

RM ZDP PLC

ANNUAL REPORT AND ACCOUNTS

FOR THE PERIOD FROM 21 FEBRUARY TO 31 DECEMBER 2018



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OBJECTIVE AND FINANCIAL INFORMATION

Objective

The objective of RM ZDP Plc (the “Company”) is to meet the final capital entitlement of the ZDP Shares at the ZDP Repayment Date.

Financial Information

	Period ended 31 December 2018
Accrued capital entitlement per ZDP Share	102.62p
ZDP Share redemption yield	3.5%

CHAIRMAN'S STATEMENT

I am pleased to present the Company's Annual Report and accounts for the period 21 February 2018 to 31 December 2018 for RM ZDP Plc (the "Company").

The Company is a wholly owned subsidiary of RM Secured Lending plc (the "Parent" or "RMDL") and was established for the purpose of issuing zero dividend preference shares of GBP 0.01 each ("ZDP" Shares).

On 3 April 2018, 10,869,950 ZDP Shares were issued and admitted to trading on the standard segment of the Official List of the London Stock Exchange. The Company has made a loan of the gross proceeds raised from the issue of the ZDP Shares to RMDL pursuant to the ZDP Loan Agreement between the Company and RMDL ("Loan Agreement").

Subject to the Companies Act, on a return of capital, on a winding-up or otherwise, ZDP Shareholders will be entitled to receive an amount equal to the Initial Capital Entitlement of 100 pence per ZDP Share, increased at such daily accrual rate as compounds annually to give a Final Capital Entitlement of 110.91 pence per ZDP Share at the ZDP Repayment Date of 6 April 2021, which is equivalent to a Redemption Yield of 3.5 per cent. per annum (compounded annually).

As at 31 December 2018 the accrued capital entitlement per ZDP Share was 102.62p and the share price per ZDP Share was 102.50p.

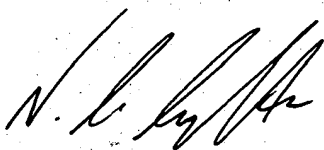
As part of the Loan Agreement, the Company and the Parent entered into the Undertaking. Pursuant to the Undertaking, to the extent that the Final Capital Entitlement multiplied by the number of outstanding ZDP Shares as at the Repayment Date (or, if earlier, the accrued capital entitlement multiplied by the number of outstanding ZDP Shares following the date on which a Winding-Up Resolution is approved) exceeds the aggregate principal amount and accrued interest due from the Parent to the Company pursuant to the Loan Agreement as at the Repayment Date, the Parent shall: (i) subscribe an amount equal to or greater than the Additional Funding Requirement for the Company Ordinary Shares or (ii) make a capital contribution or gift or otherwise pay an amount equal to or greater than (where rounding is required) the Additional Funding Requirement. Where applicable, the Additional Shares may be Company Ordinary Shares or such other class of shares in the Company as is agreed between the Parent and the Company.

The key performance indicator against which the Board has reviewed the Company's performance is set out on page 4.

From the perspective of the Directors, the Company's activities are integrated with the Parent for which the Annual Report can be found on the Parent's website.

The Annual General Meeting of the Company will be held at 11:30 a.m. on 1 May 2019 at the offices of Nplus1 Singer, 1 Bartholomew Lane, London, EC2N 2AX.

Norman Crighton
Chairman
26 March 2019



BOARD OF DIRECTORS

Composition

At the date of this report, the Board consists of three non-executive Directors including the Chairman, two of whom are male and one female. All the Directors have served during the entire period since their appointment on 21 February 2018.

The Board believes that during the period from incorporation on 21 February 2018 to 31 December 2018 its composition was appropriate for the Company's purpose.

The Directors have a broad range of relevant experience to meet the Company's requirements and their biographies are given below:

Norman Crighton *(Non-executive Chairman)*

Norman is the Chairman of Weiss Korea Opportunity Fund, Chairman of Global Fixed Income Realisation Limited and Chairman of AVI Japan Opportunity Trust. Norman was, until May 2011, an investment manager at Metage Capital Limited where he was responsible for the management of a portfolio of closed-ended funds and has more than 27 years' experience in closed-ended funds having worked at Olliff and Partners, LCF Edmond de Rothschild, Merrill Lynch, Jefferies International Limited and latterly Metage Capital Limited. His experience covers analysis and research as well as sales and corporate finance.

Guy Heald *(Non-executive Director)*

Guy has spent most of his career in banking, not only specialising in markets, but also in general management positions overseeing all aspects of banking, including lending. He worked in London, New York and Tokyo and has an extensive knowledge of companies needs for financing and managing interest rate, liquidity and foreign exchange risks. During his career he worked for Brown Shipley, Chemical Bank and HSBC where he held senior positions including Head of Global Markets and Chief Executive Officer at HSBC Japan. After leaving banking in 2003 he has served as an adviser, non-executive director and trustee of several charities as well as starting a number of successful family companies of his own. The SME market is of particular interest to Guy, specifically the challenges facing companies in their pursuit for growth, as he invests venture and growth capital himself.

Marlene Wood *(Non-executive Director and Chair of the Audit Committee)*

Marlene is a chartered accountant and currently non-executive director and audit committee chair of GCP Student Living plc, and the deputy chair and finance committee chair of the Scottish Funding Council for Further and Higher Education.

Marlene has 20 years' experience in the commercial property sector having been finance director for Miller Developments raising finance for major property transactions both in the UK and Europe. Her experience covers governance and risk management as well as financial oversight and debt raising.

STRATEGIC REPORT AND OTHER STATUTORY INFORMATION

Incorporation details

RM ZDP Plc was incorporated and registered in England and Wales on 21 February 2018 with registered number 11217952 as a public company limited by shares. The registered office of the Company is at Mermaid House, 2 Puddle Dock, London EC4V 3DB.

Principal activities

The Company is a wholly owned subsidiary of RM Secured Direct Lending PLC (the "Parent") and was incorporated by the Parent for the sole purpose of issuing the ZDP Shares. The Company's only material financial obligations are in respect of the ZDP Shares. Its only material assets are its Loan to the Parent pursuant to the Loan Agreement and the obligation of the Parent pursuant to the Undertaking to put the Company in a position to meet its obligations in respect of the ZDP Shares and to pay its operating expenses.

Objective

The objective of the Company is to meet the final capital entitlement of the ZDP Shares at the ZDP Repayment Date.

As per the prospectus, subject to the Companies Act, on a return of capital, on a winding-up or otherwise, ZDP Shareholders will be entitled to receive an amount equal to the Initial Capital Entitlement of 100 pence per ZDP Share, increased at such daily accrual rate as compounds annually to give a Final Capital Entitlement of 110.91 pence per ZDP Share at the ZDP Repayment Date of 6 April 2021, which is equivalent to a Redemption Yield of 3.5 per cent. per annum (compounded annually).

Financial performance

The current year loss is GBP 200,000.

Key performance indicators

The Board reviews the performance of the Company by reference to one key performance indicator (KPIs) as follows;

- Accrued capital entitlement, which represents the Company's liability per ZDP share. As at 31 December 2018, the total accrued capital entitlement is £11,155,000, equivalent to 102.62p per ZDP Share.

Further KPIs for the Parent can be found in its Annual Report. The Company's ZDP Shares market capitalisation as of 31 December 2018 was £11.1 million based on 10.9 million ZDP Shares and at a share price of 102.5p per ZDP share.

Current and future developments

The current and future developments of the Company are set out in the Chairman's statement on page 2 and can also be reviewed as part of the Group's activities by reference to the Parent's Annual Report.

External service providers

Administrative functions are contracted to external service providers. However, the Directors retain responsibility for exercising overall control and supervision of these external service providers.

Principal risks and uncertainties

Due to the Company's dependence on the Parent to repay the loan and provide any contribution to meet the final capital entitlement of the ZDP Shareholders, the principal risk faced by the Company is the credit risk posed by the Loan Agreement and the Parent's ability to perform its obligations under the undertaking. The Board has carried out a robust assessment of this risk. The specific risks faced by the Parent are described in its annual report, which include macroeconomic risks, legal and compliance risks, investment risks, taxation risks, cyber security risks and an update on any effect of Brexit.

In addition, the Company is also focused on the following risk;

Final capital entitlement: The Parent's debt to the Company pursuant to the Loan Agreement and the Parent's obligations under the Undertaking will rank behind any secured creditors of the Parent, therefore it is not guaranteed that the final capital entitlement will be paid.

Mitigation: The Parent has granted the Undertaking to the Company. Pursuant to the Undertaking, the Parent will ensure that the Company has sufficient assets on the ZDP Repayment Date to satisfy the ZDP Capital Entitlement then due and to pay any operational costs or expenses incurred by the Company from time to time. Dividends and other payments to Shareholders will be restricted while the ZDP Shares are in issue unless Cover is at least 3 times immediately following any such payment or if such payment is required in order for the Parent Company to maintain its investment trust status.

In addition, under the Investment Policy of the Parent, there is a limit that gearing represented by borrowings, including any obligations owed by the Parent in respect of an issue of zero dividend preference shares (whether issued by RMDL or any other member of its group) or any third-party borrowings, will not, in aggregate, exceed 20 per cent. of the net asset value of the Parent calculated at the time of drawdown. The unaudited Gross Assets of the Parent at 31 December 2018 were £107 million.

DIRECTORS' REPORT

The Directors present their report and accounts for the period ended 31 December 2018. The Company commenced its operations on 3 April 2018 when its shares were admitted to trading on the London Stock Exchange.

Strategic report

The Directors' Report should be read in conjunction with the Strategic Report on pages 4 to 5.

Directors and Share Interests

The Directors who served during the year, all of whom are non-executive and were appointed with effect from incorporation on 21 February 2018 were as follows;

- Norman Crighton (Chairman)
- Guy Heald
- Marlene Wood

Since the Directors of the Company are also Directors of the Parent, they are considered to be non-independent Directors of the Company; however in their capacity as Directors of the Parent, each is considered to be independent. Biographies of each Director are set out on page 3, and demonstrate the wide range of skills and experience each brings to the Board.

A formal performance evaluation of the Parent Board and its committees has been carried out and the Parent Board considers that all of the Directors contribute effectively and have the skills and experience relevant to the future leadership and direction of the Parent.

The appointment and replacement of Directors are governed by the Articles of association ("Articles"), the Companies Act 2006 and related legislation. The Articles themselves may be amended by a special resolution in a general meeting and at a class meeting of the Company's shareholders.

Corporate governance

As set out in the Company's prospectus dated 12 March 2018, the Company has a standard listing on the London Stock Exchange, so is not obliged to comply with UK Corporate Governance Code, nor does the Company intend to comply with it on a voluntary basis. In the opinion of the Board, the interests of the Company and the Shareholders are protected by the governance procedures adopted by the Parent as set out in its Annual Report.

Legal status and listing rules requirements

The Company was incorporated in England and Wales as a public company limited by shares under the Companies Act. The principal legislation under which the Company operates is the Companies Act.

The Company is admitted to the standard segment of the Official Listing as such the Company is not subject to the ongoing requirements applicable to premium-listed companies under the Listing Rules.

Alternative Investment Fund Manager ("AIFM")

Pursuant to the AIFM Agreement, a summary of which is set out in the Prospectus, the Company has appointed International Fund Management Limited to act as the external non-EEA AIFM.

The AIFM acts as the Company's alternative investment fund manager for the purposes of AIFMD and maintains responsibility for implementing appropriate risk measurement and management standards and procedures for the Company.

Under the terms of the AIFM Agreement, the AIFM is entitled to receive a fixed fee of £3,000 plus reimbursement of all out-of-pocket costs, expenses and charges reasonably and properly incurred and documented on behalf of the Company.

Share issues

On incorporation, the issued share capital of the Company was 50,000 Ordinary Shares of a nominal value of £1.00 each which were subscribed by the Parent and fully paid up.

The Company's sole purpose is to issue ZDP Shares, which were issued at the Issue Price of 100 pence. The number of ZDP Shares to be issued pursuant to the Initial ZDP Placing was limited to 20 million ZDP Shares. However, at a general meeting of the Company held on 7 March 2018, a special resolution was proposed to, inter alia, provide the Directors with authority to allot ZDP Shares and authority to issue up to 60 million ZDP Shares. The Parent was the only shareholder entitled to vote at the general meeting and, as a result, such authority to issue up to 60 million ZDP Shares was granted prior to the issue and allotment of ZDP Shares pursuant to the Initial ZDP Placing and the ZDP Placing Programme.

Significant Agreements

The Company is not party to any significant agreements which take effect after or terminate upon a change of control of the Company, nor has the Company entered into any agreements with its Directors to provide for compensation for loss of office.

Company Secretary & Administrator

PraxisIFM Fund Services (UK) Limited has been appointed as the Company Secretary of the Company and in addition, as Administrator, to provide administration services to the Company.

Capital structure and voting rights

At the period end, the Company's issued ordinary share capital comprised 50,000 Ordinary Shares of £1.00 nominal value.

There were 10,869,950 ZDP Shares in issue at the period end.

The Company's Ordinary Shares to be held by the Parent are the only voting shares in the Company, subject to certain matters which require ZDP Shareholder approval. The ZDP Shareholders shall have the right to receive notice of all general meetings of the Company for information purposes, but shall have no right to attend or vote at any such meeting of the Company.

Anti-bribery and corruption

It is the Company's policy to conduct all of its business in an honest and ethical manner. The Company takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates. The Company's policy and the procedures that implement it are designed to support that commitment.

Notice of general meetings

At least twenty-one days' notice shall be given to all the members and to the auditors. All other general meetings shall also be convened by not less than twenty-one days' notice to all those members and to the auditors unless the Company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than fourteen days has been passed, in which case a general meeting may be convened by not less than fourteen days' notice in writing. A special resolution will be proposed at the Annual General Meeting to reduce the period of notice for general meetings other than the Annual General Meeting to not less than fourteen days.

Going concern

The Directors have adopted the going concern basis in preparing the accounts. In order to be able to continue as a going concern, the Company relies on the Parent Company to repay the loan and also adhere to the Deed of Undertaking as counterparty. As per the Undertaking to the Company, the Parent will contribute (by way of gift, capital contribution or otherwise pay), funds to the Company to ensure that the Company has sufficient assets on the ZDP Shares repayment date to satisfy the ZDP Shares Capital Entitlement due and to pay any operational costs or expenses incurred by the Company.

The Directors are satisfied that the Company has sufficient resources to continue in operation for the foreseeable future, a period not less than 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Auditor information

Each of the Directors at the date of the approval of this report confirms that:

- (i) so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (ii) the Director has taken all steps that he ought to have taken as Director to make himself aware of any relevant information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

In accordance with Section 489 of the Companies Act 2006, an ordinary resolution to re-appoint Ernst & Young LLP as the Company's auditors will be put forward at the forthcoming Annual General Meeting.

Dividends

The Directors do not recommend the payment of a final dividend in respect of the period ended 31 December 2018.

Environmental matters

The Company has no greenhouse gas emissions to report from its operations, nor does it have responsibility for any other emissions producing sources under the Companies Act 2006 (Strategic Report and Directors' Reports) Regulations 2013.

Employees

The Company has no employees. As at 31 December 2018 the Company had three Directors of whom one is female and two are male.

Social, community and human rights issues

Having no employees, the Company, as an investment company, has no direct impact on social, community, environmental or human rights matters.

By order of the Board



Anthony Lee

For and on behalf of
PraxisIFM Fund Services (UK) Limited
Company Secretary

26 March 2019

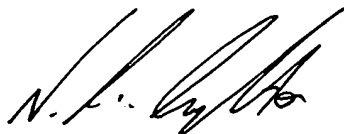
DIRECTORS' REMUNERATION POLICY AND REPORT

Remuneration Policy

None of the Directors will receive any remuneration from the Company for their services. No Director has a service contract with the Company and no Director is eligible for bonuses, pension benefits, share options, long-term incentive scheme or other benefits.

Remuneration in period

In line with the above policy, the directors did not receive any remuneration or other benefits from the Company in the period ended 31 December 2018.



Norman Crighton
Chairman
26 March 2019

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable laws and regulations.

Company law requires the Directors to prepare accounts for each financial period. Under that law, the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS") and applicable law. Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company as at the end of the period and of the net return for the period. In preparing these accounts, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates, which are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the accounts comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The accounts are published on the Company's website at <https://rmdl.co.uk/> which is maintained by the Company's Investment Manager. The work carried out by the auditors does not involve consideration of the maintenance and integrity of these websites and, accordingly, the auditors accept no responsibility for any changes that have occurred to the accounts since being initially presented on the website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

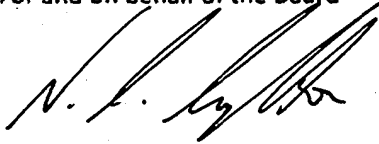
Directors' confirmation statement

The Directors each confirm to the best of their knowledge that:

- (a) the accounts, prepared in accordance with applicable accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Company; and
- (b) this Annual Report includes a fair review of the development and performance of the business and position of the Company, together with a description of the principal risks and uncertainties that it faces.

The Directors consider that the Annual Report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for Shareholders to assess the Company's performance, business model and strategy.

For and on behalf of the Board

A handwritten signature in black ink, appearing to read 'N. Crighton', written over a horizontal line.

Norman Crighton
Director

26 March 2019

INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF RM ZDP PLC

Opinion

We have audited the financial statements of RM ZDP Plc (the ‘Company’) for the period ended 31 December 2018 which comprise the Statement of Comprehensive Income, Statement of Changes in Equity, Statement of Financial Position, Statement of Cash Flows and the related notes 1 to 11, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS) as adopted by the European Union.

In our opinion, the financial statements:

- ▶ give a true and fair view of the company’s affairs as at 31 December 2018 and of its loss for the period then ended;
- ▶ have been properly prepared in accordance with IFRSs as adopted by the European Union; and

have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC’s Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors’ use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company’s ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Overview of our audit approach

Key audit matters	<ul style="list-style-type: none">• Risk of incorrect accounting for financial instruments recognised at amortised cost
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Materiality	<ul style="list-style-type: none"> Overall materiality of £56k which represents 0.5% of assets.
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Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion thereon, and we do not provide a separate opinion on these matters.

Risk	Our response to the risk	Key observations communicated to the Audit Committee
<p>Risk of incorrect accounting for financial instruments recognised at amortised cost (per the accounting policy set out in note 2d)</p> <p>A loan agreement was entered into between the Company and its Parent Company. The Company lent the Parent Company an amount of £10.87m, financed by the Gross proceeds of a Zero Dividend Preference (ZDP) share issue by the Company.</p> <p>The intercompany loan agreement states that interest shall accrue at a rate of 2% per annum. A deed of undertaking was entered into between the Company and Parent Company stating that the Parent Company will finance any additional funding required to repay the ZDP Shares. The ZDP shares have a redemption yield of 3.5% per annum</p> <p>The loan receivable from the</p>	<p>We have performed the following procedures:</p> <p>We obtained an understanding of the Manager's and Administrator's processes and controls surrounding financial instrument recognition and amortisation calculations by reviewing their internal controls report and performing our walkthrough procedures to evaluate the design and implementation of controls.</p> <p>We recalculated the interest receivable from the Parent Company with reference to the loan agreement.</p> <p>We recalculated the finance costs recorded using the redemption yield associated to the ZDP's.</p> <p>We reviewed the impairment assessment of the intercompany loan and agreed no material impairment was</p>	<p>The results of our procedures are:</p> <p>We have no issues to communicate with respect to our procedures performed over the Risk of incorrect accounting for financial instruments recognised at amortised cost</p>

<p>Parent Company at 31 December 2018 was held at amortised cost totalling £11.16m.</p> <p>The Zero Dividend Preference share liability at 31 December was held at amortised cost totalling £11.16m</p>	<p>required.</p> <p>We confirmed the number of ZDP shares in issue and recalculated the Fair Value with reference to independent market source and compared to the disclosures made in the financial statements.</p>	
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An overview of the scope of our audit

Tailoring the scope

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for the company. This enables us to form an opinion on the financial statements. We take into account size, risk profile, the organisation of the company and effectiveness of controls, including controls and changes in the business environment when assessing the level of work to be performed. All audit work was performed directly by the audit engagement team.

Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality

The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the Company to be £56k which is 0.5% of assets. We believe that assets provides us with materiality aligned to the key measurement of the Company's performance.

Performance materiality

The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the Company's overall control environment, our judgement was that performance materiality was 50% of our planning materiality, namely £28k.

Reporting threshold

An amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of £3k which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- ▶ the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- ▶ the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit

Responsibilities of directors

As explained more fully in the directors' responsibilities statement the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

The objectives of our audit, in respect to fraud, are; to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses; and to respond appropriately to fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are IFRS, the Companies Act 2006, the Listing Rules and the UK Corporate Governance Code.
- We understood how the Company is complying with those frameworks through discussions with the Board and Company Secretary and review of the Company's documented policies and procedures
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the key risks impacting the financial statements. We identified a fraud risk with respect to the incomplete or inaccurate income recognition through incorrect classification of special dividends. Further discussion of our approach is set out in the section on key audit matters above.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved review of the reporting to the directors with respect to the application of the documented policies and procedures and review of the financial statements to ensure compliance with the reporting requirements of the Company.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Other matters we are required to address

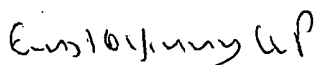
- ▶ Following the recommendation of the Board to audit the financial statements of the Company for the period ended 31 December 2018 and subsequent financial periods, and signed an engagement letter on 11 January 2019.

The period of total uninterrupted engagement is less than 1 year.

- ▶ Non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company and we remain independent of the Company in conducting the audit.
- ▶ The audit opinion is consistent with the additional report to the Board

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Sue Dawe (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Edinburgh

26 March 2019

Statement of Comprehensive Income

For the period from incorporation on 21 February 2018 to 31 December 2018

	Note	Period ended 31 December 2018 £'000
Income		
Investment income	3	163
Administrative expenses		(58)
Result from operating activities		105
Finance costs	6	(285)
Loss before taxation		(180)
Taxation	4	(20)
Loss after taxation and total comprehensive loss the for period		(200)
Return per Ordinary Share (pence)		(400.00p)

There were no items of other comprehensive income in the current period therefore the loss for the period are also the total comprehensive loss for the period.

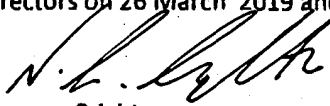
The notes on pages 23 to 30 form an integral part of these financial statements.

Statement of Financial Position

As at 31
December 2018

	Note	£'000
Non-current assets		
Financial assets at amortised cost	3	11,155
Total non-current assets		11,155
Current assets		
Cash and cash equivalents		18
Trade and other receivables		79
Total current assets		97
Total assets		11,252
Current liabilities		
Trade and other payables		(47)
Total current liabilities		(47)
Non-current liabilities		
Zero Dividend Preference Shares	6	(11,155)
Total non-current liabilities		(11,155)
Total liabilities		(11,202)
Net assets		50
Capital and reserves: equity		
Share capital	8	50
Capital contribution		200
Profit and loss reserve		(200)
Total Shareholders' funds		50
NAV per share – Ordinary Shares (pence)	9	100.00p
Accrued capital entitlement – ZDP Shares (pence)	9	102.62p

The financial statements of the Company were approved and authorised for issue by the Board of Directors on 26 March 2019 and signed on their behalf by:


Norman Crighton
Director

The Company is registered in England and Wales with registered company number 11217952.

The notes on pages 23 to 30 form an integral part of these financial statements.

Statement of Changes in Equity

For the period from incorporation on 21 February 2018 to 31 December 2018

	Note	Share capital £'000	Capital contribution £'000	Profit and loss £'000	Total £'000
Balance as at beginning of the period		-	-	-	-
Loss after taxation and total comprehensive loss the for period		-	-	(200)	(200)
Capital contribution		-	200	-	200
Issue of Ordinary Shares	8	50	-	-	50
Balance as at 31 December 2018		50	200	(200)	50

Share capital represents the nominal value of the Company's Ordinary Shares that have been issued.

The Capital contribution from the Parent has not been received in cash and therefore it is not distributable.

The notes on pages 23 to 30 form an integral part of these financial statements.

Statement of Cash Flows

For the period from incorporation on 21 February 2018 to 31 December 2018

		Period ended 31 December 2018
	Note	£'000
Operating activities		
Result from operating activities*		105
Increase in capital contribution receivable		(200)
Decrease in receivables		43
Increase in other payables		20
Net cash flow used in operating activities		(32)
Investing activities		
Loans to Parent Company	3	(10,870)
Net cash flow used in investing activities		(10,870)
Financing activities		
Proceeds from issue of ZDP shares	6	10,870
Share issue proceeds	8	50
Net cash flow from financing activities		10,920
Increase in cash		18
Opening balance at beginning of the period		-
Balance as at 31 December 2018		18

* There was no cash inflow from investment income during the period.

The notes on pages 23 to 30 form an integral part of these financial statements.

Notes to the financial statements

1. General information

RM ZDP Plc (the "Company") was incorporated in England and Wales on 21 February 2018, with registered number 11217952 as a public company limited by shares under the Companies Act. The Company has a limited life, with a ZDP Shares Repayment Date of 6 April 2021, unless early terminated or extended, as per provisions in the prospectus dated 12 March 2018. The Company commenced its operations on 3 April 2018.

The Company's shares were admitted to the Official List of the UK Listing Authority with a premium listing on 3 April 2018 ("Admission"). On the same day, trading of the Ordinary Shares commenced on the London Stock Exchange. The registered office is Mermaid House, 2 Puddle Dock, London, EC4V 3DB.

2. Significant accounting policies

The principal accounting policies applied by the Company are set out below:

(a) Basis of accounting

The financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standard ('IFRS') as adopted by the European Union and in accordance with Article 4 of the IAS Regulation and the Companies Act 2006 as applicable to companies using IFRS. The financial statements have been prepared on a historical cost basis.

(b) Going concern

The Directors have adopted the going concern basis in preparing the accounts. In order to be able to continue as a going concern, the Company relies on the Parent Company to repay the loan and also adhere to the Deed of Undertaking as counterparty. As per the undertaking to the Company, the Parent will contribute (by way of gift, capital contribution or otherwise pay), funds to the Company to ensure that the Company has sufficient assets on the ZDP Shares repayment date to satisfy the ZDP Shares Capital Entitlement due and to pay any operational costs or expenses incurred by the Company.

The Directors are satisfied that the Company has sufficient resources to continue in operation for the foreseeable future, a period not less than 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

(c) Financial assets and liabilities at amortised cost-Loans made by the Company and ZDP Shares

Loans made by the Company to its Parent are classified financial assets at amortised cost.

Loans made by the Company and ZDP Shares are initially recognised at cost, being the fair value of the consideration received or paid associated with the loan or borrowing. Loans and ZDP Shares are subsequently measured at amortised cost using the effective interest method, less any impairment (for the loans). Interest income is recognised by applying the effective interest rate. The loan will be de-recognised when the company is no longer eligible for the cash flows from it and the ZDPS will be de-recognised when they are repaid.

The final capital entitlement to ZDP Shareholders will rank in priority to the capital entitlement of the Ordinary Shares as such ZDP Shares are classified as a liability.

Impairment of assets - Financial assets at amortised cost and Trade and other receivables are subject to impairment calculated under the expected credit loss model within IFRS 9.

(d) Income

Interest income is recognised on accrual basis in the Statement of Comprehensive Income on a time-apportioned basis using the effective interest rate method.

(e) Expenses

All expenses are accounted for on an accruals basis and recognised in the Statement of Comprehensive Income.

(f) Taxation

The charge for taxation is based upon the net return for the period using the applicable UK corporation tax rate for the reporting period. It takes into account both deductible and non-deductible income and expenses incurred in the reporting period. Deferred taxation will be recognised as an asset or a liability if transactions have occurred at the initial reporting date that give rise to an obligation to pay more taxation in the future, or a right to pay less taxation in the future. An asset will not be recognised to the extent that the transfer of economic benefit is uncertain.

(g) Dividends

Interim dividends to the holders of shares are recorded in the Statement of Changes in Equity on the date that they are paid. Final dividends are recorded in the Statement of Changes in Equity when they are approved by Shareholders.

(h) Judgement, estimates and assumptions

There are there no judgement, estimate and assumptions for the Company.

Critical judgements on interest rate on financial assets and liabilities -The Company entered into a Loan agreement with its Parent, which is subject to an interest rate of 2% compounded annually as disclosed in note 2c. This interest rate compared to the ZDP Shares interest rate of 3.5% compounded annually could result in a potential mismatch, which requires significant judgement.

(i) Capital contribution

Capital contribution(s) from the Parent to meet current and future obligations of the Company are recognised directly in Capital contribution.

(j) Segmental reporting

The Directors perform regular reviews of the operating results of the Group as a whole and make decisions using financial information at the Group level. The Board of Directors is of the view that the Company is only engaged in one business segment.

3. Financial assets at amortised cost

	As at 31 December 2018 £'000
Loans to Parent	10,870
Investment income during the period	163
Capital contribution receivable	122
Closing balance	11,155

Intercompany Loan Agreement

On 29 March 2018, the Company entered into a Loan Agreement with its Parent. Pursuant to the Loan Agreement, the Company lent the entirety of the gross proceeds of the issue of ZDP Shares to its Parent, which has been applied towards making investments in accordance with its Investment Policy and for working capital purposes.

The Loan Agreement provides that, interest will accrue on the Loan daily at a rate of 2% per annum, compounded annually on each anniversary of Admission of the ZDP Shares and will be rolled up and paid to the Company along with repayment of the principal amount of the ZDP Loan on the date falling 2 Business Days before the ZDP Repayment Date, provided that the ZDP Loan shall become repayable by the Parent immediately upon the passing of a Winding-Up Resolution.

Deed of Undertaking

The Company also entered into the Undertaking with the Parent, pursuant to which, to the extent that the Final Capital Entitlement multiplied by the number of outstanding ZDP Shares as at the ZDP Repayment Date exceeds the aggregate principal amount and accrued interest due from the Parent to the Company as at the Repayment Date, the Parent shall: (i) subscribe an amount equal to or greater than the additional funding Requirement for Subsidiary Ordinary Shares or (ii) make a capital contribution or gift or otherwise pay an amount equal to or greater than the additional funding requirement.

4. Taxation

	Period ended 31 December 2018 £'000
Analysis of tax charge for the period	
Corporation tax	20
Total tax charge for the period (see note 4 (b))	20

(b) Factors affecting the tax charge for the period:

The effective UK corporation tax rate for the period is 19%. The tax charge for the period can be reconciled to the return on ordinary activities in the Statement of Comprehensive Income as follows:

Period ended
31 December 2018

	£'000
Return on ordinary activities before taxation	(180)
UK corporation tax at 19%	(34)
Effects of:	
Non-deductible expenses	54
Total tax charge for the period	20

5. Basic and diluted loss per Ordinary Share

The calculation of loss per Ordinary Share is based on the net loss for the period of £200,000 and a weighted average number of 50,000 Ordinary Shares during the period.

6. Financial liabilities at amortised cost-Zero Dividend Preference ('ZDP') Shares

	As at 31 December 2018 £'000
Opening balance	-
Issue proceeds of ZDP Shares	10,870
Accrued interest during the period	285
Closing balance	11,155

Authorised

The maximum number of ZDP Shares to be issued pursuant to the Initial ZDP Placing, as disclosed in the Prospectus dated 12 March 2018, has been set at 20 million. At a general meeting of the Company held on 7 March 2018, a special resolution was passed to issue up to 60 million ZDP Shares.

On 3 April 2018, the Company issued 10,869,950 ZDP Shares of a nominal value of 1 pence each at a placing price of 100 pence each to raise gross proceeds of £10,869,950, which were allotted and fully paid up.

The Parent Company incurred ZDP Shares issue cost of £129,000, which has been amortised over the life of ZDP shares.

Rights attaching to the ZDP Shares

The ZDP Shares carry no right to receive dividends or other distributions out of revenue or any other profits of the Company.

The ZDP Shares will have a life of 3 years and, on that basis, a Final Capital Entitlement of 110.91 pence per ZDP Share on the ZDP Repayment Date of 6 April 2021, equivalent to a Redemption Yield of 3.5% per annum (compounded annually) on the Issue Price.

Under the obligations of Loan Agreement, the Ordinary Shares and the C Shares of the Parent rank behind the ZDP Shares.

Voting rights of ZDP Shares

The ZDP Shareholders shall have the right to receive notice of all general meetings of the Company for information purposes, but shall have no right to attend or vote at any such meeting of the Company. For the avoidance of doubt:

- any resolution to alter, modify or abrogate the special rights or privileges attached to the ZDP Shares shall require separate class consent (by special resolution) at a class meeting of ZDP Shareholders convened and held in accordance with the ZDP Articles (a "ZDP Class Consent"); and
- any ZDP Recommended Resolution or any resolution to approve a ZDP Reconstruction Proposal (if required) shall only be approved by Company Ordinary Shareholders provided they have first been approved by way of a ZDP Class Consent.

Variation of rights and Distribution on winding up

Subject to the Companies Act, on a return of capital, on a winding-up or otherwise, ZDP Shareholders will be entitled to receive an amount equal to the Initial Capital Entitlement of 100 pence per ZDP Share, increased at such daily accrual rate as compounds annually to give a Final Capital Entitlement of 110.91 pence per ZDP Shares at the ZDP Repayment Date of 6 April 2021, which is equivalent to a Redemption Yield of 3.5% per annum (compounded annually).

The Final Capital Entitlement will rank behind any liabilities of the Parent (including the liabilities to OakNorth Bank under the revolving credit facility with OakNorth Bank in priority to the capital entitlements of the Ordinary Shares and any C Shares. The ZDP Shares carry no entitlement to income and the whole of their return accordingly takes the form of capital. The ZDP Shareholders are not entitled to receive any part of the revenue profits (including any accumulated revenue reserves) of the Company on a winding-up, even if the accrued capital entitlement of the ZDP Shares will not be met in full.

7. Auditor's remuneration

Audit fees in respect of the Company's financial statements for the period ended 31 December 2018 are £7,000 (excludes VAT of £2,000). During the period no non-audit fees were incurred by the Company.

8. Share capital

Authorised

	As at 31 December 2018	
	Number of shares	Nominal £'000
Allotted, issued and fully paid:		
Ordinary Shares of £1 each	50,000	50

On incorporation, the Company issued 50,000 Ordinary Shares of a nominal value of £1.00 each which were subscribed by the Parent and fully paid up.

Voting rights

The Company's ordinary shares held by the Parent are the only voting shares in the Company, subject to certain matters which will require ZDP Shareholder approval.

Ultimate controlling rights

The voting rights in the Company are wholly owned by the Parent, a company incorporated and registered in England and Wales, and the parent is therefore the immediate and ultimate controlling party.

9. Net asset value ('NAV') / Capital entitlement per share

As at 31 December 2018	Shares in issue	Attributable to Shareholders (£'000)	Capital entitlement per share (p)	NAV per share (p)
Ordinary Shares	50,000	50	n/a	100.00
Zero Dividend Preference Shares	10,869,950	11,155	102.62	n/a

10. Related parties

As at the period end, the Parent Company held 50,000 Ordinary Shares of £1 each in the Company.

On 29 March 2018, the Company entered into a Loan Agreement and Undertaking with its Parent Company which are disclosed in note 3.

The Directors shall not be entitled to receive remuneration in respect of their performance of their duties as Company's Directors nor shall they be entitled to receive any expenses in relation to their role of Company Directors. As at the period end, the Directors held no shareholding in the Company.

11. Financial risk and capital management

The Board of Directors has overall responsibility for the oversight of the Company's risk management framework. The objective of the Company is to provide the Final Capital Entitlement of the ZDP Shares to ZDP holders at the redemption date. Due to the Company's dependence on the Parent Company to repay the loan and provide contribution to meet the final capital entitlement of the ZDP shareholders, the risks faced by the Company are considered to be the same as for the Parent Company. The Company has exposure to the following risk from its use of financial instruments:

- Credit risk
- Liquidity risk
- Interest rate risk

(i) Credit risks

Credit risk is the risk of the financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Loan Agreement and the obligation of the Parent Company under the Undertaking to subscribe for such number of Ordinary Shares or otherwise ensure that Company is able to pay the Final Capital Entitlement to ZDP Shareholders on the ZDP Repayment date. The Parent Company's credit risk is the risk of financial loss if counterparty to a debt instrument fails to meet its contractual obligations. The Parent Company and its investment manager seek to mitigate the Parent Company's credit risk by actively monitoring the Parent Company's portfolio of debt instruments and the credit

quality of the underlying borrowers.

Loans to the Parent Company have low credit risk as the Parent has a strong capacity to meet its contractual cash flow obligations in the near term. Adverse changes in economic and business conditions in the longer term are still unlikely to reduce the ability of the Parent to fulfil its obligations. Based on the overall performance the expected credit loss is not material.

(ii) Liquidity risks

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The most significant cash outflow consists of the payment of the Final Capital Entitlement to the ZDP holders at the ZDP Repayment Date of 6 April 2021. The Company's exposure to liquidity risk depends upon the Parent Company's ability to meet all current and future obligations of the Company. The Directors consider the Parent Company's compliance with the Undertaking and the capital contributions received as sufficient.

The contractual undiscounted maturity profile of the Company's financial assets and liabilities as follows:

	As at 31 December 2018
	£'000
Financial assets at amortised cost	<u>11,540</u>
Capital contribution receivable	<u>515</u>
Zero Dividend Preference Shares	<u>(12,055)</u>

(iii) Interest rate risks

The interest rate applied on the Loan Agreement is fixed at 2% and the interest rate payable on the ZDP shares is fixed at 3.5% compounded and as such no sensitivity analysis is required.

Fair value estimation

The fair values of cash and cash equivalents, prepayments and accrued expenses and other liabilities are estimated to be approximately equal to their carrying values due to their short-term nature. The fair values for the loan and receivables and ZDP shares are disclosed in this note for disclosures purposes only under IFRS 13 "Fair Value Measurement" (IFRS 13).

The Directors based the fair value of the ZDP shares on the traded price of £102.50 pence per share which was observed on the London Stock Exchange on 31 December 2018 being the last observable traded price before the period end. The Loan Agreement and Undertaking expire on the same date as the ZDP Repayment Date. Due to the dependence on the Parent Company to repay the Loan and provide the support to meet the Company's obligation to the ZDP share holders, the fair value of the Loan is estimated to be equal and opposite to the fair value of the ZDP shares.

Fair value hierarchy

IFRS 13 requires the Company to classify its investments in a fair value hierarchy that reflects the significance of the inputs used in making the measurements. IFRS 13 establishes a fair value hierarchy that prioritises the inputs to valuation techniques used to measure fair value. The three levels of fair value hierarchy under IFRS 13 are as follows:

Level 1

Inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2

Inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3

Inputs are unobservable for the asset or liability.

The categorisation of a financial instrument within the hierarchy is based upon the pricing transparency of the financial instruments and does not necessarily correspond to the Company's perceived risk inherent in such financial instruments.

The ZDP shares are classified within Level 1 of the fair value hierarchy on the basis that the fair value was derived from an observable traded price. The financial assets are classified within Level 1 of the fair hierarchy on the basis that the fair value of the financial assets has been determined directly from the fair value of the ZDP shares.

The classification of the Company's investments held at fair value through profit or loss is detailed in the table below:

	Level 1 £'000	Level 2 £'000	Level 3 £'000
Fair value			
Financial assets	-	11,142	-
Financial liabilities at market value	11,142	-	-

12. Subsequent events

There are no subsequent events that require disclosure in these financial statements.

Glossary

Alternative Investment Fund or "AIF"	An investment vehicle under AIFMD. Under AIFMD (see below) the Company is classified as an AIF.
Alternative Investment Fund Managers Directive or "AIFMD"	A European Union directive which came into force on 22 July 2013 and has been implemented in the UK.
Annual General Meeting or "AGM"	A meeting held once a year which shareholders can attend and where they can vote on resolutions to be put forward at the meeting and ask directors questions about the Company in which they are invested.
C Shares	C Shares of 10 pence each in the capital of the Parent
CTA 2010	Corporation Tax Act 2010.
Custodian	An entity that is appointed to safeguard a company's assets.
Discount	The amount, expressed as a percentage, by which the share price is less than the net asset value per share.
Dividend	Income receivable from an investment in shares.
Ex-dividend date	The date from which you are not entitled to receive a dividend which has been declared and is due to be paid to shareholders.
Final Capital Entitlement	110.91 pence per ZDP Share payable on the ZDP Repayment Date
Financial Conduct Authority or "FCA"	The independent body that regulates the financial services industry in the UK.
Gearing	A way to magnify income and capital returns, but which can also magnify losses. A bank loan is a common method of gearing.
Index	A basket of stocks which is considered to replicate a particular stock market or sector.
Investment company	A company formed to invest in a diversified portfolio of assets.
Liquidity	The extent to which investments can be sold at short notice.
Loans or Secured Debt Instruments	Secured debt instruments of UK SMEs and mid-market corporates and/or individuals including any loan, promissory notes, lease, bond, or preference share such debt

instruments.

Net assets	An investment company's assets less its liabilities
Net asset value (NAV) per Ordinary Share	Net assets divided by the number of Ordinary Shares in issue (excluding any shares held in treasury)
Ordinary Shares	The Company's Ordinary Shares of £1 each in the capital of the Company.
Portfolio	A collection of different investments held in order to deliver returns to shareholders and to spread risk.
Premium	The amount, expressed as a percentage, by which the share price is more than the <i>net asset value</i> per share.
Prospectus	The prospectus of the Company dated 12 March 2018.
Share buyback	A purchase of a company's own shares. Shares can either be bought back for cancellation or held in treasury.
Share price	The price of a share as determined by a relevant stock market.
ZDP Share	Zero dividend preference Share

DIRECTORS, MANAGER AND ADVISERS

DIRECTORS

Norman Crighton (*Non-Executive Chairman*)
Guy Heald
Marlene Wood

INVESTMENT MANAGER

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REGISTRAR

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* Registered in England and Wales No. 11217952

RM ZDP Plc

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of RM ZDP Plc will be held at the offices of N+1 Singer, 1 Bartholomew Lane, London, EC2N 2AX on 1 May 2019 at 11.30 a.m. for the following purposes:

To consider and if thought fit pass the following resolutions of which resolutions 1 to 7 will be proposed as ordinary resolutions and resolution 8 will be proposed as a special resolution.

1. To receive the Company's Annual Report and Accounts for the period ended 31 December 2018, with the reports of the Directors and auditors thereon.
2. To approve the Directors' Remuneration Policy and Report included in the Annual Report for the period ended 31 December 2018.
3. To elect Norman Crighton as a Director.
4. To elect Guy Heald as a Director.
5. To elect Marlene Wood as a Director.
6. To appoint Ernst & Young LLP as Auditors to the Company.
7. To authorise the Directors to determine the remuneration of the Auditor until the conclusion of the next Annual General Meeting of the Company.
8. That a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 days' notice, provided that this authority shall expire at the conclusion of the Company's next Annual General Meeting after the date of the passing of this resolution.

By order of the Board

Anthony Lee
For and on behalf of PraxisIFM Fund Services (UK) Limited
Company Secretary

26 March 2019

Registered Office:
Mermaid House
Puddle Dock
London EC4V 3DB

Note: The only shares which may be voted at the Annual General Meeting are the Ordinary Shares, all of which are held by RM Secured Direct Lending plc. The Zero Dividend Preference Shares do not carry rights to vote at this meeting.