

# Callisto Holdings Limited **Secured Loan Notes**

Fixed-Income Opportunities  
Backed by UK SME Lending

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# Disclaimer

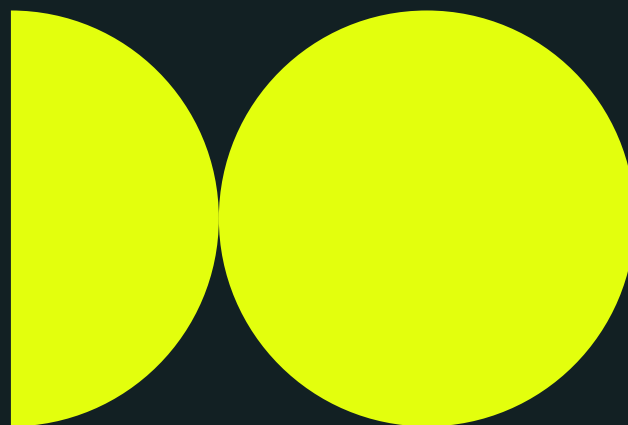
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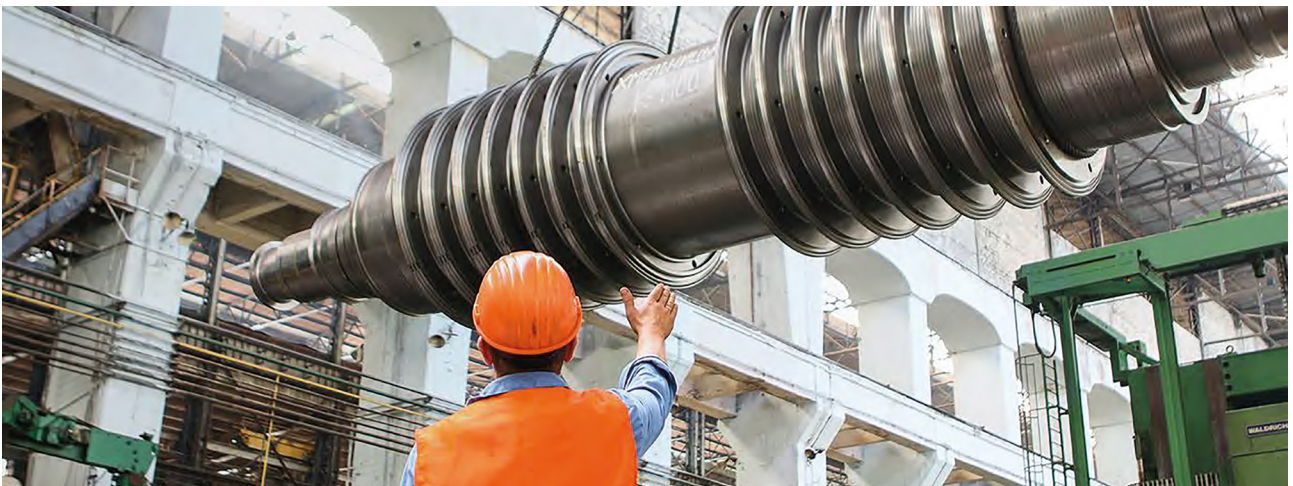


# Introduction – An evolution from SME Capital to iO Finance Partners

**SME Capital is a UK-based direct lender supporting small and medium-sized enterprises with structured term loans typically ranging from £1–5 million. With a mission to fill the persistent £22 billion funding gap for UK SMEs, SME Capital has built a robust, relationship driven platform, underwriting and servicing over £150 million in SME loans.**

In Q1 2025, SME Capital announced its plans to form part of iO Finance Partners (“iO”)— a newly formed, institutional-grade lending platform established to consolidate and scale the fragmented UK private credit space. The integration brings together top-performing SME lenders under one umbrella, enhanced by best-in-class technology, risk governance, and institutional backing.

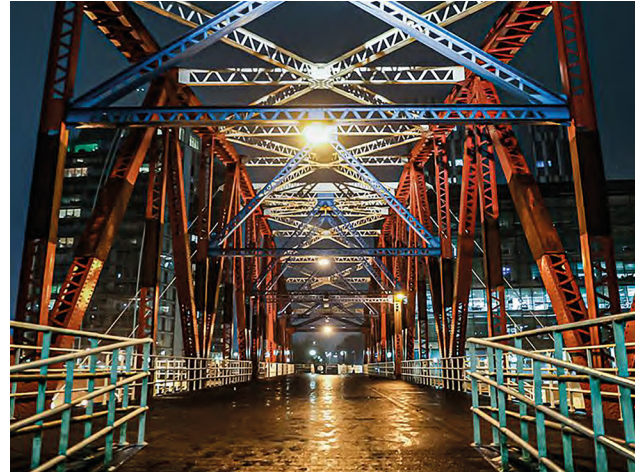
The iO Secured Loan Notes mark the next chapter in this evolution, offering investors access to a well-structured, fully secured investment opportunity in the thriving SME credit space.



# Who are Callisto Holdings Limited?

Callisto Holdings Limited (Callisto) is the Issuer of the AAA Series Loan Notes and a principal shareholder of iO Finance Partners.

As a private investment company, Callisto brings together experienced shareholders focused on providing loans to established UK SMEs across a multitude of sectors and geographies. Its close alignment with iO ensures robust oversight and shared interests in delivering stable, secured returns.



## Investment Summary

Series	Return	Structure	Term	Interest Payment
AAA1	9.0% p.a.	Income Note	3 years	Quarterly
AAA2	11.0% p.a.	Bullet Note	3 years	At maturity

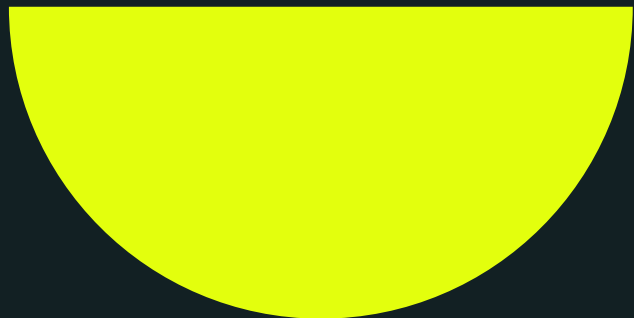
  

<b>Issuer</b>	Callisto Holdings Limited
<b>Investment Term</b>	Up to 3-Years
<b>Maturity</b>	June 2028
<b>Minimum Investment</b>	£50,000
<b>Denomination</b>	GBP
<b>Security Trustee</b>	Semper Fiduciary Limited
<b>Transferability</b>	Freely Transferable
<b>Security</b>	Senior Secured Debenture over the Issuer
<b>Exit</b>	Refinance, Loan Book Sale and/or Shareholder Distribution

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# Why Invest?

- **Attractive Fixed Returns** – Choose between a 9% income note (paid quarterly) or an 11% bullet note (paid at maturity), providing consistent and predictable income with a defined exit.
- **Institutional-Grade Lending Platform** – Loans are originated and serviced by iO Finance Partners (formally SME Capital), a proven and scalable lending business with a strong credit track record.
- **Capital Protection through Security** – The Notes are fully secured by a debenture over the shares in a diversified group of lenders, held by an independent security trustee on behalf of investors.
- **Senior Ranking:** Notes are senior secured with fixed and floating charge over borrower assets
- **Investor Alignment** – Callisto Holdings Limited receives no upside until all investor obligations are fulfilled, reinforcing a “first-loss” structure in favour of Noteholders.
- **Diversification Benefits** – Gain access to a diverse group of lenders within the iO Finance Partners group, whose core focus is the deployment of capital to UK SMEs across a broad range of sectors and regions.
- **Access to Private Credit** – Invest in an asset class typically reserved for institutional investors, offering returns that are uncorrelated to public markets and inflation-resilient.



# About iO Finance Partners

**iO aims to become an institutional-grade lending group created to lead a buy-and-build strategy across the alternative finance sector.**

Backed by Janus Henderson and BP Marsh, iO will create a one-stop private credit platform through acquisitions and partnerships of alternative finance providers to facilitate private investors' access into the under-served SME lending sector.

iO is developing diversified funding lines through both institutional and retail offerings. The demand for this asset class is growing quickly, as the desire for defined, low volatility, income producing returns becomes ever more sought after.

The integration of SME Capital into iO Finance Partners represents a significant strategic step, one that is already gaining momentum. With major institutional equity investors already committing capital to support the platform's launch and initial acquisitions, further investment is expected later this year.

The iO platform is built for scale, resilience, and long-term value creation. It brings together best-in-class technology, risk oversight, and a highly experienced leadership team. With a diversified and growing loan book, we believe the platform is well-positioned to deliver sustainable income and capital preservation.

## Transaction Counterparties

### Loan Note Issuer

Callisto Holdings Limited  
A private limited company incorporated in Alderney

Val des Portes, Route de Braye,  
St Anne, GY9 3XJ, Guernsey

### Security Trustee

Semper Fiduciary Limited  
Independent trustee holding security  
on behalf of investors

3rd Floor, One Cornet Street, St Peter Port,  
Guernsey, GY11 BZ

<http://www.semper.gg/>

### Platform Originator & Servicer

iO Finance Partners Lower MIDCO Limited  
(Trading as iO Finance Partners)

First Floor, Durell House, 28 New Street,  
St Helier, Jersey, JE2 3RA

<https://iofp.co.uk/>



### Investor Relations

Property Investor Partnership

<https://www.propertyip.net/>



# FCA Risk Warnings

## What are the risks?

### 1. You could lose all the money you invest

- If the business you are investing in fails, there is a high risk that you will lose your money. Most start up and early-stage businesses fail.
- Advertised rates of return aren't guaranteed. This is not a savings account. If the borrower doesn't pay you back as agreed, you could earn less money than expected. A higher advertised rate of return means a higher risk of losing your money. If it looks too good to be true, it probably is.
- These investments are sometimes held in an Innovative Finance ISA (IFISA). An IFISA does not reduce the risk of the investment or protect you from losses, so you can still lose all your money. It only means that any potential gains from your investment will be tax free.

### 2. You are unlikely to be protected if something goes wrong

- Protection from the Financial Services Compensation Scheme (FSCS), in relation to claims against failed regulated firms, does not cover poor investment performance. Try the FSCS investment protection checker here.

<https://www.fscs.org.uk/check-investmentprotection-checker>

- Protection from the Financial Ombudsman Service (FOS) does not cover poor investment performance. If you have a complaint against an FCA regulated firm, FOS may be able to consider it. Learn more about FOS protection here.

<https://www.financialombudsman.org.uk/consumers>

### 3. You are unlikely to get your money back quickly

- Many bonds last for several years, so you should be prepared to wait for your money to be returned even if the business you're investing in repays on time.
- You are unlikely to be able to cash in your investment early by selling your bond. You are usually locked in until the business has paid you back over the period agreed.

### 4. Don't put all your eggs in one basket

- Putting all your money into a single business or type of investment for example, is risky. Spreading your money across different investments makes you less dependent on any one to do well.
- A good rule of thumb is not to invest more than 10% of your money in high-risk investments.

<https://www.fca.org.uk/investsmart/5-questions-ask-you-invest>

- If you are interested in learning more about how to protect yourself, visit the FCA's website here.

<https://www.fca.org.uk/investsmart>

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