SPAC Business Plan

Thames Transition | London | October 2026

DOCUMENT GUIDE

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Thames Transition business proposal and financial model version 1.0

Prepare and validate before issuance. This plan separates a paid sponsor business from protected public money and a conditional target transaction. Sponsor statements cover January 2027 to December 2029. No funding, target or permissions are secured.

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01 / PROPOSAL

Executive summary

Prepare and validate the transaction route before authorising an IPO. Thames Transition Sponsor Ltd is a hypothetical London sponsor seeking one UK business combination in energy efficiency services or industrial resource recovery. Proposed public issuance is £100 million at £10 per share, supported by £6 million of sponsor equity. Neither amount is committed.

No target, investor book, appointed management team or adviser mandate exists. The proposed SPAC is a separate UK public company; the sponsor pays preparation, issuance and search costs. Investor money is protected in a separate third party arrangement. Success depends on target quality and surviving shareholders receiving acceptable economics, rather than completing a transaction at any price. Base minimum sponsor cash is £1,580,118; target cash at the conditional close is £31,371,732. The narrow target minimum cash margin makes redemption a decision gate.

02 / PROPOSAL

Business details

Thames Transition Sponsor Ltd is a planning name for a UK private limited sponsor company headquartered in London. Thames Transition Acquisition plc is a proposed separate UK issuer seeking the FCA equity shares shell companies category and London admission. Corporate names, beneficial owners, registration and eligibility require verification.

The sponsor forecast covers January 2027 to December 2029 with paid preparation in October to December 2026. Base completion is June 2028; Upside March 2028; Downside ceases its search in December 2028 and returns public funds. No extension is assumed. The sponsor holding company survives the event with its unused cash and assets.

03 / STRATEGY

Business concept and objectives

Find a profitable UK transition services business whose audited cash generation and public company readiness support an independent valuation. Priority activities are energy efficiency maintenance and industrial recovery services rather than pre revenue technology or speculative commodity exposure. Target sector descriptions define screening criteria, not a named acquisition.

Authorize research first. Before issuance obtain documented sponsor capital, qualified directors, adviser quotes, written listing and perimeter advice, custody terms and investor feedback. Before signing require financial, legal, tax, environmental and commercial diligence. Before completion require an approved valuation, redemption results, committed cash and board and public shareholder approval.

04 / STRATEGY

Business model canvas

The sponsor contributes at risk cash and paid execution work in exchange for founder shares. Proposed founder ownership starts at 10% of original public plus founder shares before financing and redemptions; Base forfeits half of those founder shares. Sponsor earnings are not management fees, operating sales or guaranteed gains.

Partners include a separate FCA listing sponsor, issuer counsel, financial advisers, custodian, registrar and auditor. Target shareholders exchange negotiated equity and cash consideration for a listed ownership interest. Public investors supply capital with disclosed rights. These relationships require executed contracts and independent governance; no relationship is asserted as secured.

Business model canvas

Partners Issuer board listing sponsor counsel auditor custodian	**Activities** Screen diligence approve disclose and close	**Resources** Paid team and sponsor risk capital
Value Negotiated listing with explicit investor choice	**Relationships** Independent approval and equal information	**Channels** Adviser managed permitted communications
Customers Target owners and public shareholders	**Costs** Sponsor search and separately funded closing uses	**Economics** Founder shares may lose value no fee revenue

Author planning framework. Figures and qualitative assessments are hypotheses unless identified as sourced facts.

05 / STRATEGY

SWOT and longer term goals

Strength is a focused screening thesis with explicit investor protections and limited promote. Weakness is a newly proposed team with no established track record or validated target universe. Opportunity is a negotiated listing route for a cash generating transition services company. Threat is redemptions, adverse valuation and loss of the sponsor cash investment.

The long term objective is a sound public company, not repeated fee issuance. Establish measurable audit readiness and capital adequacy criteria before marketing. A second vehicle is outside this model and requires a separate business case. No carbon performance benefit is claimed without target measurements and assurance.

SWOT and longer term goals

Strength Focused criteria and limited proposed promote	**Weakness** Unproven team and no validated target
Opportunity Negotiated route for suitable transition services	**Threat** Redemptions valuation error and sponsor loss

Author planning framework. Figures and qualitative assessments are hypotheses unless identified as sourced facts.

06 / STRATEGY

TOWS strategy matrix

Use focused criteria to reject targets with unsupported forecasts, expensive working capital or uncertain environmental liabilities. Offset limited credibility through independent diligence and a genuinely appointed board. Align sponsor incentives with shareholders through forfeiture and a lock up negotiated before launch.

Respond to high redemptions with reduced cash consideration or firmly committed financing before approval, rather than an assumed top up. If funding, valuation or disclosure gates fail, defer issuance or return public funds under the documented constitution. No transaction justifies spending protected investor capital on sponsor survival.

TOWS strategy matrix

Strength opportunity Build independent evidence before offering	**Weakness opportunity** Hire verified team and qualify issuer board
Strength threat Expose dilution and funded closing conditions	**Weakness threat** Stop or liquidate when gates fail

Author planning framework. Figures and qualitative assessments are hypotheses unless identified as sourced facts.

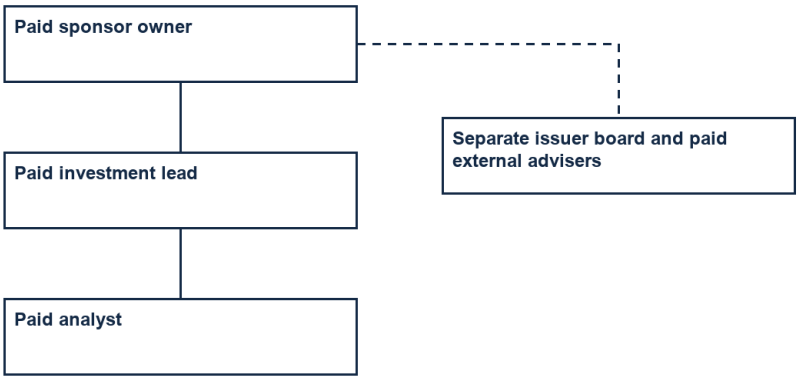
07 / PEOPLE

Owner and management

The sponsor owner leads fundraising preparation and commercial negotiations. One investment lead owns target evaluation and one analyst maintains the pipeline, model and source register. All three roles are paid; advisers are external suppliers rather than unpaid internal staff. Sponsor equity owners have not been identified.

The SPAC issuer board must be separately constituted with qualified directors and independent oversight. The commercial sponsor and the FCA regulated listing sponsor are distinct parties. Conflicts are recorded and referred to independent directors and counsel. Any issuer board remuneration is assumed within gross overhead and needs separately quoted confirmation.

Sponsor reporting and external oversight



Author planning framework. Figures and qualitative assessments are hypotheses unless identified as sourced facts.

08 / PEOPLE

Owner and key personnel profiles

No biography or qualification is supplied. Recruitment specifications require the owner to demonstrate capital markets execution and conflicts management, the lead to demonstrate commercial diligence and valuation skills, and the analyst to demonstrate accounting and model control. These are hiring criteria, not invented credentials.

Verify references, regulatory history, conflicts, beneficial ownership and availability before appointment. Qualified independent directors, an authorised listing sponsor and an experienced auditor are launch gates. Temporary external cover sits in the overhead budget, but that allowance is not evidence that a complete board or regulated adviser mandate can be purchased at the assumed cost.

09 / MARKET

Target customers

Two parties must find the route attractive: owners of a target suitable for public markets and investors willing to retain equity after evaluating the target. Institutional investors may buy IPO shares or provide a private investment in public equity at closing. Retail participation requires the applicable offering and distribution protections.

Public investors are shareholders, not paying operating customers. Target owners are counterparties, not recurring revenue. Investor subscription volume is capital raised and never sponsor sales. The plan has no management fees, LP capital pool, loan origination or custody business.

10 / MARKET

Segmentation targeting and positioning

Segment target owners by audit readiness, durable cash generation, enterprise complexity and willingness to exchange equity. Prioritise UK operating groups with strong recurring maintenance or contracted recovery services and manageable environmental liabilities. Screen overseas or pre revenue assets out of the initial scope.

Position the proposed vehicle around independent diligence, limited promote and a fully visible cash bridge. Investor targeting should reflect mandates and suitability after professional review. No named fund is presented as an interested investor and no pipeline probability is claimed as observed evidence.

Segmentation targeting and positioning

Segment	Target	Position
Audit ready UK transition service companies	Cash generating groups with manageable liabilities	Independent diligence limited promote clear cash

Author planning framework. Figures and qualitative assessments are hypotheses unless identified as sourced facts.

11 / OFFER

Value proposition canvas

Target owners need a credible public company route, clear financing and an executable governance transition. Their potential concerns include transaction uncertainty, cash redemptions, dilution and ongoing disclosure costs. Public shareholders need reliable information and choice before accepting target risk.

The proposed response is audited financial diligence, disclosed costs, independent approval, clear redemption mechanics and a funded completion condition. These are design commitments requiring contractual implementation. The model shows potential investor losses at the illustrative post close valuation, so the value proposition is not a promised return.

Value proposition canvas

Target jobs Access capital and public ownership	**Target pains** Redemptions dilution uncertain valuation	**Target gains** Negotiated route with credible disclosure
Offer One target combination subject to all approvals	**Pain relief** Independent diligence and funding conditions	**Investor gains** Information choice and protected funds

Author planning framework. Figures and qualitative assessments are hypotheses unless identified as sourced facts.

12 / MARKET

Market size and trends

TAM is the European set of private companies eligible and willing to pursue a public market transaction. SAM is the UK transition services subset fitting the specified diligence criteria. No defensible count or aggregate equity value is available from the reviewed material. Both sizes are deliberately unavailable rather than invented.

SOM is one completed transaction within the proposed 24 month search, not market share. A hypothetical pipeline of 48 screens and up to four serious diligence candidates in the first year is an activity plan. £100 million of issuance is capital demand, not TAM, revenue or evidence of investor appetite.

Market size and trends

TAM Europe	SAM UK sectors	SOM 24 month plan
Eligible willing targets aggregate unavailable	Suitable transition services size unavailable	One transaction is goal not measured share

Author planning framework. Figures and qualitative assessments are hypotheses unless identified as sourced facts.

13 / MARKET

PESTLE analysis

Political and legal priorities are transparent public financing and the current listing framework. Economic risk concerns investor participation and valuation. Social risk includes conflicts between sponsors and investors. Technology risk concerns data quality, target systems and cyber controls.

Environmental diligence must establish actual liabilities and transition benefits at the target. No green label, taxonomy eligibility or avoided emissions claim is assumed. PESTLE findings set questions for diligence and operating controls; they do not establish forecast demand.

PESTLE analysis



Author planning framework. Figures and qualitative assessments are hypotheses unless identified as sourced facts.

14 / MARKET

Local demand and evidence

There are no investor interviews, indications of interest, target approaches or adviser quotes in this proposal. London is selected for access to relevant professional services and the proposed admission venue; proximity does not establish available funding.

The first evidence programme should test the thesis with at least 15 appropriately conducted investor conversations and 20 target owner discussions before costly launch preparation. Record mandate fit, pricing objections, redemption incentives and disclosure readiness. These are future research targets; neither contacts nor conversion rates have occurred.

Local demand and evidence

Investor research	Target research	Go no go
15 future conversations no current feedback	20 future owner discussions no agreements	Validate valuation appetite and cash sufficiency

Author planning framework. Figures and qualitative assessments are hypotheses unless identified as sourced facts.

15 / MARKET

Competitors and positioning

A target can consider a conventional IPO, a private equity sale, a strategic sale or remaining private. These alternatives compete on certainty, valuation, governance and capital requirements. A SPAC can add a negotiated route but also introduces redemption risk and founder dilution.

The plan does not rank named competitors or invent fees. Obtain like for like adviser scopes for each route. Conventional issuance may be superior if the target can access public investors directly without sponsor dilution. A private sale may be better where liquidity certainty matters more than a continuing listed interest.

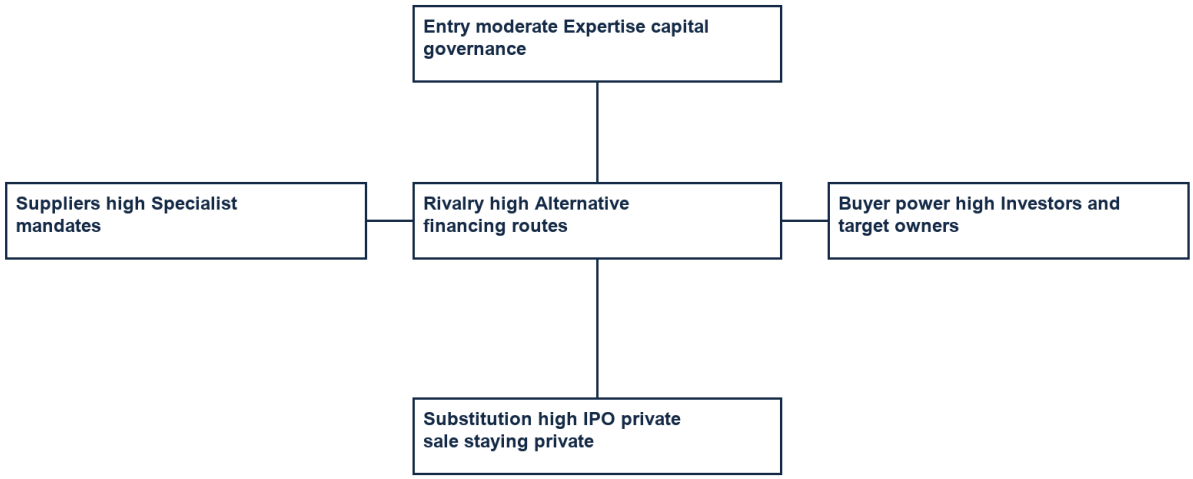
16 / STRATEGY

Porter five forces

Investor and target owner bargaining power is high because both can reject the proposed transaction. Rivalry from alternative capital routes is high. Specialist advisers have meaningful supplier power. Entry into sponsorship is possible, but expertise, risk capital and credible governance are barriers.

Substitution from conventional IPOs and private acquisitions is high. Responses are disciplined selection, explicit conditions and controlled sunk costs. Assessments are qualitative author judgments rather than observed ratings or claims of superiority.

Porter five forces author assessment



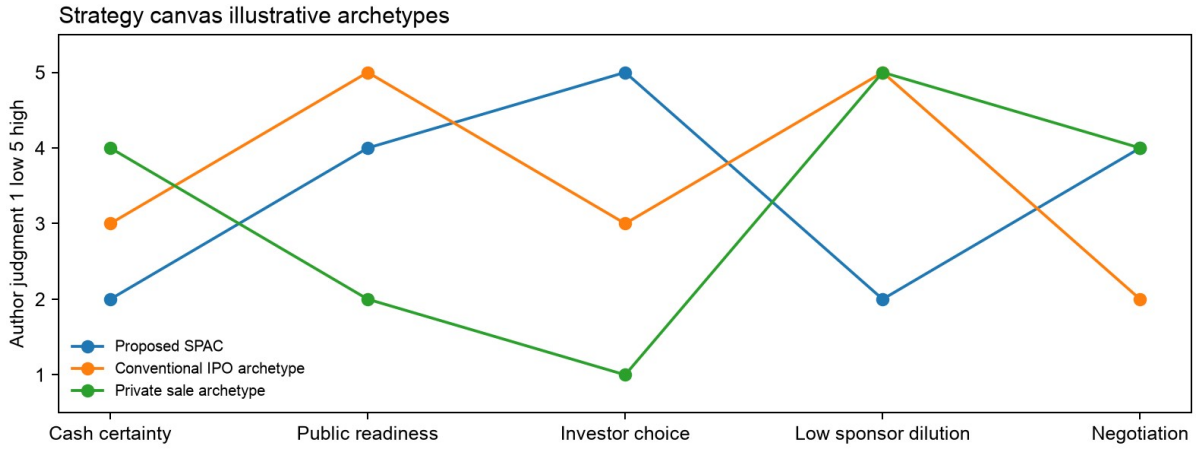
Author planning framework. Figures and qualitative assessments are hypotheses unless identified as sourced facts.

17 / STRATEGY

Strategy canvas

Compare the proposed SPAC with conventional IPO and private sale archetypes on cash certainty, public readiness, shareholder choice, sponsor dilution and negotiated execution. Chart scores are author assessments on a one to five scale, not research ratings or promised outcomes.

Use the assessment to frame evidence gathering. A route with simpler ownership and stronger investor demand should prevail over this proposed structure. Redemptions can reduce SPAC cash certainty even when initial issuance succeeds.



Author planning framework. Figures and qualitative assessments are hypotheses unless identified as sourced facts.

18 / OPERATIONS

Location and premises

Operate a small London team using flexible office space and a secure virtual data room. Monthly gross overhead includes £2,000 office and travel, £4,000 governance and administration, £3,000 data room research insurance, and £3,000 external professional cover. These allocations are unquoted assumptions.

Do not sign a long lease before funding. No premises address, insurance terms or custodian appointment is secured. The overhead allowance excludes the separately budgeted IPO and diligence engagements. Reconcile actual quotations before launch; materially higher board and adviser costs must change the model.

19 / OPERATIONS

Equipment and resource plan

Initial laptops and secure access equipment cost £12,000 gross and depreciate straight line over 36 months. No replacement capital expenditure or residual value is assumed within the horizon. Software subscriptions are in overhead.

Use role based access, multifactor authentication, separate issuer and sponsor accounts and controlled source records. Independent custody and registrar services are contractual gates. A cash balance in the public protected schedule never substitutes for a sponsor bank account.

20 / OFFER

Transaction product strategy

The proposed product is a one target business combination. Public issuance is £100 million at £10 per share. No warrants, earnouts or acquisition debt are proposed. Founder subscription is £25,000 paid by the sponsor and recorded at cost in its accounts.

Base illustrative target rollover equity is £150 million at the £10 issue basis, plus £25 million cash consideration. Rollover is noncash and does not fund expenses. Proposed PIPE is £20 million, uncommitted. The target equity value and cash consideration are assumptions, not a negotiated enterprise valuation.

21 / OFFER

Pricing and share economics

The share issue price is a planning £10 and creates ten million initial public shares. The founder promote is calculated as public shares multiplied by 10% divided by 90%, before forfeiture. Base forfeits 50% of the founder shares and Upside 25%.

Redemptions reduce public shares and cash together. PIPE and target rollover create new shares at the assumed £10 basis. Sponsor cash costs do not automatically create more founder shares. Illustrative post combination equity values are sensitivity assumptions and are not cash exits or target forecast valuations.

22 / OFFER

Competitor financing comparison

The proposal includes no observed transaction fee benchmarks. Compare conventional IPO, private sale and proposed SPAC using actual adviser quotations, cash certainty, dilution and ongoing governance costs before choosing a route.

Base proposed deferred underwriting is 2% of IPO capital with no waiver at successful close and a full waiver on liquidation. This £2 million fee is a hypothetical contract term, not a current market quote. Other target closing costs are separately budgeted at £3 million gross.

23 / GROWTH

Brand and investor experience

Use clear documents that explain target thesis, conflicts, founder compensation, protected capital, redemption rights and conditional economics. Communications must pass appropriate adviser review before distribution. An attractive narrative cannot replace substantiated target information.

Maintain equal information access, documented enquiries and complaints handling. Investor communications avoid return promises and unsupported sustainability claims. No marketing or offering is authorised by this business plan.

Investor channels and process

After professional perimeter review, appointed advisers may conduct permitted market sounding and investor engagement. Track eligibility, mandate interest and documented conditions, without converting informal feedback into funding commitments.

The shareholder process requires accurate notices, disclosed information and independently administered votes and redemption instructions. Cash subscriptions are recognised in the appropriate company only after receipt. PIPE remains conditional until binding documents and closing conditions are met.

25 / GROWTH

Launch marketing

Research and preparation begin before issuance. The £600,000 Base legal and IPO advice budget covers formation, legal structure, prospective disclosure and adviser preparation. The separate £2 million sponsor issuance cost is an illustrative gross budget.

No advertising conversion or lead acquisition forecast is assumed. Professional communications and an investor evidence programme precede any issuance decision. Budget approval is stage dependent; if external evidence is insufficient the sponsor should stop rather than spend the full search budget.

Retention and ongoing investor relations

Retained shareholders decide after receiving target information and exercising their contractual rights. The Base 60% redemption and Upside 30% redemption inputs are hypothetical cases, not measured behavioural forecasts.

Issuer investor relations after a combination belongs in the target operating budget and is outside the sponsor standalone forecast. The target must present its own funded public company plan before approval. Liquidation returns protected funds and ends issuer search activity.

27 / OPERATIONS

Daily operations and suppliers

The analyst screens four target prospects each month against a team capacity hypothesis of six. The lead reviews quality and independence of evidence. The owner approves budget commitments and presents decisions to the issuer board. Deeper diligence is reserved for a few candidates.

Budget £100,000 gross quarterly for diligence in Base and Upside and £130,000 in Downside. Legal, financial, commercial and environmental scopes need independent quotes. Capacity concerns screening only; it does not claim that a three person team can perform statutory audits or legal diligence.

Daily operations and suppliers

Screening demand	Screening capacity	Diligence capacity
Four target prospects monthly hypothesis	Six monthly hypotheses three paid roles	Independent professional scopes separately funded

Author planning framework. Figures and qualitative assessments are hypotheses unless identified as sourced facts.

28 / OPERATIONS

Sustainability practices

Screen environmental permits, contamination exposure, waste obligations and energy data before target valuation. Use verified baseline measurements and independent advisers for material exposures. Reject a target whose claimed transition impact cannot be supported.

Sponsor operations use repaired equipment and remote meetings where appropriate. The plan makes no quantitative carbon savings claim. Sustainable branding must not obscure investor dilution, environmental liabilities or operational cash requirements.

29 / PEOPLE

Staffing and training

Pay the owner £8,000, lead £7,000 and analyst £4,500 gross each active month. Salaries increase 3% annually and stop after the scheduled transaction or liquidation event. Employer NI and pensions are included. Prepared budgets also pay the owner for three preopening months, lead two and analyst one.

Provide training in conflicts, source controls, model review, market abuse and secure data handling. External regulated and professional work is paid within distinct budgets. Vacancies and absence require purchased cover or a slower screening cadence; the model does not assume unpaid replacements.

30 / PEOPLE

Staff skills and fair work

Recruit for relevant execution, accounting and diligence skills and verify qualifications. Working hours, confidentiality and paid leave belong in employment contracts. Capacity is a planning screening allowance, not a reason to exceed contractual hours.

HMRC publishes employer NI of 15% above the £5,000 annual secondary threshold for 2026/27. The model continues these rules as future assumptions and assumes no Employment Allowance. Pension allowance is 3% of full gross pay, conservatively broader than the government minimum qualifying earnings basis. Payroll advice must confirm future years and individual arrangements.

31 / OPERATIONS

Legal and insurance requirements

Counsel must establish company constitutions, permissions and adviser mandates. UKLR13.2 specifies a 24 month initial transaction deadline; this proposal assumes no extension. The current public offers and admissions regime has applied since 19 January 2026. Offering and admission documents require the applicable approval and disclosure route. [S1 S3]

For the proposed non suspension protections, UKLR13.4.17G includes at least £100 million public gross proceeds, independently protected funds, conflict controls, public approval and redemption choice. The precise legal structure, custody tax reserve and any deductions must be documented. [S2] Obtain D&O, professional and cyber insurance quotes. The commercial sponsor is not assumed to hold regulatory permissions.

32 / EXECUTION

Opening roadmap

October to December 2026 is paid preparation. January 2027 issuance is a conditional planning date, not an announced offering. During the first six months screen 24 candidates and commission limited diligence only after evidence gates.

Base seeks approval and completion in June 2028. Upside models March 2028. Downside stops by December 2028 and processes distributions. Admission date and constitution must control the exact statutory deadline; monthly convention is a budget approximation. No automatic extension or second SPAC is financed.

33 / RISK

Risks and management actions

The leading risks are issuance failure, high redemptions, valuation error, target misstatement, environmental liabilities and conflicts. Suspend commitments when sponsor reserve or closing cash is insufficient. Trust money cannot fund sponsor losses.

A successful issue is not successful investor economics. The illustrative share price may fall below £10 even when cash sufficiency passes. Require valuation sensitivities and shareholder disclosure before approving a transaction. Delay or liquidation can preserve public rights while the sponsor loses its spent risk capital.

34 / EVIDENCE

Research and evidence

Research reviewed 3 October 2026 uses official FCA, HMRC and government sources. Source labels identify legal and payroll context; model values otherwise remain assumptions. No secondary market prices, transaction precedent dataset or live book feedback was provided.

S1 FCA UKLR13.2 https://handbook.fca.org.uk/handbook/uklr13/uklr13s2
S2 FCA UKLR13.4 https://handbook.fca.org.uk/handbook/uklr13/uklr13s4
S3 FCA PS25/9 https://www.fca.org.uk/publications/policy-statements/ps25-9-new-rules-public-offers-admissions-trading-regime
S4 HMRC payroll https://www.gov.uk/guidance/rates-and-thresholds-for-employers-2026-to-2027
S5 Employer pensions https://www.gov.uk/workplace-pensions-employers/how-to-enrol-staff
S6 Finance Act2026 https://www.legislation.gov.uk/ukpga/2026/11/part/1/crossheading/corporation-tax-charge-and-rates/made
S7 HMRC holding company VAT https://www.gov.uk/hmrc-internal-manuals/vat-input-tax/vit40600

35 / EVIDENCE

Quotes and assumptions

All salaries, supplier budgets, issuance terms, yields, valuations and redemption rates are author assumptions. No quote, commitment, accreditation, permission or investor demand has been supplied. Obtain separate custody, insurance, audit, board, legal and underwriting proposals before approving the funding envelope.

Trust tax uses a conservative 25% reserve on positive gross interest with immediate monthly payment and no offsets. That is a modelling reserve, not a conclusion about legal tax liability or the correct statutory payment timing. Supplier costs are gross with no VAT recovery; HMRC guidance makes holding company recovery dependent on actual activities. [S6 S7]

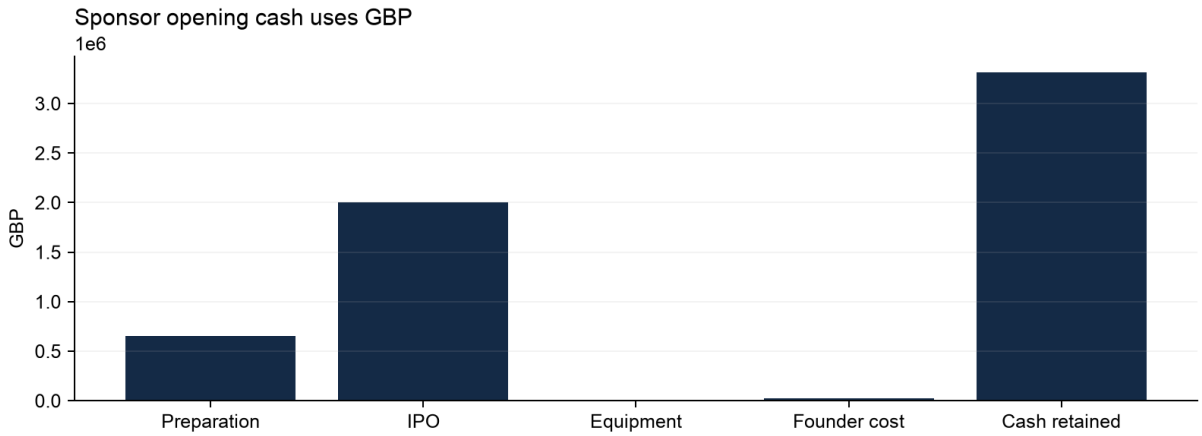
36 / FINANCE

Startup costs and funding

Proposed sponsor equity of £6 million funds £2,686,775 initial cash uses and leaves £3,313,225 opening sponsor cash. Paid preparation payroll is £49,775. Public issuance is separately £100 million and never included in sponsor available cash.

No borrowing, subsidy or automatic reimbursement is assumed. Supplier costs are gross and no VAT recovery is modelled. Equipment and founder subscription are assets; preparation and issuance expense create opening retained loss. Funding must be documented before commitments.

Sponsor use or source	GBP
Paid preparation payroll	£49,775
Preparation legal advice	£600,000
IPO cost	£2,000,000
Total preopening expense	**£2,649,775**
Equipment	£12,000
Founder subscription	£25,000
Total initial cash uses	**£2,686,775**
Proposed sponsor equity	**£6,000,000**
Opening sponsor cash	**£3,313,225**
Initial requirement with reserve	**£3,186,775**



37 / FINANCE

Itemized startup costs

The preparation payroll schedule pays the owner for October to December 2026, investment lead for November to December and analyst for December. Employer NI and pension allowance are linked to the paid months and editable role salaries. No free founder labour is assumed.

The remaining initial budgets are £600,000 legal and IPO advice, £2 million issuance costs, £12,000 equipment and £25,000 founder subscription. All require independent quotations. Downside preparation advice is £650,000. Any material scope change must update the funding case.

Preparation payroll component	GBP
Owner three months gross	£24,000
Lead two months gross	£14,000
Analyst one month gross	£4,500
Employer NI	£6,000
Pension	£1,275
Total paid preparation payroll	**£49,775**

Owner personal survival budget

Owner salary is included in sponsor payroll at £8,000 gross monthly while the search is active. The following household example assumes 65% net retention; it is not a personal tax calculation and requires actual household information.

Illustrative take home £5,200 exceeds a sample £4,500 personal requirement by £700. Sponsor salary stops after the event, so later household income is unprovided. No dividends, IPO capital withdrawal or unrealised founder value funds this budget.

Illustrative monthly item	GBP
Owner gross salary	£8,000
Assumed net retention	65%
Illustrative take home	£5,200
Housing and utilities	£2,000
Food and travel	£800
Personal commitments	£900
Savings and contingency	£800
Total required personal budget	**£4,500**
Illustrative surplus	**£700**

39 / FINANCE

Financing terms and security

The £6 million sponsor contribution and £100 million public IPO are proposed equity. No lender, pledged trust security or warehouse line is assumed. £100 million public gross proceeds is the UKLR13.4.17G condition for the proposed suspension protection route, not a generic minimum listing size. [S2]

Base proposed £20 million PIPE is conditional and external to sponsor funding. Trust principal is fully protected in this plan; no sponsor cost deduction is assumed. Deferred underwriting £2 million is taken from closing sources after public redemption, with liquidation waiver. These are unnegotiated terms needing counsel and advisers.

Base conditional closing line	GBP
Remaining protected funds	£41,371,732
Proposed PIPE	£20,000,000
Total cash sources	**£61,371,732**
Target cash consideration	£25,000,000
Deferred underwriting	£2,000,000
Other closing costs	£3,000,000
Total cash uses	**£30,000,000**
Net target cash	**£31,371,732**
Target minimum cash	£30,000,000
Unfunded closing requirement	–

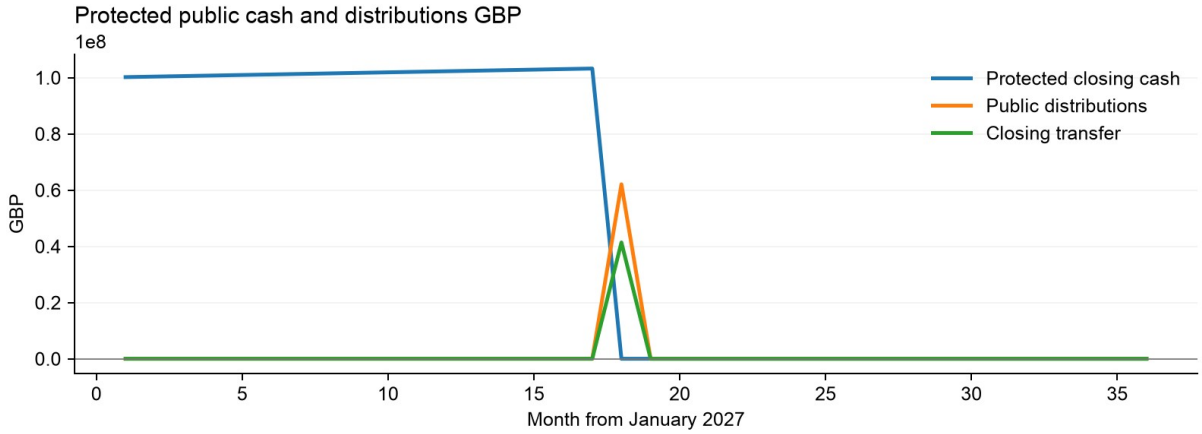
40 / FINANCE

Revenue forecast and capacity

Sponsor operating revenue is zero. Public capital and PIPE are share subscriptions, and trust yield belongs to the public fund economics rather than sponsor sales. Four screens per month against six capacity is a workload hypothesis, not target conversion or revenue evidence.

Trust interest compounds monthly at a Base 3% annual gross rate, with a 25% monthly tax reserve. At month 18 Base returns 60% of principal plus net interest to redeeming public shareholders and transfers the remaining protected cash to closing. No yield is guaranteed.

Public and sponsor distinction	Base
Sponsor operating sales	£0
Initial public shares	10,000,000
Protected public capital	£100,000,000
Base redemptions	60%
Screened target prospects monthly	4
Team screening capacity monthly	6
Event redemption price per share	£10.34
Founder post dilution ownership	2.58%
Illustrative post close share price	£9.28
Illustrative public holding return	-7.2%



41 / FINANCE

Costs and projected profit

Base total paid payroll is £273,870 in 2027 and £141,077 in 2028. Overhead and quarterly diligence stop after June 2028. Sponsor closing costs add £500,000. Equipment depreciation continues through its 36 month life.

No sales, management fee or founder fair value gain offsets these costs. The sponsor invests in an uncertain founder equity outcome and must accept that cash costs can be lost. No deferred tax benefit is recognised.

Sponsor annual costs	2027	2028	2029
Paid payroll	£273,870	£141,077	–
Overhead	£144,000	£74,160	–
Diligence	£400,000	£200,000	–
Event costs	–	£500,000	–
Total cash expense	**£817,870**	**£915,237**	**–**

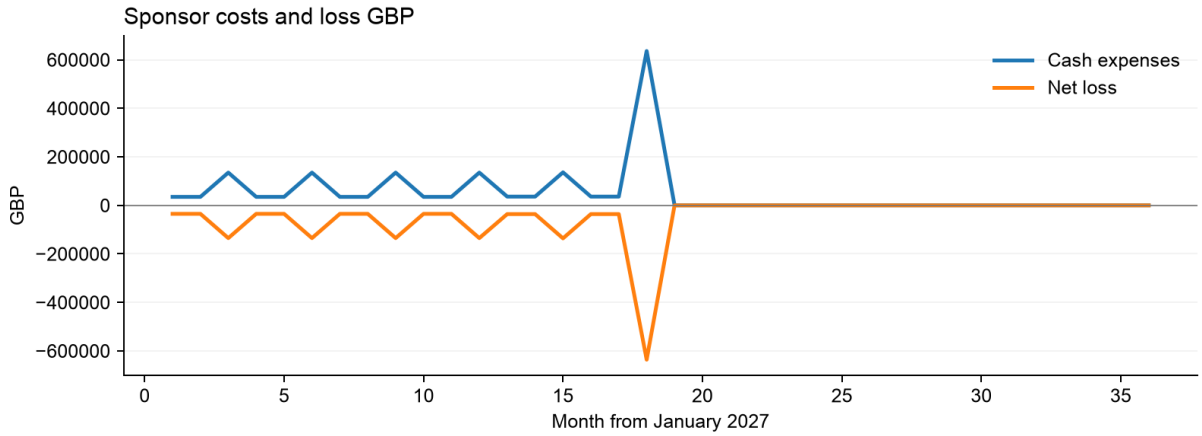
42 / FINANCE

Profit and loss forecast

Base sponsor net losses are (£821,870), (£919,237), (£4,000) for 2027 to 2029, excluding the already recognised preopening loss. These statements deliberately cover only the sponsor company.

Issuer consolidated reporting and target forecasts cannot be prepared credibly without an identified target. Founder investment remains at £25,000 cost in successful cases and is fully impaired on liquidation. Paper value shown in the transaction schedule is excluded from sponsor profit and cash.

Sponsor standalone GBP	2027	2028	2029
Operating revenue	–	–	–
Cash expenses	£817,870	£915,237	–
Depreciation	£4,000	£4,000	£4,000
Operating loss	**(£821,870)**	**(£919,237)**	**(£4,000)**
Founder impairment	–	–	–
Net loss	**(£821,870)**	**(£919,237)**	**(£4,000)**



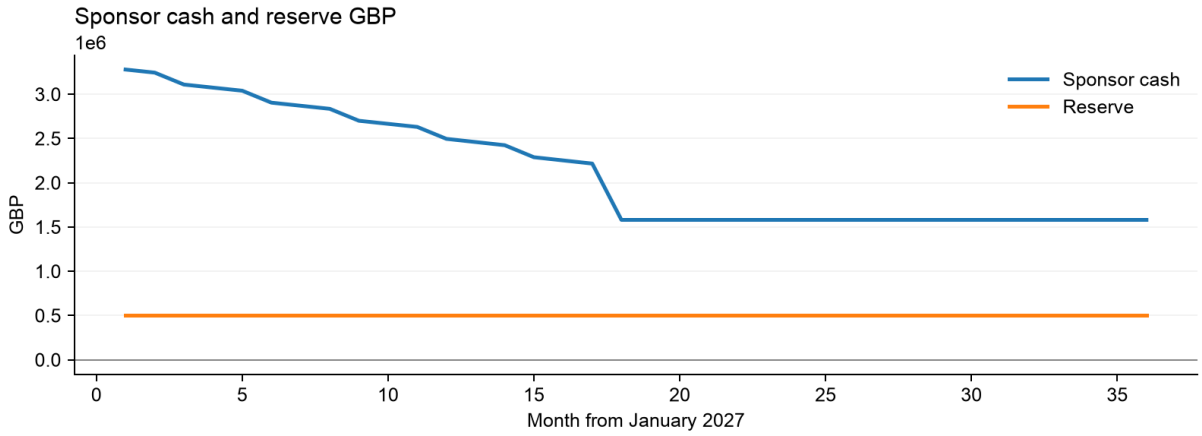
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Cash flow and financial position

Base minimum sponsor cash is £1,580,118, above the £500,000 policy floor. Total spent sponsor cash at risk is £4,419,882. Unused sponsor cash remains available to its holding company after the event.

All expenses are paid in the same month; there are no receivables, supplier credit or assumed tax recovery. Public funds are held separately against an equal public claim and are never available for sponsor expenditure. A negative sponsor cash case would be an unfunded requirement.

Sponsor annual cash	2027	2028	2029
Net cash change	(£817,870)	(£915,237)	–
Closing cash	£2,495,355	£1,580,118	£1,580,118



Cash flow forecast months one to six

The first six calendar months are January to June 2027. Sponsor cash starts after paid preparation, issuance and asset subscriptions. Quarterly diligence creates uneven cash expenditure in March and June.

The schedules are cash budgets in GBP. Payroll includes employer NI and pensions. There is no customer collection or public share issue receipt in this sponsor cash schedule.

Sponsor GBP	M1	M2	M3	M4	M5	M6
Opening cash	3,313,225	3,278,402	3,243,580	3,108,758	3,073,935	3,039,112
Payroll	22,822	22,822	22,822	22,822	22,822	22,822
Overhead	12,000	12,000	12,000	12,000	12,000	12,000
Diligence	–	–	100,000	–	–	100,000
Event costs	–	–	–	–	–	–
Net cash change	**(34,822)**	**(34,822)**	**(134,822)**	**(34,822)**	**(34,822)**	**(134,822)**
Closing cash	**3,278,402**	**3,243,580**	**3,108,758**	**3,073,935**	**3,039,112**	**2,904,290**

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Cash flow forecast months seven to twelve

July to December 2027 continues the search. September and December carry quarterly diligence. Startup costs are not charged twice and opening cash links to the prior month close.

Monthly schedules in Excel cover all 36 months. The public protected schedule separately shows interest, tax, redemptions and closing transfer. Redemptions are not sponsor costs or a source of sponsor liquidity.

Sponsor GBP	M7	M8	M9	M10	M11	M12
Opening cash	2,904,290	2,869,468	2,834,645	2,699,822	2,665,000	2,630,178
Payroll	22,822	22,822	22,822	22,822	22,822	22,822
Overhead	12,000	12,000	12,000	12,000	12,000	12,000
Diligence	–	–	100,000	–	–	100,000
Event costs	–	–	–	–	–	–
Net cash change	**(34,822)**	**(34,822)**	**(134,822)**	**(34,822)**	**(34,822)**	**(134,822)**
Closing cash	**2,869,468**	**2,834,645**	**2,699,822**	**2,665,000**	**2,630,178**	**2,495,355**

Financial position summary

Sponsor assets consist of its own cash, depreciated equipment and the funded founder subscription at cost. The balance sheet has no debt, public trust asset or redemption liability because those belong to the separate issuer custody arrangement.

Subscribed sponsor equity remains £6 million with retained losses rolled from preparation and monthly results. Founder cost is fully impaired in the liquidation case. These are simplified planning sponsor accounts, not a signed audit opinion or proforma acquisition accounting.

Sponsor standalone GBP	2027	2028	2029
Cash	£2,495,355	£1,580,118	£1,580,118
Net equipment	£8,000	£4,000	–
Founder investment at cost	£25,000	£25,000	£25,000
Total assets	**£2,528,355**	**£1,609,118**	**£1,605,118**
Liabilities	–	–	–
Subscribed equity	£6,000,000	£6,000,000	£6,000,000
Retained earnings	(£3,471,645)	(£4,390,882)	(£4,394,882)
Total equity	**£2,528,355**	**£1,609,118**	**£1,605,118**
Liabilities plus equity	**£2,528,355**	**£1,609,118**	**£1,605,118**
Balance difference	–	–	–

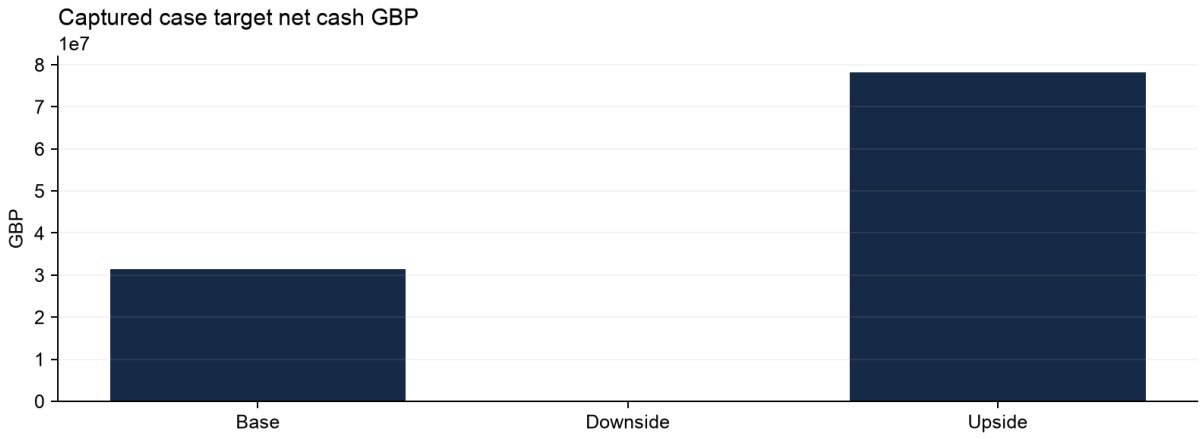
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Break even and scenarios

There is no operating sales break even. Base founder paper value is £5,154,639 against £4,419,882 spent cash at risk, before any sale taxes, lock up discount or disposal costs. This potential value is hypothetical and cannot fund expenses.

Base target cash after uses is £31,371,732 against a £30 million minimum. Higher redemption can prevent closing. Downside liquidates in month 24, returns the entire protected public balance and writes off founder cost; spent sponsor capital is £4,873,839. Upside completes earlier with lower redemption. Comparisons are saved snapshots with exact freshness flags, not automatic updated cases after edits.

Captured case	Sponsor cash minimum	Target net cash	Founder paper value
Base	£1,580,118	£31,371,732	£5,154,639
Downside	£1,126,161	–	–
Upside	£1,787,737	£78,171,439	£7,741,935



Model guide and completion

Inputs F5 selects Base 1, Downside 2 or Upside 3. Blue case inputs drive one live sponsor, protected funds and transaction calculation. Cases are snapshots; any changed or missing case input makes their state STALE. A missing selected numeric input makes dependent results unavailable. Zero is valid.

To retain Excel edits when refreshing comparisons, first copy desired Base Downside Upside values into the retained source driver arrays, then rebuild. Rebuilding replaces workbook inputs with source values. Model version 1.0 is an illustrative planning analysis reviewed 3 October 2026. No target forecast, statutory acquisition accounting or realised investor return is supplied.