposals’	the Panel Waiver and Share Buyback;
‘the Resolutions’	the resolutions to be put to the Extraordinary General Meeting, as set out in the Notice of Meeting at the end of this document;

‘Shareholders’	holders of Ordinary Shares;
‘Share Buyback’	the repurchase by the Company up to 28,300,214 Ordinary Shares at a price of 16 pence per share, payable in cash;
‘the Share Buyback Resolutions’	resolutions 2 and 3 to be proposed at the extraordinary general meeting of the Company as set out in the notice of extraordinary general meeting;
‘the Takeover Code’ or ‘Code’	The City Code on Takeovers and Mergers;
‘the Takeover Panel’ or ‘Panel’	the Panel on Takeovers and Mergers;
‘Waiver Resolution’	the ordinary resolution of the Independent Shareholders of the Company concerning the waiver of obligations under Rule 9 of the Takeover Code, to be proposed at the Extraordinary General Meeting and set out in resolution 1 of the Notice of Meeting.

Table of Contents

	<i>Page</i>
Part 1: Letter from the Independent Directors	7
Part 2: Financial Information	15
Part 3: Additional Information	16
Notice of Extraordinary General Meeting	23

Expected Timetable of Principal Events

2023

Date of this document and posting of the Form of Proxy	21 June 2023
Latest time and date for the receipt of the completed Form of Proxy	10:00am on 10 July 2023
Extraordinary General Meeting	10:00am on 12 July 2023
The results of the Extraordinary General Meeting announced	13 July 2023
Completion of the Share Buyback	17 July 2023

Each of the times and dates in the above timetable is subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders in writing.

Directors, Secretary and Advisers

Directors

John Humphrey Gunn
Ronald William Green
Paul Keith Mundy
Stuart Melville Parkinson
Ashley Le Feuvre

Company Secretary

VG Secretaries Limited
Fifth Floor, 37 Esplanade
St Helier
Jersey
JE1 2TR

Registered Office

Fifth Floor, 37 Esplanade
St Helier
Jersey
JE1 2TR

Corporate Financial Adviser

Oberon Investment Limited t/a Oberon Capital
1st Floor, 12 Hornsby Square
Southfields Business Park
Basildon
Essex
SS15 6SD

Legal Advisers to the Company

English Law
Druces LLP
Salisbury House
London Wall
London
EC2M 5PS

Jersey Law
Voisin Law
Fifth Floor, 37 Esplanade
St Helier
Jersey
JE1 2TR

Administrator and Registrar

VG Trust & Corporate Services Limited
Fifth Floor, 37 Esplanade
St Helier
Jersey
JE1 2TR

Email: 181fund@vg.je

Part 1 - Letter from the Independent Directors

The 181 Fund Limited

(incorporated in Jersey under number 82375 and regulated by the Jersey Financial Services Commission as an unclassified fund under the Collective Investments (Jersey) Law, 1988)

Directors:

John Humphrey Gunn (Chairman)
Ashley Le Feuvre
Ronald William Green
Paul Keith Mundy
Stuart Melville Parkinson

Registered Office:

5th Floor
37 Esplanade
St Helier
Jersey
JE1 2TR

21 June 2023

Dear Shareholders

Approval of Waiver of Obligations under Rule 9 of the Takeover Code, Approval of a Buyback of Ordinary Shares by the Company and Notice of Extraordinary General Meeting

1. Introduction

This circular is issued further to the letters to Shareholders from Mr John Gunn, the Chairman of the Company, dated 26 August 2022 and 19 October 2022. It confirms the basis on which the Company is proposing to complete the Share Buyback.

The letter of 26 August 2022 noted that the Company had set aside an initial cash balance of £3,200,000 to fund the Share Buyback, which would have been sufficient to acquire 20,000,000 Ordinary Shares. However, the Company received offers for sale of 28,300,214 Ordinary Shares through the Share Buyback. I am pleased to confirm that the Company intends to go ahead and buy back all of those 28,300,214 Ordinary Shares at a price per share of 16 pence (which is the same price per Ordinary Share as was proposed in the letter of 26 August 2022). The Share Buyback will be funded from the Company's existing cash resources.

As detailed in the Company's letter of 19 October 2022, the Company is subject to the Takeover Code. Specifically, for the purposes of Rule 9 and Rule 37 of the Takeover Code, certain of the existing shareholders are presumed to be acting as a Concert Party. Details of the members of the Concert Party, their shareholdings in the Company, and the implications of changes in those shareholdings as a result of the Share Buyback, are set out in paragraph 6 of this Part 1, below.

In addition, an Extraordinary General Meeting of the Company is being convened, at which Shareholders will be asked to consider and, if thought fit, pass the Resolutions required to provide the requisite waiver of Rule 9 of the Takeover Code and to provide the Directors with the relevant authorities to implement the Share Buyback. The Notice of Meeting is set out at the end of this document.

2. Background to and reasons for the Share Buyback

The Company was incorporated in 2003 and is an unlisted Investment Fund. Its business is making investments, at the direction of the Board, in a portfolio of publicly quoted and privately held companies.

Because of the nature of its structure and unlisted status, there have been very limited opportunities for Shareholders to trade in Ordinary Shares. The Board has been cognisant for some time that certain

Shareholders have been keen for an opportunity to realise value from their shares. The Board appreciates that it is important for any company to seek to address the preferences of its shareholders and to ensure that its shareholders are supportive of its strategy and ambition.

In the first half of 2022, the Company benefitted from the cash realisations of two of its assets, being Antler Holdco Limited (the holding company for the 'Interactive Investor' group of companies), which was sold to abrdn plc, and Finance Ireland Limited, which was sold to Shelbourne Bidco Limited. The net cash inflow from these two realisations was, in aggregate, approximately £8.96 million.

The Board felt that it was appropriate to apply certain of these proceeds to the Share Buyback, given its awareness of the desire, among certain Shareholders, to realise part or all of the value of their shareholdings in the Company. The Board feels that the response to its letter of 26 August 2022, in which a share buyback of up to 20,000,000 shares was proposed, validates that decision.

The Board notes that not all shareholders are looking to realise value from their shares, and that certain Shareholders continue to believe that the Company affords them a vehicle through which to participate in investments in a diversified portfolio of public and private company investments. Consequently, the Board feels that the Share Buyback addresses the requirements of both groups of Shareholders.

The price per share of the Share Buyback is 16 pence per share, which represents a discount of 0.75% per cent to the Company's net asset per share, as at 31 December 2021, being the date of the Company's most recent audited financial statements. The Independent Directors feel that this discount, which is the same as that used in previous share buybacks undertaken by the Company, is appropriate, noting the absence of alternative liquidity options available to the Company and the unexpectedly high level of Shareholder take-up to the indicative buyback proposal, as detailed in the Company's letter of 26 August 2022.

Following the Share Buyback, the Company will continue its business, making and managing a portfolio of investments and the Board is confident in its prospects.

3. Share Buyback

The price for the Share Buyback is 16 pence per Ordinary Share.

The Share Buyback will be funded from the existing cash resources of the Company, together with the drawdown of loans, which have been provided to the Company, totalling £1.4 million, from Mrs Renate Gunn and Wengen Limited. Further details about the loans from Mrs Gunn and Wengen Limited are provided in Paragraph 7 of Part 3 of this document. The total cash requirement to complete the Share Buyback will be £4.53 million. As at 31 May 2023, the cash balance of the Company was £4.34 million.

4. Jersey corporate law

Under Article 57 the Companies (Jersey) Law 1991 the Company has the power to purchase its own shares provided that the purchase shall be sanctioned by a special resolution of the Company. As the Ordinary Shares subject to the Share Buyback are to be purchased otherwise than on a stock exchange:

- (a) they may only be purchased in pursuance of a contract approved in advance by a resolution of the Company; and
- (b) the shares that are subject to the specific contract shall not carry the right to vote on the resolution sanctioning the purchase or approving that contract.
- (c) all shares not subject to (b) above may be voted on the Share Buyback Resolutions.

5. The Takeover Code

The Share Buyback gives rise to certain considerations under the Takeover Code. The Company is subject to the Takeover Code and therefore Shareholders are entitled to the protections afforded by the Takeover Code. The Code is issued and administered by the Panel.

Rule 9 of the Takeover Code

Under Rule 9 of the Code, any person who acquires an interest (as defined in the Code) in shares, which taken together with shares in which he is already interested and in which persons acting in concert with him are interested, carry 30 per cent or more of the voting rights of a company which is subject to the Code, is normally required to make a general offer to all the remaining shareholders to acquire their shares.

Similarly, Shareholders and investors should be aware that, under the Takeover Code, when any person, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if such person acquires further shares, carrying voting rights, which acquisition increases the percentage of shares in which he is interested.

Investors should be aware that, under the Takeover Code, when any person, together with persons acting in concert with him, holds shares carrying more than 50 per cent. of the Company's voting rights of such a company, the Concert Party may acquire further shares without incurring any obligation under Rule 9 to make a mandatory offer, although individual members of the Concert Party will not be able to increase their percentage interest in shares through or between a Rule 9 threshold, without Panel consent. Such persons should, however, consult with the Panel in advance of making such further acquisitions.

An offer under Rule 9 of the Code must be made in cash (or with a cash alternative) and at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

For the purposes of the Takeover Code, persons acting in concert include persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control of a company or frustrate the successful outcome of an offer for a company subject to the Takeover Code. For the purposes of the Takeover Code, 'control' means an interest or interests in shares carrying in aggregate 30 per cent. or more of the voting rights of a company, irrespective of whether such interest or interests give de facto control.

Rule 37 of the Takeover Code

Rule 37 of the Takeover Code states that, when a company redeems or purchases its own voting shares, any resulting increase in the percentage of shares carrying voting rights in which a person, or group of persons acting in concert, is interested, will be treated as an acquisition for the purposes of Rule 9 of the Takeover Code.

However, Note 1 of Rule 37.1 states that a person who comes to exceed the limits in Rule 9.1 in consequence of a company's redemption or purchase of its own shares will not normally incur an obligation to make a mandatory offer unless that person is a director, or the relationship of the person with any one or more of the directors is such that the person is, or is presumed to be, acting in concert with any of the directors. However, there is no presumption that all the directors (or any two or more directors) are acting in concert solely by reason of a proposed redemption or purchase by the company of its own shares, or the decision to seek shareholders' authority for any such redemption or purchase.

Waiver of Rule 9 Obligation

Under Note 1 on the Notes on the Dispensations from Rule 9 of the Takeover Code, the Panel will normally waive the requirement for a Rule 9 Offer if, *inter alia*, those shareholders of the company who are independent of the persons who would otherwise be required to make a Rule 9 Offer, pass an ordinary resolution on a poll at a general meeting, approving such a waiver.

The Company has therefore applied to the Panel for a waiver of the obligation of the Concert Party that would otherwise arise under Rule 9 of the Takeover Code, which obligation would require the Concert Party to make a Rule 9 Offer to the Company's other Shareholders, as a result of the implementation of the Share Buyback. Subject to the approval of the Independent Shareholders of the Waiver Resolution, to be taken on a poll at the Extraordinary General Meeting, the Panel has agreed to waive such obligation to make a Rule 9 Offer. To be passed, the Waiver Resolution will require a simple majority of the votes cast on a poll by the Independent Shareholders, voting at the Extraordinary General Meeting.

The members of the Concert Party will not be permitted to vote on the Waiver Resolution.

The Notice of the Extraordinary General Meeting, at which the Waiver Resolution will be proposed, is set out at the end of this document. Should Independent Shareholder approval not be obtained for the Waiver Resolution, the Share Buyback will not proceed and the other resolutions will not be proposed at the Extraordinary General Meeting.

If the Resolutions are approved at the Extraordinary General Meeting, the Concert Party will not be restricted from making an offer for the Company, unless the Concert Party either makes a statement that it does not intend to make an offer, or enters into an agreement with the Company not to make an offer. No such statement has been made or agreement entered into as at the date of this Document.

6. Concert Party

The members of the Concert Party are Mr John Humphrey Gunn, a director of the Company, members of his family, trusts in favour of his children and a limited company controlled by Mr Gunn and his wife. Further details are as follows:

- John Gunn, a director of the Company. Mr Gunn is a well-known British businessman, who has been a director of numerous public and private companies. His current directorships include Rotala plc, an AIM listed company. During his career, he has also served as Chief Executive Officer of Exco International plc and as a Director of companies including Telerate Inc, Ceres Power Holdings plc, Interactive Investor plc and British & Commonwealth plc.
- Renate Gunn, Mr Gunn's wife.
- Ingrid Croft (née Gunn), Mr and Mrs Gunn's daughter.
- Wengen Limited, a limited company incorporated in England and Wales (Company number: 03012469), with registered office 50 High Street, Mold, Clwyd, CH7 1BH, which is controlled by Mr and Mrs John Gunn, and who are its only directors.
- Three trusts in favour of Mr and Mrs Gunn's children, who are aged between 54 and 56, being the John Gunn Children's Trust Account (Natalie), the John Gunn Children's Trust Account (Alison), and the John Gunn Children's Trust Account (Ingrid); and
- The estate of the late Alison Pople (née Gunn), daughter of Mr and Mrs Gunn.

The beneficial interests of the members of the Concert Party in the issued share capital of the Company, are as shown in the table below. Only the executor of the estate of the late Alison Pople has offered its shares for sale in the Share Buyback.

<i>Holder name</i>	<i>Number of shares on the Latest Practicable Date</i>	<i>Percentage of Ordinary Shares on the Latest Practicable Date</i>	<i>Number of shares following the Share Buyback)</i>	<i>Percentage of Ordinary Shares following the Share Buyback</i>
John Humphrey Gunn	19,440,230	25.98%	19,440,230	41.79%
Renate Sigrid Gunn	6,029,068	8.06%	6,029,068	12.96%
Ingrid Croft (née Gunn)	411,563	0.55%	411,563	0.88%
Wengen Limited (Company controlled by Mr & Mrs Gunn)	825,872	1.10%	825,872	1.78%
The John Gunn Children's Trust Account (Natalie)	4,100,788	5.48%	4,100,788	8.82%
The John Gunn Children's Trust Account (Alison)	1,164,437	1.56%	1,164,437	2.50%
The John Gunn Children's Trust Account (Ingrid)	4,032,482	5.39%	4,032,482	8.67%
The estate of the late Alison Pople	462,102	0.62%	0	0.00%
Total Concert Party holding	36,466,542	48.74%	36,004,440	77.40%

The above table has been prepared on the basis of the offers for sale received by the Company in response to the letters of 26 August 2022 and 19 October 2022.

Following the Share Buyback, and on the basis set out above, then the aggregate shareholding of the members of the Concert Party will constitute 77.40% of the Company's issued share capital. John and Renate Gunn, together with Wengen Limited, will hold, in aggregate, 26,295,170 Ordinary Shares, being 56.53% of the Company's issued share capital.

As the members of the Concert Party will hold shares carrying in excess of 50% of the Company's voting share capital, and for so long as they continue to be treated as acting in concert, the members of the Concert Party would be entitled to increase their aggregate interest in the voting rights of the Company without incurring an obligation under Rule 9 of the City Code to make a general offer.

Likewise, John and Renate Gunn (together with Wengen Limited) will hold shares carrying in excess of 50% of the Company's voting share capital, and so would be entitled to increase their interest in the voting rights of the Company without incurring an obligation under Rule 9 of the City Code to make a general offer.

However, other than Mr and Mrs Gunn (together with Wengen Limited), individual members of the Concert Party will not be able to increase their percentage interests in Ordinary Shares through or between a Rule 9 threshold without Panel consent.

7. Financial Position of the Company

Financial information on the Company, comprising the audited annual report and accounts for the years ended 31 December 2019, 2020 and 2021, is incorporated by reference, as detailed in Part 2 of this document.

As at 31 December 2021, the audited net asset value of the Company was £12.06 million, which represents a net asset value per share of 16.1205 pence.

There have been no material changes in the Company's financial or trading position since the last published audited accounts of the Company, being for the year ended 31 December 2021.

8. Intentions of the Concert Party with regard to the business of the Company

The members of the Concert Party are existing shareholders of the Company and are wholly supportive of the Board and its strategy for the Company. The Concert Party has therefore confirmed that it has no intention to change the Company's plans with respect to:

- i. the Company's future business (including the Company's intentions for its research and development functions (of which there are none));
- ii. the continued employment of the employees (of which there are none) and management of the Company, including any material change in conditions of employment or in the balance of the skills and functions of the employees and management;
- iii. its strategic plans for the Company, or their likely repercussions on employment or the locations of the Company's places of business, including on the location of the Company's headquarters and headquarters functions;
- iv. the pension scheme arrangements of the Company (of which there are none);
- v. the redeployment of the fixed assets of the Company (of which there are none); or
- vi. the maintenance of trading facilities for the Ordinary Shares (of which there are none).

No changes will be introduced to any members of the Concert Party's business as a result of completion of the Proposals and there will be no repercussions on the location of any member of the Concert Party's place of business, headquarters or headquarters functions. The Concert Party has no intention to propose any management incentivisation arrangements for the Board.

The Independent Directors note the above statements, made by the Concert Party, in relation to future business and strategic plans for the Company, its employees and the locations of its place of business, and feel that those statements are appropriate for the future management of the Company.

9. Extraordinary General Meeting

The waiver of Rule 9 of the Takeover Code and the Share Buyback are subject, *inter alia*, to the passing of the Resolutions at the Extraordinary General Meeting. The Share Buyback is conditional upon the passing by the Independent Shareholders of the Waiver Resolution on a poll. Set out at the end of this document is the notice convening an Extraordinary General Meeting to be held on 12 July 2023 at Fifth Floor, 37 Esplanade, St Helier Jersey JE1 2TR at which the Resolutions will be proposed.

The Waiver Resolution is an ordinary resolution to be taken on a poll by the Independent Shareholders to waive the obligation on the Concert Party, which would otherwise arise under Rule 9 of the Takeover Code as a result of the implementation of the Share Buyback. The members of the Concert Party have undertaken not to vote on the Waiver Resolution.

The other resolutions (together the "Share Buyback Resolutions"), which are conditional on the Waiver Resolution being passed, are as follows:

- Resolution 2: An ordinary resolution of the Shareholders to approve the contracts for the Share Buyback.
- Resolution 3: A special resolution of the Shareholders to approve the purchase of the Share Buyback Shares.

Shareholders who are participating in the Share Buyback should not vote on the Share Buyback Resolutions, in relation to their shares included in the Share Buyback. If a Shareholder has offered a percentage of their Shares for sale in the Share Buyback, that Shareholder may vote on the Share Buyback Resolutions in respect of those shares that are not offered for sale. If they do vote Shares that have been offered for sale, those votes will be excluded. Shareholders who have not offered Shares for sale in the Share Buyback may vote on the Share Buyback Resolutions.

10. Action to be taken

A Form of Proxy for use at the Extraordinary General Meeting accompanies this document. Whether or not you intend to be present at the meeting, you are asked to complete the Form of Proxy in accordance with the instructions thereon and to return it by post to Fifth Floor, 37 Esplanade, St Helier Jersey JE1 2TR, so as to be received as soon as possible and, in any event, not later than 48 hours before the time appointed for the Extraordinary General Meeting. Completion and return of the Form of Proxy will not preclude you from attending the Extraordinary General Meeting and voting in person should you so wish.

11. Independent advice provided to the Directors

Oberon has provided formal advice to the Directors, in accordance with the requirements of paragraph 4(a) of Appendix 1 of the Takeover Code, in relation to the Proposals. Such advice was provided by Oberon to the Directors only and, in providing such advice, Oberon has taken into account the Directors' commercial assessments.

Oberon confirms that it, and any person who is or is presumed to be acting in concert with it, is independent of the Concert Party and, other than as disclosed in paragraph 10 of Part 3 of this document, has no personal, financial or commercial relationship, or arrangements or understandings with the Concert Party.

12. Recommendation

The Independent Directors, having been so advised by Oberon, consider the Proposals to be fair and reasonable and in the best interests of Independent Shareholders and the Company as a whole.

John Humphrey Gunn has a material interest in the outcome of the Waiver Resolution. On this basis, he cannot give a recommendation to Shareholders in respect of the Waiver Resolution.

Accordingly, the Independent Directors unanimously recommend that Independent Shareholders vote in favour of the Proposals, as they intend to do in respect of their own beneficial shareholdings, which amount, in aggregate, to 765,972 Ordinary Shares, representing approximately 1.02 per cent. of the Ordinary Shares.

None of the directors are participating in the Share Buyback.

Shareholders in any doubt as to the action they should take should consult an appropriately qualified independent financial adviser, authorised under the Financial Services and Market Act 2000 (as amended), without delay.

Yours faithfully

Stuart Parkinson, Paul Mundy, Ashley le Feuvre and Ronald Green
Independent Directors

Part 2

Financial Information on the Company

The information listed below relating to the Company is hereby incorporated by reference into this document for the purposes of the Takeover Code.

- The Company's audited financial accounts for the year to 31 December 2019 can be found at <https://www.181fund.com/downloads/The-181-Fund-Limited---Financial-Statements-to-31-December-2019.pdf>.
- The Company's audited financial accounts for the year to 31 December 2020 can be found at <https://www.181fund.com/downloads/The-181-Fund-Limited---Financial-Statements-to-31-December-2020.pdf/>.
- The Company's audited financial accounts for the year to 31 December 2021 can be found at <https://www.181fund.com/downloads/The-181-Fund-Limited---Financial-Statements-to-31-December-2021.pdf>.

If you are reading this document in hard copy, please enter the above web addresses in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web addresses above to be brought to the relevant document.

Any Shareholder, person with information rights or other person to whom this document is sent may request in writing or verbally a hard copy of each of the documents above incorporated by reference in this document from the Company at Fifth Floor, 37 Esplanade, St Helier Jersey JE1 2TR. Hard copies will only be sent where valid requests are received from such persons.

NO SIGNIFICANT CHANGE

There has been no significant change in the financial or trading position of the Company since 31 December 2021 (being the date to which the Company's most recent audited financial results have been prepared).

Part 3

Additional Information

1. Principal Activities of the Company

- 1.1. The Company is a close-ended investment fund whose investments are mainly in businesses offering a range of technologies and services.

2. Responsibility

- 2.1. The Directors accept responsibility for the information contained in this document, except for the information for which responsibility is taken by Mr John Gunn, pursuant to paragraph 2.2 of this Part 3 below, and the recommendation to Shareholders, concerning the Waiver Resolution as set out in paragraph 13 of Part 1 of this document, for which the Independent Directors take responsibility. To the best of the knowledge and belief of the Directors, who have taken reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not knowingly omit anything likely to affect the import of such information.
- 2.2. Mr John Gunn accepts responsibility for the information contained in this document which relates to himself and the members of the Concert Party, including its intentions. To the best of the knowledge and belief of Mr Gunn, who has taken reasonable care to ensure that such is the case, the information contained in this document for which he is responsible is in accordance with the facts and does not knowingly omit anything likely to affect the import of such information.

3. Directors and registered office of the Company

- 3.1. The Directors of the Company are John Humphrey Gunn, Ronald William Green, Stuart Melville Parkinson, Paul Keith Mundy and Ashley Le Feuvre.
- 3.2. The registered office of the Company is Fifth Floor, 37 Esplanade, St Helier, Jersey, JE1 2TR.

4. Interests and Dealings

- 4.1. As at the close of business on the Latest Practicable Date, the total issued share capital of the Company was 74,818,425 Ordinary Shares.
- 4.2. As at the close of business on the Latest Practicable Date, the interests of the Directors, any person acting in concert with the Company and any person with whom the Company, or any person acting in concert with the Company, has an arrangement, all of which are beneficial unless otherwise stated, in relevant securities of the Company (as shown in the Company's registers or which have been notified to the Company) are as follows:

<i>Director</i>	<i>Before Share Buyback</i>		<i>After Share Buyback</i>	
	<i>Ordinary Shares</i>	<i>Percentage of Current Issued Share Capital</i>	<i>Ordinary Shares</i>	<i>Percentage of Reduced Issued Share Capital</i>
John Gunn	19,440,230	25.98%	19,440,230	41.76%
Stuart Parkinson	765,972	1.02%	765,972	1.65%
Ronald Green	0	0.00%	0	0.00%
Ashley le Feuvre	0	0.00%	0	0.00%
Paul Mundy	0	0.00%	0	0.00%
Total	20,206,202	27.00%	20,206,202	43.41%

None of the Directors intends to participate in the Share Buyback.

4.3 As at the close of business on the Latest Practicable Date, the following parties are interested in more than 5% of the voting rights of the Company:

<i>Holder name</i>	<i>Number of Ordinary Shares as at the Latest Practicable Date</i>	<i>Percentage of Ordinary Shares as at the Latest Practicable Date</i>	<i>Number of Ordinary Shares following the Share Buyback</i>	<i>Percentage of Ordinary Shares following the Share Buyback</i>
John Humphrey Gunn	19,440,230	25.98%	19,440,230	41.76%
Renate Sigrid Gunn	6,029,068	8.06%	6,029,068	12.95%
Ingrid Croft (née Gunn) ⁽¹⁾	4,444,045	5.94%	4,444,045	9.55%
The John Gunn Children's Trust Account (Natalie)	4,100,788	5.48%	4,100,788	8.81%
Wengen Limited ⁽²⁾	825,872	1.10%	825,872	1.78%
The John Gunn Children's Trust Account (Alison) ⁽³⁾	1,164,437	1.56%	1,164,437	2.50%
The estate of the late Alison Pople (née Gunn) ⁽³⁾	462,102	0.62%	0	0.00%
Ms Judith Alison Burton	5,107,900	6.83%	0	0.00%
Mr Michael John Burton	4,404,774	5.89%	0	0.00%
Mrs Anne Louise Bayati	4,268,830	5.71%	0	0.00%

The above table has been prepared on the basis of the offers for sale received by the Company in response to the letters of 26 August 2022 and 19 October 2022.

Notes

- 1. The stated shareholding for Ingrid Croft includes 4,032,482 ordinary shares held through the John Gunn Children's Trust Account (Ingrid), of which she is a beneficiary, and 411,563 ordinary shares held in her own name.*
- 2. Wengen Limited is a Company controlled by Mr John Gunn and Mrs Renate Gunn. The figures stated in the table above exclude the shareholdings of John Gunn and Renate Gunn. If the shareholdings of Wengen Limited, John Gunn and Renate Gunn are aggregated, they comprise 26,295,170 Ordinary Shares, representing 35.15% of the Ordinary Shares in issue on the Latest Practicable Date and 56.49% of the Ordinary Shares in issue following the Buyback.*
- 3. The Ordinary Shareholdings of the John Gunn Children's Trust Account (Alison) and the estate of the late Alison Pople (née Gunn) have been included for information, because those shareholdings are part of the Concert Party, the aggregate shareholding of which is more than 5% of the Ordinary Shares in issue of the Company, both before and after the Share Buyback.*

5. Disclosure required by the Takeover Code

5.1 As at the close of business on the Latest Practicable Date, and save as disclosed in paragraph 4.2 of this Part 3 of this document, none of the Company or the Directors (including any members of such Directors' respective immediate families, related trusts or connected persons) had any interest in or a right to subscribe for, or had any short position in relation to, any Relevant Securities of the Company.

5.2 As at the close of business on the Latest Practicable Date, no person acting in concert with the Company had any interest in, or right to subscribe for, or had any short position in relation to any Relevant Securities of the Company.

- 5.3 As at the close of business on the Latest Practicable Date, neither the Company nor any of the Directors (including any members of such Directors' respective immediate families, related trusts or connected persons) had any interest in or right to subscribe for, or had any short position in relation to any Relevant Securities of the Company.
- 5.4 As at the close of business on the Latest Practicable Date, neither the Company nor any person acting in concert with the Company had borrowed or lent any Relevant Securities of the Company, save for any borrowed shares which have either been on-lent or sold.
- 5.5 There have been no dealings by members of the Concert Party (or any person acting in concert with a member of the Concert Party) in the Company, during the Disclosure Period.
- 5.6 As at the close of business on the Latest Practicable Date, and save as disclosed in Part 3 of this document):
- 5.6.1 neither Mr. Gunn (or any person acting in concert with him), nor any member of the Concert Party (or persons acting in concert with them) has any interest in, right to subscribe in respect of or short position in relation to any relevant securities;
- 5.6.2 neither Mr. Gunn (or any person acting in concert with him), nor any member of the Concert Party (or persons acting in concert with them) has dealt in relevant securities during the Disclosure Period;
- 5.6.3 there are no relevant securities which Mr. Gunn (or any person acting in concert with him), nor any member of the Concert Party (or persons acting in concert with them) has borrowed or lent (including any financial collateral arrangements of the kind referred to in Note 4 on Rule 4.6 of the Code), save for any borrowed shares which have either been on-lent or sold.
- 5.7 In this paragraph 5, reference to:
- 5.7.1 "relevant securities" means Ordinary Shares and securities carrying conversion or subscription rights into Ordinary Shares;
- 5.7.2 "derivatives" includes any financial product, whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security;
- 5.7.3 "short position" means a short position, whether conditional or absolute and whether in the money or otherwise, and includes any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery;
- 5.7.4 "associated company" means in relation to any company, that company's parent, subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies. For these purposes, ownership or control of 20 per cent or more of the equity share capital of a company is regarded as the test of associated company status;
- 5.7.5 "connected adviser" means:
- a) in relation to the Company, (i) an organisation which is advising the Company in relation to the Share Buyback; and (ii) a corporate broker to the Company;

- b) in relation to a person who is acting in concert with Mr. Gunn or with the Directors, an organisation (if any) which is advising that person either (i) in relation to the Proposals; or (ii) in relation to the matter which is the reason for that person being a member of the relevant concert party; and
- c) in relation to a person who is an associated company of Mr. Gunn or the Company, an organisation (if any) which is advising that person in relation to the Proposals;

5.7.6 “control” means an interest, or interests, in shares carrying in aggregate 30 per cent or more of the voting rights of a company, irrespective of whether such interest or interests give de facto control; and

5.7.7 “dealing” or “dealt” includes the following:

- a) the acquisition or disposal of securities, of the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to securities, or of general control of securities;
- b) the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a traded option contract) in respect of any securities;
- c) subscribing or agreeing to subscribe for securities;
- d) the exercise or conversion, whether in respect of new or existing securities, of any securities carrying conversion or subscription rights;
- e) the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to securities;
- f) the entering into, terminating or varying the terms of any agreement to purchase or sell securities; and
- g) any other action resulting, or which may result, in an increase or decrease in the number of securities in which a person is interested or in respect of which he has a short position.

5.8 For the purposes of this paragraph 5, a person is treated as “interested” in securities if he has long economic exposure, whether absolute or conditional, to changes in the price of those securities (and a person who only has a short position in securities is not treated as interested in those securities). In particular, a person is treated as “interested” in securities if:

5.8.1 he owns them;

5.8.2 he has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to them or has general control of them;

5.8.3 by virtue of any agreement to purchase, option or derivative, he:

- a) has the right or option to acquire them or call for their delivery, or
- b) is under an obligation to take delivery of them;

- 5.8.4 whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or
- 5.8.5 he is party to any derivative:
- a) whose value is determined by reference to their price, and
 - b) which results, or may result, in his having a long position in them.

6 Directors' service agreements

- 6.1 There are no specific contracts in place covering the appointments and/or remuneration of any of the directors. Remuneration is agreed among the directors, subject to and in accordance with the Articles of Association of the Company.
- 6.2 John Gunn currently receives a director's fee of £20,000 per annum from the Company.
- 6.3 Each of Stuart Parkinson and Ronald Green receive a director's fee of £15,000 per annum from the Company.
- 6.4 Paul Mundy was appointed as a director of the Company on 30 March 2023.
- 6.5 Neither of Ashley Le Feuvre nor Paul Mundy are remunerated individually. They are each employed by VG Trust & Corporate Services Limited, which receives £7,500 per annum for the provision of their services as directors of the Company. The agreement between the Company and VG Trust & Corporate Services Limited is dated 27 April 2016 and was not varied as a result of the appointment of Mr Mundy.
- 6.6 There are no Directors' service agreements which have been replaced or amended during the six months prior to the date of this document or changes to the arrangements described within this paragraph 6, within the period of six months prior to the date of this document.
- 6.7 It is not proposed that any of the Directors' remuneration arrangements will be varied, following completion of the Share Buyback.

7 Material Contracts

- 7.1 The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the Company and members of the Concert Party within the period of 12 months immediately preceding the date of this document.
- 7.2 *The Gunn / Wengen Loans*
On 15 June 2023, Wengen Limited and Mrs Renate Gunn entered into Loan Agreements with the Company, under which they agreed to lend, respectively, £500,000 and £900,000 to the Company, on identical terms. The loans run until 1 December 2023 and attract interest at a rate of 15% per annum. The Company shall repay the loans and interest at the end of the term.

8 Disqualifying transactions

The waiver to which the Panel has agreed, subject to the Waiver Resolution, under the Takeover Code will be invalidated if any purchases are made by the Concert Party in the period between the date of this document and the Extraordinary General Meeting.

9 General

- 9.1 Other than as disclosed in this document, no agreement, arrangement or understanding (including any compensation arrangements) exists between Mr. Gunn and any of the Directors, recent directors, Shareholders or recent shareholders of the Company, having any connection with or dependence upon the Proposals.
- 9.2 No agreement, arrangement or understanding exists whereby the Ordinary Shares acquired by the Company pursuant to the authority conferred by the resolution approving the Share Buyback will be transferred to any other person.
- 9.3 Oberon has given and not withdrawn its written consent to the issue of this document with the inclusion herein of the references to its name in the form and context in which they appear.
- 9.4 No member of the Concert Party entered into or reached an advanced stage of discussions on any form of incentivisation arrangements with any members of the Company's management who are interested in Ordinary Shares.
- 9.5 Neither the Company nor any member of the Concert Party has been given any ratings outlooks by ratings agencies.

10 Transactions between John Gunn, the Concert Party and the Company and Oberon

10.1 *Acquisition of equity shares in Oberon Investments Group PLC ("OIG"), the parent company of Oberon*

On 20 January 2023, John Gunn and other members of the Concert Party subscribed for, in aggregate, 4,285,714 ordinary shares in OIG, as part of an equity placing at 3.5 pence per share (consideration: £150,000). Subsequently, John Gunn and other members of the Concert Party have acquired, in aggregate 2,800,000 additional shares in OIG, at an average acquisition price per share of 2.94 pence (aggregated consideration: £82,250), through market purchases. Consequently, as of 20 June 2023 being the latest practicable date prior to the date of this document, the aggregate holding is 7,085,714 shares, which represent 1.32% of the issued share capital of OIG.

On 20 January 2023, 181 Fund subscribed for 2,857,143 ordinary shares in OIG, as part of the same equity placing (consideration: £100,000). Subsequently, 181 Fund acquired a further 1,300,000 shares in OIG, at an average acquisition price per share of 2.9 pence (consideration: £37,700), through market purchases. Consequently, as of 20 June 2023, being the latest practicable date prior to the date of this document, the aggregate holding is 4,157,143 shares, which represent 0.78% of the issued share capital of OIG.

10.2 *Participation in acquisition of a minority stake in Logic Investments Limited ("Logic")*

On 20 January 2023, Oberon Securities Limited (a wholly owned subsidiary of OIG), agreed to acquire a 70% shareholding in Logic, subject to various conditions, notably the approval of the 'acquisition of control' by the FCA. This acquisition was completed on 8 June 2023. On completion, this shareholding reduced to 63.0%.

On 25 January 2023, John Gunn and other members of the Concert Party subscribed for 26,477 shares in Logic at a price per share of £13.22, for aggregate consideration of £350,000, subject to the completion of the Oberon investment as described above. Following completion, John Gunn and the members of the Concert Party own, in aggregate, 6.3% of the issued share capital of Logic.

On 25 January 2023, 181 Fund subscribed for 11,347 shares in Logic at a price per share of £13.22, for consideration of £150,000, subject to the completion of the Oberon investment as described above. Following completion, 181 Fund owns 2.70% of the issued share capital of Logic.

11 Documents Available for Inspection

11. Copies of the following documents will be available for inspection at (i) the Company's registered office and at the offices of Druces LLP, Salisbury House, London Wall, London EC2M 4PS, during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) until the conclusion of the Extraordinary General Meeting, (ii) at the place of the meeting for at least 15 minutes prior to the Extraordinary General Meeting until its conclusion, at least until the conclusion of the Extraordinary General Meeting; and (iii) at <http://181fund.com/>:
 - 11.1.1 this document;
 - 11.1.2 the Memorandum and Articles of Association of the Company;
 - 11.1.3 the audited accounts for Company for the financial years ended 31 December 2019, 2020 and 2021;
 - 11.1.4 the material contracts set out in paragraph 7 of Part 3 of this document; and
 - 11.1.5 the written consent of Oberon, referred to in paragraph 9.3 of Part 3 of this document.

21 June 2023

Notice of Extraordinary General Meeting

The 181 Fund Limited

(incorporated in Jersey under number 82375 and regulated by the Jersey Financial Services Commission as an unclassified fund under the Collective Investments (Jersey) Law, 1988)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of The 181 Fund Limited will be held at 10:00am on 12 July 2023 at Fifth Floor, 37 Esplanade, St Helier Jersey JE1 2TR for the purpose of considering and, if thought fit, passing the following resolutions of which Resolution numbered one will be taken on a poll and will be proposed as an Ordinary Resolution of Independent Shareholders, Resolution numbered two will be proposed as an Ordinary Resolution and Resolution numbered three will be proposed as a Special Resolution.

Ordinary Resolutions

1. (taken on a poll) of Independent Shareholders

THAT the waiver by the Panel on Takeovers and Mergers referred to in the circular dispatched by the Company to its Shareholders on 21 June 2023 to which this notice is attached (the "Circular") of any requirement under Rule 9 of the City Code on Takeovers and Mergers for the Concert Party (as defined in the Circular) to make a general offer to the Shareholders of the Company arising as a result of their shareholding in the Company increasing as a result of the Share Buyback (as defined in the Circular) be and is hereby approved by the Independent Shareholders (as defined in the Circular).

2. THAT the purchase agreement relating to the Shares (as defined in the Circular) (a copy of which has been produced to the meeting and initialed by the Chairman of the meeting for the purposes of identification) for the purchase by the Company of the following shares at the following prices:

Shareholder	Number of shares offered for sale	Consideration £
Colin Russell Aldridge	150,000	24,000
David John Poutney	2,709,349	433,495.84
Derek Jack Lyons	218,895	35,023.20
Estate of Alison Pople	462,102	73,936.32
Fiona Houston Wood	392,944	62,871.04
Giuseppe & Penelope Pecorelli	437,791	70,046.56
Global Prime Partners Nominees Ltd	14,892,054	2,382,728.64
Guy Richard Aspland-Robinson	31,094	4,975.04
Jemma Katharine McIntyre	156,250	25,000

John and Valerie Wakefield	218,895	35,023.20
Joseph Lafferty	437,791	70,046.56
Logic Nominees Limited	4,215,170	674,427.20
Lorna Tilbian	355,614	56,898.24
Mark Julian Treece (deceased) and Miki Treece	156,250	25,000
Matthew John McBride	437,791	70,046.56
Michael Linforth	47,835	7,653.60
Michael Tungay	18,656	2,984.96
Nicholas David Pople	214,031	34,244.96
Paul Anthony Butson	20,522	3,283.52
Rathbone Nominees Limited	218,895	35,023.20
Richard Edwin Balding	300,000	48,000
Smith & Williamson Nominees Limited	503,460	80,553.60
Universal Consolidated Group Limited	1,518,505	242,960.80
WB Nominees Limited	186,320	29,811.20

is hereby approved and the Directors of the Company are hereby authorised to cause the Company to enter into such agreement and to acquire the Shares and to do all such other things as may be required by law or which the Directors consider expedient in connection with or for the purposes of such purchase, provided that this authority shall expire on 30 April 2023.

Special Resolution

3. THAT, subject to the passing of Resolution 1 and in accordance with Article 57 Companies (Jersey) Law 1991, the purchase by the Company of the buyback Shares at a maximum price of 16 pence per share be and is hereby approved.

N.B a copy of the contract is enclosed (attached).

By order of the Board

Ashley le Feuvre

Director

Dated: 21 June 2023

Registered Office: Fifth Floor, 37 Esplanade, St Helier, Jersey JE1 2TR

Notes:

- a) A member of the Company who is entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and on a poll vote in his or her place. A proxy need not be a member of the Company. Completion of a form of proxy does not preclude a member from attending and voting at the Extraordinary General Meeting in person.
- b) A form of proxy is enclosed. To be effective, a duly completed form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's registered office, so as to be received as soon as possible and, in any event, not later than 48 hours before the time appointed for the Extraordinary General Meeting.
- c) Copies of:
 - (i) the Circular;
 - (ii) the Memorandum and Articles of Association of the Company;
 - (iii) the audited consolidated accounts for Company for the financial years ended 31 December 2019, 2020 and 2021; and
 - (iv) the written consent of Oberon referred to in paragraph 9.3 of the Circular;

will be available for inspection at the Company's registered office and at the offices of Druces LLP, Salisbury House, London Wall, London EC2M 5PS during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) until the conclusion of the Extraordinary General Meeting, and at the place of the meeting for at least 15 minutes prior to the Extraordinary General Meeting until its conclusion. Copies can also be viewed online at www.181fund.com.

- d) The Company's issued share capital comprises 74,818,425 ordinary shares of 5p each. Each ordinary share carries the right to vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company is 74,818,425.
- e) Terms defined in the Circular shall have the same meaning in this Notice of Meeting unless the context otherwise requires.
- f) In relation the Share Buyback Resolutions, the shares that are subject to the specific contract shall not carry the right to vote on the resolution sanctioning the purchase or approving that contract.
- g) The Company reserves the right to request updated 'Know Your Client' information and/or documentation from relevant shareholders prior to releasing sale proceeds, which may also include self-certification forms required to ensure the Company's compliance with its obligation under FATCA/the common reporting standard.