



WHERE ELITES MEET XCELLENCE

GLOBAL REACH -LOCAL PRESENCE



INFORMATION MEMORANDUM

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

• The Founders Inspiration- STEVE JOBS	02
• Letter to Investors	03
• Executive Summary	04
• Aims and Objectives	05
• The XE Business Model	06
• Luxury Lifestyle Market Opportunities	07 - 09
• Global Market Place	10 - 11
• XE Technology Platform	12 - 15
• XE London Office	16 - 17
• XE Financial Outlook	18 - 21
• Company Management Board Of Directors	22 - 24
• The XE Technical Operations Team	25 - 26
• Professional Advisors & Consultants	27 - 28
• Company Information	29 - 31
• H M Revenue & Customs Letter	32
• XE- The Share Offer	33 - 34
• Utilisation Of Funds Raised	35
• Services Implementation	36 - 37
• Five-Year Platform Traffic Build-Up Roadmap	38 - 39
• XE- Illustrated Five Year Financial Projections	40 - 41
• Key Investment Evaluation Points	42
• Enterprise Investment Tax-Relief Scheme	43 - 45
• XE Business Swot Analysis	46
• Shareholders Investment Exit Routes	47 - 52
• The Share Application Process	53 - 56
• Share Application Form	57 - 59
• RISK FACTORS	60 - 62
• DISCLAIMERS	63 - 65

QUALIFICATION OF XE TRADING ACTIVITIES FOR SEIS -EIS TAX RELIEF PURPOSES

The Directors are pleased to confirm that the Company has secured Advance Approval of the SEIS-EIS Tax Relief Scheme .Please review the confirmation letter published in this Information Memorandum. Subject to personal status of the UK Taxpayer the Investment would qualify for SEIS -EIS Tax Relief for the fiscal years:



i) 2025-2026 | ii) 2026- 2027 | iii) 2027-2028



*Full details of the **SEIS** and **EIS Tax Relief Schemes** are set out on **Pages 32-34** of this Information Memorandum.

The Founders Inspiration STEVE JOBS

The Founders draw inspiration from **Steve Jobs**, who never invented new products but perfected existing products and ideas with extraordinary clarity, elegance, and user obsession. He created “must-buy products” that transformed Apple into the world’s most valuable company. India now manufactures Apple products on a gigantic scale, running into billions.



Pro-actively pursuing the Founder’s vision, XE embodies the same philosophy: taking the fragmented, outdated luxury lifestyle services industry and rebuilding through innovative consolidation of diverse services into a powerful, intelligent, seamless experience, turning an elite human-led personalized custom-curated service into the world’s most sophisticated **AI-driven Experiential Luxury Lifestyle Social Media Platform.**





Dear Investor,

It is with great pride that we present XE at a milestone moment in our journey. Over the past two years, our founders, directors, consultants, and engineering teams have worked with discipline, depth, and conviction, conducting extensive research, undertaking market investigations, and carefully curating a diversified and profitable multi-stream revenue model. This has been matched by the development of our proprietary intellectual property, including the XE Social Media Platform, built on advanced AI and blockchain technologies by our highly experienced engineering team.

With this foundation now complete, we are pleased to share that XE is fully prepared to commence trading and deliver services immediately following the close of our Share Offer, as outlined in this Information Memorandum. Please note that we have gone the extra mile to present a comprehensive picture of our business and its potential from every aspect.

We are confident that XE stands at the beginning of an exceptional trajectory, one that combines intelligent design, robust technology, and a commercial, viable, strong business model capable of scaling globally. Our roadmap is designed to move to cash-positivity and profitability at the earliest opportunity, supported by carefully modelled financials and a disciplined execution plan.

Our leadership team is fully aligned with the long-term corporate agenda. The founders and directors have chosen to operate on minimal compensation, driven instead by proven performance and value creation. This alignment reflects our belief in XE's long-term potential and our collective commitment to building an organisation worthy of global recognition.

Equally important, XE is built on principles that matter: responsible governance, regulatory integrity, corporate ethics, and community contribution. We remain committed to sustainability, ESG alignment, and developing our projects in socially and environmentally responsible ways. These values will help us build long-term trust, resilience, and security for all stakeholders.

We invite you to explore this Information Memorandum, learn about our vision, our technology, our services, and our team. Should you have any questions, please feel free to contact me or any member of our leadership team directly.

Warm regards,

James Russell
Founder

Barney Patel
Founder-Co-Chairman

Himanshu Sharma
Co-Chairman

Xklusivelyelite Ltd, UK Company Registration Number: 16674919
XE House, 15 Ross Way, Northwood, Hertfordshire, HA6 3HU, United Kingdom

Executive Summary

XE has created a **first-of-its-kind, AI-powered, and ultra-private digital luxury lifestyle ecosystem** designed exclusively for global HNWI 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 HNWI/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.

Luxury Lifestyle Market Opportunities

A Global Shift in the Meaning of Luxury

The global luxury market is undergoing a profound transformation. Once defined by ownership of high-value goods, luxury is now being redefined by experience, personalisation, and purpose.

According to Bain & Company's Global Luxury Report 2024, the worldwide luxury market reached an estimated €1.5 trillion and is forecast to exceed €2.5 trillion by 2030, driven primarily by experiential luxury rather than goods [Bain & Co., 2024].

This evolution has created an entirely new ecosystem: one where elite individuals no longer seek exclusivity in possessions, but in access to people, places, and opportunities not available to the wider public. As the Julius Baer Global Wealth and Lifestyle Report 2024 notes, "HNW consumers are increasingly prioritising bespoke, wellness-centric, and purpose-led experiences over traditional consumption."

The opportunity for this XE Group, a UK-based AI-powered lifestyle and social ecosystem lies precisely within this shift. As a first mover in creating an integrated digital platform for luxury experiences, elite services, and lifestyle management, the company is positioned to redefine how high-net-worth (HNW-UHNW) and aspiring affluent consumers access their world of privilege, through technology, personalisation, and trust.

Rising Global Wealth and Demand for Elite Experiences

The growth in global wealth continues to expand the addressable market for XE Group. Despite economic headwinds, the global number of millionaires increased by 2.6% in 2024 to approximately 41 million individuals, with more than 500,000 classified as ultra-high-net-worth (UHNW) individuals (Credit Suisse Global Wealth Report 2024).

In the UK alone, there are over 3 million HNW individuals, with the number expected to rise by 4-5% annually over the next five years [Knight Frank Wealth Report 2025]. Collectively, HNW households worldwide spend more than US\$390 billion per year on lifestyle and services, with an average annual expenditure of US\$1.3 million per household [Y Combinator (Myria), 2024]. Yet despite this immense capacity to spend, the world's elite still face a fragmented and inefficient market for personalised experiences, which the XE Group is addressing through this venture.

This imbalance, abundant spending power, and limited access create the space for a single, AI-driven global ecosystem that simplifies the luxury lifestyle journey. XE's one-stop digital platform directly addresses this gap by offering a holistic suite of luxury lifestyle, travel, health, retail, and cultural experiences integrated under one digital architecture.

The Luxury Lifestyle Services Market: A Sector Ripe for Disruption

The global luxury lifestyle industry, valued at approximately US\$16 billion in 2025, is expected to grow to US\$36.4 billion by 2035 at a compound annual rate of 8.3% [Fact.MR, 2025].

This market is currently dominated by traditional operators offering manual, high-cost services, primarily through membership clubs and travel agencies. However, rapid digitalisation is changing client expectations.

As McKinsey & Company highlights, luxury clients are now seeking “high-tech and high-touch experiences,” where technology enhances personal service rather than replacing it. Artificial Intelligence (AI) is increasingly central to this evolution, powering hyper-personalised recommendations, real-time bookings, and seamless digital engagement.

Financial institutions are investing heavily in this trend. In 2023, Capital One acquired the digital luxury lifestyle firm Velocity Black, whose app offers members on-demand access to private concerts, F1 paddock passes, and luxury travel via an AI and human hybrid model [Reuters, 2023].

Similarly, AMEX, Barclays Private Bank, and J.P. Morgan Private Client Services have all expanded their luxury lifestyle and travel divisions to cater to digital-first affluent clients.

XE Group’s AI-powered ecosystem mirrors these developments, but goes further. By integrating travel, lifestyle, wellness, content, and membership services within one proprietary platform, XE transcends the limitations of conventional luxury lifestyle models. It not only curates access, but it also learns, predicts, and personalises in real time.

The Opportunity for XE Group Promoting the UK

The United Kingdom remains one of the world’s largest and most influential luxury markets, valued at £55 billion annually, contributing nearly 3% of national GDP [UK Luxury Association, 2024].

London, often termed the “global capital of affluence,” houses over 25,000 ultra-HNW individuals, more than any other European city [Knight Frank, 2025].

Yet despite this concentration of wealth, no British company currently offers an integrated, technology-led platform uniting lifestyle, travel, wellness, and concierge experiences for this demographic. Whilst there are Service Providers in this sector, they are fragmented. XE Group intends to and will fill this void.

By leveraging:

- AI for data-driven curation and automation
- AR/VR for immersive experience engagement
- Blockchain for privacy, verification, and ownership
- UK-based operational governance ensuring SEIS/EIS tax compliance

the company positions itself as both the next evolution in luxury lifestyle management and a high-value investment proposition under the UK's innovation frameworks.

XE Group's strategy aligns with the UK Government's stated ambition to make Britain a global hub for AI, FinTech, and creative technologies. Investors under SEIS/EIS schemes, therefore, benefit from tax relief while participating in a growth model combining technology, exclusivity, and global scalability that will not only grow their investment value but also positively grow the UK economy.

Conclusion: Time to Invest. Here is why

The intersection of luxury lifestyle and advanced technology represents one of the most lucrative and resilient segments of the global services economy. Market growth is supported by demographic trends, evolving consumer psychology, and investor interest in scalable and tech-enabled business models.

As a UK-based company leveraging AI, AR/VR, and blockchain to unify high-end services under one intelligent platform, XE Group is ideally positioned to capture this market opportunity. Supported by robust regulatory frameworks and a rapidly expanding global client base, XE Group stands at the forefront of a new generation of "digital luxury ecosystems", where bespoke service meets next-generation technology to define the future of high-value experiences and surprising encounters.



Global Market Place

Competitive Landscape

The industry remains fragmented, presenting XE with significant consolidation opportunities. Major players include:

Company	Model	Business Type	Value
Quintessentially Group	London, UK	Global concierge services	Operates in 60+ cities with 1,500 lifestyle managers worldwide; known for bespoke luxury experiences.
John Paul Group (Accor)	Paris, France	B2B2C concierge and loyalty solutions.	Acquired by Accor Hotels for US\$150 million (11× EBITDA) ; serves global hospitality and financial clients.
Velocity Black	London/New York	Digital AI-driven concierge	Acquired by Capital One in 2023 for approximately US\$297 million ; tech-led, app-based experience.
Myria (Y Combinator)	USA	Private off-market lifestyle marketplace.	Serves the UHNW segment, spending US\$390 billion annually on exclusive lifestyle services.
Knightsbridge Circle	London, UK	Invitation-only concierge	Membership fees from £20,000–£25,000 annually ; serves clients with average net worth >US\$800 million.

While these incumbents offer excellence in service delivery, none operate a **unified, AI-powered, and cross-category digital ecosystem** integrating travel, health, wellness, lifestyle, and retail, the distinctive niche XE Group will occupy.

Market Growth Drivers (2025–2030)

1. Rising Global Affluence:

Global HNW and UHNW populations are projected to grow by **13–15% by 2030**, driven by expanding wealth creation in emerging markets and intergenerational transfers of capital.

2. Generational Shift:

By 2030, Millennials and Gen Z will account for more than 60% of luxury spending, demanding seamless digital interfaces, sustainable choices, and meaningful experiences [Bain & Company, 2024].

3. Experience Economy Expansion:

The global wellness tourism market alone is forecast to reach US\$1.68 trillion by 2030, growing at approximately 10% annually [Global Wellness Institute, 2024]. Personalised experiences that combine leisure, wellness, and cultural immersion are expected to dominate future luxury consumption.

4. Technology Integration:

Adoption of AI, AR/VR, and blockchain is expanding rapidly, improving efficiency, scalability, and customer loyalty. The UK government has committed over £2 billion in AI research and infrastructure investment to cement Britain's leadership in next-generation technologies [UK Government AI Strategy, 2024].

5. Sustainability and ESG:

Ethical consumption and social purpose are now core expectations. XE Group's Saviours Club International, focused on philanthropy and sustainability, aligns directly with this shift, blending purpose with prestige.

Conclusion: A Sector Poised for Consolidation and Innovation

The intersection of luxury lifestyle and advanced technology represents one of the most lucrative and resilient segments of the global services economy. Market growth is supported by demographic trends, evolving consumer psychology, and investor interest in scalable and tech-enabled business models.

As a UK-based company leveraging AI, AR/VR, and blockchain to unify high-end services under one intelligent platform, XE Group is ideally positioned to capture this market opportunity. Supported by robust regulatory frameworks and a rapidly expanding global client base, XE Group stands at the forefront of a new generation of “digital luxury ecosystems”, where bespoke service meets next-generation technology to define the future of high-value experiences and surprising encounters.

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:

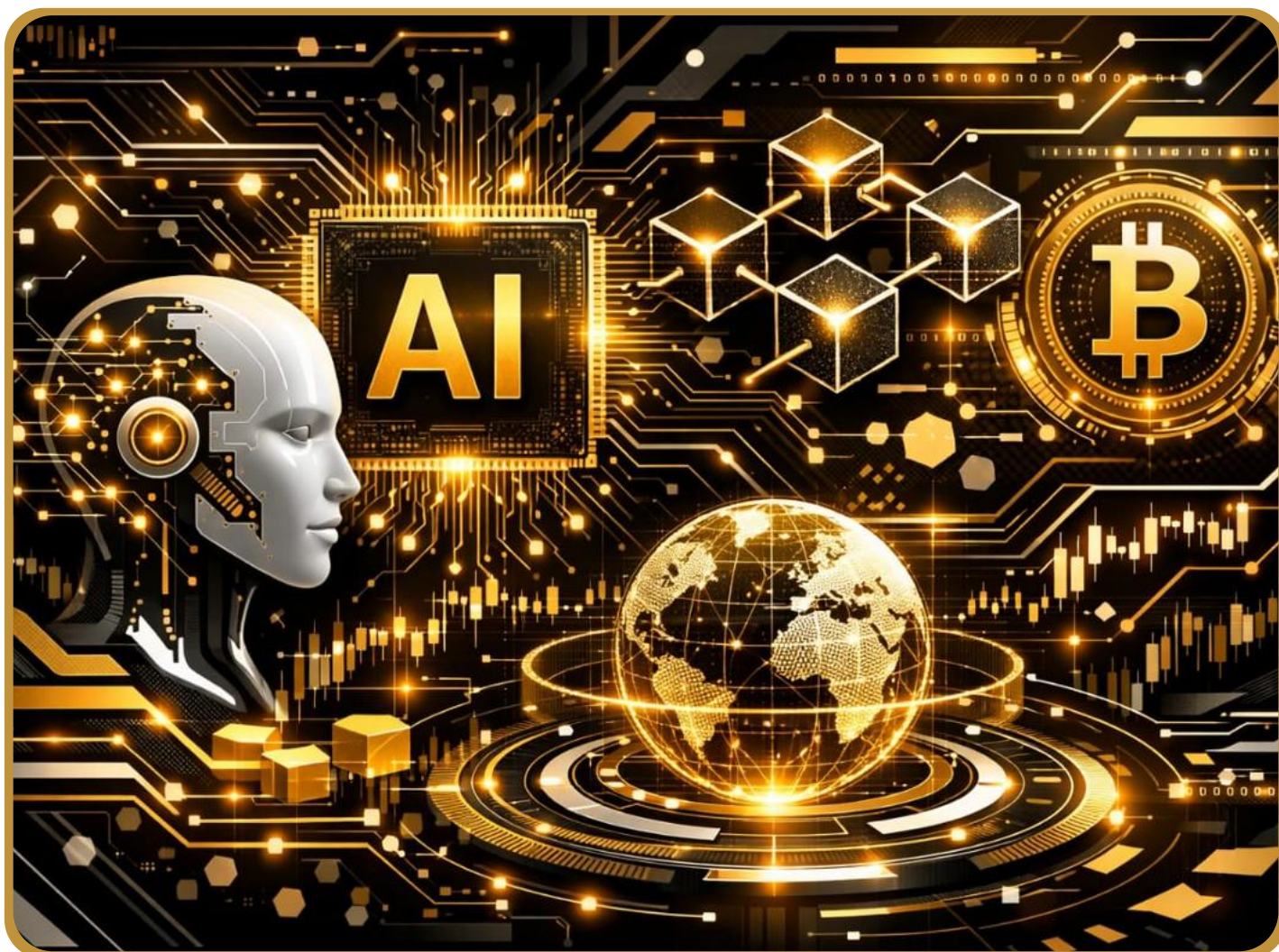
The client owns their data. XE protects it. No third party touches it.

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.

XE LONDON OFFICE





XE London Headquarters

Whilst historically London is and has been the greatest city in the World. Mayfair is the Luxury Lifestyle Centre of London that attracts XE's global UHNW Clientele and the Company has decided to establish its London Headquarters in Berkley Square House in Mayfair after successful closure of the share offer on the terms that are scalable, flexible and cost efficient. The Location is not only prestigious in line with Company needs but also from Client's perspective and building global strategic Partnerships. The XE Board of Directors, Technical & Creative Team and Business Strategy Sales & Marketing Team will be based and operate from the Mayfair Headquarters.



XE Financial Outlook

Based on current projections and planned revenue activation milestones, the company anticipates strong, predictable, and sustainable revenue growth. The model is designed to scale rapidly due to AI-engineered platform architecture, low capex, high operational efficiency, and global ambassador-led expansion.

XE: The AI Luxury Lifestyle Platform Redefining the Global Luxury Market

For decades, luxury lifestyle management industry has remained virtually unchanged. While the world around it evolved through artificial intelligence, decentralization, and hyper-personalization, the services relied upon by the wealthiest individuals stayed anchored in a model built on manual effort, inconsistent delivery, and fragmented access.

No major innovation reshaped the category. No technology player emerged to unify the billions flowing through luxury services, elite networking, and bespoke experiences. XE, having developed its AI-based platform, is now poised to immediately commence trading operations, capture the target market, and become the Global leader in the World of the Elites.

Market Sector Waiting to Be Disrupted

In an era where AI is quietly reshaping the financial, health-care, and entertainment landscapes, the luxury lifestyle market has remained surprisingly untouched. The global segment-worth more than **\$65 billion** annually, continues to operate like a service from the 1990s. Most luxury lifestyle firms still rely on human assistants, slow manual follow-ups, and siloed databases. For clients whose lives move at the speed of influence, this system is no longer acceptable.

HNW and UHNW individuals today demand :

- Hyper-personalized recommendations
- Instant responsiveness
- Seamless access across travel, wellness, security, medical, and entertainment
- Global availability
- Personalised professional service
- And above all, uncompromising privacy

*No player in the current market can offer all of that on a scale.
It is all fragmented and incomparable.*

XE is stepping into this vacuum and will, without doubt, revolutionise this unfulfilled luxury lifestyle service sector.

A Revolutionary AI-Native Operating System

Instead of building “another luxury lifestyle service”, XE is building a **verticalized, AI-native, privacy-first platform, a single environment** where ultra-wealthy individuals can manage every aspect of their lifestyle and business interactions.

At the heart of this model lies XE’s proprietary social-media-enabled AI engine, self-hosted to ensure unmatched privacy. This architecture allows the platform to deliver:

- Intelligent lifestyle coordination
- Behaviour - based recommendations
- AI-matched introductions
- Identity-verified networking
- Integration with elite service providers
- Curated global opportunities
- High-end experiences delivered on demand

*From travel and medical specialists to personal security, private events, wellness, and entertainment, XE is positioning itself as the **gold standard** digital gateway to “the best of the best.”*

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.

Why Investors Are Paying Attention?

XE has identified several converging forces to develop its Business model, ie.

- AI adoption among wealthy individuals is accelerating.
- Privacy and data protection are now top priorities given the rising cyber risks.
- Luxury consumption is shifting toward personalized, on-demand experiences.
- HNWI/UHNWI demographics are expanding globally, especially across the Middle East, Asia, and Africa.
- No tech-first, AI-native luxury lifestyle platform currently dominates the market. XE is set to occupy the number one position.

In the Simplest of Terms for XE Investors

The space is wide open. The timing is ideal. The demand is unquestionable.

If the internet reshaped commerce, and if AI is now reshaping curation of customized bespoke exotic exhilarating experiential encounters and related business intelligence, then a platform like XE is poised to reshape and monetise the luxury and luxury lifestyle ecosystem for the next decade.

This isn't just an upgrade of an old service. It's a completely ground-breaking disruptive innovation with no industry rivals and way ahead of any potential competitors.

First-mover advantage in a global and high-margin market with no true competitor. Funds invested will be utilized for immediate mobilisation of trading operations, generating revenues and profitability as indicated by the Projected Financial Illustrations published in this Information Memorandum.



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.

Professional Advisors & Consultants

Upon final successful closure of the Share Offer the Company XE, subject to agreement intends to appoint following Consultants and Advisors for its future consultancy needs as appropriate. To date the Company has not taken advice from any of these Advisors or Consultants in preparing this Information Memorandum.



Grant Thornton

Grant Thornton- Chartered Accountants | Corporate Finance Advisors

📍 8 Finsbury Circus London EC2M 7EA

Grant Thornton is an International Chartered Accountancy Practice established globally. It has an enviable history and reputation of highest professional integrity and ethical standards. The UK member firms of Grant Thornton are part of a global network that employs some 76,000 professionals in over 150 markets including 250 Partners and a staff of 5000 spread across UK. The Firm combines global scale with local insight. It has and delivers all requisite services that will be required by XE in future. Inter alia Grant Thornton has presence in Cyprus as well as India which are necessary for XE's planned future operations. Grant Thorntons operations and client relations philosophy fully aligns with XE's professional service's needs. XE Chairman has enjoyed good professional relationship with Grant Thornton on a Tech startup Company which built its value from zero startup to £68million withing two years.



**EDWIN
COE**

Edwin COE LLP- Solicitors

📍 2 Stone Buildings Lincolns Inn, London WC2A 3TH UK

Founded in 1913 and based in London's legal heart, Lincoln's Inn, Edwin Coe is a leading independent law firm built on clarity, collaboration and trust. Over the past 112 years the Firm has grown to become a full-service commercial firm with the added dimension of an international global strategic alliance. The firm has grown from its litigation origins to becoming a thriving and dynamic practice, providing a comprehensive range of legal services, corporate finance and commercial services to meet the needs of a wide variety of businesses, individuals and organisations based throughout the UK and internationally.



J P Jenkins Limited- Unlisted Shares Bargain Matching Platform

📍 101 Wigmore Street, 5th Floor, London, England, W1U 1Q

JP Jenkins is the UK's longest-established venue for trading shares in unlisted and private companies. It provides a regulated, broker-connected venue for buying and selling private company shares without requiring a public listing. The platform supports companies looking to offer liquidity to shareholders (including employees and early investors), enabling trading via a matched-bargain facility through over 40 integrated UK brokers.

For companies, JP Jenkins offers a flexible stepping stone to IPOs—providing price discovery, shareholder exits, and optional liquidity events, all while remaining private. For investors, it opens up access to growth-stage businesses via regulated intermediaries, with transparent pricing and trade data.

JP Jenkins is positioning itself as a leading operator under the UK's forthcoming PISCES regulatory framework for private markets and continues to expand its digital infrastructure and issuer base. With partnerships in equity management, institutional investors, and fundraisers, JP Jenkins bridges the gap between private and public capital markets—bringing flexibility, cost efficiency and structure to the private company lifecycle.



Neville Registrars Limited

📍 Gable House. London N3 3LF

Founded as share registrars in 1936, the professional expertise of Neville Registrars is built upon over 80 years of continuous experience and development under four major Companies Acts from 1929 to the most recent in 2006.

Accredited as a CREST registrar in 1996 when settlement in CREST first began, Neville Registrars is also an accredited CREST Receiving Agent and qualified to act as Receiving Agent in accordance with Appendix 4 of the City Code on Takeovers and Mergers.

Neville Registrars is an efficient and progressive registration Company dedicated to forging solid relationships, of placing the interest and reputation of its client companies above that of its own and of providing the highest standards of care and excellence. The Company believes that the best service is provided through relationships, and as such pride themselves in the attention that they dedicate to their clients. The Company is constantly adding new functionality in response to the requirements of their client companies.

Company Information

STATUTORY AND GENERAL INFORMATION

The Company was incorporated as a private limited company on 27th August, 2025 with the name **Xklusively Elite Ltd.** (referred throughout herein to as “**XE**”) the Company Registration Number of which is - 16674919

The principal legislation under which the Company operates is the United Kingdom's Companies Act 2006. The liability of members of the Company is limited.

The accounting reference date of the Company is 30th June in each year. The Company does not have any subsidiaries at present but may incorporate them on need basis.

1. Accounting Policies

The Company's accounts will be prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom. The accounts will be drawn up on the going concern basis.

2. Share Capital

The Company has nominal authorised share capital of 30,000,000 Ordinary A Shares of £0.01 (One pence each) and the Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations.

Save as disclosed in this document, no share or loan capital of the Company is under option or agreed conditionally or unconditionally to be put under option. No commissions, discounts, brokerages or other special terms have been granted by the Company since incorporation in connection with the issue of or sale of any of its share or loan capital save for the costs and fees relating to the Offer, which are disclosed in this document.

3. Directors

With the exception of the beneficial interest relating to the shareholding of the Directors, they do not have any other interest, whether beneficial or non-beneficial, in any share capital of the Company. There are no loans or guarantees provided by the Company for the benefit of the Director.

None of the Directors has at any time within the period of last twelve years had a conviction for any offence, been declared bankrupt, entered into a voluntary arrangement with his creditors or has received a public criticism from any professional, statutory or regulatory authority, or been disqualified from acting as a director of a company or been a director of any company at the time or within 12 months preceding any bankruptcy, receivership or liquidation of a Company.

4. Material Contracts

The Company has not yet entered into any material contracts as regards any future commercial activities.

5. Litigation

The Company is not engaged in legal or arbitration proceedings, active (or so far as the Company is aware pending or threatened) against, or being brought by, the Company which are having or may have a significant effect on the Company's financial position.

6. Documents available for inspection

- (i) The memorandum and articles of association of the Company.
- (ii) HMRC EIS advance assurance letter (when it becomes available).
- (iii) Five Years Summarised Illustrated Financial Projections.

7. Connected Parties

No connected parties are noted.

8. The Share Offer

The Offer is being made in stages to issue up to 2,500,000 A Ordinary Shares at the Offer Price of £1 per A Ordinary Share for Round One. The price per share of Round Two will be determined by the Directors upon closure of Round One Share Offer. Applications by Investors must be for a minimum of 5,000 A Ordinary Shares, which equates to £5,000, (For Round One) with further multiples of 1000 thereafter of A Ordinary Shares.

9. The Share Offer Conditions

The Offer is made subject to the following conditions being satisfied on or before the Closing Date: The Minimum Subscription of £100,000 (before costs and expenses) being reached.

The Directors will not proceed to allot and issue A Ordinary Shares to Investors until the above conditions have been satisfied and if any of the conditions have not been satisfied on or before the Closing Date, Investors' monies will be returned without interest.

10. The Shareholders Voting Rights

All shares will have equal voting rights.

11. The Costs

Marketing costs are payable by the Company to intermediaries for introducing investors to the Company. Such marketing costs shall be paid at the prevailing market rate, calculated on the amount accepted for investment by the Company from those investors.

For the purpose of chapter 6.1A of the FCA Conduct of Business Sourcebook the Ordinary Shares are not considered to be a 'Retail Investment Product'. Accordingly, the payment of marketing costs to intermediaries introducing subscriptions for Ordinary Shares is normal and are not prohibited.

12. Intermediaries

The Directors expect that costs will be incurred in connection with the Offer of approximately one hundred thousand pounds. This includes professional adviser fees incurred in connection with the preparation of the Information Memorandum, fees payable for marketing and administrative costs (such as printing and distribution) and issue of Share Certificates and filing allotments at the Companies House.



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 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 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

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 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 27th April 2026 at 9:30am
- Closing Date for Subscription : 30th 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		£2,500,000
DEDUCT: PROFESSIONAL COSTS OF THE SHARE ISSUE	10%	£250,000
NET FUNDS RAISED AVAILABLE FOR SPEND		£2,250,000

FUNDS UTILISED FOR

Costs of Fixed Assets	
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
TOTAL COSTS OF FIXED ASSETS	£580,000
OFFICE FACILITIES COSTS	£30,000
RESEARCH & DEVELOPMENT	£350,000
HUMAN RESOURCES COSTS	£300,000
ADMINISTRATION OVERHEADS	£220,000
SALES & MARKETING COSTS	£220,000
SUB TOTAL	£1,120,000
BUSINESS WORKING CAPITAL	£550,000
TOTAL	£2,250,000

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.

Five-Year Platform Traffic Build-Up Roadmap

Overview

The Five-Year Platform Traffic Build-Up Roadmap outlines XE's strategic expansion from a UK-first launch to a global digital footprint, leveraging its Ambassador Network, Elite Dating Services, Globalcitipages, and integrated marketing ecosystem. Designed to support XE's AI-driven lifestyle platform, the roadmap focuses on organic and paid growth mechanisms, user acquisition efficiency, and long-term retention.

Core Growth Drivers

Owned Media & SEO: The launch of XE's Media & Insights Hub will generate daily content across lifestyle, technology, and investment verticals. Stage 1-2 SEO initiatives will strengthen discoverability and ensure early indexing by major search engines.

Globalcitipages & Ambassadors: City-specific landing pages curated by Ambassadors will localise engagement and monetisation. The Ambassador model ensures authentic and trust-based traffic generation in key markets.

Performance Marketing: Targeted ad campaigns through Google, Meta, and programmatic networks, supported by first-party data and GA4 insights, will optimise conversion costs and enhance ROI.

Competitions & Awards: Recurring city-based events such as the Who's Who Annual Excellence Awards and charity campaigns will create seasonal spikes in organic reach and media visibility.

Traffic to Revenue Conversion

Registrations (Y1→Y5): 5K → 500K monthly.

Paid Members (Y1→Y5): 500 → 50K monthly.

Monetisation Streams: Platform advertising, city-level sponsorships, Ambassador-led ad sales, and membership upsells.

Advertising Ramp-Up: Ad inventory expands with each new Globalcitipage and Awards event, creating a self-reinforcing cycle of audience growth and monetisation.

Investor Value Proposition

This roadmap underpins XE's growth model. It demonstrates predictable compounding traffic via content, ambassadors, and partnerships, building sustainable visibility and conversion pipelines. The combination of high-margin digital acquisition and recurring membership revenues creates a scalable and low-CAC business framework with defensible growth momentum.

Years Ended 30 June (FY 2026/27 – 2030/31) Business Activity	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
English Language Countries	English	English	English	English	English
Other Language Countries	-	+ Spanish	+French	+German + Italian	+Hindi
City-Based Ambassadors Offices (Opened / Cumulative)	12 / 12	12 / 24	24 / 48	24 / 72	36 / 108
City-Based Elite Dating Offices (Opened / Cumulative)	12 / 12	12 / 24	24 / 48	24 / 72	36 / 108
Dating Members Signed-Up (This Year / Cumulative)	6,120 / 6,120	11,880 / 18,000	23,760 / 41,760	35,280 / 77,040	52,920 / 129,960
Globalcitipages News Magazines (Published / Cumulative)	12 / 12	12 / 24	24 / 48	24 / 72	36 / 108
Goods Trading Activities (Launched in July)	Third-Party Shopping Mall Bluebay Vintage	Continued	+Elite Art Gallery	Continued	+XE Brands Store
Subscription Services (Digital Vault, Influencers/ Podcasters, Elite Members) Subscribers Signed-Up (This Year / Cumulative)	10,621 / 10,621	34,437 / 45,058	64,527 / 109,585	101,183 / 210,768	144,704 / 355,472
Luxury Lifestyle, Medical, Wellness & Other Services Clients Using Services (This Year)	3,097	7,451	12,869	19,399	27,093

Investor Note

All trading activities are planned to be mobilised in a structured, capital-efficient sequence, with minimal initial spend, and are expected to generate revenues and profitability as illustrated in the Five-Year Financial Projections.

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
SALES	£5,947,997	£22,661,933	£47,705,378	£82,285,762	£129,447,549
DEDUCT: DIRECT COSTS	£4,938,962	£18,809,736	£39,591,170	£68,289,775	£107,429,813
TOTAL GROSS PROFIT THIS YEAR	£1,009,035	£3,852,197	£8,114,209	£13,995,987	£22,017,736
ADD : SERVICES INCOME					
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
TOTAL SERVICES INCOME	£3,191,860	£12,234,197	£24,590,393	£48,002,051	£86,534,450
TOTAL GROSS PROFIT & SERVICE INCOME THIS YEAR	£4,200,896	£16,086,394	£32,704,601	£61,998,038	£108,552,186
DEDUCT TOTAL OPERATING OVERHEADS THIS YEAR	£5,429,176	£15,536,007	£27,582,133	£45,777,774	£79,076,400
NET PROFIT / (LOSS) THIS YEAR	-£1,228,280	£550,387	£5,122,468	£16,220,264	£29,475,786
DEDUCT: CORPORATION TAX	£0	£0	£1,111,144	£4,055,066	£7,368,947
NET PROFIT/(LOSS) AFTER TAX THIS YEAR	-£1,228,280	£550,387	£4,011,325	£12,165,198	£22,106,840
DEDUCT: DIVIDENDS PROPOSED	0	0	0	0	0
NET PROFIT/(LOSS) AFTER TAX AND DIVIDENDS	-£1,228,280	£550,387	£4,011,325	£12,165,198	£22,106,840
ADD: SURPLUS RESERVES BROUGHT FORWARD	0	-£1,228,280	-£677,894	£3,333,431	£15,498,629
SURPLUS RESERVES CARRIED FORWARD	-£1,228,280	-£677,894	£3,333,431	£15,498,629	£37,605,468

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
FIXED ASSETS						
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
TOTAL NET FIXED ASSETS THIS YEAR		£464,000	£949,600	£1,836,320	£2,676,072	£4,088,597
CURRENT ASSETS						
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
TOTAL CURRENT ASSETS		£557,720	£523,279	£2,116,390	£10,545,132	£27,764,097
DEDUCT : CURRENT LIABILITIES						
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
TOTAL CURRENT LIABILITIES		£0	£99,227	£1,463,749	£4,360,452	£7,835,802
DEDUCT : LONG TERM LIABILITIES						
Loans Repayable over 1 year		NIL	NIL	NIL	NIL	NIL
TOTAL NET ASSETS		£1,021,720	£1,572,106	£5,416,459	£17,581,656	£39,688,496
REPRESENTED BY :						
SHARE CAPITAL & RESERVES						
Authorised Share Capital						
100million Ordinary Shares of 1p each		£1,000,000	£1,000,000	£1,000,000	£1,000,000	£1,000,000
Issued Share Capital						
Founder Shares -27.5m Ordinary Shares of 1p each		£275,000				
Investor Shares-2.5 m Ordinary Shares of 1p each		£25,000				
Issued Share Capital - 30m Ordinary Shares of 1p each		£300,000	£300,000	£300,000	£300,000	£300,000
Share Premium Account		£1,950,000	£1,950,000	£1,950,000	£1,950,000	£1,950,000
TOTAL SHARE CAPITAL		£2,250,000	£2,250,000	£2,250,000	£2,250,000	£2,250,000
GENERAL RESERVES						
Profit & Loss Account		-£1,228,280	-£677,894	£3,166,459	£15,331,656	£37,438,496
TOTAL SHAREHOLDERS FUNDS		£1,021,720	£1,572,106	£5,416,459	£17,581,656	£39,688,496

Key Investment Evaluation Points

Whilst this Memorandum fully details all the Investment Risk Factors and Disclaimers the Directors have set out below, XE's Key Investment Evaluation Points that give an overview of the company's overall position, will better enable the Investor to assess the Investment opportunity presented by this Share Offer.

POSITIVES

- Innovative Business Model
- Business Savvy, Committed Founder Directors
- Highly Experienced Technology Team
- Profitable, Scalable, Sustainable Revenues
- Highly Integrated One-Stop Deliverables
- Well ahead of any future Competition

NEGATIVES

- Start-up Business
- Maintaining pace with Technology
- No Guarantee of Employee Retention
- Recruitment of Marketing Personnel
- Tying up Strategic Partnerships
- Reliance on external IT infrastructure

Key Investment Evaluation Points

ADVANTAGES

- Competitive Edge-Multiple Revenue Streams
- Cost-efficient Business Operations Centre
- Access to highly qualified, skilled manpower
- High Financial and Economics Knowledge Base
- Highly qualified, experienced Founders and Directors
- Proven profitable business methodologies

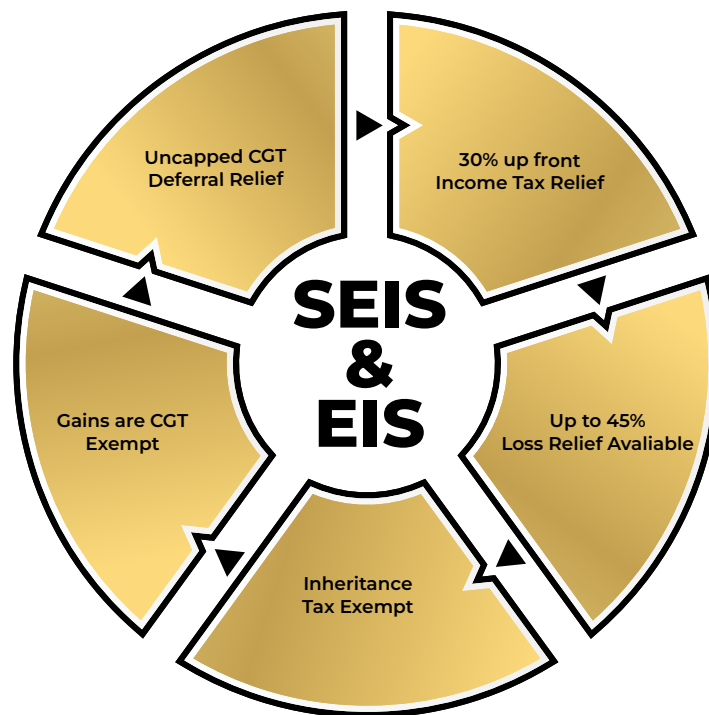
DISADVANTAGES

- Competitors encroaching Target Market
- Competitors Emulating XE Model
- Competitors poaching key Employees
- Competitors instigating Price Wars
- Governmental Regulatory Demands
- Economic Downturns

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

Carry Back

You can elect for your EIS shares acquired in one tax year to be treated as though they had been acquired in the previous tax year. This effectively lets you apply the relief to the previous year's tax bill, provided you have unused EIS allowance for that year. This way, you could claim back the tax you've already paid.

Tax-free Growth

You pay no capital gains tax (CGT) when selling EIS shares if you have held them for at least three years, claimed income tax relief on them, and the company in which the Investment was made still qualifies.

Capital Gains Tax Relief		
Realised value of shares after 3 years	Less original gross investment	Profit: free of Capital Gains Tax
£12,500	£5,000	£7,500
£25,000	£10,000	£15,000
£37,500	£15,000	£22,500
£50,000	£20,000	£30,000
£62,500	£25,000	£37,500
£125,000	£50,000	£75,000

Inheritance Tax relief

EIS investments can qualify for Business Property Relief (BPR) and become IHT-free after they have been held for two years, provided the investor still holds the shares and the company is still EIS-qualifying on death.

Loss relief

Any EIS investments realised at a loss can be offset against the same or previous year's income tax (instead of against CGT, the only option for most investments). So, an additional-rate taxpayer could effectively reduce a total loss of £1 to as little as 38.5p, after all tax reliefs.

Loss Relief (worst-case scenario)(example)

Realised value of shares	Gross investment in shares	Less: Income tax relief at 30%	Loss before tax relief	Tax relief at 40% *	Net Cost of Investment
0 (Nil)	£5,000	£1,500	£3,500	£1,400	£2,100
0 (Nil)	£10,000	£3,000	£7,000	£2,800	£4,200
0 (Nil)	£15,000	£4,500	£10,500	£4,200	£6,300
0 (Nil)	£20,000	£6,000	£14,000	£5,600	£8,400
0 (Nil)	£25,000	£7,500	£17,500	£7,000	£10,500
0 (Nil)	£50,000	£15,000	£35,000	£14,000	£21,000

*Assumed net loss offset against other income, taxable at 40% as opposed to chargeable gains, which are taxable at 28%.

6-Capital gains deferral

If you have realised a taxable gain (e.g., by selling investments or a second home) and invest the proceeds in an EIS, you can defer the capital gain for as long as the EIS money stays invested. You can defer gains of any size, made up to three years before and one year after the EIS investment, even if you have already paid the tax. Once you get your money out, you will have to pay CGT at the prevailing rate. Alternatively, you could invest in another EIS and continue to defer the gain.

Although there is a limit of £1,000,000 for Income Tax relief and Capital Gains Tax relief, there is NO LIMIT on the amount of gains that can be deferred.

There are no minimum or maximum amounts for deferral. Nor does it matter whether the investor is connected with the company. Unconnected investors may claim both Income Tax relief and Capital Gains Tax deferral relief.

There is no minimum period for which shares must be held. The deferred capital gain is brought back into charge whenever the shares are disposed of (or are deemed to have been disposed of under EIS legislation).

Capital Gains Tax Deferral(example)

Gross investment	Less Income Tax relief (30%)	Cost of investment	Capital Gains Tax liability deferred-40%	Net initial cost of investment
£5,000	£1,500	£3,500	£1,400	£2,100
£10,000	£3,000	£7,000	£2,800	£4,200
£15,000	£4,500	£10,500	£4,200	£6,300
£20,000	£6,000	£14,000	£5,600	£8,400
£25,000	£7,500	£17,500	£7,000	£10,500
£50,000	£15,000	£35,000	£14,000	£21,000

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.

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.

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 OthersImplementing 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-Investment Exit Valuations

EXIT Valuation Benchmarks and Industry Validation

The commercial potential of tech-enabled luxury platforms is already evident in peer valuations:

Company	Monthly Sessions	Revenue (2023)	Latest Valuation	Key Insight
OnlyFans	Subscription Content Platform	\$6.6 Billion	\$8 Billion (2025) [Reuters, 2025]	Digital exclusivity platforms can achieve 6×revenue multiples
John Paul (Accor Acquisition)	Concierge Services	\$60 Million	\$150 Million (11× EBITDA) [Reuters, 2016]	Legacy concierge valuations show appetite for premium client access
Myria (YC-backed)	Off-Market Luxury Platform	Seed Stage	Undisclosed (Pre-Series A)	Targets \$390B HNW lifestyle market using private digital network
Soho House (MCG IPO)	Lifestyle Membership	\$571 Million	\$2.5 Billion (IPO 2021)	Recurring membership model with an affluent global network

These precedents illustrate a consistent pattern: platforms connecting exclusivity, access, and personalisation at scale command premium valuations. XE Group’s asset light, subscription-based, data-driven business model aligns directly with these trends, positioning it for scalable growth and strategic exit options within a 3–5 year horizon.

More than Podcasting

FUBAR delivers the type of uncensored and original talk content that millennials seek from podcasts. However, FUBAR goes much further by using influencer hosts in a live broadcast environment, providing a level of spontaneity and interactivity that pre-recorded podcasts can never match. This unique business model has led to dramatic growth.

At the same time, an investment boom is taking place across the entire talk and podcast space. Three times as many deals are being brokered today as ten years ago, and the VC cash is pouring into Podcast companies. The industry big boys are gobbling up innovative start-up podcast companies.

XE Influencers Podcasts Content targeting the Global niche HNWI/UHNWI market will go much further as a result of its composite one-stop solution that will undoubtedly attract much greater traffic and consequently much higher Revenues and profits.

Notable Recent Investments

Period	Enterprise	Business Type	Value
Dec 2024	Riverside.fm	Podcast Recording Platform	\$30M
Sept 2024	Podeo	Podcast Company	\$5.4M
Feb 2024	Podcastle	AL Company	\$13.5M
Dec 2023	Podimo	Podcast Company	€44M
Feb 2023	Novel	Podcast Company	£5M
Sep 2023	Kuku FM	Audio Platform	\$25M
Sep 2022	AdTonos	Digital Audio Ad Platform	\$2M Seed Funding
Aug 2022	Auddy	Podcast Platform	£2.5M
Sep 2020	Curio Labs	Audio Platform	\$9M Series A
May 2020	Clubhouse	Voice App	\$10M
Jul 2019	Podimo	European Podcast App	€6M Seed Funding
Jun 2019	Wondery	Podcast Network	\$10M Series B
Feb 2019	WaitWhat	Podcast Production Company	\$4.3M
Apr 2019	Luminary	Podcast Platform Startup	\$100M
Feb 2019	Himalaya Media	Podcast Platform Startup	\$100M

Notable Recent Exits and Acquisitions

Date	Enterprise	Business Type	Value
Nov 2020	Megaphone	Podcast Hosting Company	\$235M
July 2020	Stitcher	Podcast Network and Producer	\$325M
May 2020	Joe Rogan	Podcast	\$100M
Feb 2019	Gimlet	Podcast Network	\$230M
Feb 2019	Anchor	Podcast Production Company	\$110M
Mar 2019	Parcast	Podcast Network	\$56M
Sep 2018	How Stuff Works	Podcast Network	\$55M
Sep 2018	Pandora	Online Radio Network	\$3.5B

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
NET PROFIT/(LOSS) THIS YEAR		-£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
EBITDA THIS YEAR		-£1,112,280	£816,787	£5,677,148	£17,123,552	£30,958,028
COMPANY VALUATION AT MULTIPLES OF EBITDA						
NO OF ORDINARY SHARES ISSUED		30,000,000	30,000,000	30,000,000	30,000,000	30,000,000
COMAPNY VALUATION = EBITDA x 10	10	NIL	£8,167,868	£56,771,482	£171,235,516	£309,580,275
VALUE OF 1 ORDINARY SHARE		NIL	£0.27	£1.89	£5.71	£10.32
COMAPNY VALUATION = EBITDA x 12.5	12.5	NIL	£10,209,835	£70,964,352	£214,044,395	£386,975,344
VALUE OF 1 ORDINARY SHARE		NIL	£0.34	£2.37	£7.13	£12.90
COMAPNY VALUATION = EBITDA x 15	15	NIL	£12,251,802	£85,157,223	£256,853,274	£464,370,413
VALUE OF 1 ORDINARY SHARE		NIL	£0.41	£2.84	£8.56	£15.48

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

The Share Application Process

Once you have read the Information Memorandum and have decided to invest, please complete the Share Application Form, which is included in this Investment Memorandum, sign the same, and submit it to the company as follows:

Firstly

Submit the signed Copy of the Share Application Form by E Mail to the **company secretary@xklusivelyelite.com** and then:

Transfer the Subscription Amount to the Company Bank Account as follows:

Name of the Company Bankers: Lloyds Bank PLC

Name of the Bank Account: Xklusivelyelite Ltd – Shares Subscription Account

Bank Account Number: 67271368

Bank Sort Code: 30-54-66

I BAN (Code/Number): GB30 LOYD 30-54-66 67271368

BIC (Code/Number): LOYD GB 21 F 95

Subscription Amount: £

Payment reference: Your Name, Surname, Postcode

Secondly

Make copies of The Share Application Form for your own records and post the originals by first class post to:

The Company Secretary

XE House

15 Ross Way

Northwood

Herts

HA6 3HU

United Kingdom

As proof of your identity, you will need to include the following as part of your Share Application:

Fully and properly completed Original signed Share Application Form

Copy of your passport

Copy of your Driving License

Copy of recent Utility Bill as proof of home address (Less than 3 months old)

Alternatively, you can apply for your Shares by completing the Online Share Application Form and making the payment for the Shares by Bank Transfer to the above Bank Account by following the guidelines.

You can apply at: **Shares-Applications@xklusivelyelite.com** or Call Freephone.

Below is a step-by-step explanation of how the investment process works for a qualifying EIS investor or other Investors.

The Share Application Processing Procedure



Step 1

An Investor completes the Application Form contained in this Information Memorandum and sends it to (The Company - Xklusivelyelite Ltd) with a minimum payment for £5,000 or more.



Step 2

The Company processes the Application Form and issues shares for the amount invested (or where the Offer is oversubscribed for a lesser amount at the discretion of the Directors) in the name of the Investor.



Step 3

The Company sends the Original Share Certificate and the EIS3 form to the Investor.



Step 4

The Investor (or their tax adviser) applies to HMRC for 50% SEIS tax relief or 30% EIS tax relief in respect of the amount subscribed for.



Step 5

After the minimum three-year holding period, which starts from the date on which the Offer closes and A Ordinary Shares are issued, the net investment in A Ordinary Shares is fully qualified for Income Tax and Capital Gains Tax Relief.

The Offer is being made by the Company. Applicants are encouraged to submit their Application Forms early to be confident that their applications will be processed in time and prove to be successful.

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:			
Forenames:			
Surname:			
Address:			
		Postcode:	
Previous Address: (if less than 3 years at current address)			
		Postcode:	
Telephone:		NI No:	
E-mail:			

2. Financial Adviser Details (if applicable to yourself)

Name of Adviser:			
Name of Firm:			
Firm Address:			
		Postcode:	
Telephone:		Fax No:	
Firm E-mail:		Firm FCA No:	
Commission: I elect for (please complete)	___% (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):			
I confirm that I have assessed the suitability of this investment for the Investor			
Signature of Adviser:		Date:	

3. Subscription to the Company

Introducers Reference (Only if Applicable):			
Number of A Ordinary Shares applied for:			
Total subscription amount: £	Bank Transfer Payment Reference:		
(minimum £5,000 and upwards increments of £1000 only)			

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 more than one investment in an unlisted company 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 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 £100,000 or more.
- (b) I held, throughout the financial year immediately preceding the date below, net assets to the value of £250,000 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_____

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.



Disclaimers and Important General Information

- This Information Memorandum is exempt from the general restriction in section 21 of the Financial Services and Markets Act 2000 (the “FSMA”) on the communication of invitations or inducements to engage in investment activity on the grounds that it is made to persons who are exempt from the general restriction, by virtue of Articles 19, 48, 50, 50A of the FSMA (Financial Promotion) Order 2005 (as amended), or who are otherwise exempt.
- This Information Memorandum is a communication relating to an invitation to Subscribe for shares in the Company and is exempt from the general restriction in Section 21 of the FSMA on the communication of invitations to, or inducements to, engage in investment activity on the grounds that it is made to and directed at persons reasonably believed to be such persons as are referred to below and must not be passed on, directly or indirectly, to any other person in the United Kingdom:
- Ethical & Regulatory Governance: All casino and alcohol-related offerings will comply with UK Gambling Commission and FCA promotion standards, ensuring full brand integrity and AML compliance.
 - Persons who meet the criteria for being investment professionals.
 - Persons who qualify as certified high net worth individuals in accordance with FCA Handbook: Conduct of Business (COBS) 4.7.7(a).
 - Persons who qualify as certified sophisticated investors in accordance with COBS 4.7.7(b); or
 - Persons who qualify as self-certified sophisticated investors in accordance with COBS 4.7.7(c).
- Any references to tax laws or rates in this Information Memorandum are subject to change. An investment in the Company is Unlisted, and an investment in the Company should be considered illiquid. Prospective Investors should note that any investment in the Company can go down as well as up, and they may not get back the full amount invested.
- In issuing this document, the Company is relying on articles 12, 18, 19, 48, 49, 50, 50A, and 51 of the Financial Services and Markets Act 2000 (Financial Promotion) (Order) 2005. Details of these exemptions are set out in this document.
- The information in this document, which does not prove to be comprehensive, has been provided by the Company and has not been independently verified. While the document has been prepared in good faith, no representation, warranty, assurance, or undertaking (express or implied) is made.
- In particular, but without prejudice to the generality of the foregoing, no representation, warranty, assurance or undertaking is given as to the achievement or reasonableness of any future projections, management estimates, prospects or returns contained in this document,
- No representation or warranty is made, or assurance given, that such statements, views, projections, or forecasts are correct or that the Company’s objectives will be achieved. The information and opinions stated are given for your assistance and are not to be relied upon as authoritative. Information is provided on a strictly confidential basis.

- This Information Memorandum is a communication relating to an invitation to Subscribe for shares in the Company and is exempt from the general restriction in Section 21 of the FSMA on the communication of invitations to, or inducements to, engage in investment activity on the grounds that it is made to and directed at persons reasonably believed to be such persons as are referred to below and must not be passed on, directly or indirectly, to any other person in the United Kingdom:

Confidentiality

- The information and opinions contained in this Information Memorandum are strictly confidential. Accordingly, the contents of this Information Memorandum and any other information or opinions subsequently supplied to you will constitute confidential information and may not, without the written consent of the Company, be published, reproduced, copied, or disclosed to any other person.

Data Protection

- Any details or information relating to Investors submitted to the Company will be retained on databases at the registered offices and other business addresses of the Company under the Provisions of the Data Protection Act 2018 (DPA 2018), which supplements the EU General Data Protection Regulation (GDPR), investors' details will be used principally for communicating with Investors, as well as for any regulatory purposes. The Company will not send the Investors' details to a third party.

Disclaimers

- This Information Memorandum contains information relating to an investment in the Company. An investment may only be made on the basis of this Information Memorandum in conjunction with the Terms and Conditions of the Articles and Application Form. This Information does not purport to be all-inclusive or necessarily contain all the information that a prospective Investor may desire in investigating the Information Memorandum and may be subject to updating, revision, or amendment.
- All and any such responsibility and liability is expressly disclaimed. Additionally, some data, statistics, or information contained in this Information Memorandum has been obtained from published sources prepared by other parties, and no responsibility is assumed by the Company or by its directors, officers, affiliates, employees, advisers, consultants, and agents for the accuracy or completeness of such information.
- The summary projected financial illustrations contained in this Information Memorandum are based on estimates and assumptions made by the Company about circumstances and events which have not yet taken place. Accordingly, there can be no assurance that the projected returns will be attained.

Non-Recommendation

- This Information Memorandum should not be considered as a recommendation by the Company or its respective directors, officers, affiliates, employees, advisers, consultants, or agents to invest in the Company, and any prospective Investor must make their own independent assessment of the merits or otherwise of the Information Memorandum and should take their own professional advice.

Forward-looking statements

- This Information Memorandum contains forward-looking statements, including forecasts of future performance, which are based on assumptions regarding future conditions and events. No representations or warranties (expressed or implied) are made as to the accuracy of any such forecasts or forward-looking information, or any other information included herein. These forward-looking statements relate to matters that are not historical facts and are provided for illustrative purposes only and are not intended to serve and must not be relied on by any prospective Investor as a guarantee, an assurance, a prediction, or a definitive statement of fact or probability.

Money Laundering Regulations

- It is a term of the Offer that, to ensure compliance with the Money Laundering Regulations 2007, the Directors are entitled to require, at their absolute discretion, verification of identity from any Applicant.
- Pending the provision of evidence satisfactory to the Directors as to the identity of the Applicant and/or the cheque or other remittance relating thereto, the Directors shall not be obliged to register the Ordinary "A" Shares in the name of any potential Investor-Subscriber-Subscriber.
- If verification of identity is required, this may result in a delay in dealing with an application and in ultimate rejection. The Directors reserve the right, in their absolute discretion, to reject any application in respect of which the Directors consider that, having requested verification of identity, they have not received evidence of such identity satisfactory to them by such time as may be specified in the request for verification of identity or in any event within a reasonable period.



Xklusivelyelite Ltd

LONDON

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