



REWS
UK Plc
RENEWABLE ENERGY WASTE SOLUTIONS

REWS 8-12% Secured Bonds
Second £10 million Raise



www.rewsuk.com invest@rewsuk.com 0203 326 2801

Document Issued: 8th April 2019

RISK WARNING. Investors should be aware that there are risks to investing in all corporate lending. Reliance on this promotion for the purpose of engaging in any investment activity may expose an individual to a significant risk of losing all of the property or other assets invested. **The text of this Document should be read in full and in conjunction with the Offering Memorandum dated 8th April 2019 before deciding to invest and your attention is drawn to the section entitled “Risk Factors” on page 23 of this Document and “Important Information” section, also on pages 24 - 26 of this Document.** All statements regarding the Company’s business, financial position and prospects should be viewed in light of these Risk Factors. If you are in any doubt about the action you should take or the contents of this document, you should contact your stockbroker, solicitor, accountant, bank manager or other professional adviser authorised under the Financial Services and Markets Act 2000, who specialises in advising on investment in bonds, shares and other securities, including unlisted securities. This offer is not regulated by the Financial Conduct Authority. Investors will NOT have the benefit of the Financial Services Compensation Scheme and may not have access to the UK Financial Ombudsman Service. YOUR CAPITAL IS AT RISK.



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What is a bond?

Bonds are what is known as a fixed income instrument and simply represent a loan made by an investor to a borrower, typically a company or government.

Once purchased, the bond issuer owes the bondholder a debt, which includes interest payments and a promise of future repayment of the principal (your invested capital) at the end of the investment term (maturity date). Please be aware however that with investment your capital is at risk and returns are not guaranteed.

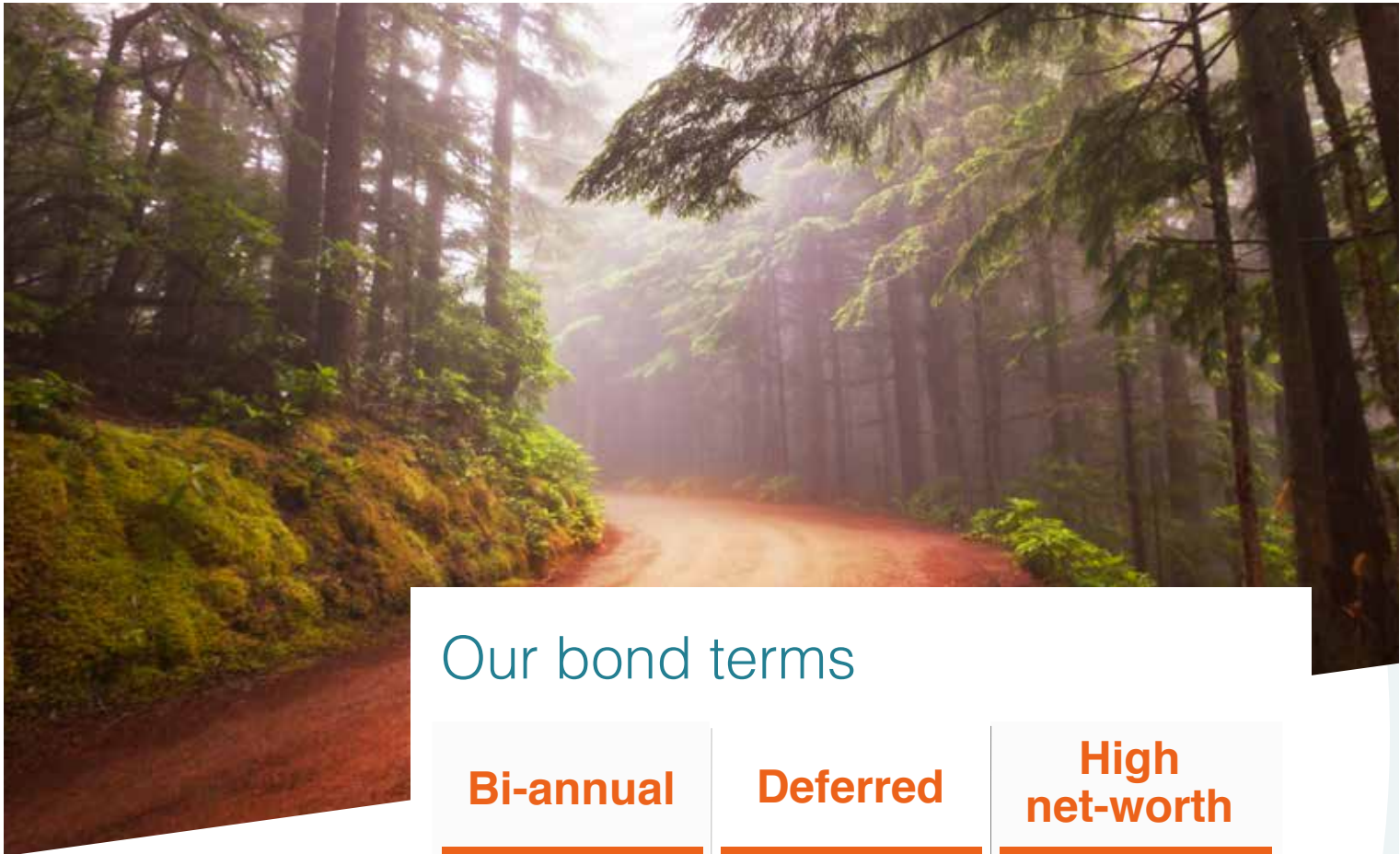


The alternative finance sector has provided UK business with over £11bn of additional funding since 2010.

Why are we offering these bonds?

Bonds are one of the main ways by which companies raise finance.

Through bond issuances such as this, we are able to expand our business and achieve our company objectives. This bond issuance will be used to fund the acquisition and development of a second waste to-energy site in the UK, as well as the further development of our first. More specifically these funds will be used to cover costs from the purchase of specific machinery and materials, to construction and labour costs.



Our bond terms



Two-Year

Bi-annual

8%

fixed rate

Income paid bi-annually

Capital returned after 2 years

Deferred

9%

fixed rate

Compounded income paid in lump sum at the end of the bond term

Capital returned after 2 years

High net-worth

10%

fixed rate

For investments over £100,000

Income paid bi-annually

Capital returned after 2 years



Four-Year

10%

fixed rate

Income paid bi-annually

Capital returned after 4 years

11%

fixed rate

Compounded income paid in lump sum at the end of the bond term

Capital returned after 4 years

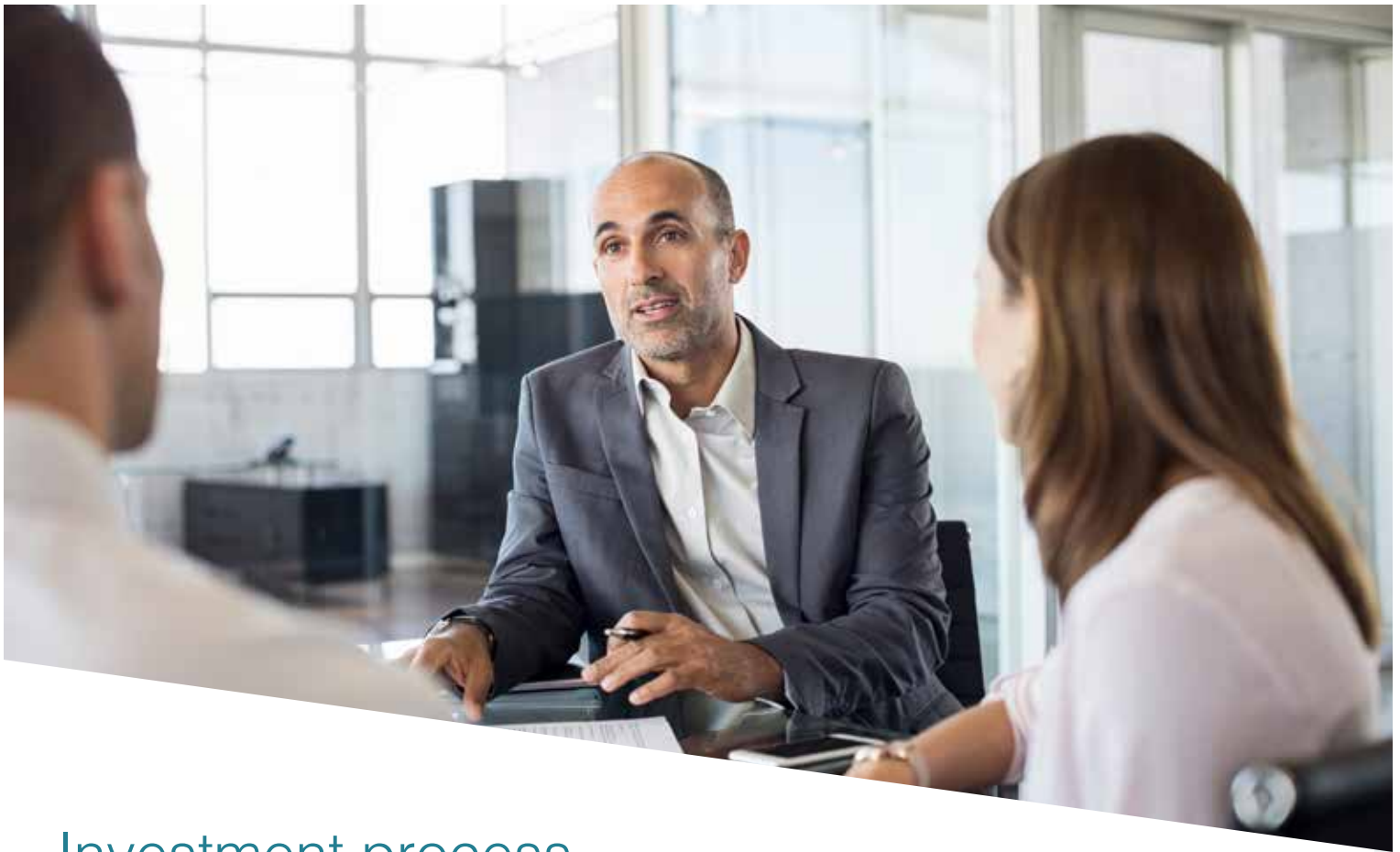
12%

fixed rate

For investments over £100,000

Income paid bi-annually

Capital returned after 4 years



Investment process

Making an investment should be as straightforward as possible and we strive to ensure that all of our investors find our investment process both simple and secure.

Step 1

Review the Investment Brochure and the Offering Memorandum in your own time. Please be sure to refer to the 'Risk Factors' section on page 21 of this document.

Step 2

Choose the investment amount and options that suit you and complete your application form.

Step 3

Provide proof of address and I.D and fund your investment to complete the investment process.

Step 4

You will receive your bond certificates upon completion and throughout your investment term you will receive regular company updates.



More than 8 million tonnes of plastic are dumped into the world's oceans every year.

A note on security

The bondholders shall benefit from security granted over our assets. These are outlined below, however, every investor in our bonds should be aware that by investing there is a risk of losing some or all of your invested capital in the event of our liquidation or insolvency. These security measures outlined provide bondholders with no guarantee of partial or full repayment.

Secured creditors: Bondholders have a “hold” over the company’s assets throughout their investment term by way of a “floating charge”. In other words, their investment will be secured against the company’s assets. Bondholders are classed as “secured creditors”, which means that, in the event of insolvency, they would be paid out of any proceeds recovered from that insolvency ahead of other unsecured creditors that rank below them.

Independent security trustee: The Security Trustee is as an independent party who looks after the interests of the Bondholders. In effect, this means your interests are always being represented by an independent company.

Insurance: The Company will put in place a comprehensive insurance policy to cover each facility in its entirety, following the completion of each plant.



In the UK, our annual waste generation is over 300 million tonnes a year.

The opportunity

Environmental challenges

As a global society, we are living in an increasingly unsustainable way. Every day we produce millions of tonnes of waste, with recycling alone unable to fulfil the demand for waste management. The surplus ends up in landfill – and we're now running out of places to dump our waste.

Due to population growth and rising living standards, the amount of waste we generate continues to increase. The world's energy demands are also growing, while the serious environmental consequences of fossil fuel use are becoming ever more apparent.

While these circumstances pose grave threats to the environment, they also present significant opportunities to companies innovating in the waste management and renewable energy sectors. By utilising the problem of waste to meet the world's growing appetite for green energy, our solution profits from both.

The waste-to-energy sector

An incentivised market

As well as benefiting from the growing demand for both waste management and renewable energy, REWS also benefits from an array of advantageous UK government policies.

The UK is committed to meeting ambitious carbon reduction targets. It currently remains bound by the Renewable Energy Directive (2009/28/EC) to generate 15% of the nation's energy requirements from renewable energy sources by 2020.

Longer term, the UK remains bound by its own Climate Change Act 2008, which imposes an 80% reduction on 1990 levels of carbon emissions by 2050 – a target even higher than that required by the EU.

To meet these targets, the government has implemented a range of incentive schemes, subsidies and grants designed to nurture renewable energy production and to encourage companies to reduce emissions. Companies using renewable fuels can benefit from Renewable Energy Certificates (RECs), Renewable Obligation Certificates (ROCs) and carbon credits.

As a result, the UK market for renewable fuel products is extremely attractive, particularly the cement and power sectors and other heavy industry. Demand at present significantly outstrips supply.

For our investors, this is promising. It means that we are operating in a sector in which demand is growing, and which enjoys significant government incentives and subsidies. The Directors are of an opinion that together these amount to very favourable conditions in which to build a prosperous waste-to-energy company.

The changing face of waste management

It is not simply the vast amounts of waste we produce that drives demand in the waste-to-energy sector. Waste management companies' options are rather limited due to low processing capacity in the UK and therefore waste has traditionally either ended up in landfill or been exported. The latter avenue is increasingly closed off, as more and more countries (most notably China) ban the imports of plastic waste products.

Landfill was historically considered the cheapest option for waste disposal in the UK, with no shortage of space for dumping and burying waste. In the last 25 years, however, the number of landfill sites in the country has halved, increasing the demand for an alternative. Moreover, the environmental issues created by this "out of sight, out of mind" approach are legion.

Despite this, the UK is maintaining levels of waste-to-landfill that are on average 12% higher than other European countries. In a bid to change this, the UK government has been steadily increasing landfill taxes, which now sit at a hefty £80+ per tonne and are locked in at that rate until 2020. Gate fees at landfill sites have also risen and are now significantly higher than those at material recycling facilities.

As landfill becomes increasingly unfeasible, companies and local authorities are seeking more sustainable solutions for waste disposal, creating a favourable market for the development of recycling and energy recovery plants.



The Local Government Association has announced that Britain's landfill sites will be full in less than eight years.

Waste-to-energy: a tidy solution

Our solution transforms waste into energy, but how does this actually work?

Waste-to-energy is the process of generating energy from the treatment of waste. Municipal and industrial waste typically consists of waste paper, cardboard, wood, sawdust and non-recyclable plastic. These contain large amounts of solid-state energy, which can be recovered and used as fuel.

In the past, the most common way of doing this was simply to incinerate the waste. Current thermal technologies, however, can produce energy from waste without direct combustion. Essentially, we are slow-cooking the waste, in an oxygen-free environment. High temperatures cause the decomposition of the materials into combustible solid, liquid and gaseous fuels. These techniques hold two advantages over combustion: they yield more potential energy per tonne of waste than incineration, and they produce fewer harmful emissions.

We are committed to the production of high-quality, sustainable fuels. We believe that our approach, in combination with recycling and behavioural shifts, will help to solve the waste crisis in the UK. Our mission is to help reduce the UK's reliance on fossil fuels and to usher in a new era of clean, sustainable energy – and you as an investor can be part of the solution.



Smart design

- Simple design with no unnecessary hardware or parts, constructed using a variety of known techniques
- Operating at a zero-pressure level, utilising many tried-and-tested safety features
- Low lifetime maintenance costs and maximum operational hours

Low environmental impact

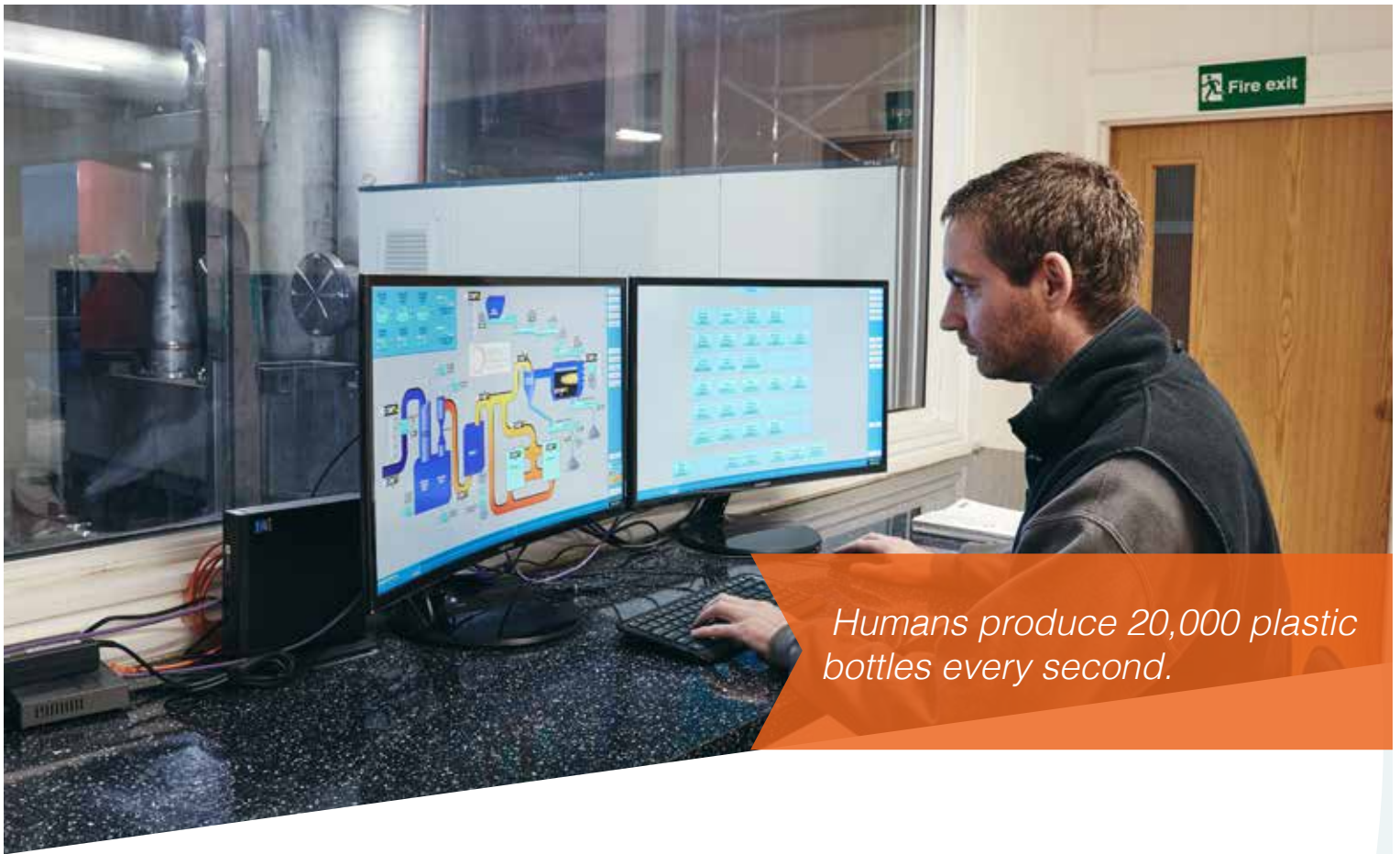
- Low profile and small footprint make it easy and inexpensive to locate plants around existing infrastructure and in areas with increased planning regulation
- The site is close to being 100% energy self-sufficient, powered by the system's own feedstock
- Quiet, odourless operation
- Emissions that are cleaner than those from burning natural gas
- No by-products requiring disposal, qualifying for end-of-waste certification

Dynamic usage

- Our unique technology incorporates advanced features for the control of temperature
- Flexibility to use a variety of waste feedstocks, including hazardous and toxic materials
- Ability to deliver a range of products tailored to customer specifications
- Output capabilities include solid recovered fuel, bio-coal, liquid gas and syngas

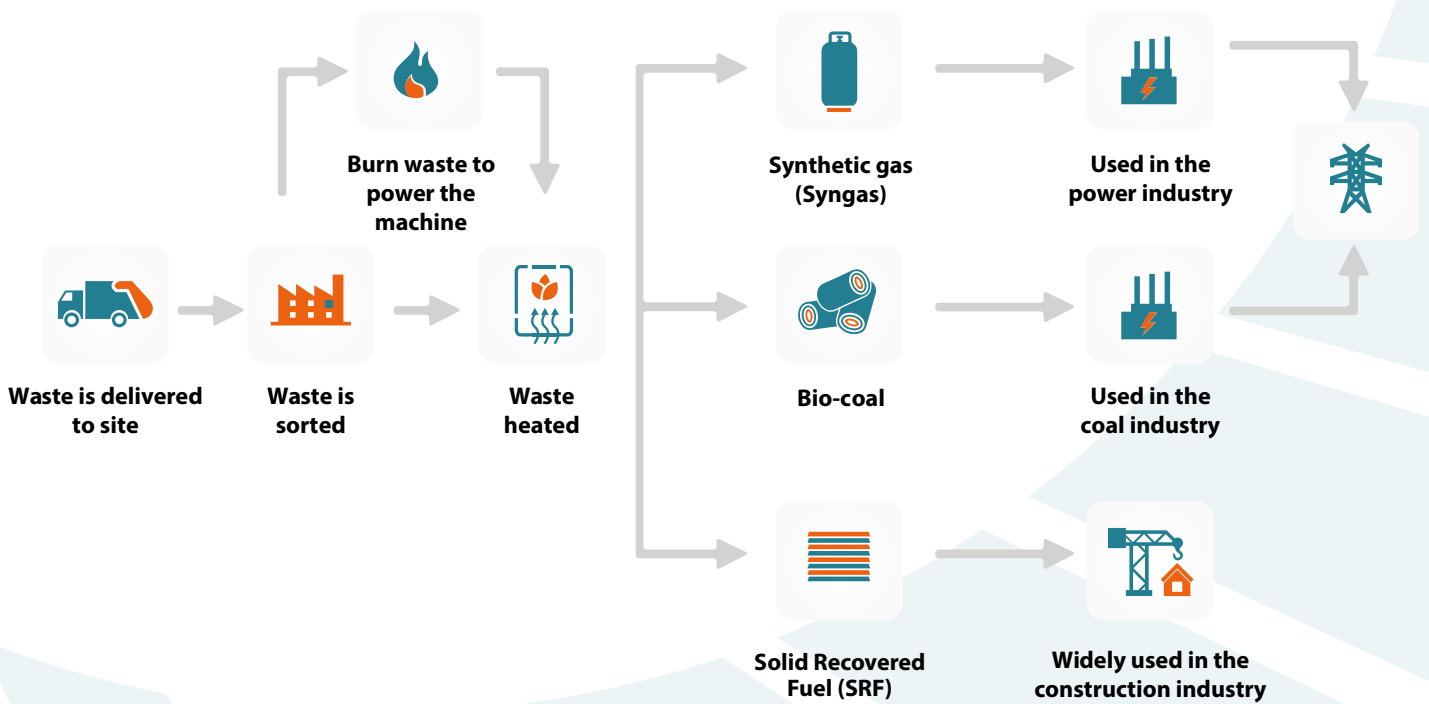
360° oversight

- We are responsible for every aspect of the business, ranging from design and construction to long-term operation and maintenance
- Therefore able to transition seamlessly between constructional and operational phases
- Enhanced safety and efficiency
- Oversight of the entire life cycle of the machinery minimises costs and maximises cash flow



Humans produce 20,000 plastic bottles every second.

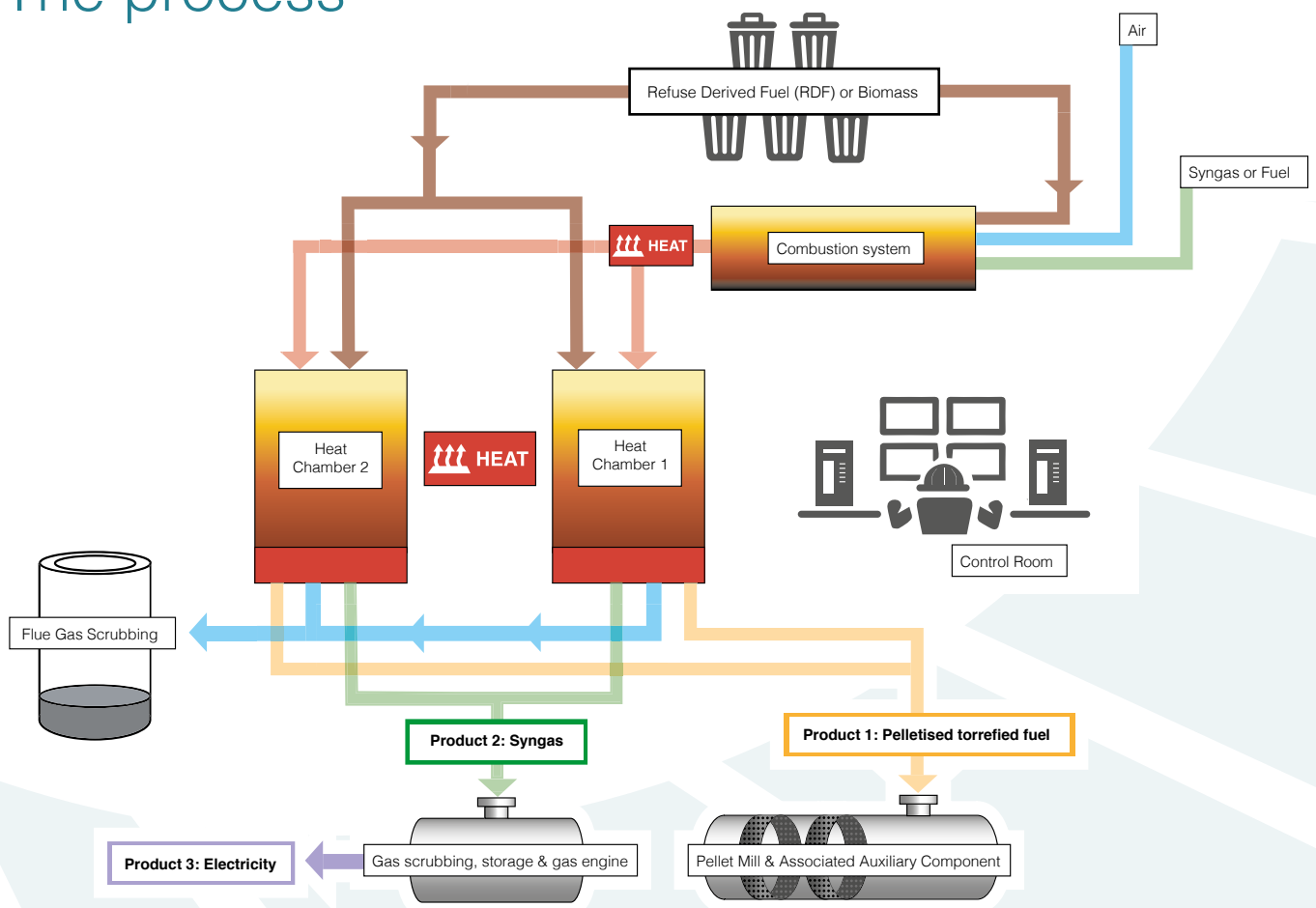
How it works





The World Bank predicts the amount of solid waste we produce will increase to 6 million tonnes per day by 2025

The process





As of 2018, the North Pacific Garbage Patch has grown to a size of 1.6 million square kilometres.

Types of fuel produced

We think of waste as a resource with inherent value. The fuels we can create through our process are in high demand, and there is a strong environmental case for their use. These fuels are not only greener than their fossil fuel equivalents, producing lower carbon emissions, but they are also extremely versatile. The growth in 'green' energy providers such as Bulb and Good Energy, which are proving popular with consumers, further increases demand for our products through their eligibility for 'green' certification.

Producing multiple fuels means that we can easily switch production to the type of fuel that is most in demand from month to month – and consequently generate maximum revenue in every kind of market. The Directors believe that this will help deliver a more resilient business model and decrease the risk to our investors.



Solid Recovered Fuel (SRF)

SRFs are chiefly composed of non-hazardous waste, including paper, cardboard, wood and plastics, resulting from household and general industrial waste residues, making them a versatile energy source. They are used to power various heat treatment plants, including cement factories, kilns, heating plants and industrial furnaces, due to their high calorific value.



Bio-Coal

Bio-coal is made from wood waste produced by the construction industry, saw mills and lumber yards, which we then process. It has similar qualities to coal, while being significantly more environmentally friendly, with carbon savings of more than 80%. It therefore enjoys high demand from coal power plants. Unlike coal and oil, bio-coal does not contain any sulphur, which is extremely harmful to the environment.



Syngas

Our plants are designed to produce synthetic gas or 'syngas', comprised largely of hydrogen, carbon monoxide and methane, through a high temperature pyrolysis process. This allows us to take advantage of this rapidly growing market. Syngas is a cleaner alternative to natural gas and can be used in both domestic and industrial settings.



It takes approximately 450 years for a single plastic bottle to biodegrade.

Business model

Defensive and stable

Firms are increasingly eager to dispose of their waste sustainably and we meet this demand. We are paid a gate fee to take other companies' waste, which we then turn into valuable renewable fuel products to sell on.

Our operation takes advantage of a growing renewable energy market. The UK government aims to encourage investments in this area and has a number of long-term incentive schemes, which the Company plans to take an advantage of.

Demand for both waste disposal and energy is insatiable, resilient to economic shifts and set to grow. The energy market as a whole is also facing an ever-increasing amount of regulation and legislation to reduce emissions, all of which increases the long-term sustainability of our business model.

Dynamic and renewable

Our plants are powered by their own feedstock (waste), making them both 100% self-sufficient and far more profitable than other businesses using similar technology.

The flexibility of our technology means that we can produce a range of fuels precisely to our customers' specifications and respond quickly to changing market demand for these products.

Multiple sources of income

Having more than one source of income does not just mean higher profits; it also makes us less dependent on third parties and less susceptible to supply-and-demand fluctuations in specific markets. Each of our sites have projected revenues of £10,241,280 – with a large element of this revenue being secured by the contract with the feedstock provider.

Gate fees

We aim to partner with recycling centres and waste treatment companies. This is because we benefit from their existing infrastructure, feedstock already on site and waste management expertise. This reduces the risks associated with further development, as the cost of acquiring the land is reduced and necessary permits, such as those from the Environmental Agency, are often already in place. This means that we can develop our sites more efficiently, making them more profitable. It moreover reduces potential cost from having to transport the waste, which adds to the sustainability of our business through not indirectly causing further emissions.

Our partner on our first site is contracted to pay us waste delivery gate fees and to ensure a continuous supply of feedstock prepared and optimised for our needs. This provides a cost-effective solution for them, as well as a revenue stream, guaranteed under contract, for us. We are paid at a rate of circa £50 a tonne, with this price increasing for certain waste types, generating projected revenues of circa £5,400,000 per annum.

Aside from helping to streamline our operations, these relationships provide us with a stable foundation upon which to grow our business, and this model will be replicated going forward on future sites.

Fuel sales

We plan to sell the renewable fuel products we produce, including solid recovered fuel and bio-coal, for industrial use. We also have the potential to produce synthetic gas in the future. The sale of the renewable energy fuels produced (excluding syngas) will generate projected revenues of £4,838,400 annually.

Government incentives

As users and producers of renewables, we qualify for long-term subsidies, grants and credits from the UK government. These could provide a useful third income stream – but our project is budgeted to be completely financially self-sufficient, so if the government changes its policies we will not be affected, and neither will our Bondholders.

Our management team



Matthew Donegan – Director

Mr Donegan has been in the renewable energy industry for 10 years and began his career in 2006 working as an engineer for Stein Pyrolysis where he obtained experience in the manufacture of pyrolysis units. This included the fabricating and installation of components, as well as a thorough understanding of their workings and operational experience of the plant.

In 2010, Mr Donegan moved to Energy 10 where he undertook a role in the design and manufacture of their pyrolysis technology. As head engineer, Mr Donegan was responsible for overseeing the project build. Mr Donegan and his team fabricated many of the machine parts to his design. This enabled the plant to be built from scratch at a fraction of the price of competing technologies. This machine was awarded an “end of waste” certificate from the Environment Agency, having been tested on six different waste streams and consistently producing clean syngas.



Professor Dennis Ng – Director

BSc (1st Hons), MBA, DIC, PhD, IMC

Professor Ng graduated from The Business School, Imperial College with a prize-winning MBA and distinction project in Entrepreneurship in 1995 and Ph.D. in Organisational Behaviour in 1999.

During his academic career, Professor Ng conducted doctoral research into overseas Chinese family business succession, was top of his MBA class in business psychology, and gained a first class bachelors degree from University College London.

Professor Ng has a long track record in both residential and commercial property investments and grew a family-owned UK residential portfolio significantly between 1991 and 2007. As founder and director of Ingenious Investments Limited, he has also worked with clients advising, acquiring and managing residential portfolios worldwide. Further, as founder, largest shareholder, and managing director of Akin Holdings International Ltd he acts as principal investor managing assets in a portfolio of European residential real estate across three countries.

Within infrastructure and renewable energy investments, Professor Ng has experience in the sourcing of renewable energy hardware from China since 2008, and has good access to European and Asian countries in terms of sourcing projects through his local networks, as well as working with equity investors acquiring and developing such projects. With over two billion euros of project experience via his clients, Professor Ng has experience across many countries in this sector and has an extensive network of contacts in the UK, Spain, Czech Republic, Hungary, Romania and Russia.

Our Management Team



Ben Harris – Director

Mr Harris has been in the renewable energy industry for over 10 years, having also begun his career at Stein Pyrolysis in 2006 as an Engineer. During that time, he has gained knowledge and experience of the manufacture of pyrolysis units as well as in operating them, having been responsible for operating this technology during its testing phase at Stein.

Mr Harris also moved on to work for Energy 10 where he took responsibility for the fabrication and installation of key components to the pyrolysis technology. As head operator, Mr Harris was also responsible for the operation and control of this technology during its commissioning phase, helping him to build in depth knowledge of the pyrolysis process and the conditions required to maximise output.



William McClintock FRICS FNAEA – Director

Mr McClintock has been involved in estate agency for over 50 years, becoming Managing Director of Royal Life Estates South, with a chain of 250 offices, early in his career. He was also on the Board of Royal Life Estates from 1988-1992.

In 1992 Mr McClintock acquired a substantial shareholding in Cornerstone Estate Agencies (347 offices) when it was purchased from Abbey National plc and, having sold out in 1995, he joined Hamptons as International Development Director, with specific responsibility for business generated in the markets of Hong Kong, Singapore and Malaysia.

Mr McClintock is a founder director of The Guild of Professional Estate Agents, an affinity group of about 760 estate agents across the UK dedicated to improving standards and marketing skills. It also has an upmarket brand of 200 UK and 115 overseas branches called "Fine and Country".

In 2000, Mr McClintock became the Chief Operating Officer of The Ombudsman for Estate Agents for the UK and in 2004 was appointed Chairman, a post he held until December 2015.

He has been involved in a number of start-up companies, usually linked to the property sector, and is also currently involved in building 140 residential units in Koh Samui, Thailand.



Professional advisors & service providers

It is vital to form successful partnerships to grow sustainably and build a business. Our model is centred around reciprocal, mutually-beneficial relationships that help us to be as efficient as possible.

Our Current Partners:

AB Waste Management Ltd | Wilson Wright | Locke Lord | Sterlings

A.B. WASTE MANAGEMENT LTD





The global market for turning rubbish into power is expected to reach \$37.64bn by 2020.

Where we're heading

Our long-term vision

At REWS, we believe that smart waste management solutions are essential to solving the world's growing waste problem and that our waste-to-energy technology will meet the increasing demand for renewable energy. We also believe that it will yield significant profits.

In the short term we are seeking to consolidate our position in the market for renewable energy fuels, and in the long term, we are aiming to build a significant portfolio of waste-to-energy sites across the UK to ensure continuous growth.

We believe that our strong business strategy and innovative technology positions us effectively to benefit from a promising industry environment and growing demand for renewable fuels. The Directors are of an opinion that with timely investments, we can continue to grow sustainably and achieve our ambition of becoming a global producer of sustainable renewable fuels sourced from waste – and a leader in the green energy revolution.

A final word from our Directors

"Demand for renewable fuels hugely outstrips supply. We are aiming to not only close this gap, but also to decisively contribute to solving the growing waste crisis that threatens our way of life. We know it will be hugely rewarding – both ethically and financially – and we're looking forward to working with our investors on this journey".

Frequently asked questions

WHAT IS A BOND?

A Bond is a debt instrument in which an investor loans money to an entity (typically corporate or governmental) that borrows the funds for a defined period of time at a variable or fixed interest rate.

Bonds are used by companies to raise money and to finance a variety of projects and activities. Owners of bonds are debt-holders or creditors of the issuer.

Bonds are commonly referred to as fixed-income securities and are one of the three main generic asset classes, along with stocks (equities) and cash equivalents.

WHO IS THE ISSUER OF THESE BONDS?

They are being offered and issued by Renewable Energy Waste Solutions UK PLC, a UK-registered company.

HOW IS THE INVESTMENT SECURED?

There is a floating charge in favour of the lender(s) that attaches to all the current and future assets of the company.

IS THERE A MINIMUM AND / OR MAXIMUM INVESTMENT I CAN MAKE?

The minimum you can invest is £5,000 and the maximum is £10,000,000.

CAN I REDEEM MY INVESTMENT EARLY?

Bondholders cannot redeem their investment early.

WHEN CAN I INVEST?

You can invest at any time, provided that the Directors have not closed the offering.

WHEN DO I GET MY ORIGINAL INVESTMENT BACK?

All your original investment is expected to be returned in full at the end of the Term of the Bond (2 or 4 years).

WHAT RETURNS DO I GET?

You will be paid interest (Coupon) at a rate depending on your investment value of between 8% and 12% per annum. Interest is calculated and paid biannually in arrears or at maturity, dependent on the investment option selected.

HOW DO I GET MY INTEREST PAID TO ME?

You will be paid by bank transfer into the bank account you nominate. This bank account must be in your name or the name of your legal representative if you are not able to hold a bank account in your name.

ARE THE BONDS TRANSFERABLE?

The Bonds are transferable.

CAN I INVEST AS A COMPANY AND ARE JOINT APPLICATIONS ALLOWABLE?

Yes, company investment or joint applications can be accepted.

IF I DIE WHAT WILL HAPPEN TO MY BONDS?

Bonds would form part of a Bondholder's estate and title would pass to the executors or administrators of their estate. The Bond allows your executors or administrators to apply for early repayment, so the estate can be settled.

I HAVE MORE QUESTIONS– HOW CAN I GET THEM ANSWERED?

If you have any questions regarding the procedure for investment or payment, please contact Renewable Energy Waste Solutions using the details below:

Telephone: +44 (0) 203 326 2800

Email: invest@rewsuk.com

Post: Ground Floor, 59 New Street, Chelmsford, Essex, United Kingdom, CM1 1NE

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered offices of the Company during usual business hours on any week day (weekends and public holidays excepted), or can be emailed on request:

- (i) The Articles
- (ii) Waste Management Agreement between Tipton Waste and ABWM
- (iii) Letter of intent from Elford Bio Fuels
- (iv) Financial forecast from Wilson Wright LLP
- (v) Security Trustee Agreement

Risk factors

Investment risks

The investment offered in this document may not be suitable for all recipients of the document. Investors are accordingly advised to consult an investment advisor who is authorised under the Financial Services and Markets Act 2000 and specialises in investments of this kind.

Loss of investment and interest payments

REWS, like all businesses, is vulnerable to financial difficulties and investing in Bonds they issue may involve significant risk of default. There is no guarantee that the Company's strategy or trading activities will be successful.

Financial services compensation scheme

The protections offered by the Financial Services and Markets Act 2000 including recourse to the Financial Ombudsman Service and compensation entitlements under the Financial Services Compensation Scheme do not apply. All prospective Investors and Bondholders are strongly recommended to seek advice on the suitability of this investment.

Illiquid investment

The REWS Bonds are not tradeable on the capital markets and no application will be made for the REWS Bonds to be admitted for listing or trading on any market.

Security trustee

The Security Trustee cannot guarantee return of any monies in the event of default. In addition, the Security Trustee has no role in the day to day management of the Company.

Interest rate and inflationary risk

The Bond is for a minimum of 2 or 4 years with a fixed rate coupon and as such will not benefit from any subsequent increases in market interest rates.

Insolvency

In the event the Company becomes insolvent the amounts payable to Bondholders may be deemed to be part of the Company's assets and therefore available equally to all creditors, notwithstanding any priority payment rankings established by the Company.

Risks relating to the company

Investments in this type of company carry particular risks. Investors are reminded that there is no guarantee that the Company's strategy or trading activities will be successful.

Tax

Investors are advised to take their own tax advice on the tax consequences of acquiring, holding and disposing of the REWS Bonds. The comments below are of a general nature and are based on current United Kingdom law and practice. They relate only to the United Kingdom withholding tax treatment of interest payable on the Bond.

For UK resident individuals, payments of interest on the Bonds will be subject to deduction of United Kingdom income tax at the basic rate, subject to the availability of any domestic law exemption. The Issuer will make the necessary arrangements to deduct and pay basic rate tax due from your interest payment direct to HMRC.

The commissioning of the plants entails certain risks. Once the plant enters the commissioning phase, there will need to be extensive work undertaken by the Company in order to prepare the plant to be fully operational. The commissioning phase is where the constituent parts of the plant are tested and collaborated so they can be fully operational. A number of problems may arise in relation to the Company's ability to complete the commissioning in the anticipated time frame a plant of this nature normally takes to have its commissioning completed. This may result in additional costs and loss of revenue for the Company. However, the Directors of the Company believe that due to previous experiences in commissioning plants of a similar nature that they will be able to successfully complete the commissioning within their anticipated timeframe.

The Company is dependent upon the operating performance of the technology used in the plant

Commissioning

The revenues of the Company depend in part upon the effective performance of the technology used in the plant. There is no guarantee that the technology will work as per the processes set out in the Company's patent application. Whereas the fundamental nature of the technology used in the plant, namely pyrolysis and torrefraction, has been used in the waste industry for decades, the performance is still dependent on the effective deployment of this technology. The Directors unreservedly believe that the implementation of the technology will be successful and that the systems and processes they have devised after 10 years each of in-depth experience of using and refining the technology used will be successful.

IMPORTANT INFORMATION

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN ANY DOUBT IN RELATION TO THE CONTENTS OF THIS DOCUMENT OR WHAT TO DO IN RELATION TO IT, YOU SHOULD CONSULT WITH AN APPROPRIATELY QUALIFIED INDEPENDENT PROFESSIONAL, SUCH AS AN ACCOUNTANT, SOLICITOR, FINANCIAL ADVISER OR STOCKBROKER WHO IS APPROPRIATELY AUTHORISED AND REGULATED.

IMPORTANT NOTICE

This Brochure (“this Document” or “Brochure”) has been prepared and issued by Renewable Energy Waste Solutions UK Plc, a private limited company incorporated on 27th February 2017 in England and Wales under company number 10641513, with registered address: Ground Floor/59 New Street, Chelmsford, CM1 1NE, United Kingdom (“the Company”) in respect of Bonds (the “Offer”) to be issued by the Company and is issued solely for the purpose of seeking Investors under the Offer.

This document does not constitute an offer of, an invitation to subscribe for or purchase, or a recommendation to purchase, bonds in the Company (the “Bonds”) or any of the other securities described herein. Any offer of the Bonds will be made solely by means of the Brochure prepared and issued by the Company and dated 8th April 2019.

The contents of this Brochure are not to be construed as legal, business or tax advice. Each reader of this Brochure should consult with their own legal, business or tax advisor as to legal, business or tax advice.

Any opinions expressed in this Brochure do not constitute investment advice. Independent advice should be sought from a person authorised by the Financial Conduct Authority (“FCA”) where appropriate.

The Company accepts responsibility for the information contained herein. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the importance of such information.

The Directors have taken all reasonable care to ensure that every statement of fact or opinion included in the communication is true and not misleading given the form and context in which it appears. Where this Brochure contains information or representations acknowledged to originate from third party or publicly available sources, the Directors consider that the inclusion of such information is reasonable but claim no responsibility for its correctness in any circumstances.

The Directors have not limited their liability with respect to the form and content of this document.

The Directors have taken all reasonable care to ensure that any subscriber for Bonds (or their professional advisers) have access and can have access at all reasonable times to all information that they would reasonably require and reasonably expect to find for the purpose of making an informed assessment of the prospects of the Company and the investment opportunity in so far as it will affect the subscribers for Bonds, and of the rights attaching to the Bonds. All relevant documentation, including copies of this document, the instruments constituting the Bonds and any form of acceptance are available from the Directors.

Offering Memorandum requirement

This document does not constitute an Offering Memorandum as defined by the Offering Memorandum Regulation (809/2014) and has not been prepared in accordance with the requirements of the Offering Memorandum Regulation (809/2014).

Regulatory status

This Offer is not regulated by the Financial Conduct Authority. Investors will not have the benefit of the Financial Services Compensation Scheme and other protections afforded by the FSMA or any of the rules and regulations made thereunder. In addition, Investors may not have access to the UK Financial Ombudsman Service.

Distribution to investors

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- (b) to persons falling within article 49 of the FPO (“High net worth companies, unincorporated associations etc.”) namely bodies corporate with called up share capital or net assets of not less than £5 million (except where the body corporate has more than 20 members in which case the share capital or net assets should be not less than £500,000); unincorporated associations or partnerships with net assets of not less than £5 million; trustees of high value trusts; or a director, officer or employee acting for any of the entities listed in this paragraph (c) in relation to engaging in investment activity (provided that the communication is made to the director, officer or employee in this capacity and when acting in this capacity they are involved in the entities’ participation in NRRS);
- (c) to persons who fall within article 48 of the FPO (“certified high net worth individual”) namely a person who has signed, within the period of 12 months ending on the date on which this communication is made, a statement in the terms specified in Part 1 of schedule 5 of the FPO;
- (d) to persons who fall within article 50 of the FPO (“certified sophisticated investor”) namely a person who (1) has a written certificate within the last 36 months by a firm confirming he has been assessed by the firm as sufficiently knowledgeable to understand

the risks associated with engaging in activity relating to non-readily realisable securities and (2) who has signed within the period of 12 months ending on the date on which this communication is made, a statement in the terms specified in article 50 of the FPO;

(e) to persons who fall within article 50A of the FPO ("self-certified sophisticated investor") namely a person who has signed, within the period of 12 months ending on the date on which this communication is made, a statement in the terms specified in Part 2 of Schedule 5 of the FPO; and to any other person to whom the communication may otherwise lawfully be made in accordance with the FPO or otherwise. The Bonds are only available to such categories of person and any person falling outside these categories should not treat this Brochure as a promotion to him or rely on it or act on it for any purpose whatsoever. The recipient of this communication may not reproduce, publish, forward or distribute, in whole or in part, copies of it to any persons except as permitted by FSMA.

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Miscellaneous

An investment in the Company may not be suitable for all recipients of this Brochure and may expose an individual to risks that could result in the loss of all monies invested. A prospective investor should consider carefully whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them.

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All statements of opinion and/or belief contained in this Brochure and all views expressed and all projections and forecasts or statements relating to expectations regarding the future performance of the Company are based on the Directors' assessment and interpretation of information available to them as at the date of this document. No representation is given, or assurance made that such statements, views, projections or forecasts are correct or that the objectives of the Company will be achieved. Prospective subscribers must determine what reliance (if any) they should place on such statements, views, projections or forecasts.

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