C Share Issue and publication of prospectus

RNS Number : 0469A
GCP Asset Backed Income Fund Ltd
07 September 2018

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, TO US PERSONS OR IN OR INTO AUSTRALIA, CANADA, JAPAN, THE REPUBLIC OF SOUTH AFRICA OR THE UNITED STATES OF AMERICA OR ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

This announcement is an advertisement and does not constitute a prospectus or offering memorandum or an offer in respect of any securities. Neither the issue of this announcement nor any part of its contents constitutes an offer to sell or invitation to purchase any securities of the Company. Investors should not subscribe for or purchase any transferable securities referred to in this announcement except on the basis of information in the Prospectus published by the Company today in connection with the proposed admission of C shares of no par value to trading on the main market for listed securities of the London Stock Exchange and to listing on the premium segment of the Official List of the UK Listing Authority.

7 September 2018

GCP Asset Backed Income Fund Limited (the "**Company**" or "**GCP Asset Backed Income**")

LEI 213800FBBZCQMP73A815

C Share Issue and publication of prospectus

Further to the announcement by the Company on 26 July 2018, the Directors of GCP Asset Backed Income, which invests in asset backed loans, are pleased to announce that the Company has today published a prospectus ("**Prospectus**") setting out details of a fully pre-emptive offer of C shares targeting gross proceeds in excess of £70 million in October 2018 ("Issue").

The Issue will be by way of an open offer, placing and offer for subscription. To ensure that any demand from shareholders on the Company's register as at the 5 September 2018 ("Record Date") takes priority, the Issue will include a pre-emptive offering through the open offer on the basis of three C Shares for every ten Ordinary Shares held by shareholders as at that date.

The net proceeds of the Issue will be used to take advantage of attractive investment opportunities. Further, it is currently expected that the net proceeds will be used to repay any monies which have been drawn down by the Company under its revolving credit facility (the "RCF"). As set out in the announcement by the Company on 26 July 2018, where the net proceeds of the Issue are used to repay monies drawn under the RCF which have been used to fund the whole or part of new investments in the period from 14 July 2018 to the date of admission to trading of the C Shares, the cost of borrowing such monies and the relevant investments (or part thereof, as appropriate) and interest accrued thereon will be allocated to the pool of assets and net asset value attributed to the C shares and will be accounted for in this separate pool of C share assets until the C shares convert into new ordinary shares.

Terms used and not defined in this announcement shall have the meaning given to them in the Prospectus.

A copy of the Prospectus has today been posted to shareholders and submitted to the National Storage Mechanism and will shortly be available for inspection at www.morningstar.co.uk/uk/NSM and on the Company's website at https://www.graviscapital.com/funds/gcp-asset-backed/literature.

Copies of the Prospectus will also be available from the Company's registered office and the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU during normal business hours.

Expected timetable

2018

5 September	Record Date for entitlements under the Open Offer (5pm)
10 September	Ex-entitlement date for the Open Offer (8am)
21 September	Latest date to deposit Basic Entitlements and Excess CREST Open Offer entitlements into CREST (3pm)
26 September	Latest date for receipt of completed Open Offer Application Forms and payment in full under the Open Offer or settlement of relevant CREST instructions (as appropriate) (11am)*
27 September	Placing (3pm) and Offer for Subscription (1pm) close*
28 September	Publication of results of the Issue
2 October	Admission and dealings in the C Shares commence

** The Directors may, with the prior approval of Cenkos alter such date and thereby shorten or lengthen the placing, open offer and/or offer for subscription period, to a date or dates by no later than 28 November 2018. The above times and/or dates may be subject to change and, in the event of such change, the revised times and/or dates will be notified to shareholders by an announcement through a regulatory information service. All references to times in this document are to London time unless otherwise stated.*

For further information, please contact:

Gravis Capital Management Limited +44 (0) 20 3405 8500

David Conlon david.conlon@graviscapital.com

Dion Di Miceli dion.dimiceli@graviscapital.com

Cenkos Securities plc +44 (0)20 7397 8900

Tom Scrivens tscrivens@cenkos.com

Oliver Packard opackard@cenkos.com

Sapna Shah sshah@cenkos.com

Notes to Editors

The Company

The Company is a closed ended investment company traded on the Main Market of the London Stock Exchange. Its investment objective is to generate attractive risk-adjusted returns primarily through regular, growing distributions and modest capital appreciation over the long term.

The Company seeks to meet its investment objective by making investments in a diversified portfolio of predominantly UK based asset backed loans which have contracted, predictable medium to long term cash flows and/or physical assets.

Additional information

The distribution of this announcement and the Issue in certain jurisdictions may be restricted by law. Other than in the United Kingdom, no action has been taken by the Company or Cenkos that would permit an offering of the C Shares or possession or distribution of this announcement or any other offering or publicity material relating to such shares in any jurisdiction where action for that purpose is required.

Persons into whose possession this announcement comes are required by the Company and Cenkos to inform themselves about, and to observe, such restrictions.

The C Shares are being offered and issued outside the United States in reliance on Regulation S promulgated under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"). The C Shares have not been nor will be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities law of any state or other jurisdiction in the United States. In addition, the Company has not registered and will not register under the U.S. Investment Company Act of 1940, as amended. The C Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering or the issue of the C Shares or the accuracy or adequacy of the Prospectus. Any representation to the contrary is a criminal offence in the United States and the re-offer or resale of any of the C Shares in the United States may constitute a violation of U.S. law.

Recipients of this announcement are reminded that applications for C Shares may be made solely on the basis of the information and opinions contained in the Prospectus. No undertaking, representation or warranty, express or implied, is made or given by or on behalf of the Company, Cenkos or the Investment Manager or any of their respective affiliates, directors, partners, officers, employees, agents or advisers or any other person (whether or not referred to in this announcement) as to the accuracy, completeness or fairness of the information contained herein and no responsibility or liability is accepted by any of them for any such information or opinions.

No offer or invitation to subscribe for or acquire shares in the Company is being made by or in connection with this announcement.

Cenkos, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as sponsor and sole placing agent to the Company and is acting for no-one else in connection with the Issue, Admission and the contents of this announcement and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Cenkos nor for providing advice in connection with the Issue, Admission and the contents of this announcement or any other matter referred to herein.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@lseg.com or visit www.rns.com.

END

PDISSUFEWFASESU