



# WHERE ELITES MEET XCELLENCE

GLOBAL REACH -LOCAL PRESENCE



## INFORMATION MEMORANDUM SHARE OFFER ANNOUNCEMENT

SEIS – EIS SHARES INVESTMENT OPPORTUNITY  
IN A MULTI-DIMENSIONAL  
AI ENGINEERED XE SOCIAL MEDIA PLATFORM

**LONDON**

NEW YORK- PARIS- ROME- DUBAI- SINGAPORE- TOKYO- HONG KONG- SHANGHAI- MUMBAI

# Table of Contents

• Executive Summary	01
• Aims & Objectives	02
• The XE Business Model	03
• Technology Platform	04 - 07
• Four Foundational Pillars	08
• Board of Directors -Tech Team	09 - 13
• The Share Offer	14 - 15
• Utilisation of Funds	16
• Global Market Place	17 - 18
• XE- Illustrated Five Year Financial Projections	19 - 20
• H M Revenue & Customs Letter	21
• SEIS- EIS Tax Relief	22
• SWOT Analysis	23
• Shareholder EXIT Routes	24
• Basis of Exit Valuation	25 - 27
• Risk Factors	28 - 30
• Share Application Form	31 - 36



# Executive Summary

XE has created a **first-of-its-kind, AI-powered, and ultra-private digital luxury lifestyle ecosystem** designed exclusively for global HNW and UHNW clients. Leveraging proprietary social media platform IPR, XE combines **intelligent lifestyle automation, elite networking, and hyper-personalised luxury lifestyle services** into one secure platform. XE has in place all corporate, business operations, and technical manpower resources in place as a cohesive team, members of which are fully aligned with XE's vision and business model described below.

## Mission

XE is on a mission to deliver a private, intelligent, and hyper-personalised luxury lifestyle ecosystem embodied in XE's own proprietary **AI-based Hi-Tech Platform** that integrates:

BESPOKE LIFESTYLE CURATION

SECURE ELITE NETWORKING

AI & BLOCKCHAIN-DRIVEN INTELLIGENT AUTOMATION

FULLY SELF-HOSTED, PRIVACY-FIRST DATA INFRASTRUCTURE

All designed and ready to go live to serve the world's wealthiest individuals who demand absolute discretion, efficiency, and world-class gold standard services.

## Vision

XE aims to become the **global benchmark** for AI-enabled luxury lifestyle services by:

- ◆ Building the world's leading **one-stop AI luxury lifestyle platform** for the global HNWI elites.
- ◆ Offering in-demand services curated by an intelligent, adaptive, and self-learning AI-driven technology stack.
- ◆ Setting the **gold standard services** for trust, personalized service, exclusivity, and digital privacy.
- ◆ Establishing sustainable, commercially viable incubators of innovations and technologies, thus building the strength, growth, and prestige of the XE brand and the value of the company.

XE will redefine how HNW/UHNW individuals globally access the **"Best of the very Best"**, from gold standard lifestyle experiences to mission-critical aims and objectives.

# Aims and Objectives

Following extensive research, due diligence, and utilizing their own investment and resources over the past two and a half years, the Founders, Company Directors, Consultants, and Advisors have aligned the following value-creation pillars :

1.

## Long-Term and Sustainable Growth

Establish a commercially scalable platform with diversified, in-demand, high-profit margin revenue streams through fully exploring and crafting a conservative 5-year business, ready to implement an expansion business plan with sustainable growth-oriented sales and marketing strategies.

2.

## Global Operating Efficiency

Deploy operations in strategic global hubs, starting with English-speaking countries where high-quality, cost-efficient delivery of luxury lifestyle services can be ensured through technology and highly professionally trained human talent connected to XE.

3.

## Investor Value Protection

Protect and enhance shareholder value by building up company value through best-practice corporate governance, robust compliance, disciplined financial management, and clearly defined profitable exit routes.

4.

## ESG, CSR, and Global Reputation

Adopt globally accepted and admired ESG and CSR policy standards, aligning with philanthropic initiatives to enhance brand prestige while driving meaningful global impact and making the world a better place for all.

5.

## Unmatched Privacy & Compliance

Maintain world-class data protection standards via fully self-hosted LLMs and open-source infrastructures, ensuring absolute security and regulatory alignment.

# The XE Business Model

XE's technology has been engineered to support **high-margin, recurring revenue streams** widely demanded by the global HNW community. Revenue generation will be activated in well-sequenced and scalable stages. XE is fully enabled to immediately commence business operations upon closure of the Share Offer and start generating revenues.

## 1. AI-Driven Personalisation Engine

Hyper-personalised recommendations based on Elite customer-client preferences, behaviour, calendars (consented), and location signals.

## 2. Elite Networking Marketplace

A secure ecosystem powered by encrypted communication, identity verification, and an AI matching engine for trusted introductions.

## 3. Strategic Luxury Partnerships

Deep partnerships and strategic alliances with well-established and highly reputed global leaders across business and corporate services, travel, aviation, security, medical care, wellness, hospitality, experiential sports and entertainment, bespoke services, and XE's Online Luxury Shopping and Mall Art Gallery.

## 4. Tiered Membership Model

Silver → Gold → Platinum → Diamond tiers offer an increasing level of access, exclusivity, especially as regards subscription-based Dating and Personal Introductions, Digital Information Vault services, and other very exclusive luxury lifestyle services.

## 5. Elite Business Network Programme

A premium transaction-based networking model connecting global decision-makers and industry leaders, enabling them to explore and execute strategic alliances, business ventures, mergers, and acquisitions.

## 6. Influencer & Premium Content Ecosystem

Co-created content and shared revenue partnerships with influencers, podcasters, and premium content providers, boosting subscription income and platform engagement, enabling cross-selling of all other services, as well as generating sales on an Online Shopping Mall and Elite Art Gallery.

## 7. Global Events & Competitions

Annual Who's Who, Elite Hall of Fame, and gala nights in global luxury hubs-reinforcing brand prestige and attracting elite members, empowering and promoting talent simultaneously, in line with XE's CSR and ESG policies supporting good causes to make the world a better place for all.

# XE Technology Platform AI-Blockchain Strategy

## 1. Platform Development Partner

The design, engineering, platform architecture has been planned and executed by the Co-Founder Company CTO James Russell based on business model conceptualised by Barney Patel the Founder and Company Chairman. James Russell with the Technical Team will oversee the ongoing technical development, refinement and enhancement of the XE platform in line with emerging innovative technologies in the XE field of operations.

James with his Technology Team has strong track record in the rapid delivery of complex, developing and commissioning commercially critical digital platforms the same on global scale, as is evident per their profiles published in this Information Memorandum. The Team specialises in the creation of AI-enabled, data-driven, cloud-native Block-chain secured systems for regulated and high-value sectors, including fintech, aviation, health, and secure communications. Their expertise lies in transforming sophisticated business concepts into scalable, production-ready platforms within compressed timeframes - a capability that aligns directly with XE's requirement for speed, quality, and reliability. The Business model now in place XE is now ready to commence business operations upon successful closure of the Share Offer.

**This James and Barney corporate partnership ensures that XE benefits from:**

- A senior-led engineering team rather than outsourced commodity development
- Proven experience in building mission-critical systems
- Deep understanding of secure architecture, data governance, and platform scalability
- XE's absolute ownership of the Platforms IPR
- Commercially focused delivery designed to support growth, monetisation, and exit value

James Company's CTO will act as XE's core technology controller responsible for platform architecture, AI and Blockchain integration, infrastructure design, security frameworks, and continuous innovation. and refinement of all aspects of the Platforms functionality. Everything under IN- House control.

## 2. XE's Private AI Architecture

At the heart of XE sits its proprietary AI engine, designed specifically for the High-Net-Worth (HNW) and Ultra-High-Net-Worth (UHNW) global market. Unlike consumer AI platforms that rely on shared public cloud models, XE will deploy its own private Large Language Model (LLM) based on leading open-source foundations. This model will be:

- Self-hosted
- Fully isolated
- Trained and tuned specifically for the HNW luxury lifestyle, and intelligence environment

This approach delivers a decisive strategic advantage. It ensures:

- Absolute privacy - No client data is shared with external AI providers
- Regulatory control - XE retains full ownership of data, training processes, and model outputs
- Sector-specific intelligence - the model is trained to understand wealth, luxury lifestyle, experiential encounters, security, discretion, and elite client expectations

The AI is not designed as a generic chatbot. It is engineered as a high-context, long-memory digital assistant that becomes progressively more valuable as it learns each client's preferences, behaviour, and lifestyle patterns. This makes the XE AI a long-term asset that compounds in value as the client relationship deepens. and ensures client retention as well as helps attract new Clients through positive recommendations.

### 3. The XE Digital Brain

XE's AI platform operates as a continuously learning personal intelligence layer for each client. With explicit user consent, the AI will be able to:

- Analyse email communications
- Continuously store ,update and analyse Client Data for customisation
- Process calendar and scheduling data
- Review past luxury lifestyle requests and purchases
- Track interaction patterns
- Interpret social and lifestyle signals

Over time, the system builds a private intelligence profile of each individual client. This allows the AI to :

- Anticipate needs before they are expressed
- Detect emerging interests and lifestyle shifts
- Identify high-value opportunities for travel, investment, experiences, wellness, or security
- Filter noise and prioritise what truly matters

Through ongoing conversation with the client, the AI deepens this understanding - not just through data, but through dialogue. The result is not software that simply responds to commands, but a trusted digital assistant that knows the client, understands their world, and can proactively curate their life.

Over time, the system builds a private intelligence profile of each individual client. This allows the AI to:

- Better understanding → better recommendations
- Better recommendations → higher engagement
- Higher engagement → more transactions and loyalty
- More data → even better understanding

## 4. Privacy as a Strategic Asset

In the HNW and UHNW market, privacy is not a feature — it is the product. XE's architecture has been designed around the principle that:

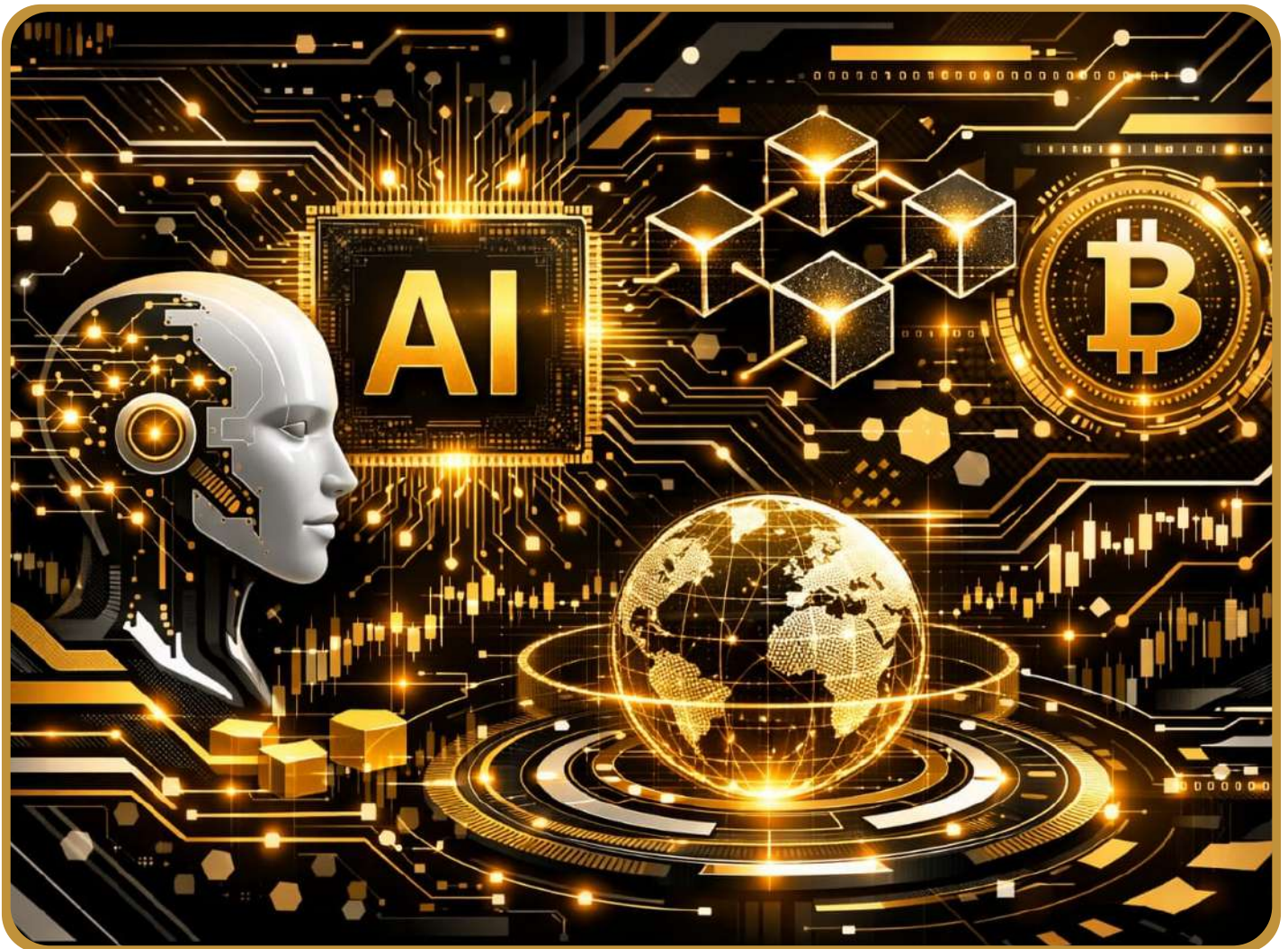
The client owns their data. XE protects it. No third party touches it.

By operating a fully self-hosted AI infrastructure, XE avoids the fundamental risk that plagues consumer AI platforms: the use of private client data to train third-party models.

This allows XE to:

- Offer legally defensible privacy guarantees
- Serve family offices, wealth managers, and security-sensitive individuals
- Operate across jurisdictions with strict data protection laws
- Build long-term institutional trust

This privacy-first positioning becomes one of XE's strongest competitive moats in a highly fragmented luxury Lifestyle services which XE is now poised to address and lead.



## 5. Global Cloud Infrastructure

XE's platform will be deployed on Amazon Web Services (AWS), the world's leading cloud infrastructure provider used by financial institutions, governments, and global enterprises.

**This provides:**

- Global availability across regions
- Services consolidation will promote cross-selling
- Elastic scaling as membership and revenues grows
- Built-in redundancy and disaster recovery
- Enterprise-grade security and compliance

The architecture is designed to support millions of users, thousands of concurrent AI sessions, and continuous global operations without service degradation.

**100% of Data will be encrypted:**

- In transit
- At rest
- Within AI processing pipelines

Access controls, identity verification, audit logging, and secure key management will ensure that client data remains protected at all times.

## 6. A Platform Designed for Scale and Exit

From day one, XE's technology stack is being built as a strategic asset, not a simple operational tool. It supports:

- Rapid international expansion
- Multi-currency and multi-jurisdiction operations
- Partner integrations
- White-label and enterprise licensing
- Institutional-grade compliance

**This creates multiple future exit paths:**

- Acquisition by a global luxury group
- Acquisition by a wealth management or private banking network
- IPO of a high-margin AI platform with recurring subscription revenue

The platform, the data, and the AI model together form a high-value digital asset that compounds as the client base grows.

The innovation lies not only in what XE does, but in how it does it.

### AI Personalisation Engine

The platform analyses preferences, behavioural signals, calendar cues (with consent), and contextual data to deliver recommendations tailored to everyone's life rhythm.

### Elite Networking Ecosystem

Through encrypted channels and identity-verified onboarding, XE facilitates high-value professional and personal introductions, an area where UHNW individuals face constant friction, have become privacy-conscious, and are mindful of the value of their personal time.

## XE Four Foundational Pillars

### Global Ambassador Network

Instead of building heavy physical infrastructure, XE will scale through a distributed ambassador-partnership-led model across 2,500+ global cities. This allows rapid expansion with minimal overhead and yet complete ownership of the Platform IPR, the Business Model, and the Global Clientele.

### Multi-Layered Revenue Streams

Tiered memberships, transaction-based commissions, curated partner integrations, private networking fees, global luxury events, influencer partnerships, and AI-based subscriptions, all operating within a single ecosystem.

*The model is engineered for scale, high margins, resilience, and flawless operations.*

# Company Management Board Of Directors



**Barney (Bhupendra) Patel**  
Founder - Chairman, CFO

Bhupendra, who is popularly known as Barney, is a qualified Chartered Accountant with over 35+ years' experience in the corporate and business world. Barney gained his post-qualification degree with Leigh Carr & Partners, where he gained extensive experience in the Theatre, Music, Entertainment, and Sports industry.

Barney has extensive knowledge of the Hospitality, Hotels & Leisure, News & Magazines Publishing, Healthcare, Dating & Personal Introduction, Experiential Holiday services, and diverse commercial enterprises, including IT Services, Radio & Satellite Broadcasting.

Barney, in the year 2000, built up a high-tech company involved in developing a national network of Internet terminals placed in high demand public places for easy access. He built the company from a zero start to a value of £68 million under his stewardship.

In his career, he has been involved in multimillion-pound transactions, including the acquisition of a hotel for £15.5 million in 1987. He owned and operated a chain of Hotels and Pubs across the UK. He has extensive experience in nurturing startup business entities. He believes that XE is going to be the next disruptive game-changer in the luxury lifestyle services industry based on AI and Blockchain technology.

Barney, as the XE Co-Founder, is well-positioned for the Office of Chairman and Chief Executive to lead the Board of Directors and oversee all multifaceted aspects of company operations, including finance and corporate governance.

Ever since he was a child, James has been obsessed with technology and solving problems. After graduating with a degree in Computer Science and Management from the University of St Andrews, he began his career in software sales before transitioning into development. This blend of commercial and technical experience gives him a rare ability to navigate both sides of the product lifecycle, from business case to build.

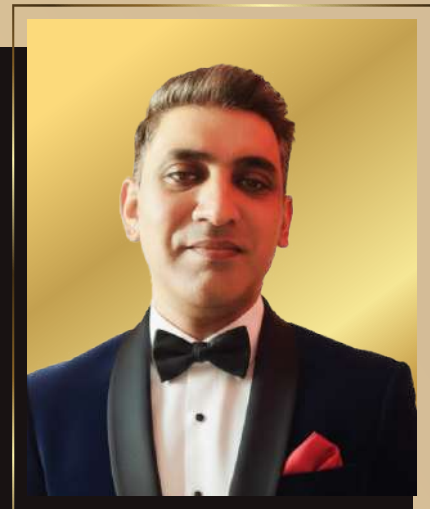
As CEO of Mean Time Development Ltd, James works with startups and SMEs to develop MVPs and early-stage products and to help shape strategy, architecture, and team direction. He has led and contributed to projects across fintech, aviation, health, blockchain, and AI, always with a focus on delivering lean and practical solutions quickly. His approach is rooted in balancing technical vision with commercial reality, with practical, innovative, technological, cost-efficient, and viable applications.

Having carried out an in-depth study of the XE Business Model, James could see the commercial potential of the same through custom-developed IPR using technologies such as AI, AR, VR, NFT, and Blockchain to deliver personalised bespoke services to the high-end global HNW community. James knows exactly how the XE platform will deliver all client services in a timely and fully scalable manner. James is fully confident, aligned with the Company's Mission and long-term vision, and is fully committed to bringing the company to full fruition for the benefit of the Shareholders and Clientele alike.



**James Russell**  
Co-Founder-CTO

**Himanshu Sharma** is a global strategist, institutional architect, and multi-sector advisor with leadership experience across more than **90 countries**. His career spans management consulting, private investments, technology ventures, sustainability strategy, and the design of complex, high-performance organisations, positioning him as a leader whose judgment aligns with top international chairpersons and large-scale global operators. **As Chairperson of Ēlan Inc.**, he has led advisory and investment engagements across **45+ markets**, supporting organisations with **cumulative turnover in the tens of billions of dollars**. His exposure to global transactions exceeds **\$50bn**, including individual deals valued at **\$3bn**, covering large corporates, multinational groups, and cross-border growth mandates. He also serves as **President & CEO of COSCU**, where he leads a global institutional network focused on governance, leadership development, and system-wide transformation.



**Himanshu Sharma**  
Co-Chairman

**Himanshu** is recognised among the **Top 5 Global Sustainability & Climate Leaders (2020–2025)** by Thinkers360 and holds honorary doctorates from **Lincoln University Malaysia** and **Sri Venkateshwara University**. Himanshu is known for combining strategic clarity, global intelligence, and operational discipline, attributes that make him a trusted advisor to boards, governments, investors, and multi-market enterprises.

**Himanshu's decision to join XE as Co-Chair stems from a deeply personal and strategic conviction.** The opportunity to build a world-class service organisation from the foundation up is rare, and he sees XE as uniquely positioned to become a category-defining enterprise.

**Himanshu** believes XE has the potential to evolve into a **high-value and globally respected operation**, and he is committed to applying his global networks, leadership discipline, and system-design capability to help XE achieve an exit value **far surpassing traditional growth trajectories**.



**Sonal Patel**

Director- Consultant

Sonal has cultivated an understanding of the banking system, foreign exchange, global commodity, and stock markets. With corporate experience in public relations and specialist knowledge in corporate social responsibility, Sonal lends multi-dimensional intelligence to the XE corporate decision-making process.

Sonal, having gained an MSc in Globalisation & Development from SOAS, University of London, and a BSc in Economics from City University of London, is currently pursuing a post-graduate degree in the Economics of Sustainability, bringing economic insight into global financial systems to the XE table. Sonal has 13 years of experience teaching and lecturing in Economics and Business and is currently Head of Economics at an Ofsted-rated-outstanding Secondary School.

Sonal lived and taught in Shanghai, China, for three years, where she gained first-hand knowledge of emerging markets, the shifting dynamics of international business, and the impact of fast-developing technological innovations shaping global economic demographics.

Ashish is a PwC qualified Chartered Accountant with 25+ years of international experience, working for several leading global blue-chip companies in various commercial finance and M&A roles. Collaborative and goal-driven with a proven M&A track record of deal origination and execution.

Ash, as he is popularly known, is a Managing Director of Novistra Capital, a boutique investment bank with offices in Mayfair, London, New York, and Delhi, specialising in four core industries: IT services, media and events, education, and health care and life sciences.

Ash leads Novistra's Digital Transformation and Media verticals, with responsibilities spanning the entire deal spectrum from origination and pipeline management to leading cross-border teams on deal execution. To date, Ash has successfully led on 100+ M&A transactions ranging from \$5m to \$100m+ in value.

Ash secured a master's degree with 1st Class Hons in Chemistry with Mathematics from University College London. He started his career with Goldman Sachs as an analyst and thereafter qualified as a Chartered Accountant with PwC. His professional career accelerated with leading global companies like DHL and Reed Exhibitions (Division of RELX Group).

Ash has reviewed XE's business model, comprising elite luxury lifestyle services, the global potential of the same, and the AI-engineered technological Platform. He believes XE to be in the right marketplace at the right time and is happy to be part of the team and apply his knowledge and experience to establish XE, grow, and build up the company for a highly valuable exit on a timescale of 3 to 4 years. He is fully aligned with the founder's corporate vision.



**Ashish Mittel**  
Consultant-Exit Strategist



# The XE Technical Operations Team

XE has a formidable team of Technical Engineers, Designers, and Security consultants able to fulfil all of the company's technology requirements, including continual development and bringing on board new services and strategies to grow and enhance the company's revenues and profits on a long-term and sustainable basis.

The XE Technical Team will be led by the Company's CTO-Co-Founder, James, who is one of the pillars of the company. He will oversee the operations of the Technical Team, who all in turn oversee and supervise the Company's Centre of Excellence-Business Processing Operations based in GIFT City in India, which is being developed as a rival to America's Silicon Valley.

This is the most cost-efficient technical manpower solution to all of the Company's needs. The India COE will also have a complete technical Operations Team and Business Operations team, each headed by departmental Directors working full-time and based in the Company's COE. As a startup operation, the company will operate on principles of multi-tasking and just-in-time, cost-efficient, and scalable operations.



**Jon Atxa**

Jon is a very versatile full-stack developer who excels at creating intuitive user experiences while architecting sophisticated backend systems. With extensive expertise in C# Blazor applications, UI/UX design, and data optimization, he delivers exceptional digital solutions that balance technical performance with user-centric design. Jon brings practical innovation to every project, from enterprise web applications to trading algorithms and smart home systems.

Jon has full knowledge and extensive experience in technologies such as Full-Jon stack development with C# Blazor, React, and Next.js; UI/UX design principles; database optimization; REST API development; Freqtrade crypto bot customization; home automation integration; and audio engineering. Passionate about creating technology that solves real business challenges.

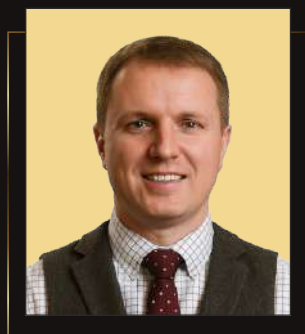
Jon, with instructions and guidance from James, has curated a complete solution for all client services, described fully in this Investment Memorandum to be provided to the High-end Global HNW community flawlessly and fully scaled to meet all the projected demands, with adequate fail-safe modalities built into the Platform's Architecture.

Samuel leverages his MSc in Business Analytics from ESADE Business School to drive AI innovation and strategic growth. With a background in financial services at Deloitte, one of the largest Chartered Accountancy and Financial Consultancy Practices in the world, where he developed ML-powered dashboards for M&A teams, and asset management experience, he brings data-driven insights to business challenges. His expertise in algorithmic trading systems, demonstrated by his Master's thesis achieving a 1.3 Sharpe ratio and 17% CAGR, translates into practical AI applications for clients across sectors, especially the services XE platform has developed to be delivered to its HNW clientele globally.



**Samuel Foster**

Samuel excels in technologies such as Machine learning for financial services; algorithmic trading strategies; business analytics; digital transformation leadership; strategic growth planning; Python development; portfolio optimization; market regime detection; entrepreneurial AI applications across healthcare and finance all of which ensure that the XE Platform as a one stop solution provider of high end services becomes and remains a market leader for years to come.



**Christopher Staines**

Christopher, having gained a BEng (Hons) in Electrical and Electronics Engineering from The University of Birmingham, started his career in the IT High-Tech Sector and has excelled in the field through a variety of senior appointments, and has become an experienced design engineer with an extensive background in electrical and software development.

His versatile skill set spans traditional software, blockchain applications, and industrial automation systems. As a core member of the team, he brings together engineering principles and programming expertise to build robust technical solutions for complex engineering and social media platform development challenges using AI-VR and AR technologies to enhance the company's diverse in high-demand services.

Christopher specializes in C++, JavaScript, blockchain development, cryptographic/cryptocurrency design, app/dApp architecture, industrial automation (PLC software for Mitsubishi, Siemens, Allen Bradley), AutoCAD, and LabVIEW.

# XE- THE SHARE OFFER

The following is a summary of information appearing elsewhere in this Information Memorandum, is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing elsewhere in this Information Memorandum. Any decision to invest in the Ordinary Shares should be based on a consideration of the Information Memorandum as a whole.

Any Prospective Investor should consider the rights and risks associated with the investment. The attention of Prospective Investors is drawn to the risk factors set out in this Information Memorandum. An investment in the Company may not be suitable for all recipients of this Information Memorandum.

A prospective investor should consider carefully whether an investment is suitable for them considering their personal circumstances and the financial resources available to them. The Terms and Conditions of the offer are set out in this Information Memorandum and are followed by an Application Form for use in connection with the offer. The Offer is not underwritten.

**Issuer: Xklusivelyelite Ltd.(XE)** UK Company Registration Number 16674919 incorporated on 27th August 2025

## Investment Opportunity

XE operating Global Social Media Platform that promotes and dispenses AI curated custom designed services to the global Elite niche HNW marketplace.

The Company Management, Directors, and Consultants are fully aligned with XE's aims and objectives and have agreed to provide their services on minimal compensation packages. Their efforts will be rewarded based on proven results, delivered through share options granted on an annual basis.

## Offer for Subscription

**Round One** Offer for subscription of up to 1,250,000 A Ordinary Shares at £1.00 (One Pound) per share to raise £1,250,000 together with an over-allotment facility of further.

**Round Two** Offer of A Ordinary Shares to raise up to a further £1,250,000 at a price to be determined upon closure of Round One when the second round will be declared open.

**Minimum Individual Subscription:** Applications must be for the minimum subscription of 5,000 A Ordinary Shares and thereafter in multiples of 1000 A Ordinary Shares.

## Please Note That :-

The first £250,000 raised in Round One of the Share Issue will qualify for 50% SEIS Tax Relief. Those Investors wishing to benefit from 50% SEIS Tax Relief need to apply immediately as the Shares will be allotted on a first-come come first-served basis.

Once the Shares qualifying for SEIS Tax Relief have been fully allotted, thereafter any Applications received will qualify for EIS Tax Relief at 30% subject to status.

\*The deadline for receipt of applications for Offer Shares is subject to the offer not being fully subscribed to by an earlier date. The Directors will close the Round One share offer earlier if the Round One offer is fully subscribed. The Closing date of the offer may be extended by the Directors at their absolute discretion. The Directors reserve the right to allot and issue shares at any time whilst the offer remains open.

### Expected Timetable for the Offer

Opening Date for Subscription	: Monday 27 <sup>th</sup> April 2026 at 9:30am
Closing Date for Subscription	: 30 <sup>th</sup> October 2026, at 5:30pm unless extended by the Shares Issuer
Dispatch of definitive share certificates and tax certificates	: As soon as practicable following allotment of A Ordinary Shares

Share capital assuming the over-allotment facility is fully utilised.		
NUMBER	CLASS OF SHARE	AMOUNT
2,500,000	A Ordinary Shares	£2,500,000
27,500,000	B Ordinary Shares	£27,500,000

Share capital assuming the over-allotment facility is not fully utilised.		
NUMBER	CLASS OF SHARE	AMOUNT
1,250,000	A Ordinary Shares	£1,250,000
27,500,000	B Ordinary Shares	£27,500,000

Total number of Ordinary shares in issue following the Offer if the over-allotment facility is fully utilized : 30,000,000

Total number of Ordinary shares in issue following the Offer if the over-allotment facility is not utilized : 28,750,000

### OFFER RESULTS

Expected maximum net proceeds of the offer if the over-allotment facility is fully utilized : £2,500,000

Expected maximum net proceeds of the offer if the over-allotment facility is not utilized : £1,250,000

The Pre-money Valuation of the Company is £27.5 million. The Post Fund Collection Valuation is £30.0 million. The Equity dilution is 8.333% of the Company.

# XKLUSIVELY ELITE LTD

## Utilisation Of Funds Raised

The Company plans to raise aggregate funds of £2.5 million in stages and expects to complete the fundraising within a timescale of 4 to 6 months.

XE is fully prepared to commence operations and generate profitable revenues upon closure of the Share Offer. The funds raised will be deployed to achieve the following objectives:

- Commissioning of a diverse range of subscription-based services fully detailed on the XE website and in this Information Memorandum
- Establishment of Ambassador offices in the UK and other major cities globally
- Establishment of Elite Dating & Personal Introduction offices in the UK and other major cities globally
- Implementation of the business development plan as described in the five-year scalable roadmap
- Development of the subscription-based Digital Information Vault
- Establishment of Globalcitipages research and editorial operations, together with advertising sales and distribution networks
- Launch of the Bluebay Vintage exclusive trading platform for HNW and aspirational markets
- Development of a global strategic alliance network for delivery of luxury lifestyle services
- Recruitment of key employees to mobilize specific services in order of priority
- XE services sales and marketing, and brand-building costs
- XE Company's day-to-day operational working capital requirements

The Company Board has carefully considered all aspects of fund utilization and has systems and research in place to ensure that every resource is acquired at optimal cost and only when required. Human resources will operate on multi-tasking and just-in-time principles.

## UTILISATION OF FUNDS RAISED THROUGH SHARE OFFER

ASSUMING TOTAL FUNDS RAISED		<b>£2,500,000</b>
DEDUCT: PROFESSIONAL COSTS OF THE SHARE ISSUE	10%	<b>£250,000</b>
NET FUNDS RAISED AVAILABLE FOR SPEND		<b>£2,250,000</b>

## FUNDS UTILISED FOR

<b>Costs of Fixed Assets</b>	
COMPUTERS & IT SYSTEMS	£50,000
OFFICE FURNITURE & FITTINGS	£10,000
MOTOR VEHICLES	£100,000
SETUP OF GLOBAL AMBASSADOR OFFICES	£180,000
SETUP OF GLOBAL ELITE DATING OFFICES	£240,000
<b>TOTAL COSTS OF FIXED ASSETS</b>	<b>£580,000</b>
OFFICE FACILITIES COSTS	£30,000
RESEARCH & DEVELOPMENT	£350,000
HUMAN RESOURCES COSTS	£300,000
ADMINISTRATION OVERHEADS	£220,000
SALES & MARKETING COSTS	£220,000
<b>SUB TOTAL</b>	<b>£1,120,000</b>
BUSINESS WORKING CAPITAL	<b>£550,000</b>
<b>TOTAL</b>	<b>£2,250,000</b>

# Services Implementation Growth Targets Roadmap

## Overview

XE has structured a five-year implementation roadmap to build a global AI-driven luxury lifestyle ecosystem for the global Elite community, beginning with the United Kingdom and scaling through India's GIFT City and strategic ambassador territories. The roadmap is aligned with XE's growth plan and focuses on the progressive activation of core services, partner networks, and recurring revenue channels across targeted global cities in a structured manner. Whilst in the 1 and 2 years of operations, the Company will focus on English-speaking countries. In the years 3,4, and 5, it plans to systematically cover countries that inter alia speak French, German, Italian, and others.

## Year 1 - Foundation and Systems refinement

- Establish COE in the Gift City, India, and commence with subscription services and set up of Ambassadors in the UK.
- Launch of territories (250K+ population) under XE's City-based Ambassador Framework.
- Implementation and commencement of core service modules, including Elite Dating, Digital Vault, Luxury Lifestyle services, and Global citi pages News magazine.
- Launch competition platform with active follow-up promotion of various competitions with global voting and a corporate sponsorship programme.
- Shopping Malls and Blubay Trading Platform

## Year 2 - Brand Events & UK+Global Expansion

- Introduction of 'Who Is Who' Annual Excellence Awards across 12 global cities as the flagship marketing and partnership engine promoting CSR-ESG initiatives.
- Rollout of Globalcitiages and City Magazines for local ad sales and sponsorship-led monetisation.
- Onboarding of Ambassadors with active city-level partner networks.
- Establishment of strategic alliances with premium travel, hospitality, wellness, and entertainment brands in high-value territories.
- Announce and award various competition winners on a rotational basis, and promote the winners in their individual fields of excellence.

## Year 3 - Scaling Core Services

- Global expansion to an increasing number of cities with an extended services portfolio: Customised Services, Digital Information Vault, Elite Dating, Membership, and Competitions programme.
- Integration of AI-driven analytics, localisation, and multilingual interfaces.
- Expansion of Awards Circuits and Charity CSR-ESG Events to generate recurring annual media and partner revenue.

- Continue building up strategic alliances and onboarding diverse experiential services.
- Commence Technology Incubator at GIFT CITY Centre of Excellence.
- Explore various exit routes and grow ties with corporates aligned to XE for potential acquisitions or mergers.

## Year 4 - Partnership Maturity & Network Depth

- Continue with growth plans for activities established from year 1 to year 3.
- Growth of free-distribution City Magazines with verified advertising revenues.
- Institutionalisation of 24/7 service operations through India/GIFT City Centre of Excellence. Build up a world-class team to innovate new technologies.

## Year 5 - Global Scale & Revenue Consolidation

- Continue with the establishment of city-based Ambassadors and Elite Dating services showcasing XE's presence in all major cities of the world.
- Mature integration of recurring programs: Awards, Competitions, CSR initiatives, and continual expansion of Globalcitipages newsmagazine.
- Full deployment of monetised service mix: Ads, Memberships, Ambassadors, Globalcitipages, Digital Information Vaults, Dating, and Customised Services.

## Growth Targets and KPIs

- Ambassadors & Territories: Setting up of some 120 Ambassador offices globally. Progressive onboarding with KPIs tracked via central archives, expected 3,000+ strategic partnerships globally by 2030/31.
- Buildup of around 120 Elite Dating Services Offices Globally with a potential of approximately 5,00,000 global members by year 2030/31.
- Revenue Sources: Platform ads, Globalcitipages, sponsorships, subscription memberships, and Luxury Lifestyle services commissions.

Governance: UK Corporate HQ manages contracts, training, performance, and data compliance under GDPR.

## Investor Value Proposition

- This roadmap, structured on principles of strategic alliances, cost-efficient delivery of custom-curved experiential services, demonstrates an asset-light, globally scalable business model with predictable milestones, expanding ambassador territories, Elite Dating Service offices, and self-sustaining partner ecosystems.
- XE's annualised programs (Awards, CSR, Globalcitipages) ensure recurring visibility and revenue growth, while UK-led corporate governance safeguards transparency, brand integrity, and SEIS/EIS investor protection, ensuring that investments held over three years fully qualify for Tax Relief.

# XE- Illustrated Five Year Financial Projections

The Founders and Directors over the past two years have carried out extensive research, due diligence, and have identified all sustainable, profitable, and much in demand revenue streams by XE's HNW global clientele. In respect of each of these Revenue Streams, the Directors have developed cost-efficient delivery systems to be handled by its global Ambassadorial offices overseen by its London HQ and fully supported by India-based Centre of Excellence BPO. Full details of this research are published in this Information Memorandum.

Based on the above, the Directors have prepared Five-year projected Illustrations based on principles of prudence, conservatism, practical operational efficacy, ethical principles, and sound business principles, and these are presented below for the Investor's careful review.

## Projected Financial Illustrations for Five Years ABBRIDGED ANNUAL TRADING PROFIT /(LOSS) & INCOME AND EXPENDITURE ACCOUNT

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
<b>SALES</b>	£5,947,997	£22,661,933	£47,705,378	£82,285,762	£129,447,549
<b>DEDUCT: DIRECT COSTS</b>	£4,938,962	£18,809,736	£39,591,170	£68,289,775	£107,429,813
<b>TOTAL GROSS PROFIT THIS YEAR</b>	<b>£1,009,035</b>	<b>£3,852,197</b>	<b>£8,114,209</b>	<b>£13,995,987</b>	<b>£22,017,736</b>
<b>ADD : SERVICES INCOME</b>					
Global Ambassadors Programme Income	£1,145,698	£2,096,416	£3,562,578	£7,176,561	£11,686,679
Elite Dating Service Network Income	£1,356,317	£5,437,389	£9,066,995	£17,130,531	£32,296,110
All other Services Income	£138,477	£1,784,876	£3,678,916	£5,800,735	£9,125,406
Subscription based Services Income	£288,119	£2,091,340	£6,468,719	£14,605,988	£28,000,667
Global Citipages Income	£263,250	£824,175	£1,813,185	£3,288,236	£5,425,589
<b>TOTAL SERVICES INCOME</b>	<b>£3,191,860</b>	<b>£12,234,197</b>	<b>£24,590,393</b>	<b>£48,002,051</b>	<b>£86,534,450</b>
<b>TOTAL GROSS PROFIT &amp; SERVICE INCOME THIS YEAR</b>	<b>£4,200,896</b>	<b>£16,086,394</b>	<b>£32,704,601</b>	<b>£61,998,038</b>	<b>£108,552,186</b>
<b>DEDUCT TOTAL OPERATING OVERHEADS THIS YEAR</b>	<b>£5,429,176</b>	<b>£15,536,007</b>	<b>£27,582,133</b>	<b>£45,777,774</b>	<b>£79,076,400</b>
<b>NET PROFIT / (LOSS) THIS YEAR</b>	<b>-£1,228,280</b>	<b>£550,387</b>	<b>£5,122,468</b>	<b>£16,220,264</b>	<b>£29,475,786</b>
<b>DEDUCT: CORPORATION TAX</b>	<b>£0</b>	<b>£0</b>	<b>£1,111,144</b>	<b>£4,055,066</b>	<b>£7,368,947</b>
<b>NET PROFIT/(LOSS) AFTER TAX THIS YEAR</b>	<b>-£1,228,280</b>	<b>£550,387</b>	<b>£4,011,325</b>	<b>£12,165,198</b>	<b>£22,106,840</b>
<b>DEDUCT: DIVIDENDS PROPOSED</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>NET PROFIT/(LOSS) AFTER TAX AND DIVIDENDS</b>	<b>-£1,228,280</b>	<b>£550,387</b>	<b>£4,011,325</b>	<b>£12,165,198</b>	<b>£22,106,840</b>
<b>ADD: SURPLUS RESERVES BROUGHT FORWARD</b>	<b>0</b>	<b>-£1,228,280</b>	<b>-£677,894</b>	<b>£3,333,431</b>	<b>£15,498,629</b>
<b>SURPLUS RESERVES CARRIED FORWARD</b>	<b>-£1,228,280</b>	<b>-£677,894</b>	<b>£3,333,431</b>	<b>£15,498,629</b>	<b>£37,605,468</b>

*NOTE : If the Directors declare and pay out any dividends to the Shareholders, then the Company reserves will be reduced by the corresponding Amount.*

## Projected Financial Illustrations for Five Years

# BALANCE SHEET

BALANCE SHEET	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
<b>FIXED ASSETS</b>					
Cost B/Fwd	£0	£580,000	£1,332,000	£2,773,400	£4,516,440
Additions This Year	£580,000	£752,000	£1,441,400	£1,743,040	£2,894,766
Total cost end of this year	£580,000	£1,332,000	£2,773,400	£4,516,440	£7,411,206
Depreciation B/Fwd	£0	£116,000	£382,400	£937,080	£1,840,368
Depreciation This Year	£116,000	£266,400	£554,680	£903,288	£1,482,241
Total Depreciation To Date	£116,000	£382,400	£937,080	£1,840,368	£3,322,609
<b>TOTAL NET FIXED ASSETS THIS YEAR</b>	<b>£464,000</b>	<b>£949,600</b>	<b>£1,836,320</b>	<b>£2,676,072</b>	<b>£4,088,597</b>
<b>CURRENT ASSETS</b>					
Stocks	£0	£144,892	£298,647	£515,128	£810,371
Prepayments	£10,988	£18,058	£27,682	£44,003	£69,422
Debtors	£6,371	£58,207	£108,892	£163,756	£250,341
Cash @ Bank	£540,361	£302,122	£1,681,169	£9,822,245	£26,633,964
<b>TOTAL CURRENT ASSETS</b>	<b>£557,720</b>	<b>£523,279</b>	<b>£2,116,390</b>	<b>£10,545,132</b>	<b>£27,764,097</b>
<b>DEDUCT : CURRENT LIABILITIES</b>					
Trade Creditors	£0	£99,227	£185,633	£305,386	£466,855
Corporation Tax	£0	£0	£1,278,116	£4,055,066	£7,368,947
Proposed Dividends	£0	£0	£0	£0	£0
<b>TOTAL CURRENT LIABILITIES</b>	<b>£0</b>	<b>£99,227</b>	<b>£1,463,749</b>	<b>£4,360,452</b>	<b>£7,835,802</b>
<b>DEDUCT : LONG TERM LIABILITIES</b>					
Loans Repayable over 1 year	NIL	NIL	NIL	NIL	NIL
<b>TOTAL NET ASSETS</b>	<b>£1,021,720</b>	<b>£1,572,106</b>	<b>£5,416,459</b>	<b>£17,581,656</b>	<b>£39,688,496</b>
<b>REPRESENTED BY :</b>					
<b>SHARE CAPITAL &amp; RESERVES</b>					
<b>Authorised Share Capital</b>					
100million Ordinary Shares of 1p each	£1,000,000	£1,000,000	£1,000,000	£1,000,000	£1,000,000
<b>Issued Share Capital</b>					
Founder Shares -27.5m Ordinary Shares of 1p each	£275,000				
Investor Shares-2.5 m Ordinary Shares of 1p each	£25,000				
<b>Issued Share Capital - 30m Ordinary Shares of 1p each</b>	<b>£300,000</b>	<b>£300,000</b>	<b>£300,000</b>	<b>£300,000</b>	<b>£300,000</b>
<b>Share Premium Account</b>	<b>£1,950,000</b>	<b>£1,950,000</b>	<b>£1,950,000</b>	<b>£1,950,000</b>	<b>£1,950,000</b>
<b>TOTAL SHARE CAPITAL</b>	<b>£2,250,000</b>	<b>£2,250,000</b>	<b>£2,250,000</b>	<b>£2,250,000</b>	<b>£2,250,000</b>
<b>GENERAL RESERVES</b>					
<b>Profit &amp; Loss Account</b>	<b>-£1,228,280</b>	<b>-£677,894</b>	<b>£3,166,459</b>	<b>£15,331,656</b>	<b>£37,438,496</b>
<b>TOTAL SHAREHOLDERS FUNDS</b>	<b>£1,021,720</b>	<b>£1,572,106</b>	<b>£5,416,459</b>	<b>£17,581,656</b>	<b>£39,688,496</b>



# HM Revenue & Customs

## Extract from SEIS - EIS Advance Assurance letter



HM Revenue  
& Customs

Our Ref : WMBC/I&R/8578224174/VCRT

Your Ref :

### Seed Enterprise Investment Scheme (SEIS) and Enterprise Investment Scheme (EIS) Advance Assurance

Company: Xklusivelyelite Limited  
Date requested: 2 February 2026  
Proposed investment amount: £2,500,000  
Class of Shares: A Ordinary  
Knowledge Intensive: No

On the basis of the information you have provided, we believe we will be able to authorise the company to issue compliance certificates under Section 257EC(1) of the Income Tax Act (ITA) 2007 in respect of Ordinary Shares issued to individuals, following receipt of a properly completed form SEIS1. This provisional authorisation relates to the proposed investment amount above.

On the basis of the information you have provided, we believe we will be able to authorise the company to issue compliance certificates under Section 204(1) ITA 2007 in respect of Ordinary Shares issued to individuals, following receipt of a properly completed form EIS1 within the time limit prescribed by Section 205(4) ITA 2007. This provisional authorisation relates to the proposed investment amount above.

This assurance is based on the legislation which is in place on the date of this notice. If the legislation changes and takes effect on or before the date of any share issue, the assurances we have given may no longer apply.

You have told us that you believe you meet the legislative requirements. HMRC may not be bound by the assurance given where you have provided incorrect information, or your circumstances change before the share issue date.

### Further Information

Once you have issued the shares, you must complete a compliance statement for each share issue.

You can find SEIS compliance statements (SEIS1) on our website.

You can find EIS compliance statements (EIS1) on our website.

### Investors

The assurance given is only in respect of the SEIS and EIS. It is not an endorsement of the company. Investors are advised to conduct their own due diligence before investing.

We cannot guarantee that any particular investor will get relief under the SEIS or EIS. For more information about this, go to [www.gov.uk](http://www.gov.uk) and search for 'tax relief for investors'.

Further information on the advance assurance process can be found in our Venture Capital Schemes Manual at VCM60050.

Further information is provided in our Venture Capital Schemes Manual at VCM60240 and VCM60140

Further information about the SEIS can be found in our Venture Capital Schemes Manual at VCM30000.

Further information about the EIS can be found in our Venture Capital Schemes Manual at VCM10000.

### Venture Capital Reliefs Team

HM Revenue and Customs

When responding by email please ensure all correspondence is sent to [enterprise.centre@hmrc.gov.uk](mailto:enterprise.centre@hmrc.gov.uk) only. Other email accounts are not monitored.



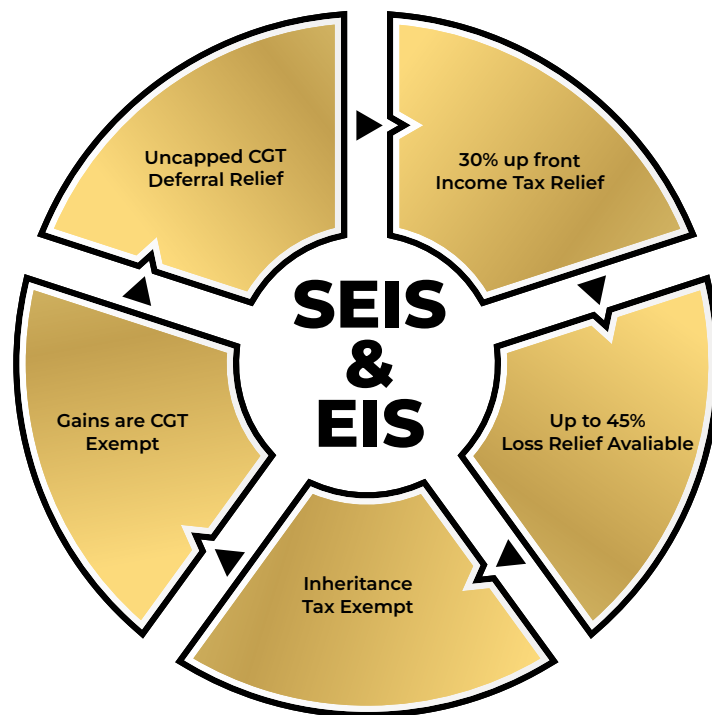
HM Revenue  
& Customs

Venture Capital Reliefs Team  
HM Revenue and Customs  
WMBC  
BX9 1QL  
Email: [enterprise.centre@hmrc.gov.uk](mailto:enterprise.centre@hmrc.gov.uk)

# Enterprise Investment Tax-Relief Scheme

The UK Government offers generous tax breaks through the Enterprise Investment Scheme (EIS) to temper the risks of investing and encourage investors to help young companies raise funds and grow. You can read about some of the benefits of EIS in the examples section of this document.

EIS investments focus on investing directly in companies at an early stage to maximise the potential long-term benefits should the company do well. Generally, SEIS/EIS-qualifying companies must have gross assets of less than £15 million and fewer than 250 employees. This Company meets this criterion.



## Income Tax Relief

You can get up to 50% Tax Relief under SEIS. You can get up to 30% in which a £10,000 investment could provide a £3,000 saving on that year’s income tax bill. To claim this, you must have sufficient income tax liability and hold the shares for at least three years.

EXAMPLE: SEIS 50% TAX RELIEF		
Initial Investment	Less Income Tax Relief @50%	Net Cost Of Investment
£5,000	£2,500	£2,500
£10,000	£5,000	£5,000
£15,000	£7,500	£7,500
£20,000	£10,000	£10,000
£25,000	£12,500	£12,500
£50,000	£25,000	£25,000

EXAMPLE: EIS 30% TAX RELIEF		
Initial Investment	Less Income Tax Relief @30%	Net Cost Of Investment
£5,000	£1,500	£3,500
£10,000	£3,000	£7,000
£15,000	£4,500	£10,500
£20,000	£6,000	£14,000
£25,000	£7,500	£17,500
£50,000	£15,000	£35,000

# XE BUSINESS SWOT ANALYSIS



# S

## STRENGTHS

### High-Calibre Leadership & Governance

Founders and directors with extensive global experience in strategy, investment, institutional design, multi-sector advisory, and building high-trust organisations.

### Clear Positioning in Premium Luxury Lifestyle Management

XE operates in a niche where structured, reliable, professional luxury lifestyle services are limited, giving the company a strong differentiation advantage.

### Multi-Stream Revenue Potential

Recurring memberships, corporate retainers, partner commissions, transaction-based services, and specialised lifestyle/experience verticals.

### Scalable, System-Driven Operating Model

Ability to build processes, service pathways, and governance frameworks that allow global scaling without compromising service quality.

### Strong Relationship Capital & Cross-Sector Access

Access to premium networks, luxury ecosystems, global partners, and high-value clients accelerates early traction and trust.

### Deep Financial and Strategic Acumen

Leadership with exposure to multi-billion-dollar transactions and diverse sectors ensures long-term discipline, expansion capability, and resilience.

## WEAKNESSES

### Early-Stage Venture With No Legacy Track Record

Mitigation : Leverage leadership credibility, transparent governance, early flagship clients, and consistently exceptional service delivery.

### High Dependence on Trust & Personal Relationships

Mitigation : Build structured business development pipelines, referral networks, strategic alliances, and corporate partnerships.

### High Service Expectations From Premium Clients

Mitigation : Formal service standards, extensive training, strong quality control, and proactive client experience design.

### Limited Internal Bandwidth at Launch Stage

Mitigation : Phased hiring roadmap, prioritisation of key roles, outsourcing of non-core functions, and measured scaling.

# W

## OPPORTUNITIES

### Growing Global Demand for Personalised, High-Trust Services

Worldwide rise in affluent individuals and families seeking reliable lifestyle, travel, wellness, and experience management.

### Global Gap for Institutional-Grade Luxury Lifestyle Services

Market dominated by fragmented boutique providers; XE can fill the global need for structured, compliant, professionally managed luxury lifestyle services.

### Corporate & Institutional Partnerships Worldwide

Opportunities to serve corporates, private banks, real estate developers, luxury brands, wealth managers, travel networks, and international organisations.

### SExpansion Across Multiple Vertical Categories

Lifestyle management, global mobility/relocation, wellness and medical luxury lifestyle, travel and experiences, education advisory, and crisis assistance.

### White-Labeling & Strategic Licensing

Potential to license XE's platform, processes, or service frameworks to global partners seeking premium luxury lifestyle capabilities.

### Technology-Enabled Global Scaling

Digital infrastructure enhances service reliability, global reach, tracking, client profiling, and operational efficiency.

# O

## THREATS

### Competition From Global Luxury Service Firms

Response : XE differentiates with structured governance, elite personalisation, leadership depth, and a scalable, cross-border service model.

### Economic Uncertainty Affecting Discretionary Spending

Response : Diversified revenue mix, individual memberships, corporate retainers, and value-led services are less sensitive to cycles.

### CGlobal Talent Scarcity in High-Touch Service Roles

Response : Build a strong employer brand, competitive compensation, global training programs, and clear career progression pathways.

### Regulatory Complexity Across Borders

Response : Compliance-first operating model, international legal oversight, and jurisdiction-specific service protocols.

### Reputation Sensitivity in Premium Service Segments

Response : Strong quality assurance, proactive issue resolution, periodic service audits, and continuous service innovation.

# T

# Shareholders Investment Exit Routes

The Founders and the Management are very much aware and mindful that every Investor desires and expects a profitable EXIT ROUTE with liquidity of the Investment, and availability of the same is extremely important.

Whilst the Issuer has exit strategies in place, we would like to remind our investors that they must retain their shareholding for the full three years from the time of Investment to qualify for SESIS-EIS Tax Relief.

## XE has the following strategies in place:

**1.** Once the Company has successfully closed its Share Offer, the Company will look to apply for admittance to the JP Jenkins Share Trading Platform. The process will take three to six months, after which JP Jenkins provides a match bargain facility that acts as an arranger agent to connect willing buyers and sellers of unlisted securities like that as our Company Shares. Once this is set up, any XE shareholder wishing to encash his investment can use the JP Jenkins facility to do so.

**2.** To maximise Investor Returns, the management intends to groom and grow the company to make it a suitable candidate for the following exits through:

Trade Sale

Takeover by Others

Merger with Others

Implementing any of the above routes can provide the exit on a timescale of three to five years.

**3.** Once a satisfactory trading history is established and the Company can comply with all legal and regulatory requirements, the Company also plans to list on the AIM- London Stock Exchange, which would create the requisite liquidity. This will happen during Years 4 and 5 of Company Operations.

**4.** If the Company progresses according to plan and foresees that it can grow on its own at a faster pace, generating greater growth, then the Company will seek full listing on the AIM or on the London Stock Exchange and continue its expansion and growth journey, and the Shareholders will have the full benefit of trading their shares on the London Stock Exchange.

# XE – Basis of Exit Valuation

XE operates at the convergence of AI-enabled platforms, luxury lifestyle services, and elite social networking—sectors that have demonstrated strong exit valuations across global markets.

Based on verified precedent transactions and public market comparables, EBITDA multiples ranging from 10x to 15x are commercially defensible and conservative for XE's business model. Luxury lifestyle services acquisitions.

John Paul's exit at approximately 11x EBITDA (Accor, 2016) and Quintessentially's transactions at 8-12x EBITDA (2016-2020), establishes a clear baseline. AI-enabled SaaS platforms and social media companies trade significantly higher, with profitable mid-cap technology platforms achieving 15-30x EBITDA on public exchanges.

XE's financial projections present valuations at **10x, 12.5x, and 15x EBITDA** multiples, allowing investors to assess outcomes across conservative, base, and moderate scenarios.

(XE relies on following **Financial Data Sources**: Reuters, Financial Times, Bloomberg, Barclays Bank, Private Equity, NASDAQ, LSE-AIM, S & P, Yahoo Finance, Fact Set, Morgan Stanley, Pitchbook, C B) Insights)

Sector	Verified EBITDA Multiple Range	Source Basis
Luxury Lifestyle Services (Private)	8-14x	John Paul, Quintessentially, Ten Group
AI-Enabled SaaS (Public, Profitable)	15-30x	Salesforce, HubSpot, Public Markets
Social/Dating Platforms (Public)	8-15x	Match Group, Bumble, Meta
AIM Tech Companies (UK)	10-24x	LSE data, Gamma, Kainos
US Mid-Cap Tech (NASDAQ)	15-30x	S&P data, PitchBook
Indian Tech Platforms (NSE/BSE)	18-28x	Infosys, TCS, Nykaa

## CONSERVATIVE MULTIPLE JUSTIFICATION FOR XE

**12.5 x EBITDA is reasonably defensible because :**

1. Below luxury services precedent (John Paul: 11x)
2. Significantly below AI-SaaS public company averages (15-30x)
3. Conservative relative to all exchange comparables
4. Lower quartile for tech platforms globally
5. Accounts for private company discount vs public comparables

## EXCHANGE-SPECIFIC EXPECTED RANGES FOR XE

### AIM (London Stock Exchange) :

- Expected range for profitable AI-platform: 14-20x EBITDA
- Basis: Kainos (18-24x), Gamma (14-18x), sector average

### NASDAQ/NYSE (USA) :

- Expected range for profitable growth platform: 16-24x EBITDA
- Basis: Mid-cap SaaS averages, consumer internet platforms

### NSE/BSE (India) :

- Expected range for global digital platform: 18-26x EBITDA
- Basis: TCS/Infosys benchmarks, premium for global operations

### Private Strategic Acquisition :

- Expected range: 10-18x EBITDA
- Basis: Luxury sector precedents, strategic premium

# XKLUSIVELYELITE LTD – COMPANY SHARES VALUATIONS

## BASED ON FIVE YEAR PROJECTED FINANCIAL ILLUSTRATIONS

		YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
<b>NET PROFIT/(LOSS ) THIS YEAR</b>		-£1,228,280	£550,387	£5,122,468	£16,220,264	£29,475,786
ADD BACK : DEPRECIATION		£116,000	£266,400	£554,680	£903,288	£1,482,241
<b>EBITDA THIS YEAR</b>		<b>-£1,112,280</b>	<b>£816,787</b>	<b>£5,677,148</b>	<b>£17,123,552</b>	<b>£30,958,028</b>
<b>COMPANY VALUATION AT MULTIPLES OF EBITDA</b>						
<b>NO OF ORDINARY SHARES ISSUED</b>		30,000,000	30,000,000	30,000,000	30,000,000	30,000,000
<b>COMAPNY VALUATION = EBITDA x 10</b>	10	NIL	£8,167,868	£56,771,482	£171,235,516	£309,580,275
<b>VALUE OF 1 ORDINARY SHARE</b>		<b>NIL</b>	<b>£0.27</b>	<b>£1.89</b>	<b>£5.71</b>	<b>£10.32</b>
<b>COMAPNY VALUATION = EBITDA x 12.5</b>	12.5	NIL	£10,209,835	£70,964,352	£214,044,395	£386,975,344
<b>VALUE OF 1 ORDINARY SHARE</b>		<b>NIL</b>	<b>£0.34</b>	<b>£2.37</b>	<b>£7.13</b>	<b>£12.90</b>
<b>COMAPNY VALUATION = EBITDA x 15</b>	15	NIL	£12,251,802	£85,157,223	£256,853,274	£464,370,413
<b>VALUE OF 1 ORDINARY SHARE</b>		<b>NIL</b>	<b>£0.41</b>	<b>£2.84</b>	<b>£8.56</b>	<b>£15.48</b>

*NOTE : The Multiples of EBITDA utilisation are explained and justified based on information sources disclosed above which are supported by actual Deals done .The multiples adopted by the Company are reasonably defensible.*

## Indicative Valuations of Various Levels of Investments

NOTE : Subject to Individual Taxpayers personal circumstance provided they hold onto their shareholding/investment for at least three years from the date of Investment then the CAPITAL GAINS indicated below will be TAX FREE.

### SEIS (50% Tax Relief) - Share Values (Year 4)

Per-share values (EBITDA multiples x 10/12.5/15)

No. of Shares	Net of 50% TR	£5.71 per share	£7.13 per share	£8.56 per share
5,000	£2,500	£28,539	£35,674	£42,809
10,000	£5,000	£57,079	£71,348	£85,618
15,000	£7,500	£85,618	£107,022	£128,427
20,000	£10,000	£114,157	£142,696	£171,236
25,000	£12,500	£142,696	£178,370	£214,044
50,000	£25,000	£285,393	£356,741	£428,089

### SEIS (50% Tax Relief) - Share Values (Year 5)

Per-share values (EBITDA multiples x 10/12.5/15)

No. of Shares	Net of 50% TR	£10.32 per share	£12.90 per share	£15.48 per share
5,000	£2,500	£51,597	£64,496	£77,395
10,000	£5,000	£103,193	£128,992	£154,790
15,000	£7,500	£154,790	£193,488	£232,185
20,000	£10,000	£206,387	£257,984	£309,580
25,000	£12,500	£257,984	£322,479	£386,975
50,000	£25,000	£515,967	£644,959	£773,951



### EIS (30% Tax Relief) - Share Values (Year 4)

Per-share values (EBITDA multiples x 10/12.5/15)

No. of Shares	Net of 30% TR	£5.71 per share	£7.13 per share	£8.56 per share
5,000	£3,500	£28,539	£35,674	£42,809
10,000	£7,000	£57,079	£71,348	£85,618
15,000	£10,500	£85,618	£107,022	£128,427
20,000	£14,000	£114,157	£142,696	£171,236
25,000	£17,500	£142,696	£178,370	£214,044
50,000	£35,000	£285,393	£356,741	£428,089

### EIS (30% Tax Relief) - Share Values (Year 5)

Per-share values (EBITDA multiples x 10/12.5/15)

No. of Shares	Net of 30% TR	£10.32 per share	£12.90 per share	£15.48 per share
5,000	£3,500	£51,597	£64,496	£77,395
10,000	£7,000	£103,193	£128,992	£154,790
15,000	£10,500	£154,790	£193,488	£232,185
20,000	£14,000	£206,387	£257,984	£309,580
25,000	£17,500	£257,984	£322,479	£386,975
50,000	£35,000	£515,967	£644,959	£773,951

# RISK FACTORS

## HNW Engagement & Consumer Trends

- The Founders and Directors are duty-bound to bring to the attention of the Investors potential risks attached to this Investment. The specific risks set out in this Information Memorandum should be considered carefully by the Investor in evaluating whether to invest in the Company or not.
- The Directors of the Company believe the risks set out below to be the most significant risks, but do not necessarily comprise all those that will affect the Company's performance by changes in market or economic conditions and in legal, regulatory requirements which are outside the Company's control.
- Additional risks and uncertainties not presently known to the Directors, or which the Directors currently deem immaterial, may also have an adverse effect upon the Company.
- There can be no guarantee that the Company will achieve its business plans as illustrated, and in an adverse situation, Investor expectations may be under-delivered or not at all. Directors would like to point out the following potential risks.

## The Business Model

- The Company, like all start-ups, may not be able to grow and sustain its planned revenue streams as per the business model, which, accordingly, may prove to be unsustainable. The Company Directors, however, believe themselves to have completed sufficient due diligence to have considered the market, supply, and demand from all perspectives, based on which they have sufficient confidence to embark on this project and promote the same on a long-term basis.

## Market Adoption and Revenue

- The Company is dependent on both the desire for its HNW clientele to subscribe and pay for its diverse range of services and purchase its products.
- The Company will need to demonstrate the potential, scalability, and intuitiveness of its platform and ecosystem to both users, content creators, and service providers. It will need to show them the benefits of the Company's platform over other competitor platforms currently in the market.
- The Company has developed a highly dynamic, technologically advanced platform and will thus be heavily reliant on its technical development, design, and maintenance team. Other factors that could adversely affect this may include:
  - Maintaining competitive positioning in the industry regarding costs, wages, and service offerings.
  - Ability to attract and retain influential content creators to join and continue working with the Company.
  - Offering clients not only a highly personalized, exclusive services platform but an ecosystem drawing in all forms of social media and technology solutions to provide a world-class service.

- Navigating complex regulatory environments around the use of on-demand IT services contract workers on the basis as well as geographic rules and regulations.
- The Directors believe that they have addressed each of the above and feel on balance, that they will be able to address these challenges.

## Non performance

- The Company intends to expand its activities beyond its core offering of personalized, custom AI-curated and designed services in line with the evolving marketplace.
- The Company may fail to successfully deliver the services to the desired standards, which could negatively impact upon and affect the Company's business, revenue, financial condition, profitability, prospects and results of operations.

## Market Competition

- Whilst the Company believes that its one stop solution of delivering diverse personalized services to HNW clientele is unique and will become market leader other Companies with greater financial resources may copy the Company's business model and apply much greater financial resources and can encroach company's market share through price wars and heavy marketing budget for Client acquisition which would adversely affect Company's revenues and profitability.

## Data Protection

- The Company processes and handles personal data, some of which may be sensitive, as part of its business. The Company's operations are therefore subject to demanding regulatory protocols and a number of laws relating to data privacy, including the United Kingdom's Data Protection Act 2018 (DPA 2018), which supplements the EU General Data Protection Regulation (GDPR). Breaches of the same can impose fines and claims that can adversely affect the Company's financial position.
- Having stated above, the Directors believe that with blockchain-based technology, the data will be anonymised, secure, and transparent to all related parties, thus minimising the risk.

## Commercial Contracts

- The Company will seek to engage with suppliers, ie, Strategic alliance partners spread globally for the delivery of personalized services, with more negotiating leverage than is available to the Company. The standard commercial terms of such entities may not be subject to negotiation, especially because the Company intends to work with the most reliable and reputable business entities spread globally, and the Company may be required to tolerate terms which are less favourable than might be anticipated. Should this arise, then it can affect the profitability of certain revenue streams and curtail the planned growth.

## Third-Party Internet Infrastructure

- Whilst the Company's Technical Infrastructure Team has adequate protective measures in place, the Company's operations are highly dependent on technology, communications systems, including telephone and mobile networks, and the internet. The efficient and uninterrupted operation of the systems, technology, and networks on which the Company relies and its ability to provide prospective clients with reliable, real-time access to its services are fundamental to the success of the Company's business.

## Economic & Regulatory matters

- The Company's business, revenue, financial condition, profitability, prospects, and results of operations may be adversely affected by changes in macroeconomic, political, judicial, administrative, taxation, or other regulatory factors, as well as other unforeseen matters.

## Litigation risks

- All industries are subject to legal claims, with and without merit. The Company may become involved in legal disputes in the future. Defence and settlement costs can be substantial, even with respect to claims that have no merit, and litigation can result in the diversion of technical and management personnel to the detriment of the Company's business.

## Guarantee

- There is no certainty, and no representation, guarantee, or warranty is given by any person that the Company will be able to achieve any returns referred to in this Information Memorandum. The financial operations of the Company may be adversely affected by general economic conditions and other factors outside management's control.



# Guide to the Share Application Form

The following instructions should be read in conjunction with the Share Application Form:

**Part 1:** Insert your full name, address, date of birth, and National Insurance number in block capitals. Applications may only be made by persons aged 18 or over.

**Part 2:** This should be completed by your Independent Financial Adviser, if any. Agents who are entitled to receive commission should complete Part 2 on the Application Form, giving their full name and address, telephone number, and details of their authorisation under the Financial Services and Markets Act 2000. The right is reserved to withhold payment of any commission at the Directors' sole discretion.

Agents may agree to waive part or all of their commission in respect of an application. If this is the case, then such an application will be treated as an application to apply for the number of A Ordinary Shares stated in Part 3 of the Application Form, together with a number of additional A Ordinary Shares equivalent to the amount of commission waived per A Ordinary Share, and such waived commission will be applied in paying for such A Ordinary Shares. No commission will be paid in respect of such additional A Ordinary Shares.

**Part 3:** Insert (in figures) the number of a ordinary shares for which you are applying. Your application in respect of the offer must be for a minimum of 5,000 ordinary shares of the nominal value of £0.01 (1 pence at a price of £1 each and then in multiples of 1000 a ordinary shares.

Insert (in figures) the amount of your payment. Your cheque or banker's draft should be for the amount that represents £1 multiplied by the number of a ordinary shares, i.e., 5000 shares = £5000.

You must affix to the completed application form cheques or banker's drafts for the full amount payable and (if relevant) the certificate of high net worth or certifying your status as a sophisticated investor in accordance with Section 10. Your cheque/banker's draft should be made payable to "Xklusivelyelite Ltd". Separate cheques or bankers' drafts should be attached in respect of each application of the company's share offer.

Your cheque or banker's draft must be drawn in sterling on an account at a branch (which must be in the UK, the channel islands or the isle of man) of a bank that is either a settlement member of the **Cheque & Credit Clearing Company Limited** or the **CHAPS Town Clearing Company Limited**. **8. Share Certificates** will be sent to you incorporating the details included in the application form, following the allotment and issue of a ordinary shares under the offer.

**Part 4:** Please complete this section to assist the Company in verifying your eligibility to invest under the Offer. Please note that the Company, by accepting your application, is implying that an investment in the Company is suitable in your personal circumstances, and it is strongly recommended that you seek independent financial and tax advice before making any decision to invest.

**Part 5:** You must affix to the completed Application Form, evidence as to your identity for the Money Laundering Regulations 2007.

**Part 6:** Note the terms as to cancellation rights.

**Part 7:** Sign and date the Application Form.

If you have any queries on the procedure for application and payment, you should contact the Directors or your Independent Financial Adviser.

**The Application Form should be completed CLEARLY in BLACK INK and in BLOCK CAPITALS.**

Please make your cheque payable to “XKLUSIVELYELITE LTD” and send it, together with this completed Application Form and anti-money laundering documentation described in part 5 of the Application Form below, to XE House, 15 Ross Way, Northwood, Hertfordshire, HA6 3HU, United Kingdom.

**Applicants are reminded that the Closing Date for applications is 5.00 pm on 30th October 2026 (Unless extended by the Issuer)**



# Share Application Form

The Application Form should be completed CLEARLY in BLACK INK and in BLOCK CAPITALS.

## 1. Personal Details and Correspondence Address

Title:	<input type="text"/>		
Forenames:	<input type="text"/>		
Surname:	<input type="text"/>		
Address:	<input type="text"/>		Postcode: <input type="text"/>
	<input type="text"/>		
Previous Address: <small>(if less than 3 years at current address)</small>	<input type="text"/>		Postcode: <input type="text"/>
	<input type="text"/>		
Telephone:	<input type="text"/>	NI No:	<input type="text"/>
E-mail:	<input type="text"/>		

## 2. Financial Adviser Details (if applicable to yourself)

Name of Adviser:	<input type="text"/>		
Name of Firm:	<input type="text"/>		
Firm Address:	<input type="text"/>		Postcode: <input type="text"/>
	<input type="text"/>		
Telephone:	<input type="text"/>	Fax No:	<input type="text"/>
Firm E-mail:	<input type="text"/>	Firm FCA No:	<input type="text"/>
Commission: I elect for <small>(please complete)</small>	<input type="text"/> % (up to a maximum of 20%) marketing commission on sums invested by the Investor. The difference (if any) between 20% and the commission stated above shall be deemed waived.		
Adviser Confirmation (if relevant):			
<b>I confirm that I have assessed the suitability of this investment for the Investor</b>			
Signature of Adviser:		Date:	

## 3. Subscription to the Company

Introducers Reference (Only if Applicable):	<input type="text"/>		
Number of A Ordinary Shares applied for:	<input type="text"/>		
Total subscription amount: £	<input type="text"/>	Bank Transfer Payment Reference:	<input type="text"/>
<small>(minimum £5,000 and upwards increments of £1000 only)</small>			

## 4. Eligibility

The Directors reserve the right to refuse any application from an Investor who they suspect is not eligible to invest.

## 5. Identification

In order to comply with current anti-money laundering regulations, the Company requires two proofs of identity: one proof of your home address and one photographic proof of identity, which must be enclosed with your application.

## 6. Cancellation Rights

There is a limited period during which you have the right to cancel your investment. If you wish to exercise this right to cancel, you must notify us. The Company serving cancellation Notice within 14 days of you submitting your Shares Application Form.

## 7. Declaration: Terms & Conditions

- (a) I confirm that: I wish to seek EIS Relief for my investment.
- (b) I am applying on my own behalf.
- (c) I have read the Information Memorandum and the Terms and Conditions in the agreement. I have understood, and I agree to be bound as a party to the terms of the Agreement.
- (d) I have read this Application Form, and I confirm that the information I have provided is true.
- (e) I acknowledge that the Company has absolute discretion to accept this application in whole or in part or to reject it.
- (f) I have taken appropriate independent professional advice before submitting this application.
- (g) To the best of my knowledge, the information that I have given to the Company is complete and correct.
- (h) I am a suitable Investor as set out in the Information Memorandum.
- (i) The terms of the Agreement will apply to monies held pending closing of the Offer.
- (j) You hereby consent to the use of your personal information as follows. Except as stated below, the Company shall not make the personal information provided by you as part of this Application Form available to any person outside of the Company. This personal information will be stored on a database held by the Company.

---

Signature:

Date:

---

## Statement for Self-Certified Sophisticated Investor

**NOTE:** Before signing the certificate below, it is vital that you have read and understood the Information Memorandum as a whole.

Provided that you meet the criteria set out in the certificate below, please sign and date the certificate and return it with your Application Form and remittance in accordance with the terms of the Information Memorandum and subject to the Terms and Conditions.

**I declare that I am a self-certified sophisticated investor for the purposes of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005. I understand that this means:**

- (a) I can receive financial promotions that may not have been approved by a person authorised by the Financial Conduct Authority.
- (b) The content of such financial promotions may not conform to rules issued by the Financial Conduct Authority.
- (c) By signing this statement, I may lose significant rights.
- (d) I may have no right to complain to either of the following:
  - (1) The Financial Conduct Authority; or
  - (2) The Financial Ombudsman Scheme.
  - (3) I may have no right to seek compensation from the Financial Services Compensation Scheme.

**I am a self-certified sophisticated investor because at least one of the following applies:**

- (a) I am a member of a network or syndicate of business angels and have been so for at least the last six months prior to the date below.
- (b) I have made at least one investment in an unlisted securities in the two years prior to the date below.
- (c) I am working or have worked in the two years prior to the date below, in a professional capacity in the private equity sector, or in the provision of finance for small and medium enterprises.
- (d) I am currently or have been in the two years prior to the date below, a director of a company with an annual turnover of at least £1.6 million.

**I accept that I can lose my property and other assets by making investment decisions based on financial promotions.**

Signature: _____	Date: _____
------------------	-------------

Print Name \_\_\_\_\_

## Statement for High Net Worth Investor

**NOTE:** Before signing the certificate below, it is vital that you have read and understood the Information Memorandum as a whole.

Provided that you meet the criteria set out in the certificate below, please sign and date the certificate and return it with your Application Form and remittance in accordance with the terms of the Information Memorandum and subject to the Terms and Conditions.

**I declare that I am a certified high net worth individual for the purposes of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005. I understand that this means:**

- (a) I can receive financial promotions that may not have been approved by a person authorised by the Financial Conduct Authority.
- (b) The content of such financial promotions may not conform to rules issued by the Financial Conduct Authority.
- (c) By signing this statement, I may lose significant rights.
- (d) I may have no right to complain to either of the following:
  - (i) The Financial Conduct Authority; or
  - (ii) The Financial Ombudsman Scheme.
- (e) I may have no right to seek compensation from the Financial Services Compensation Scheme.

I am a certified high net worth individual because at least one of the following applies:

- (a) I had, during the financial year immediately preceding the date below, an annual income to the value of £170,000 or more.
- (b) I held, throughout the financial year immediately preceding the date below, net assets to the value of £430,000 or more. Net assets for these purposes do not include:
  - (i) The property which is my primary residence or any loan secured on that residence.
  - (ii) Any rights of mine under a qualifying contract of insurance within the meaning of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001; or
  - (iii) Any benefits (in the form of pensions or otherwise) which are payable on the termination of my service or on my death or retirement and to which I am (or my dependants are), or may be, entitled.

I accept that I can lose my property and other assets by making investment decisions based on financial promotions. I am aware that it is open to me to seek advice from someone who specialises in advising on investments.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Print Name \_\_\_\_\_



Xklusively Elite Ltd

**LONDON**

NEW YORK- PARIS- ROME- DUBAI- SINGAPORE- TOKYO- HONG KONG- SHANGHAI- MUMBAI