

SUMMARY FOR PROTECTED CELL 259

Summaries are made up of disclosure requirements known as 'Elements'. These elements are numbered in sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of 'not applicable'.

Section A – Introduction and warnings

Element	
A.1	<p>This summary (the Summary) should be read as an introduction to the Prospectus (also comprising the Registration Document of Guaranteed Investment Products 1 PCC Limited (the Company) dated 17 January 2014, as supplemented by a supplementary prospectus dated 13 February 2014, a supplementary prospectus dated 17 March 2014, a supplementary prospectus dated 9 May 2014, a supplementary prospectus dated 21 July 2014, a supplementary prospectus dated 13 August 2014, a supplementary prospectus dated 3 September 2014, a supplementary prospectus dated 11 November 2014 and a supplementary prospectus dated 24 November 2014 (together, the Registration Document) and the Securities Note in respect of Protected Cell 259 (the Protected Cell) dated 9 January 2015 (the Securities Note)).</p> <p>Any decision to invest in any of the participating redeemable preference shares of 0.0001p, each issued by the Company in respect of the Protected Cell (the Cell Shares), should be based on a consideration of the Prospectus as a whole by the investor.</p> <p>Where a claim relating to information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled the Summary including any translation thereof, but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Cell Shares.</p>
A.2	<p>The Cell Shares may be offered in circumstances where there is no exemption from the obligation under Directive 2003/71/EC as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the Prospectus Directive) to publish a prospectus. Any such offer is referred to as a Non-exempt Offer.</p> <p>Subject to the conditions set out below, the Company consents to the use of the Prospectus (as supplemented at the relevant time, if applicable) in connection with a Non-exempt Offer of the Cell Shares by:</p> <ul style="list-style-type: none"> (a) the Marketing Manager and Santander UK plc (SUK) (to whom the Marketing Manager has delegated certain of its obligations under the Marketing Agreement); and (b) each financial intermediary whose name is published on the Company's website (http://www.jtcgroup.com/GIPL) and identified as an Authorised Offeror in respect of

	the relevant Non-exempt Offer, (each an Authorised Offeror).
	<i>Offer Period:</i> The Company's consent referred to above is given for Non-exempt Offers of Cell Shares during the period from 12 January 2015 to 15 May 2015 (the Offer Period).
	<i>Conditions to consent:</i> The conditions to the Company's consent are that such consent: (a) is only valid during the Offer Period; and (b) only extends to the use of the Prospectus to make Non-exempt Offers of the Cell Shares in the United Kingdom. An investor intending to acquire or acquiring any Cell Shares in a Non-exempt Offer from an Authorised Offeror other than the Company will do so, and offers and sales of such Cell Shares to an investor by such Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such investor including as to price, allocations and settlement arrangements. The investor must look to the Authorised Offeror at the time of such offer for the provision of such information and the Authorised Offeror will be responsible for such information. The Company does not have any responsibility or liability to an investor in respect of such information.

Section B – Company and Guarantor

Element	Description	
B.1	Legal and commercial name of the Company	Guaranteed Investment Products 1 PCC Limited.
B.2	Domicile/ legal form/ legislation/ country of incorporation of the Company	The Company is a closed-ended, protected cell company incorporated and domiciled in Guernsey and operating under the Companies (Guernsey) Law, 2008 (as amended) (the Companies Law) and ordinances and regulations made thereunder.
B.5	Description of the Company's group	Not applicable. The Company is not part of a group.
B.6	Notifiable interests in capital and voting rights/ differences in voting rights/ ownership and control of the Company	<p>The Company is not aware of any person who directly or indirectly has an interest in the Company's capital or voting rights which is notifiable under Guernsey law.</p> <p>Non-participating shares of 0.0001p each in the capital of the Company designated as nominal shares (Nominal Shares) do not carry votes at general meetings.</p> <p>Participating redeemable preference shares of 0.0001p each (Shares) issued by the Company in respect of a cell of the Company established by the Board in accordance with the Companies Law and the articles of association of the Company (the Articles) for the purpose of segregating and protecting cellular assets and representing the assets of that cell in the manner provided by the Companies Law (a Cell) carry one vote at meetings of holders of the relevant class of Shares, but not at general meetings of the Company except in certain limited circumstances.</p> <p>JTC (Guernsey) Limited in its role as administrator (the Administrator),</p>

Element	Description					
		by virtue of beneficially owning the two non-participating shares of £1.00 each in the capital of the Company issued and designated as management shares (Management Shares) which entitle the holder to attend and vote at general meetings of the Company, exercises control over the Company.				
B.7	Selected historical key financial information for the Company: The table below sets out summary information extracted from the Company's audited statement of comprehensive income, and statement of financial position for each of the three years ended 31 March 2012, 31 March 2013 and 31 March 2014, and from the Company's unaudited statement of comprehensive income for the periods ended 30 September 2013 and 30 September 2014, and statement of financial position for the period ended 30 September 2014, respectively:					
		<i>Year ended 31 March 2012 (£)</i>	<i>Year ended 31 March 2013 (£)</i>	<i>Year ended 31 March 2014 (£)</i>	<i>Six month period ended 30 September 2013</i>	<i>Six month period ended 30 September 2014</i>
Statement of Comprehensive Income						
<i>Net movement in unrealised gain on investments</i>		229,181,450	113,681,346	(233,289,859)	(169,501,695)	(286,403,757)
<i>Realised gains on derivative contracts</i>		66,017,516	364,339,205	340,558,377	210,069,379	318,319,865
<i>Net gains on financial instruments</i>		295,198,966	478,020,551	107,268,518	40,567,684	31,916,108
<i>Marketing agent's fees and investment manager's fees</i>		(76,838,240)	(60,116,929)	(71,943,360)	(71,100,120)	(886,836)
<i>Finance costs - distributions to holders of Shares</i>		(40,802,241)	(278,023,414)	(258,147,033)	(158,762,857)	(259,159,593)
<i>Net (loss) / gain for the year attributable to holders of Shares</i>		177,558,485	139,880,208	(222,821,875)	(189,295,293)	(228,130,321)
Statement of Financial Position					Six month period ended 30 September 2014	
Non Current Assets						
<i>Financial Assets</i>		6,918,093,796	5,718,904,639	4,030,026,780		2,801,017,598
Current Assets						
<i>Cash at bank</i>		5,956,490	9,296,998	638,967		11,681,407
<i>Receivables</i>		125,046,532	69,272,036	5		60
		131,003,022	78,569,034	638,972		11,681,467
Current Liabilities						
<i>Payables - amounts falling due within one year</i>		532	4,278	-		-
<i>Net assets attributable to holders of shares</i>		7,049,096,286	5,797,469,395	4,030,665,750		2,812,699,065

Element	Description				
	<i>Equity</i>				
	<i>Management shares</i>	2	2	2	2
	Save for the issue of Cell 203 Cell Shares to Cell 257 Cell Shares inclusive and the redemption of Cell 6 Cell Shares, Cell 7 Cell Shares, Cell 9 Cell Shares to Cell 16 Cell Shares inclusive, Cell 18 Cell Shares, Cell 19 Cell Shares, Cell 21 Cell Shares, Cell 22 Cell Shares, Cell 24 Cell Shares to Cell 27 Cell Shares inclusive, Cell 29 Cell Shares to Cell 32 Cell Shares inclusive, Cell 34 Cell Shares to Cell 53 Cell Shares inclusive, Cell 55 Cell Shares to Cell 94 Cell Shares inclusive, Cell 99 Cell Shares, Cell 102 Cell Shares, Cell 107 Cell Shares, Cell 110 Cell Shares, Cell 115 Cell Shares, Cell 118 Cell Shares, Cell 123 Cell Shares, Cell 126 Cell Shares, Cell 133 Cell Shares, Cell 140 Cell Shares, Cell 149 Cell Shares, Cell 153 Cell Shares, Cell 158 Cell Shares, Cell 163 Cell Shares, Cell 168 Cell Shares, Cell 174 Cell Shares, Cell 180 Cell Shares, Cell 185 Cell Shares, Cell 189 Cell Shares and Cell 192 Cell Shares, there has been no significant change to the Company's financial condition and operating results during or subsequent to the period covered by the selected historical key financial information.				
B.8	Selected key pro forma financial information for the Company	Not Applicable. No pro forma financial information is disclosed.			
B.9	Profit forecast or estimate for the Company	Not Applicable. No profit forecast or estimate is made.			
B.10	Audit report qualifications for the Company	Not Applicable. No qualification is made in the audit report on the historical financial information.			
B.11	Qualified working capital	Not Applicable. The Company's working capital is sufficient for its present requirements.			
B.18	Description of the guarantee	<p>Pursuant to the guarantee provided by Santander Guarantee Company (the Guarantor) (the Cell Guarantee) for the benefit of holders of the Cell Shares (Cell Shareholders) and documented under a deed of guarantee dated 9 January 2015 (the Deed of Guarantee) constituted by the execution of a series deed dated 9 January 2015 in respect of the Protected Cell (the Series Deed), the Guarantor has guaranteed to Cell Shareholders who hold their Cell Shares until 18 November 2020 (the Maturity Date) that they will, subject to the terms and conditions of such Cell Guarantee, receive a minimum return of an amount equal to the aggregate of:</p> <p>(a) £1.00 per Cell Share (the Investment Amount); and</p> <p>(b) £0.025 per Cell Share (the Fixed Return),</p> <p>in respect of each such Cell Share (such aggregate amount being the Guaranteed Return).</p> <p>A demand will be made by Anson Registrars Limited acting as the guarantee claims agent for Cell Shareholders (the Guarantee Claims Agent) under the Cell Guarantee if the Company has insufficient assets or resources in the Protected Cell to allow payment of the Guaranteed Return on or around the Maturity Date or if the Company otherwise fails to pay the Guaranteed Return to Cell Shareholders.</p> <p>The Guarantor has entered into a conditional share subscription deed with SUK (the Conditional Share Subscription Agreement) under which the</p>			

Element	Description																																											
		<p>Guarantor may require SUK to subscribe for additional shares in the Guarantor if the Guarantor is obliged to make a payment under the Cell Guarantee and it has insufficient assets to satisfy the Cell Guarantee payment in full.</p> <p>Performance of the Cell Guarantee is therefore dependent on the continued solvency of the Guarantor and SUK.</p>																																										
B.19	Information about the Guarantor																																											
B.1	Legal and commercial name of the Guarantor	Santander Guarantee Company.																																										
B.2	Domicile/ legal form/ legislation/ country of incorporation of Guarantor	The Guarantor is an unlimited company with shares, incorporated and domiciled in England and Wales and operating under the Companies Act 2006 (the Companies Act).																																										
B.5	Description of Guarantor's group	The Guarantor is a wholly-owned direct subsidiary of SUK and an indirect wholly-owned subsidiary of Banco Santander, S.A. (Banco Santander).																																										
B.6	Notifiable interests in capital and voting rights/ differences in voting rights/ ownership and control of the Guarantor	<p>As a private unlimited company, there is no obligation on members to disclose their shareholding interest.</p> <p>Banco Santander is able (subject to any regulatory constraints or considerations) to control the Guarantor by procuring that SUK's votes at general meetings of the Guarantor are exercised in a particular way.</p>																																										
B.7	Selected historical key financial information of the Guarantor:																																											
	<p>The table below sets out summary information extracted from the Guarantor's audited income statement and cashflow statement for each of the three years ended 31 December 2011, 31 December 2012 and 31 December 2013 and the Guarantor's audited balance sheet as at 31 December 2011, 31 December 2012 and 31 December 2013, and from the Guarantor's unaudited income statement and cashflow statement for each of the six-month periods ended 30 June 2013 and 30 June 2014, and from the Guarantor's unaudited balance sheet as at 30 June 2014:</p>																																											
		<table border="1"> <thead> <tr> <th></th> <th><i>Year ended 31 December 2011</i> (£)</th> <th><i>Year ended 31 December 2012</i> (£)</th> <th><i>Year ended 31 December 2013</i> (£)</th> <th><i>Six month period ended 30 June 2013</i> (£)</th> <th><i>Six month period ended 30 June 2014</i> (£)</th> </tr> </thead> <tbody> <tr> <td colspan="6">Condensed Statement of Comprehensive Income</td> </tr> <tr> <td><i>Interest on amounts due from group companies</i></td> <td>24,431</td> <td>23,975</td> <td>18,695</td> <td>9,167</td> <td>9,530</td> </tr> <tr> <td><i>Profit before tax</i></td> <td>24,431</td> <td>23,975</td> <td>18,695</td> <td>9,167</td> <td>9,530</td> </tr> <tr> <td><i>Tax</i></td> <td>(6,474)</td> <td>(5,874)</td> <td>(4,347)</td> <td>(2,136)</td> <td>(2,049)</td> </tr> <tr> <td><i>Net profit and total comprehensive income attributable to equity holders of the Guarantor</i></td> <td>17,957</td> <td>18,101</td> <td>14,348</td> <td>7,031</td> <td>7,481</td> </tr> <tr> <td colspan="6">Condensed cash flow statement</td> </tr> </tbody> </table>		<i>Year ended 31 December 2011</i> (£)	<i>Year ended 31 December 2012</i> (£)	<i>Year ended 31 December 2013</i> (£)	<i>Six month period ended 30 June 2013</i> (£)	<i>Six month period ended 30 June 2014</i> (£)	Condensed Statement of Comprehensive Income						<i>Interest on amounts due from group companies</i>	24,431	23,975	18,695	9,167	9,530	<i>Profit before tax</i>	24,431	23,975	18,695	9,167	9,530	<i>Tax</i>	(6,474)	(5,874)	(4,347)	(2,136)	(2,049)	<i>Net profit and total comprehensive income attributable to equity holders of the Guarantor</i>	17,957	18,101	14,348	7,031	7,481	Condensed cash flow statement					
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Element	Description					
	<i>Net cash flows generated from operating activities</i>	-	-	-	-	-
	<i>Net increase in cash and cash equivalents</i>	-	-	-	-	-
	<i>Cash and cash equivalents at the beginning of the year/period</i>	2,314	2,314	2,314	2,314	2,314
	<i>Cash and cash equivalents at the end of the year/period</i>	2,314	2,314	2,314	2,314	2,314
		31 December 2011 (£)	31 December 2012 (£)	31 December 2013 (£)	30 June 2014 (£)	
Condensed Balance Sheet						
Non Current assets						
	<i>Loans and receivables</i>	3,812,507	-	-	-	
Current assets						
	<i>Loans and receivables</i>	-	3,830,008	3,842,829	3,852,360	
	<i>Cash and cash equivalents</i>	2,314	2,314	2,314	2,314	
	Total assets	3,814,821	3,832,322	3,845,143	3,854,674	
Current Liabilities						
	<i>Payables</i>	(6,474)	(5,874)	(4,347)	(6,397)	
	Total liabilities	(6,474)	(5,874)	(4,347)	(6,397)	
	Net current assets / (liabilities)	(4,160)	3,826,448	3,840,796	3,848,277	
	Net assets	3,808,347	3,826,448	3,840,796	3,848,277	
Equity						
	<i>Share Capital</i>	2,806,750	2,806,750	2,806,750	2,806,750	
	<i>Retained earnings</i>	1,001,597	1,019,698	1,034,046	1,041,527	
	Total equity attributable to equity holders of the Guarantor	3,808,347	3,826,448	3,840,796	3,848,277	
There has been no significant change to the Guarantor's financial condition and operating results during or subsequent to the period covered by the selected historical key financial information.						
B.8	Selected key pro forma financial information of the Guarantor	Not Applicable. No pro forma financial information is required to be disclosed.				
B.9	Profit forecast or estimate of the Guarantor	Not Applicable. No profit forecast or estimate is made.				
B.10	Audit report qualifications of the Guarantor	Not Applicable. No qualification is made in the audit report on the historical financial information.				
B.11	Qualified working capital	Not Applicable. The Guarantor's working capital is sufficient for its present purposes.				

Element	Description	
B.34	Investment objective and policy of the Protected Cell	<p>The investment objective for the Protected Cell is to achieve the capital growth necessary to be able to redeem each Cell Share held on the Maturity Date for an amount equal to the Investment Return (as described in element C.4 below).</p> <p>In order to achieve its investment objective, the Company will place the aggregate subscription proceeds from the offer of Cell Shares received prior to 18 May 2015 (the Investment Date) on deposit in the Company's bank account with Royal Bank of Scotland International Limited (Guernsey Branch) (RBS) and will, subject to certain conditions, invest the aggregate subscription proceeds, plus any interest earned thereon during the Offer Period, less the Investment Manager's fee, in financial instruments initially consisting of a term loan agreement and a forward transaction (the Plan Investments) in each case with Abbey National Treasury Services plc as the investment counterparty (the Investment Counterparty).</p> <p>The amounts realised from the Plan Investments will be paid into a bank account at SUK over which the Guarantor has a first charge pursuant to a charge agreement dated 9 January 2015 (the Charge Agreement) constituted by the execution of the Series Deed. Under the terms of the Charge Agreement, the Company is not permitted, without the prior consent of the Guarantor, to utilise the monies in the account for any purpose other than to make payments to Cell Shareholders in respect of the redemption of their Cell Shares.</p> <p>The returns on the Plan Investments, in combination with the account arrangement described above, are designed to enable the Company, in turn, to pay the Investment Return to Cell Shareholders on the Maturity Date.</p>
B.35	Borrowing restrictions	<p>The directors of the Company (the Directors or the Board) may exercise all the powers of the Company to borrow money of an amount up to such limit and subject to restrictions either in respect of the Company as a whole, or of an individual Cell as may be set out in the Prospectus.</p> <p>There are no such borrowing restrictions in respect of the Company or the Protected Cell set out in the Prospectus or the Articles.</p>
B.36	Regulatory status	<p>The Company is authorised as an Authorised Closed-Ended Investment Scheme by the Guernsey Financial Services Commission (the GFSC) under Section 8 of the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended and the Authorised Closed-Ended Investment Schemes Rules 2008.</p>
B.37	Investor profile	<p>The Cell Shares are intended to appeal to all types of investors in the United Kingdom who are willing to invest their money for five and a half years and are seeking a return linked to equities but with an element of capital protection at the end of the investment term, although the Cell Shares are intended to be primarily marketed to retail investors in the United Kingdom seeking investment exposure of this type.</p> <p>It is expected that typical investors in the Cell Shares may be individuals resident in the United Kingdom for taxation purposes and who purchase and hold Cell Shares as an investment. It is expected that such investors (unless the Cell Shares are held in an ISA) should be liable to United Kingdom capital gains tax (CGT) on any gains realised on the disposal or redemption of their Cell Shares. Broadly, gains arising on or after 23 June 2010 are charged to CGT at: (i) 18%, where an individual's total taxable income and gains (after allowable deductions) are less than the upper limit of the basic</p>

Element	Description	
		<p>rate tax band (which is £31,865 for the 2014/2015 tax year); and (ii) 28%, where any gains or part gains exceed that upper limit.</p> <p>The annual exemption for the 2014/2015 tax year is £11,000, and is expected to be £11,100 for the 2015/2016 tax year.</p> <p><i>Cell Shareholders should note that their tax treatment may differ from that described in this Summary depending on certain circumstances; regard should always be had to the information concerning the tax status of the Company and the taxation of Cell Shareholders (including individuals who acquire, or who are seeking to acquire, their investment in Cell Shares through an ISA) set out in Part D of the Registration Document as supplemented by the Securities Note. If any potential investor is in any doubt about the taxation consequences of acquiring, holding or disposing of Cell Shares, he should seek advice from his own independent professional adviser.</i></p>
B.38	Exposure to Investment Counterparty	Abbey National Treasury Services plc (ANTS) is the Investment Counterparty under the Plan Investments. The performance by ANTS of any obligation or liability to make any payment in cash which is or becomes payable by it under the Plan Investments is unconditionally and irrevocably guaranteed by SUK pursuant to a deed poll guarantee dated 10 May 2012.
B.39	Exposure to another collective investment undertaking	Not Applicable. The Company does not invest in excess of 40% of its gross assets in another collective investment undertaking.
B.40	Company's service providers and fees	Santander ISA Managers Limited has been appointed by the Company as marketing manager (the Marketing Manager) pursuant to a marketing agreement originally dated 28 January 2005, as amended.
		<p>The Directors have delegated the powers of determining the investment policy and carrying on the investment management of the Company to ANTS as investment manager (the Investment Manager) pursuant to an investment management agreement originally dated 28 January 2005, as amended.</p> <p>ANTS has been appointed Determination Agent (the Determination Agent) by the Company in respect of the Cell Shares pursuant to a determination agency agreement dated 9 January 2015 constituted by the execution of the Series Deed.</p> <p>JTC (Guernsey) Limited has been appointed as Administrator and Secretary pursuant to an administration and secretarial agreement originally dated 28 January 2005, as amended and restated on 17 January 2014.</p> <p>Anson Registrars Limited will be appointed as the Guarantee Claims Agent by Cell Shareholders pursuant to their Application Forms (as defined in element E.3 below) to act as their agent in accordance with the terms of a guarantee claims deed originally dated 28 February 2006, as amended.</p> <p>The Investment Manager shall be entitled to be paid a fee by the Company in respect of the Protected Cell not exceeding 0.50 per cent. of an amount equal to the number of Cell Shares in issue on the Investment Date multiplied by £1.</p> <p>The Marketing Manager will not be paid a fee by the Company in respect of its activities in marketing the Cell Shares to investors in the UK.</p>

Element	Description	
		Save for its own fee, the Investment Manager has agreed to meet all other costs and expenses relating to the operation of the Company, any Cells currently being established or created in the future, the cost of listing any Shares on the Channel Islands Securities Exchange Authority Limited (the CISEAL), the costs associated with the termination of each Cell and the liquidation of the Company.
B.41	Investment Manager	The Investment Manager, ANTS, is authorised by the Prudential Regulation Authority (the PRA) and regulated by the Financial Conduct Authority (the FCA) and the PRA.
B.42	Valuation	The aggregate net assets attributable to the Protected Cell (as calculated in accordance with the Articles) divided by the number of Cell Shares issued (the Net Asset Value per Cell Share) will be calculated on a monthly basis during the period from the Investment Date to the Maturity Date (the Investment Term). The Net Asset Value per Cell Share will be announced to the CISEAL.
B.43	Umbrella collective investment undertaking	<p>The structure of the Company allows for the creation of multiple Cells.</p> <p>The assets of each Cell are subject to contractual segregation and statutory segregation under the Companies Law and, subject to certain exceptions (see below in relation to recourse agreements), creditors of one Cell or the Company as a whole cannot seek to recover from the assets of other Cells, and so no cross liability between Cells should occur.</p> <p>However, as there can be no assurance that the Companies Law will not change or that a court would not find contractual segregation unenforceable, there can be no assurance that there will never be any cross liability that may occur between Cells.</p> <p>Under the Companies Law it is possible for the Company to enter into a recourse agreement which provides for recourse to core assets or the assets of one or more cells however, the Directors do not intend for any such recourse agreements to be put in place.</p>
B.44	No financial statements	<p>See B.7 above.</p> <p>Not Applicable. The Company has commenced operations and financial statements have been made up.</p>
B.45	Portfolio	As at the date of this Summary, Shares in 145 Cells of the Company remain outstanding. The investments of each Cell consist solely of financial instruments entered into by the Company in respect of each outstanding Cell. In respect of each of Cells 100 to 132 that remain outstanding, these consist of either: (i) an interest rate swap; (ii) an equity index swap; (iii) a property index swap; or (iv) a fund index swap, or a combination thereof. In respect of each of Cells 134 to 257 that remain outstanding, these consist of a term loan agreement and a forward transaction.
B.46	Recent net asset value	Not Applicable. Cell Shares are issued on the relevant Issue Date (as defined in element E.3 below).

Section C – Securities

Element	Description	
C.1	Description of securities	<p>The Cell Shares will be the only class of Shares offered and issued by the Company in respect of the Protected Cell.</p> <p>The Cell Shares are participating redeemable preference shares which have an investment term of approximately five and a half years.</p> <p>The ISIN number for the Cell Shares is GG00BTGCVC13.</p>
C.2	Currency	Sterling.
C.3	Number of shares	<p>The authorised share capital of the Company on incorporation and as at the date hereof is £100,100 divided into 100 Management Shares of £1.00 each and 100,000,000,000 (100 billion) unclassified shares of 0.0001p each (Unclassified Shares). Unclassified Shares may be issued as Shares or Nominal Shares (or shares of any other denomination as the Directors may decide).</p> <p>Two Management Shares are in issue. The Management Shares were issued at par and are fully paid up.</p> <p>No Nominal Shares are in issue as at 5 January 2015.</p> <p>2,033,930,367 Shares are in issue as at 5 January 2015. The Shares were issued for up to £1.00 each and are fully paid up.</p>
C.4	Rights	<p>Cell Shareholders shall not be entitled to any dividends, but shall be paid an amount per Cell Share on the Maturity Date calculated by the Determination Agent equal to the Investment Return for each Cell Share.</p> <p>The Investment Return for each Cell Share is equal to the Investment Amount of £1.00 per Cell Share plus the greater of:</p> <ul style="list-style-type: none"> (a) the Fixed Return of £0.025 per Cell Share; and (b) the Performance Return per Cell Share, which is: <ul style="list-style-type: none"> (i) if Final Index Level is equal to or greater than the Initial Index Level, £0.27; or (ii) if the Final Index Level is less than the Initial Index Level, zero, <p>where the Initial Index Level is the closing level of the Index on 18 May 2015 and the Final Index Level is the average closing level of the Index for the period beginning on 15 May 2020 and ending on 16 November 2020.</p> <p>Such calculations are subject to the occurrence of a market disruption event, adjustment to index and correction to stock prices or index levels.</p> <p>Pursuant to the Cell Guarantee, the Guarantor has guaranteed to Cell Shareholders that they will receive a minimum amount equal to the Guaranteed Return (being the aggregate of the Investment Amount and the Fixed Return) for each Cell Share held until it is redeemed on its Maturity Date.</p> <p>Performance of the Cell Guarantee is dependent on the continued solvency of the Guarantor and SUK.</p>
C.5	Transferability	<p>Cell Shares may not be transferred prior to the Investment Date.</p> <p>The Board may refuse to register a transfer of a Cell Share in certain</p>

		<p>limited circumstances, including where the instrument of transfer is not appropriately delivered for registration or is in respect of more than one class of Share, in the case of a transfer to in excess of four joint holders and where the Cell Share is not fully paid or on which the Company has a lien.</p> <p>No Cell Shares may be purchased or held by US Persons.</p>
C.6	Admission to trading	<p>Application has been made to the CISEAL for up to 500,000,000 Cell Shares to be admitted for block listing on the official list of, and to trading on, the CISEAL (Admission). Admission is subject to allotment and issue of the Cell Shares. Dealings in the Cell Shares for normal settlement will commence on Admission of the relevant Cell Shares.</p>
C.7	Dividends	<p>The Company has no capacity to pay any dividend in respect of any Cell Share.</p>

Section D – Risks

Element	Description	
D.1	Key Risks regarding the Company and the Guarantor	<p><i>The Company:</i></p> <p>The assets of each Cell are subject to contractual segregation and statutory segregation under Guernsey law. However, there can be no assurance that such law will not change or that jurisdictions other than Guernsey will be prepared to accept that the assets of one Cell are not available to creditors to satisfy the liabilities of any other Cell or the Company as a whole.</p> <p>There can be no assurance that the Company's full investment objective in respect of the Protected Cell will be achieved. The investments of the Company are subject to normal market fluctuations and other risks inherent in investing in investments linked to indices and there can be no assurance that any appreciation in value will occur.</p> <p>The Company's only investments for the Protected Cell will be in the Plan Investments and there may be no counterparty risk diversification. The obligations of the Investment Counterparty under the Plan Investments will not be collateralised.</p> <p>Any change in the Company's tax status, or in taxation legislation or in the interpretation or application of tax legislation, could affect the value of the investments held by the Protected Cell, the amount paid to the Company under the Plan Investments, the Company's ability to achieve the stated investment objective of the Protected Cell, the amounts guaranteed or payable under the Cell Guarantee and/or alter the post-tax returns to Cell Shareholders.</p> <p>The Company reserves the right to limit the number of Cell Shares available under the offer. The Company may also cancel the offer by compulsorily redeeming any Cell Shares in issue.</p> <p>ANTS may have potential conflicts between its roles as Determination Agent, Investment Counterparty, Investment Manager and market maker for the Cell Shares (the Market Maker). ANTS shall use its reasonable endeavours to ensure any such conflicts of interest are resolved fairly.</p>

Element	Description	
		<p>The Company intends to place any subscription proceeds it receives prior to the Investment Date on deposit in its bank account held in respect of the Protected Cell with RBS. If RBS (or any other bank with which the aggregate subscription proceeds from the offer of Cell Shares were to be deposited) were to be wound-up or otherwise suffer an insolvency-related event between the start of the Offer Period and the date of investment in the Plan Investments, the Plan Investments will not become effective and the Company may lose some or all of its subscription proceeds in which case, Cell Shareholders may lose some or all of their investment.</p> <p><i>The Guarantor:</i></p> <p>The Guaranteed Return does not extend to the full amount of the Investment Return in respect of the Cell Shares and, in particular, does not cover the full amount of the Investment Return if the Performance Return, rather than the Fixed Return is payable.</p> <p>Performance of the Cell Guarantee is dependent on the continued solvency of the Guarantor and SUK. Cell shareholders will receive an amount at least equal to the Guaranteed Return in respect of their Cell Shares held on the Maturity Date only if either the obligations of the Investment Counterparty under the Plan Investments are satisfied or the Guarantor satisfies its obligations under the Cell Guarantee on the Maturity Date if the Company, acting in respect of the Protected Cell, fails to pay an amount at least equal to the Guaranteed Return to Cell Shareholders in respect of their Cell Shares held until the Maturity Date and, if necessary, SUK satisfies its obligations to the Guarantor under the Conditional Share Subscription Agreement.</p> <p>If the conditions to the effectiveness of the Plan Investments are not satisfied, the Company will compulsorily redeem all the Cell Shares and investors will receive back all subscription proceeds held (plus any net interest earned thereon), save where the Company is unable to recover some or all of its subscription proceeds as explained above. The Cell Guarantee will not apply to any such redemption of the Cell Shares.</p> <p>The obligations of the Guarantor to make payments under the Cell Guarantee will be limited to the extent that it is illegal for such payments to be made to Cell Shareholders or if there is a change of tax legislation at any time resulting in a withholding tax or other tax deduction affecting payments or proceeds under any Plan Investment or the redemption of the Cell Shares. Payments under the Cell Guarantee will also be made net of any withholding tax or other tax deduction.</p>
D.3	Key risks regarding the Shares	<p>If SUK, ANTS or the Guarantor were to be wound-up or otherwise suffer an insolvency-related event at any time, Cell Shareholders may lose some or all of their investment.</p> <p>If the obligations of the Investment Counterparty under the Plan Investments are not satisfied and the Guarantor were to default under the Cell Guarantee (whether as a result of insolvency or otherwise), Cell Shareholders could lose some or all of their investment.</p> <p>The Investment Return payable will depend on the level of the Index on specific dates. Accordingly, prospective investors in the Cell Shares should ensure that they fully understand how the performance of the Index may affect an investment in the Cell Shares. The level of the Index may go</p>

Element	Description	
		<p>down as well as up. Furthermore, the level of the Index may not reflect its performance in any prior period. In recent years the performance of the Index has been volatile. Volatility could have a positive or negative effect on the Investment Return. There can be no assurance as to the future performance of the Index.</p> <p>Investors should note that any Performance Return per Cell Share will be limited to a maximum amount of £0.27 per Cell Share. Any positive performance of the Index that would otherwise produce a Performance Return greater than this maximum amount will not be reflected in the Investment Return paid to investors.</p> <p>The Performance Return under the Cell Shares is subject to averaging. The use of an average to calculate the Final Index Level will smooth the performance of the Index and shelter an investment made by an investor from any sudden fluctuations. Potential investors should be aware that if the Index rises continually through the final six months of the Investment Term, the use of an average could mean the return is less than it might otherwise have been.</p> <p>The Directors do not anticipate that an active secondary market will develop in the Cell Shares. Investors should be aware that liquidity may be of a limited nature.</p> <p>Investment in any Cell Shares should be viewed as an investment for the full Investment Term of such Shares and there is no assurance that investors will be able to sell their Cell Shares prior to the Maturity Date or as to the price at which any sale may be possible.</p> <p>Any Cell Shareholder who disposes of his or her Cell Shares prior to their Maturity Date will not be covered by the Cell Guarantee in respect of such disposal and may receive back less than the amount which he or she invested in the Cell Shares.</p>

Section E – Offer

Element	Description	
E.1	Net proceeds and estimate of expenses	<p>Based on an estimated issue size of £16,000,000 for the Protected Cell, the total estimated costs and expenses (including VAT, where relevant) of and incidental to the issue of the Cell Shares would be, in aggregate, approximately £80,000 and the estimated net issue proceeds for the Protected Cell would be approximately £15,920,000.</p> <p>No expenses are charged to the investor by the Issuer.</p>
E.2a	Use of proceeds	<p>The reason for the offer is to raise capital contributed by subscribers of the Cell Shares for the purpose of investing in accordance with the investment policy of the Protected Cell (as described in element B.34) in order to achieve the capital growth necessary to be able to redeem each Cell Share on its Maturity Date for an amount equal to the Investment Return. Please see element E.1 directly above regarding the estimated net issue proceeds.</p>
E.3	Terms and conditions of the offer	<p>The Cell Shares are participating redeemable preference shares which have an investment term of approximately five and a half years. All Cell Shares still in issue on the Maturity Date will be compulsorily redeemed by the Company for an amount equal to the Investment Return.</p>

Element	Description	
		<p>The issue price (Issue Price) for the Cell Shares is a range of prices from £0.9983 per Cell Share for investors who subscribe on 12 January 2015 (on or before 2.30 p.m.) to £1.00 per Cell Share for investors who subscribe on 15 May 2015 (the last day of the Offer Period) (on or before 12 noon). Investors who subscribe between these dates will pay an Issue Price on a sliding scale between £0.9983 and £1.00 per Share.</p> <p>The amount of the Issue Price per Cell Share in excess of its nominal value of 0.0001p represents a premium.</p> <p>The minimum level of subscription applicable to each investor who subscribes for Cell Shares is £1,500. The maximum number of Cell Shares available under this offer is 500,000,000. The Directors reserve the right, at their absolute discretion (taking into consideration such factors as they deem to be relevant, which may include, amongst other things, market conditions), to limit the number of Cell Shares available under this offer to 8,000,000 and to stop accepting subscription applications for Cell Shares above such limit even if the Offer Period has not closed. The Directors shall determine, at their absolute discretion, the manner in which any scaling back shall be applied.</p> <p>Applications for the Cell Shares should be made by completing an application form (an Application Form) for the Protected Cell. Application Forms can be obtained from the Administrator. The terms and conditions of application under the offer are attached to the Application Form.</p> <p>The Marketing Manager has agreed to market the Cell Shares to investors in the United Kingdom, in association with and as authorised by the Company. The Marketing Manager has delegated certain of its obligations to SUK and will, by virtue of such delegation, agree to market the Cell Shares to investors in the United Kingdom, in association with and as authorised by the Company.</p> <p>Once a subscription application and payment for Cell Shares is accepted by the Company, Cell Shares will be allotted and issued to the relevant investor on the relevant date for subscription of that application, subject to Admission (the Issue Date).</p> <p>The Cell Shares will be issued in registered form and may be held either in inscribed form or in certificated form. Temporary documents of title will not be issued.</p> <p>The Cell Shares may be sold through or to the Market Maker only from the Investment Date onwards.</p>
E.4	Interest of natural and legal persons involved in the issue/offer	<p>John Le Prevost, a director of the Company, is also a director of Anson Registrars Limited (the registrar, transfer agent, paying agent and receiving agent and the guarantee claims agent). John Le Prevost is also the Chief Executive Officer and the majority shareholder of Anson Group Limited, the holding company of Anson Registrars Limited. Gavin Farrell is a partner of Mourant Ozannes, the Advocates to the Company, and a director of Mourant Ozannes Securities Limited, the listing sponsor to the Company.</p> <p>ANTS may have potential conflicts between its roles as Determination</p>

Element	Description	
		Agent, Investment Counterparty, Investment Manager and Market Maker. ANTS shall use its reasonable endeavours to ensure any such conflicts of interest are resolved fairly.
E.5	Person or entity selling the Shares	Not Applicable. The Company is issuing the Cell Shares in respect of the Protected Cell.
E.6	Dilution resulting from the offer	Not Applicable. There will be no immediate dilution resulting from the offer.
E.7	Expenses	Not Applicable. No expenses are charged to the investor by the Issuer.